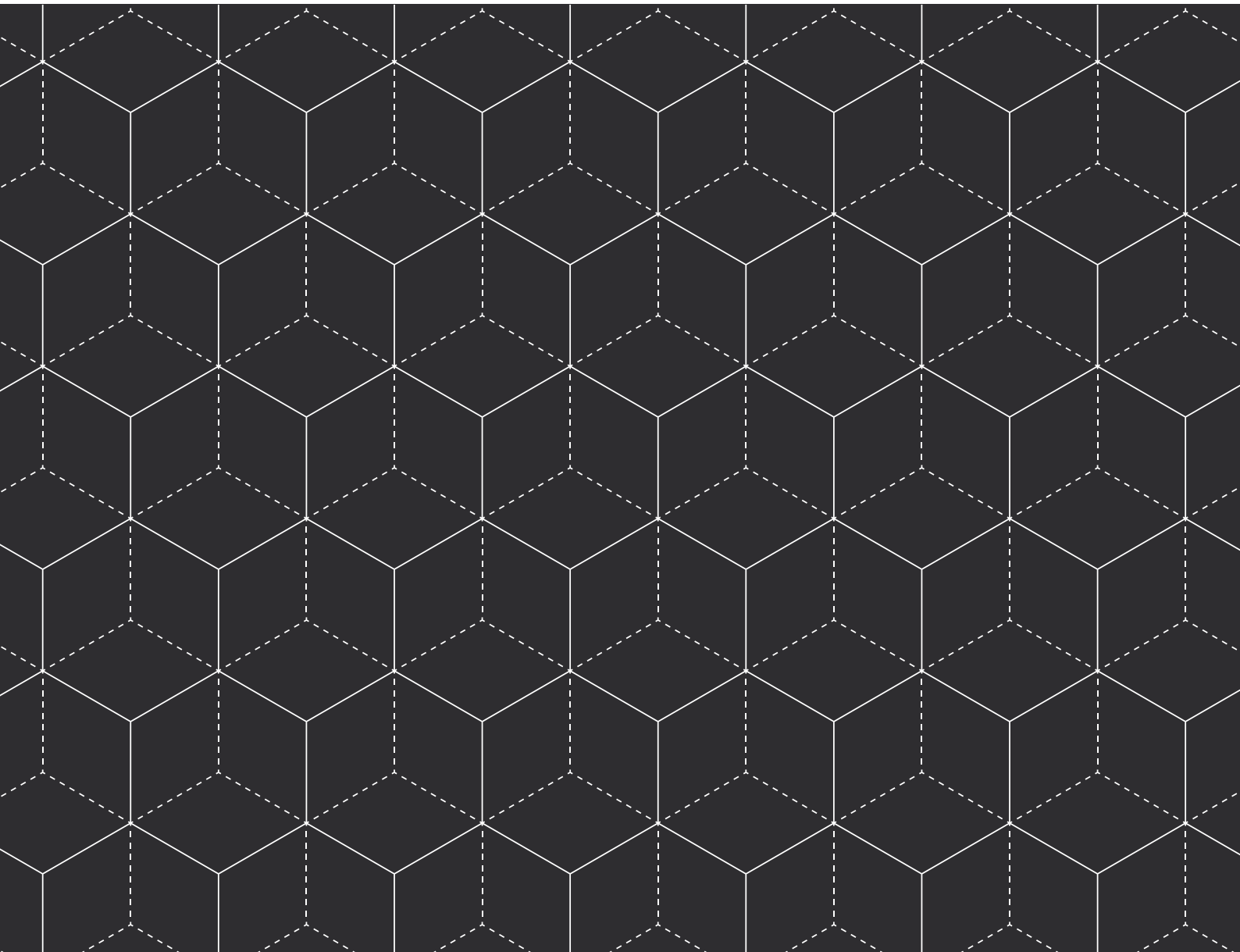


Please read carefully



Business Partner Code of Conduct

Version 1 - November 2022



GXO is a values-driven organization delivering game changing opportunities. We are focused on driving results, but we are equally focused on how we achieve those results, and are committed to doing so in a way that is safe, diverse, inclusive, ethical, legal, responsible and sustainable. As a GXO Business Partner, we hold you to the same standards, which are outlined in this Code, and expect you to share our corporate values and implement the necessary compliance and assurance mechanisms.

