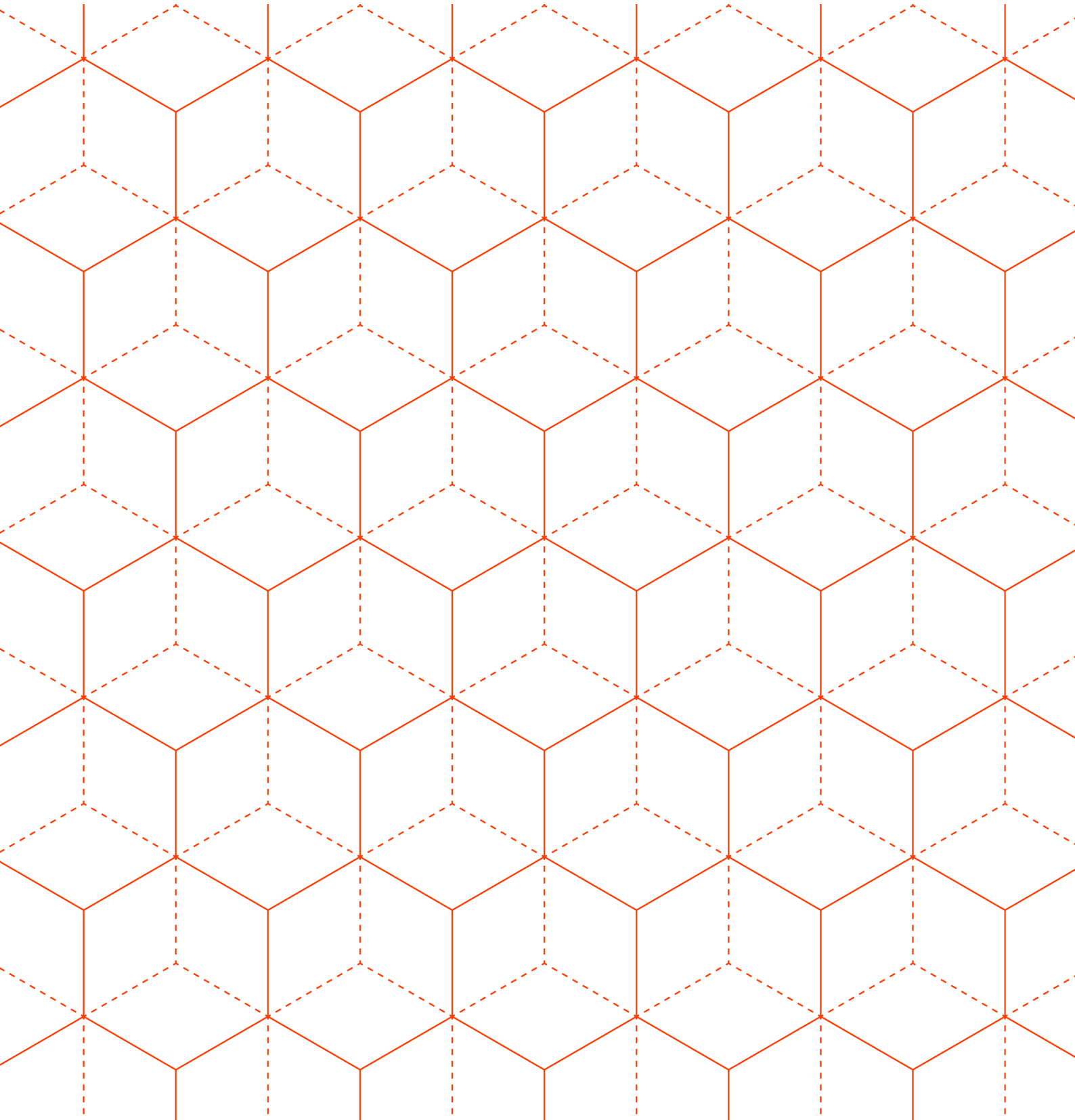


October 15, 2024

Gift and Entertainment Policy



Introduction

Business gifts and entertainment on a modest scale are commonly used to build goodwill and strengthen working relationships among business associates. Providing or accepting occasional meals, company swag and tickets to sporting and cultural events may be appropriate in certain circumstances. Occasionally, it may also be appropriate to accept or provide offers involving travel for business events with our business associates. However, if offers of gifts, entertainment or travel are frequent or of substantial value, they may create the appearance of, or an actual, conflict of interest or illicit payment.

