

Business Ethics Policy

# Anti-Corruption



# Applicability

**This Anti-Corruption Policy (“Policy”) applies to GXO Logistics, Inc., including all of its subsidiaries, divisions, and other operating entities (collectively, “GXO” or the “Company”). All directors, officers and employees of GXO, and third parties acting on our behalf, are subject to and responsible for complying with the requirements of this Policy. As used in this Policy, the term “Company” should be read to include all persons and entities subject to this Policy.**

## 1 Overview

GXO values its reputation for integrity and we earn business based on our merits. We do not permit or engage in bribery or corruption of any kind. This means we do not make payments, or offer anything else of value, to improperly influence any business matter or official decision.

We have controls in place to detect and prevent bribery and corruption. And we comply with all applicable anti-corruption laws, including the U.S. Foreign Corrupt Practices Act, the UK Bribery Act, the French “Sapin II” Law no. 2016-1691, and other applicable local laws.

## 2 Definitions

- 2.1 *The Company:* GXO Logistics in all its business forms, employees of GXO, and all other parties as defined under “Applicability.”
- 2.2 *Anything of Value:* Any cash (or cash equivalent, such as gift cards), gift, travel, entertainment, charitable contribution, employment, loan or any other benefit. The term “anything of value” should be interpreted broadly; there is no threshold amount nor any exception for “small” payments.
- 2.3 *Directly or Indirectly:* A direct action is aimed at a particular person or entity; an indirect action is aimed at a party related to the particular person or entity. If the Company is prohibited from doing something directly, it is also prohibited from doing it indirectly. For example, if there is a prohibition on making an improper payment to a certain person (a direct benefit), the Company may not make that same payment to someone else with the intent of benefiting, or gaining favor with, the prohibited person (an indirect benefit).

As another example, if the Company is prohibited from providing a gift to an employee of a government-owned business (a direct benefit), the Company cannot, instead, provide a gift to that person’s family member or to a charity organization of the prohibited person (an indirect benefit).

- 2.4 *Government Official:* Any person, regardless of position, working for a government, or a government-controlled entity or business, including entities such as a state-owned air carrier, shipper or utility provider. This also includes any person or entity acting on behalf of a government or government controlled entity, a public international organization, a political party, or a candidate for political office. Government Officials are not limited to high-level personnel; even low-level employees who have minimal responsibilities are included.
- 2.5 *Private Party:* Any person or entity that is not a Government Official, such as a commercial customer, supplier or competitor.

## 3 Standards of Conduct

- 3.1 *We Do Not Make Payments to Government Officials:* The Company will not Directly or Indirectly pay, offer to pay, or authorize payment of Anything of Value to a Government Official. This prohibition includes facilitation payments, which are payments made to facilitate or “grease” routine government actions, such as granting a license, providing customs clearance or processing papers.
- 3.2 *We Do Not Make Payments to Private Parties to Improperly Influence Business Matters:* The Company will not Directly or Indirectly pay, offer to pay, or authorize payment of Anything of Value to a Private Party to obtain an improper business advantage. In certain instances, it may be acceptable for the Company to provide basic promotional items or entertainment to a Private Party. Such items or entertainment must be given in compliance with the Company’s rules on gifts and entertainment as set forth in the Company’s Code of Business Ethics.

## Third Party Due Diligence

Third parties who act on the Company's behalf, including certain suppliers, vendors, consultants, agents, brokers and carriers, may pose a significant compliance risk. We take steps to ensure that third parties who act on our behalf share our commitment to integrity and to doing business without corruption.

When working with third parties, the Company must review proper supporting documentation before paying expenses on behalf of a third party, question unusual or excessive expenses incurred by the third party and refuse to pay expenses that appear improper or questionable.