Together, we can change the game for the better.



Malcolm Wilson
Chief Executive Officer,
GXO Logistics Inc.



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Introduction

In the context of this Code of Conduct, the following words shall have the following meanings:

"Code of Business Ethics"

means the GXO Code of Business Ethics which can be viewed at <https://ethics.gxo.com/>

"GXO"

means any direct or indirect subsidiary of GXO Logistics, Inc.

"Business Partner"

means any supplier, vendor, provider, consultant or subcontractor to GXO.

GXO is a global leader, providing supply chain services to the world's most successful companies. In the course of our operations, we interact with many stakeholders, including colleagues, customers, suppliers, communities and investors. We know that both our success and theirs depends on fair, lawful and ethical business conduct, a strong governance structure, safe and inclusive workplaces, and social and environmental responsibility.

GXO is committed to a work environment where safety is paramount and respect and diversity are valued. Our environmental goals are to continuously reduce energy consumption and related greenhouse gas emissions and to improve the efficiency with which we use resources. We do not tolerate corruption, fraud or bribery and ensure adherence to this through company-wide policies and mandatory training.



Our core values guide us in all our activities:

Be Safe

Be Inclusive

Make an Impact

Change the Game

Deliver Results

GXO expects its Business Partners to comply with all applicable laws, regulations, codes and statutory requirements. We expect Business Partners to conduct business in a sustainable and responsible manner, particularly in regard to laws pertaining to human rights, health and safety, the environment, anti-bribery, anti-trust and international trade sanctions and regulations. Business Partners must cooperate with GXO in all matters relating to corporate responsibility and respect our core values.

Without prejudice to GXO's legal or statutory rights, the activities of Business Partners shall be carried out with the degree of skill, diligence, prudence, awareness and foresight which would reasonably and ordinarily be expected from a skilled and experienced provider engaged in the same type of undertaking and under the same or similar circumstances and conditions.

Our Requirement to our Business Partners

All of our Business Partners are required to comply with this Code of Conduct ("Business Partner Code") and to conduct their business in accordance with its principles as well as those set out in our Code of Business Ethics which can be found at <https://ethics.GXO.com>.

We expect our Business Partners to pass on the principles set out in this Business Partner Code to their own providers and sub-contractors and to ensure to the greatest extent possible that they also comply with the standards and principles contained in this Codes of Conduct.

Any questions can be sent to the GXO Ethics team at Ethics@gxo.com.





02

Business Ethics

We are committed to maintaining the trust of customers and others in our marketplaces by acting with integrity, competing fairly and protecting confidential information. Business Partners must adhere to good ethical practices as set out in the GXO Code of Business Ethics.

Business Partners shall specifically undertake the following:

Corruption

GXO does not tolerate bribery or corruption in any form directly or indirectly, whether doing business with a government entity, commercial enterprise or individual. Accordingly, the Business Partner must not tolerate bribery or corruption in any form, directly or indirectly, whether doing business with a government entity, commercial enterprise or individual, by its officers, employees, sub-contractors or agents.

The Business Partner must not authorize, offer to pay or accept bribes, kickbacks or gratuities in relation to any business or operations that it undertakes on behalf of GXO or GXO customers; this includes offering or making payments to third parties in situations where there is reason to believe that even a portion of the payment will be offered to someone else for an improper purpose.

This requirement also applies in countries where bribery, facilitation payments and kickbacks are legal or considered as normal business practices.

Gifts and entertainment

The Business Partner must not offer, give or accept gifts, including entertainment (e.g., business meals, event tickets or golf outings) that could create or appear to create improper influence on a business relationship or decision. Business Partners are also expected to comply with GXO's \$100 USD annual limit on gifts.

The Business Partner must never give a gift or engage in entertainment with a government official; this includes state-owned entities such as a state-owned air carrier, shipper or utility provider. Gifts to and entertainment with government officials and entities are never permissible.



Conflicts of Interest

GXO makes all supplier-related decisions, including purchasing decisions, based solely on the Business Partner's ability to meet GXO's business needs. Conflicts of interest arise when personal interests or interests of friends or family interfere with the ability to make impartial business decisions.