Please use this policy to make the right decisions when providing or accepting gifts, entertainment or travel while conducting business on behalf of GXO.

Scope

This Gifts and Entertainment 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.

Policy

Gifts and Entertainment: What Is the difference?

Gift: physical items that are given, or received, in the ordinary course of business. Examples include but are not limited to, a bottle of wine, food basket, a company shirt or coffee cup. Tickets to sporting events and theater are also considered gifts when the third party providing the gift is not accompanying a GXO employee to the event.

Entertainment: a social event in which GXO employees and third parties attend to discuss business and strengthen the business relationship. Examples include but are not limited to, a meal or drinks, tickets to a football match or an F1 race, bowling and other activities in which one or more employees from GXO and a third party attend.

Gifts and Entertainment: Government Officials

Interacting with Government Officials brings with it an increase in inherent risk levels for GXO. As such, our policy prohibits all gifts and entertainment provided to, or received from, Government Officials.

For GXO, Government Officials includes all employees, at any level, of a government department or agency, whether executive, legislative or judicial. Officers and employees of companies under government ownership or control are also considered Government Officials. Thus, the term includes not only individuals such as elected officials, customs and tax inspectors and government procurement officials, but also the employees of state-owned enterprises.

The remainder of this Policy relates to interactions with Non-Government Officials.

Accepting Gifts

GXO recognizes that it is customary for some of its suppliers, customers and other third parties to occasionally give small gifts to those with whom they do business. It is important, however, that these gifts do not affect an employee's business judgment, or give the appearance that judgment may be affected. Accordingly, GXO and its employees must be very careful when it comes to accepting gifts. As a general rule, GXO employees may accept gifts from suppliers, customers or other business associates, provided the gift:

- would not embarrass GXO or the gift giver if disclosed publicly
- does not create the appearance that the gift giver is entitled to preferential treatment, an award of business, better prices or improved terms of sale
- if valued USD\$100 or above (even if the item is company swag), is reported to the Ethics & Compliance Department seeking approval, prior to accepting the gift using GXO Gift and Entertainment Disclosure Form. If prior approval cannot be obtained, communication to the Ethics and Compliance Department should be made as soon as reasonably possible using the Gift and Entertainment Disclosure Form

The following gifts are never appropriate:

- gifts of cash, or cash equivalent (such as gift cards or gift certificates)
- gifts that are prohibited by local law
- gifts given as a bribe, payoff or kickback (e.g., in order to obtain or retain business, or to secure an improper advantage, such as securing favourable tax treatment)
- gifts the recipient knows are prohibited by the gift giver's organization
- gifts given in the form of services or other non-cash benefits (e.g., the promise of employment)

The cumulative annual value of all gifts an employee may receive from any one gift giver cannot exceed USD\$250.

Employees who receive a gift at an event of a ceremonial nature (e.g., a customer outing or a commemoration of a business transaction) that might not be appropriate under these guidelines, but is impractical or offensive to refuse, may accept the gift and then promptly report it to the Ethics and Compliance Department.

GXO employees must never ask for gifts, gratuities or other items that benefit them personally, regardless of value. Employees are expected to exercise good judgment in accepting gifts from suppliers, customers, or other business associates. Employees should talk to their supervisor or the Ethics and Compliance Department when in doubt as to whether a gift is appropriate.