Any awareness or suspicion of improper actions by a third party, including possibly paying bribes, must be immediately reported to the Ethics and Compliance Office. Suspicious activity may include requests for:

- large commissions, advance commissions or over-payments;
- payments to accounts located outside the country where a third party is headquartered;
- payments to accounts held in the names of other parties;
- payments that are invoiced without supporting documentation or justification;
- payments where the corresponding services being provided cannot be clearly identified;
- payments to be made to an individual or contracts to be placed in the name of an individual;
- requests by a customer for a third party to be included in a deal, particularly where it is not clear what specific role this third party will provide;
- excessive discounts or rebates;
- cash payments of any kind; or
- any other payment or benefit not fully or accurately captured within the Company's books and records.

If a third party is suspected of acting in an improper manner, all activity with and all payments to the third party must immediately cease until the Ethics and Compliance Office provides guidance that indicates how to proceed.

3.3 *We Prioritize Personal Safety:* If you are in a situation in which a payment is being demanded from you at the expense of your personal safety, for example, if you are detained and threatened that you will be harmed if a payment is not made, it is permissible to make the payment and get to a safe location. Once you have arrived at a safe location, you must immediately notify the Ethics and Compliance Office of the situation, including a statement of the amount paid and the related circumstances.

3.4 *We Do Not Solicit or Accept Benefits Intended to Influence Our Objectivity:* The Company will not Directly or Indirectly ask for or accept Anything of Value from any person or entity for the purpose of providing an improper business advantage. Company employees may receive basic entertainment and promotional items from business partners, but must do so in accordance with the Company's rules on gifts and entertainment, as set forth in our Code of Business Ethics.

3.5 *We Do Not Make Charitable or Political Contributions to Influence Any Business or Government Matter:* The Company will not Directly or Indirectly provide any Company funds or assets to any political party, candidate or a charitable organization without written authorization by the Ethics and Compliance Office. Furthermore, Company employees involved in government procurement activity may not make any private political contributions in connection with government procurement activity without first obtaining approval from the Ethics and Compliance Office.

3.6 *We Keep Accurate Books and Records:* The Company relies on the authenticity and accuracy of information recorded in its accounting records. It is of the utmost importance that our records are kept in a manner that is complete, clear, honest and accurate. All business transactions must be properly reflected in our accounts in accordance with established procedures and auditing standards and generally accepted accounting principles.

The Company also maintains a system of internal accounting controls to ensure that business transactions are properly authorized and records accurately kept. These controls are designed to ensure accurate reporting and to allow us to prevent and detect improper payments.

**5 Anti-Corruption Compliance Program**

The Company shall devise and maintain a compliance program intended to prevent, detect and address corruption and related improper activity.

**6 Reporting**

All persons subject to this Policy must immediately report any misconduct or potential violations of this Policy and/or applicable anti-corruption laws. GXO does not permit retaliation against any person who, in good faith, reports any concerns, misconduct, and/or potential violations of Company policy or applicable laws.

Reports can be submitted directly to the Ethics and Compliance Office at [ethics@gxo.com](mailto:ethics@gxo.com). Additionally, you can visit our Ethics website at <https://ethics.gxo.com> where you can find alternative reporting options. Your concerns can be reported anonymously, unless otherwise prohibited by applicable local law. Please see the Company’s Code of Business Ethics for additional information regarding reporting options.

Additional information and guidance regarding this Policy can be obtained from the Ethics and Compliance Office at [ethics@gxo.com](mailto:ethics@gxo.com).

**7 Policy Exceptions**

Any exception to or deviation from this Policy must be approved in writing by the Company’s Chief Compliance Officer.

**8 Failure to Comply**

Failure to comply with this Policy could have serious consequences for the Company and the individuals involved, including civil or criminal prosecution, fines and possible imprisonment. Violations of this Policy may also result in serious disciplinary action, including termination of employment.

VERSION CONTROL			
Ver. No.	Release Date	Approved By	Reason for New Release
1	08/02/2021	Chief Compliance Officer	Documentation of existing policy