Business Partner must notify the GXO Ethics team on Ethics@gxo.com of any proposed transaction involving GXO and any of the Business Partner's employees worldwide or a member of the Business Partner's employees' family worldwide or any business owned by the Business Partner's employee or the employees' family worldwide. Before any such transaction can proceed, the GXO Ethics Team will carry out due diligence and give written approval to the transaction.

International Trade

The Business Partner must not permit the export or import of goods, services or data without appropriate authorization.

When shipping under a government authorization, the Business Partner must comply with all terms and conditions of the authorization and cannot divert shipments to a place or person not included in the authorization. To ensure that the Business Partner can comply with government reporting requirements relating to international trade, the Business Partner must properly document all export and import transactions. Poaching, wildlife trafficking and piracy by the Business Partner and its employees, sub-contractors or agents is not permitted and illegal roads cannot be driven.

The Business Partner will comply with United States, European Union and United Nations import and export control and trade sanctions laws and regulations.

The Business Partner must not do business with, or for, any embargoed or sanctioned country, or any party subject to a debarment or economic sanctions unless the Business Partner has received appropriate government authorization and the Business Partner has obtained the prior written approval of the GXO Ethics Team at Ethics@gxo.com.

In addition, the Business Partner must not participate in any boycotts not authorized by US law, such as restrictive contract provisions aimed at limiting trade with Israel.



Competition

The Business Partner must abide by competition and anti-trust laws. The Business Partner must not enter into any agreement or arrangement to limit competition or gain an improper advantage: fixing prices, dividing markets, limiting or controlling production or capacity, exchanging information on GXO prices, or participating in collusive agreements is prohibited.

Processing information

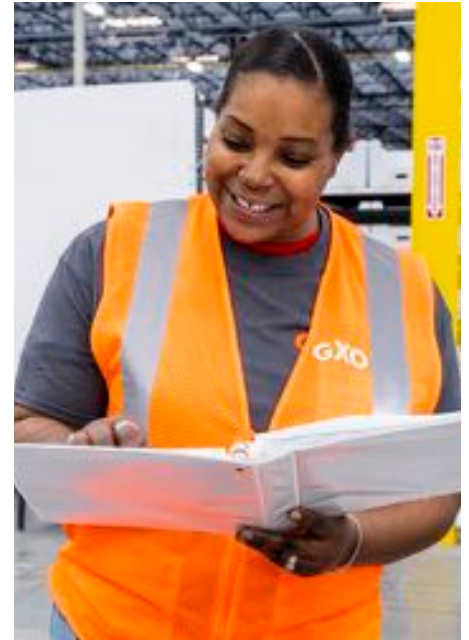
The Business Partner must not make false or misleading statements about GXO's services; the Business Partner must not knowingly misrepresent facts to gain a competitive advantage or for any other purpose.

The Business Partner must not improperly collect or use confidential or proprietary information related to GXO's employees, markets, customers, competitors or any other third party. All such information must be collected through lawful means and must be properly safeguarded from unauthorized disclosure or use. The Business Partner must ensure that its information systems are protected from cybersecurity attacks, hacking techniques and that access is only granted to authorized staff. In the case of any breach, loss or misuse of GXO information, the Business Partner shall immediately inform GXO via the Ethics team or the GXO Information Security Team at information.security@gxo.com.

If the Business Partner becomes aware of confidential or proprietary information about a competitor or other third party through a prior employer or other non-public source, the Business Partner is not permitted to use the information in connection with GXO's business or to disclose it to any GXO representative. The information cannot be brought onto GXO's premises, including electronic systems used by GXO, or used in any way in performing the Business Partner's duties or other company business.

Neither the Business Partner nor its employees shall express themselves on behalf of GXO. Any personal posts and comments on social media must be published so that it is undeniably stated that they reflect personal views and opinions.

The Business Partner must ensure that personal data of its own employees and of GXO employees or customers is processed in accordance with all applicable data protection laws.



Taxation, Money laundering and Terrorism

The Business Partner must take all necessary steps to prevent money laundering within its business operations. The Business Partner must not engage in a money laundering scheme.

The Business Partner must not finance terrorism and shall not deal with companies which are related to terrorism or financing terrorist activities.