Accepting Entertainment

Business entertainment (e.g., meals, tickets to the theater or a sporting event) can play an important role in strengthening working relationships among business associates. Accordingly, GXO employees may accept business entertainment offered for legitimate business purposes, such as building goodwill and enhancing relationships with customers or suppliers, provided that it complies with these guidelines. Specifically, accepting entertainment is permitted only if such entertainment:

- complies with GXO's Travel Expense Policy
- is infrequent
- is reasonably related to a legitimate business purpose (e.g., accompanying a customer or supplier to a local theater/sporting event or attending a business meal)
- is not given as a bribe, payoff or kickback (e.g., in order to obtain or retain business, or to secure an improper advantage)
- does not create the appearance (or an implied obligation) that the gift giver is entitled to preferential treatment, an award of business, better prices or improved terms of purchase
- is in good taste and occurs at a business appropriate venue
- is reasonable and appropriate in the context of the business occasion
- would not influence, or appear to influence, the employee's ability to act in the best interest of GXO
- is disclosed using the GXO Gift and Entertainment Form

The following is never appropriate:

- entertainment that can be viewed as excessive in the context of the business occasion
- “adult” entertainment or any sort of event involving nudity or lewd behavior or any entertainment that violates local, regional or national laws
- entertainment that the recipient knows the gift giver is not permitted to give

Employees should talk with a supervisor or the Ethics and Compliance Department when in doubt as to whether an event, location or expenditure is appropriate.

These entertainment guidelines apply to situations in which the host is present. Tickets to sporting or cultural events provided to GXO employees and not attended by the host are really “gifts”, not “entertainment”, and should be viewed under the gift guidelines above.

Accepting Travel

Infrequently, it may be appropriate for customers, suppliers, trade associations or other business associates to pay for travel-related expenses for GXO employees. As these situations are rare, offers to pay for travel and/or related expenses from third parties must be reviewed by the Ethics and Compliance Department prior to accepting the travel. In determining whether the paid travel will be approved, the following will be considered:

- the primary purpose of the travel is business-related
- the class of travel is appropriate in the business context
- the proposed expenditures comply with local laws and customs
- the itinerary minimizes side trips and avoids tourist or vacation destinations.

Note that GXO will not approve travel expenses for spouses or children and will never approve trips that appear to be provided in exchange for business or improper advantage. Additionally, we may require that your GXO department budget absorb the cost for some or all of the travel expenses rather than be covered by the third party.

Gift Giving

Occasionally, offering gifts to third parties may be appropriate to strengthen relationships or comply with local customs. Accordingly, GXO permits such gifts, provided they comply with these guidelines. Specifically, GXO employees may offer gifts to suppliers, customers or other business associates for legitimate business purposes, such as building goodwill and strengthening working relationships (e.g., holiday or ceremonial presentations, service anniversaries, or retirement), provided the gift:

- is valued under US\$100 (preference should be given to GXO merchandise)
- if valued US\$100 or above, is approved by the Ethics and Compliance Department prior to giving the gift to the third party using the Gift and Entertainment Form
- is not given to the same person more than once per year
- would not embarrass GXO or the recipient if disclosed publicly

The following gifts are never appropriate:

- gifts of cash, or cash equivalent (such as gift cards or gift certificates)
- gifts that are bribes, payoffs or kickbacks (e.g., gifts given in order to obtain or retain business, or to secure an improper advantage)
- gifts that are prohibited by local law
- gifts the gift giver knows are prohibited by the recipient's organization
- gifts given in the form of services or other non-cash benefits (e.g., the promise of employment)
- gifts to family members of customers, suppliers or other business associates

The cumulative annual value of all gifts an employee may provide to any one recipient cannot exceed USD\$250 unless approval is obtained in advance by the Ethics and Compliance Department.

Employees are expected to exercise good judgment in offering gifts to suppliers, customers, or other business associates. Employees should talk to their supervisor or the Ethics and Compliance Department when in doubt as to whether an event, location or expenditure is appropriate.

