



GXO Logistics, Inc.

Conflicts of Interest Policy

Effective: August 2, 2021

This Conflicts of Interest 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 is committed that employees, directors and officers (collectively “Employees”) be free from any interest, influence, or relationship that might conflict - or even appear to conflict - with the best interests of the Company. Employees are expected to perform their work with undivided loyalty to the Company. This policy governs and guides employees where a conflict of interest, or even the appearance of one, exists. It is intended to prevent a misuse of Company assets or influence, or discrediting the Company’s name or reputation. Most important is the requirement that any actual or perceived conflict of interest must be disclosed.

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. Significant Financial Interest: A Significant Financial Interest is defined as a direct or indirect aggregate interest of more than ten percent (10%) (i) of any class of the outstanding securities of a firm or a corporation; (ii) interest in a partnership or association; or (iii) of the total assets or gross income generated from a non-GXO firm or corporation of such Employee.
- 2.3. Family Member: Family Member means an Employee’s immediate family members such as his or her spouse,

children, mother, father, sisters, brothers, and steps or in-laws of these types as well as domestic partners.

3. Conflicts of Interest:

The following sections describe a number of common categories of conflicts of interest and set forth examples of the application of this policy to certain situations where conflicts are most likely to arise. However, they are not all-inclusive and do not cover all possible situations where a conflict could occur.

3.1. Employee Outside Interests in Entities Doing Business or Competing with the Company

- 3.1.1. If an Employee employed by, holds any position with, or has a Significant Financial Interest in, any business or entity that transacts or may transact any business or compete with the Company, then the full details concerning such employment, position, or Significant Financial Interest should be disclosed.
- 3.1.2. If an Employee is in a position to affect the Company’s business relationship with and knows of a Family Member who is employed by, holds any position with, or has a Significant Financial Interest in, any business or entity that transacts or may transact any business or compete with the Company, then the full details concerning such employment, position, or ownership must be disclosed by the Employee.
- 3.1.3. From time to time, Company executives may serve as members of the boards of directors of other companies. To avoid a conflict of interest in those situations, we have adopted policies and disclosure mechanisms to address commercial transactions in which such persons

may be deemed to have a commercial interest as the result of another director position. See the Related Party Transaction Approval Policy for additional information.

3.1.4. Examples of Employee Outside Interests that must be disclosed:

You are in charge of purchasing goods from a supplier. You are a part owner of this supplier.

You are in charge of purchasing goods from a supplier. Your son owns this supplier.

3.2. Employee Relationships with Other Employees

Personal relationships with family and friends who are also employed by the Company could create a conflict of interest. We should always take care that such relationships do not inappropriately impact our business responsibilities or our ability to make impartial and objective business decisions.

3.2.1. Examples of employee relationships (e.g., family or romantic) with other Employees that must be disclosed:

You have recently been appointed as regional HR manager. Your daughter works in HR in that region.

You have a relationship (e.g., family or romantic) with another Employee who you directly or indirectly supervise.

3.3. Misappropriation of Business Opportunities

3.3.1. In some cases, through your work or through contacts with customers, suppliers, contractors or consultants, you may become aware of an opportunity to make a purchase or an investment in which the Company could be interested. You must promptly notify your supervisor of the opportunity to allow the Company to evaluate it. Taking personal advantage of an opportunity learned

through your employment at the Company is prohibited, even if the Company has declined to pursue the opportunity.

3.3.2. Examples of misappropriation of business opportunities that must be disclosed:

In the course of your role at GXO you learn of an exciting new technology and spend your nights and weekends working to commercialize it for your personal benefit.

In the course of your role at GXO you learn of an exciting new technology and bring it to the attention of your supervisor. The Company evaluates the technology and decides not to pursue it. Afterward you spend your nights and weekends working to commercialize the rejected technology for your personal benefit.

3.4. Insider Trading

3.4.1. United States federal and state laws prohibit buying, selling, or making other transfers of securities (including shares in a company) by people who have material information that is not generally known or available to the public. These laws also prohibit people with material, nonpublic information from disclosing this information to others who may trade. The prohibitions apply to persons outside the United States if the securities traded are listed on a United States stock exchange (e.g., the Company's ordinary shares traded on the New York Stock Exchange). See the Insider Trading Policy for additional information.