The Business Partner must comply with all applicable tax laws. In relation to its workers it shall not use any type of payroll company or internal in-house systems that employ or use practices (including, without limitation, off-payroll working) that are or could be deemed as tax avoidance, irrespective of any purported legality.

Business Continuity Plan

The Business Partner must be prepared for and put in place clear plans to address any disruption of its business such as acts of God, terrorist attacks, cyber-crimes or disease outbreaks.



Human Rights and Fundamental Rights

GXO is committed to conducting business in a manner that respects the human rights and dignity of all people. We do not tolerate any conduct that contributes to, encourages or facilitates human trafficking, child labour, forced or compulsory labour or any other human rights abuses.

GXO is committed to our value “Be Inclusive” and strives to work with Business Partners who share the same commitment.

Business Partners shall specifically undertake the following:

Non-discrimination

GXO does not tolerate harassment or discrimination based on any protected category or class. The Business Partner must not engage in any discriminatory, abusive, harassing or offensive conduct, whether verbal, physical or visual, towards its employees, workers’ sub-contractors or agents and will have in place policies to this effect.

The Business Partner must make employment decisions without regard to race, colour, age, gender, religion, national origin, mental or physical disability, medical condition, family or medical leave status, marital status, sexual orientation, gender identity or any other basis protected by law. This includes decisions related to hiring, placement, promotion, termination, discipline, leaves of absence, compensation, benefits and training. A worker enduring harassment or discrimination must be able to report the facts to an appointed representative from the Business Partner and/or to GXO. Workers who raise concerns must be protected from retaliation when reporting such facts.

Child labour

All workers must be of an appropriate age and the Business Partner shall comply with the ILO convention 138.

If national laws or regulations allow children aged between 13 and 15 years old to perform light work, such work is only permitted if the minor can complete compulsory schooling or training.





Forced or compulsory labour

The Business Partner must carry out due diligence on every person who is employed by it (e.g. background check, work permit, criminal records). Servitude, human trafficking, slavery, involuntary prison labour and detention of migrants or undocumented workers is prohibited throughout GXO's value chain at all times. Illegal employment is prohibited. When crossing borders, special attention shall be given to all vehicles belonging to GXO, the Business Partner or any third party traveling under the banner of GXO. A driver must never be a smuggler, willingly or not.

The Business Partner shall ensure that workers are in possession of freely agreed and documented terms of employment that outline their legal and contractual rights, including compensation, in a language they understand. Workers shall not be threatened with criminal sanctions or criminal prosecution, mental and/or physical violence, detention, retention of identity documents or confiscation of legal rights or privileges. All workers must be free to resign within the framework of applicable laws, regulations and collective agreements.

GXO expects its Business Partners to carry out due diligence on its suppliers and sub contractors and to ensure to the greatest extent possible that they also comply with these standards.

Forced or compulsory labour

Workers' rights, including working time, overtime, wages and benefits, shall be clearly documented and respected.

Working time

The Business Partner must ensure that working time is reasonable and in accordance with applicable laws and regulations.

The Business Partner must carefully monitor the hours input by workers, especially those working at several GXO's sites and must abide by the laws regarding the resting hours of its drivers and the maximum working hours allowed per week.

Compensation

Wages must at least meet statutory or agreed national minimum standards. Unequal treatment of workers shall be prohibited. The Business Partner will ensure equal pay for equal work based on equal skills, regardless of a worker's status (migrant or temporary worker).

The Business Partner must respect the rights of its workers to form a union and/or join or refrain from union membership. Workers who are union representatives must not be intimidated or discriminated against on this ground.

If the Business Partner provides housing to its workers, it must ensure that any housing provided meets legal standards regarding hygiene and comfort. If the Business Partner charges its workers for housing, the price must not exceed the national average or be confiscatory.



Health and safety

GXO is committed to maintaining a safe work environment. All work must be performed in accordance with applicable health and safety regulations.

Business Partners shall specifically undertake the following:

The Business Partner must observe all health and safety rules and regulations and any other reasonable security requirements that apply at any of GXO's premises (or any premises of GXO customers) from time to time or that are advised to the Business Partner in connection with any services or operations carried out on behalf of GXO or its customers.