Entertainment

Business entertainment (e.g., meals, tickets to the theater or a sporting event) can play an important role in strengthening working relationships among business associates. Accordingly, GXO permits business entertainment when done for legitimate business purposes, such as building goodwill and enhancing relationships with customers or suppliers, provided that it complies with these guidelines. Specifically, entertaining business associates is permitted only if such entertainment:

- complies with GXO's Travel Expense Policy
- is not a bribe, payoff or kickback (e.g., provided in order to obtain or retain business, or to secure an improper advantage)
- does not create the appearance that GXO is entitled to preferential treatment
- is in good taste and occurs at a business appropriate venue
- is reasonable and appropriate in the context of the business occasion

The following is never appropriate:

- entertainment that can be viewed as excessive by an objective third party
- “adult” entertainment or any sort of event involving nudity or lewd behavior
- entertainment of the same person(s) more than three times per year
- entertainment the host knows the recipient is not permitted to accept
- entertainment that would be considered a violation of local laws and regulations

Employees should talk to their supervisor or the Ethics and Compliance Department when in doubt as to whether an event, location or expenditure is appropriate. Additionally, you must obtain advance, written approval from your business unit President (or their selected delegate) and the Ethics and Compliance team for entertainment exceeding \$150 USD per person.

Finally, note that these entertainment guidelines apply to situations in which GXO employees are present. Tickets to sporting or cultural events provided by GXO to suppliers, customers or business associates at which GXO employees are not present are really “gifts,” not “entertainment,” and should be viewed under the gift guidelines above.

Gifts and Entertainment Review and Approval Form

You can find the Gift and Entertainment Form [HERE](#) and on our Ethics website <https://ethics.gxo.com>.

Violations of this Policy

If you are aware of actual or potential violations of this Policy you must report it via one of the below options:

- Your supervisor
- Your local HR representative
- The Ethics and Compliance Department (ethics@gxo.com)
- Using our EthicsLine telephone or website which can be found here: <https://gx.ethicspoint.com>

Violations of this Policy may result in disciplinary action up to and including termination from employment.



Gifts and Entertainment

This quick reference guide is designed to provide you with an overview of some key points to remember related to Gifts and Entertainment at GXO. If you have any questions please do not hesitate to speak with your supervisor, HR representative or the Ethics & Compliance Team at Ethics@gxo.com.

What is a gift?

A gift is something of value given to another person.

Examples include: GXO swag such as a shirt, coffee cup or backpack.

What is entertainment?

Entertainment is the act of engaging with other people for the purpose of enjoyment.

Examples include: attending an event with the third party such as an F1 race, football game, dinner cruise or other social event

Example of Gift or Entertainment Situation

During a supplier golf outing an employee wins a contest and receives a set of new golf clubs valued at USD800

A vendor offers tickets to a football match worth USD 500 in which the vendor will be attending with the GXO employee

A trade association is asking a GXO employee to speak at an upcoming event with a perspective on how GXO manages certain business related activities. The trade association is offering to pay all travel related expenses

GXO won a significant contract with a new customer. A GXO employee wants to give a GXO shirt to each of the customer's employees who work on site

GXO won a significant contract with a new customer and the customer's employee asks to be entertained by GXO for the winning proposal

How to Handle the Situation

The employee should refuse acceptance of the golf clubs and can be done so privately so as to not incur a public display. Keeping the golf clubs is not appropriate. If there is a reason cultural reason the golf clubs must be accepted, your office can hold a lottery in which anyone interested in receiving the golf clubs can participate for a chance of winning the clubs.

Due to the fact that the vendor will be attending the football match with a GXO employee this situation should be considered entertainment. The GXO employee must complete the Gift and Entertainment Form and submit it to the Ethics and Compliance Department for review and approval prior to accepting the entertainment.

The GXO employee must complete the Gift and Entertainment Form and submit it to the Ethics and Compliance Department for review prior to accepting the speaking engagement. Additionally, due to the fact the trade association is asking for GXO perspective, all prepared comments and slides must be reviewed and approved by the communications department.

Due to the low value of the shirts and the fact that it is GXO merchandise, the shirts are allowed to be provided to the customer's employees that will be on site.

Due to the request of the customer's employee of GXO to pay for the entertainment, GXO must decline the request. Providing entertainment to a customer is acceptable as long as the customer doesn't ask you to provide but rather you offer it up first. You must communicate this situation to the Ethics and Compliance Department at ethics@gxo.com



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Example of Gift or Entertainment Situation

A long-time customer is celebrating their annual holiday and asking all vendors to provide a gift to be given away to the customer's employees. The customer is asking for gift cards.