3.4.2. Examples of Insider Trading that must be disclosed:

In the course of your job you become aware of material, non-public information which will result in a material financial loss for the Company. Based on this material, non-public information you sell

Company stock.

In the course of your job you become aware of material, non-public information which will result in a material financial gain for the Company. You tell your father-in-law about it and he buys Company stock based on this material, non-public information.

3.5. Receipt of Gifts, Entertainment, and Travel

- 3.5.1. Acceptance of money, gifts, gift cards, gift certificates, favors or services by an Employee, or an Employee's Family Member from any individual or organization which an Employee has reason to believe may transact business, or may seek to transact business with the Company, will constitute a violation of this policy, unless such gift or favor involves no more than an ordinary social amenity as defined in the applicable Company policies on gifts, entertainment, and travel. Gifts, entertainment or travel should never be accepted, regardless of value, if they violate the law or conflict with other applicable policies.

Examples of gifts, entertainment, and travel that must be disclosed:

You are involved in selecting an outside supplier for a significant Company project. One of the bidding suppliers has a brand new 3D HD television delivered to your home and is shortly thereafter awarded a contract by the Company.

You are involved in selecting an outside supplier for a significant Company project. One of the bidding suppliers gives your mother a brand new 3D television and has it delivered to her home.

You are invited to a supplier luncheon where many different suppliers are promoting their products and services to a wide variety of Employees as well as

many other people working for other companies. You do not have the authority to make the final decision regarding the Company's engagement of any of the suppliers. During the luncheon a drawing is held and you are the winner of a round trip plane ticket.

3.6. Company Proprietary and Other Confidential Information

- 3.6.1. Unless duly authorized, you may not provide information to any outside organization or individual about bids, specifications, financial data or transactions, product features, process details or other matters (including computer-generated information of any nature), where such disclosures involve confidential or proprietary information or might otherwise be contrary to the Company's best interests.

Examples of Disclosure of Company Proprietary and Other Confidential Information that must be disclosed:

You work in sales. Your daughter has recently taken a position in sales for another logistics company that is not a direct competitor of the Company. In order to help her get started you provide her with a list of Company customers including contact names and phone numbers so that she can start calling on them.

A customer releases a tender request seeking bids for a major project. The tender request is unclear regarding the precise form and substance of the desired response. You see a former co-worker at the airport who now works for a competing company that is also bidding on the project. The two of you discuss how to best respond to the bid including the form and substance of each of your responses so everyone is "on the same page".

3.7. Use of Company Assets and Resources

- 3.7.1. Employees may not engage in

activities on Company time, or use or cause to be used Company facilities, equipment (including any computing resources), materials or supplies for your personal convenience or profit except as specifically otherwise permitted by Company policy.

Examples of Use of Company Assets and Resources that must be disclosed:

Due to the nature of your job, the Company provides you with a Company owned truck. During nights and weekends you use the Company owned truck for your personal landscaping business.

To earn extra money you start selling various items on internet marketing sites. As the holidays approach Company work slows down a bit but your internet sales are booming. To keep up with demand you begin using your Company computer for several hours each day to work on your internet marketing.

Company is occurring or has occurred, you must disclose it.

- 4.3. Conflicts of interest are subject to ongoing review. For that reason, you should periodically update your disclosure to ensure current management is aware of it.
- 4.4. Many activities disclosed may not raise significant conflict of interest issues. In some instances, however, corrective steps may be necessary. The requirement to disclose the circumstances serves to inform the Company and, at the same time, protect you from the harmful effects of any subsequent revelation of activities, associations or interests that might constitute a prohibited conflict of interest. The Company will respect the legal rights of the individual concerned.
- 4.5. Violations of this Policy may result in disciplinary action up to and including termination from employment.

4. When and How to Disclose:

All actual or suspected conflicts of interest must be disclosed. If in doubt – disclose.

- 4.1. Disclosure should be made to the Ethics and Compliance Office (ethics@gxo.com) using the Conflict of Interest Form on our ethics website: ethics.gxo.com
- 4.2. If you become aware of information which suggests that a conflict of interest or an illegal act by an Employee, Family Member, customer, contractor, consultant or supplier which affects the

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