Within the Business Partner's premises, the Business Partner must ensure that all applicable health and safety rules and regulations are met and that appropriate policies are in place to ensure its workers' health and safety are protected. Employees must be informed and trained on health and safety topics. Dedicated training must be provided to drivers to avoid traffic accidents. Workers must be given adequate equipment, including personal protective equipment (PPE). Regular workplace risk assessments, adequate hazard controls and precautionary measures must be implemented.

The Business Partner must maintain a drug-free and alcohol-free work environment. Business Partner's workers must not use, possess, distribute or abuse illegal or prescription drugs. Alcohol and drugs (other than required by an individual for medical purposes) must not be used or possessed on the premises of GXO or on the premises of GXO customers.

The Business Partner shall not tolerate violence in any form or at any work-related location.



Environment

GXO conducts its business in a manner that complies with all applicable environmental laws. Our wider goals are to continuously strengthen the sustainability of our operations by reducing energy consumption and related greenhouse gas emissions and improving the efficiency with which we use resources. We strive to work with providers who share our commitment to sustainability and will prioritize the selection of Business Partners who embrace sustainable practices, as appropriate.

Business Partners shall specifically undertake the following:

The Business Partner must implement appropriate policies and procedures to ensure compliance with applicable environmental laws and regulations and to protect the environment.

The Business Partner must seek to identify and avoid any potential hazards to the environment due to an accident or technical failure (such as leakage from a fuel tank, refrigeration system or transported good) that may lead to air, water or soil pollution by putting in place an effective environmental management system. GXO encourages the Business Partner to strive to reduce its energy consumption and related greenhouse gas emissions as well as the amount of waste it produces and sends to landfill by adopting appropriate measures and performance monitoring systems.

Where identified the Business Partner must comply with any specific requirements of GXO's or GXO's customers environmental policies and procedures and GXO expects the Business Partner to take reasonable steps to assist GXO in its goal of reducing energy consumption and related greenhouse gas emissions and improving the efficiency with which resources are used in relation to GXO's and its customers' businesses.



Due Diligence and Reporting of Breaches

Referencing

The Business Partner must provide up to date copies of all operational licenses and other required documents so that GXO can update its database every year. In the case of insufficient

or outdated available information on the Business Partner, GXO reserves the right to remove the Business Partner from its Supplier Database and to cease to do business with the Business Partner.

Report

The Business Partner must maintain complete and accurate records and information to demonstrate its compliance with all applicable laws, the GXO Code of Business Ethics and this Code of Conduct and allow for audits by GXO or its designated auditor.

As required by applicable laws, the Business Partner must set up a procedure to give its employees the possibility to anonymously report behaviours that violate this Code of Conduct and must investigate any reports and implement any necessary sanctions. Retaliation against a whistle-blower is not tolerated.

Compliance

GXO reserves the right, upon reasonable notice, to audit a Business Partner's control environment. However, any audit or inspection will not in any way relieve the Business Partner from its legal obligations. The Business Partner must grant GXO reasonable access rights to undertake inspections and audits.

The Business Partner must notify GXO without undue delay on becoming aware a breach of this Code of Conduct or the GXO Code of Business Ethics or any applicable laws referred to in the Codes. The Business Partner is expected to initiate corrective actions and to take appropriate measures to hinder any future reoccurrence. In case of serious or repeated breaches, GXO reserves the right to consider it as a material breach of contract and therefore, terminate the contract. The Business Partner should be aware that some violations may also trigger civil or criminal penalties.

If any provision of this Code of Conduct is held by any court or other competent authority to be invalid or unenforceable in whole or in part, the validity of the other provisions of this Code of Conduct and the remainder of the provision in question and the GXO Code of Business Ethics shall not be affected.

Reports to GXO may be made in accordance with the procedure set out in its Code of Business Ethics to the Compliance Office (Ethics@gxo.com) or to its whistleblowing hotline at www.GXO.ethicspoint.com.



Declaration of the Supplier

We, the Business Partner, have read and agreed to the above Code of Conduct.

Signed: _____

Date: _____

Print Name: _____

Position in Company: _____

Company Name: _____

Please print the Code of Conduct and and return it to GXO signed and dated.