A GXO employee attended a supplier event earlier in the year in which the value of the ticket and event totaled USD 500. Four months later the same supplier is offering the same GXO employee a ticket to another event valued at USD 350.

A vendor has offered a GXO employee two tickets, with a value of USD 300 to the upcoming F1 race. The GXO employee would like to take their spouse.

GXO won a significant contract with a new customer. A GXO employee wants to give a GXO shirt to each of the customer's employees who work on site

One of our vendors provided a gift to a GXO employee but our employee does not know the value of it. How should we determine the value of the item and whether the item can be kept or the Ethics and Compliance Department should be notified.

How to Handle the Situation

In some parts of the world companies do ask for gifts from their suppliers to be given to their employees during festivals, new year celebrations and at other times. The item GXO provides should follow our gift giving guidelines regardless of what our customer wants. In this case, providing a gift card would be prohibited.

In this case, the frequency test and the value for entertainment would exceed what we would think is reasonable and nominal in accordance with our policies. We would recommend the GXO employee respectfully decline the second entertainment offer.

Our employee can accept the tickets but only on the condition they attend the event with another GXO employee. Our policies prohibit spouses receiving entertainment and gifts from our third parties.

Due to the low value of the shirts and the fact that it is GXO merchandise, the shirts are allowed to be provided to the customer's employees that will be on site.

The value of the item can be researched on the internet. If the item is listed at various prices we recommend the average price be used. If you need assistance, please communicate with the Ethics and Compliance Department at ethics@gxo.com



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Gift and Entertainment Situations

I'd like to give a gift card to a vendor to thank them for all they do for GXO. Is this allowed?

We were late filing a required, annual form with the local government. The local government representative was very helpful in walking us through how to file the form and remedy the situation. Can I provide them a small gift as a token of my appreciation?

I've been offered tickets to an upcoming F1 race. These tickets are general admission tickets, the value is USD 25, I've never received anything from this vendor since we've been doing business with them seven years ago, we are in the middle of a four year contract and no new business proposals are being negotiated and the vendor is not attending the event with me. Can I accept these tickets?

One of our customers has invited my spouse and I to a polo match. We are not bidding on new business and we are currently in the middle of a five year contract. The value of the tickets are less than USD 100 and the customer will be in attendance with us. Can I accept these tickets?

How to Handle the Situation

No. Gift cards are considered "cash equivalents" and are prohibited. We do not allow cash or cash equivalents to be provided to third parties.

No. While we understand that various governments around the world allow gifts of varying values, we do not allow gifts to government officials, regardless of the value.

More than likely, yes. This would be considered a gift due to the vendor not attending the F1 race with you. Our policy in the COBE says gifts should be infrequent, of low value and never given/received with an expectation of something in return. We encourage you to contact us at ethics@gxo.com to confirm all gift and entertainment requests.

In this case, the value of the tickets are reasonable and there appears to be no expectation of something in return for these tickets. However, we do not allow spouses to attend events with GXO third parties. You may accept the ticket to go alone or ask if the other ticket can be provided to a GXO colleague.

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Gift and Entertainment Situations

How to Handle the Situation

During a recent bid proposal a customer made several statements that I owe them dinner if we win the proposal. Now that we won, the customer is constantly asking me to take them to a high end restaurant where the bill may exceed over USD 250 per person. Can I take this customer to dinner?

No. Due to the customer asking for something of value during an RFP and then expecting us to provide that after we won, this would not be allowed. The meal value per person would not matter in this case and we would deny a request for dinner even at USD 35 per person.

I'd like to provide gift cards to my staff during the upcoming new calendar year. How do I expense these?

We appreciate you thinking of your staff but unfortunately providing gift cards to your staff are prohibited from being expensed to GXO.

One of our vendors would like to provide me with some equipment to test for free. They will send the equipment to my home and ask me to perform various tests. After the testing is complete I will be able to keep the equipment free of charge. Is this allowed?

No. Regardless of the value of these items this situation would not be allowed.

VERSION CONTROL			
Ver. No.	Release Date	Approved By	Reason for New
1	15-Oct-2024	Chief Compliance Officer	Documentation of existing policy



Logistics at full potential