

# Code of Conduct

# Corporate Values

## Fun

- We encourage a competitive spirit and hire people with passion
- We create a strong rapport with each other, our clients, and our partners
- We are building a company that our grandchildren will want to work for
- There is a reason we smile
- We celebrate each other's accomplishments
- Exploring ideas without inhibition inspires innovation

## Innovation

- Innovation is not an add on - it is the driving force of our company and shoes itself in our inventive solutions
- We build intimately customized technology to forge new ways of tackling supply chain challenges
- We don't entertain staying inside the box. Our customers deserve better than standardized, cookie-cutter solutions
- We take pride in creating our customer's supply chains through forward thinking, creativity, and amazingly bright people
- Knowing that creative ideas can come from anywhere, we encourage everyone's contribution

## Respect

- Our company's strength and growth depend on valuing and embracing different ways of thinking
- We enjoy a diverse and inclusive workplace where we actively listen to each other's thoughts and opinions
- We hold ourselves and others in high regard, which translates to a positive work ethic
- We have an inherent trust in the work our colleagues do, which allows us to focus on our strengths
- We acknowledge and value that our customers' input makes us better
- People matter to us, so we prioritize safety

## Safety

- Professionals don't cut corners
- Setting a high standard for safety enables us to be successful in everything we do
- Continuous improvement to our processes and procedures is core to our company's character
- Every person in the company has a voice and responsibility to keep our workplace safe
- Safety is a team effort

## Teamwork

- We have a relentless determination to be strong, accountable members of our team
- Helping teammates is our instinct. Our default setting is to help those around us
- We actively find new ways to encourage our fellow team members
- We embrace the idea of "Welcome to the O" both internationally and externally, and treat each other as family
- Embracing teamwork leads to a fun work environment

## PURPOSE AND SCOPE OF CODE OF CONDUCT

# Purpose and scope of Code of Conduct

## Overview

At Omni Logistics (together with its subsidiaries and affiliated companies, branch offices and other Company controlled entities “Omni”), we pride ourselves on being a trusted global logistics company, but we know we must continue to earn that trust. We do that by offering excellent service and by making sure that we conduct business in the right way.

Our Code of Conduct (the “Code”) provides an outline of the responsibilities we have as individuals and sets out the standards that are expected of each of us as valued employees of Omni. We are each accountable for our own behaviors and the way in which we go about performing our jobs. Omni expects each one of us to maintain the highest ethical standards; to act honestly and fairly and to behave respectfully with the utmost integrity.

## Taking responsibility

The Code gives general guidance but cannot cover every situation. It does however tell you where to look for more information and how to report any concerns. Be sure to resolve any concerns and not ignore them. You must take responsibility for your own actions and for making sound judgments.

Think carefully about your decisions and actions. Ask yourself whether the decision or action feels right whether it is consistent with the Code and the Company values, and whether it would still feel right if other people knew about it. Could you explain yourself to your colleagues and to senior management? If you have any doubts seek further guidance.

## Who does the Code apply to?

The Code applies to all of Omni’s employees (whether permanent, fixed term or temporary), and all of its directors and officers, (“Employees”) and all contractors, casual workers, volunteers, consultants and agency staff of Omni worldwide in addition, we may require certain third parties to adhere to our Code by contract. We encourage all third parties that deal with Omni to adopt similar standards to Omni’s as a minimum.





## PURPOSE AND SCOPE OF CODE OF CONDUCT

### What if I have supervisory responsibilities?

Employees who have supervisory authority over others are in a position of trust and influence and have additional responsibilities in supporting team members to do the right thing. You must ensure that you maintain an ethical work environment and lead by example. You must actively demonstrate that doing the right thing is important to you and that the Code standards are an essential part of your work life. You can do this by:

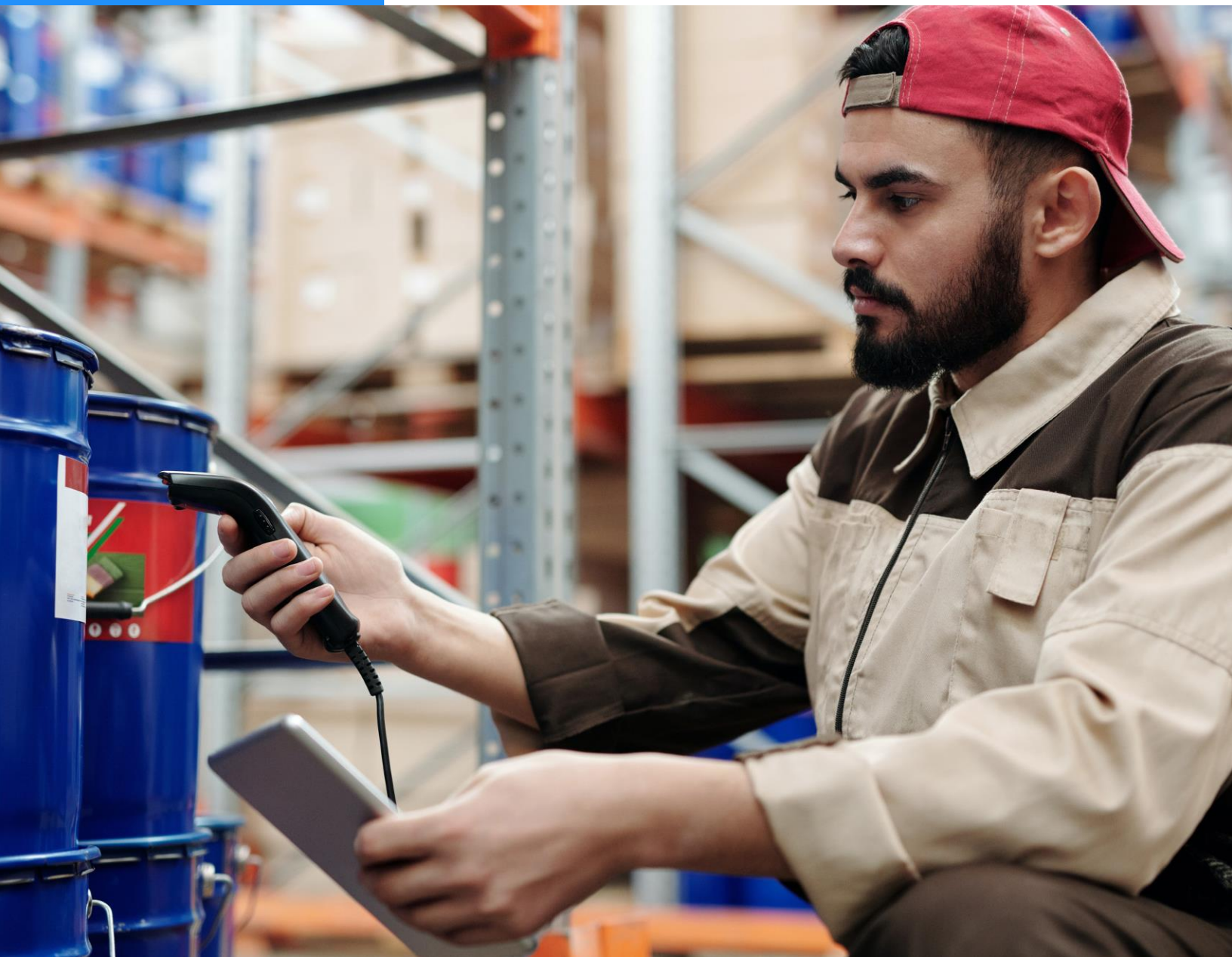
- Supporting your team members to comply with Company policies and procedures and applicable laws and regulations
- Holding yourself and your team members accountable if Code standards are not met
- Communicating Omni policies and procedures and assisting team members to understand them
- Maintaining open and honest communication
- Creating an environment that encourages and prioritizes doing the right thing in all aspects of your work
- Reporting any allegations of wrongdoing to Global Ethics & Compliance
- Ensuring that your team members complete any mandatory training
- Taking action to protect members of your team from retaliation if they speak up about issues or concerns



# People First

*At Omni we put our People first.*

We know that great service to our customers comes from the fantastic people working at Omni. Our people deserve to work in an environment which enables them to flourish, be innovative, and work as part of a team.





## PEOPLE FIRST

## What does this mean for me?

### Omni is an inclusive workplace.

We celebrate the variety of backgrounds, experiences, and cultures within our organization and believe that they make us a better company. We expect colleagues to treat each other with courtesy and respect and to listen and value each other's input. We make employment decisions and provide equal opportunities without reference to race, religion, creed, color, national origin, ancestry, physical or mental disability, medical condition, marital status, sex, pregnancy, childbirth, , sexual orientation, gender identity or expression, genetic information, veteran's status, age, or any other basis made unlawful by federal, state or local law or ordinance or regulation.

### We do not tolerate any form of harassment.

We want our colleagues to work in an environment which is free from violence or threatening, abusive or intimidating behavior. We do not tolerate verbal or physical conduct that intimidates, endangers, or creates the perception of intent to harm persons or property or creates a hostile workplace. This includes offensive remarks, jokes, inappropriate electronic communications, unwanted sexual advances, harassing notes or emails, or humiliating behavior.

### We provide a safe and healthy working environment.

We have an individual and collective responsibility to ensure a safe and healthy workplace. You must strictly comply with all regulations and company health and safety policies and procedures and must consider the impact of your own decisions on the safety of others. We aim to prevent accidents by understanding and mitigating the risks in our workplace. We all have a responsibility to identify areas where we can improve safety. You are required to immediately report any unsafe or hazardous condition or accident--no matter how minor--to a supervisor.

Alcohol and drugs can be extremely disruptive and harmful to the workplace. They can adversely affect a colleague's work performance and quality and pose serious safety and health risks to the user and others and have a negative impact on work efficiency and productivity. You must not use, possess, distribute, or sell alcohol or any illegal drug while on the Company's premises, while on duty, or while operating vehicles or equipment owned or leased by Omni. You must not work under the influence of alcohol, illegal drugs, or any substance that could inhibit you from performing your job effectively, safely, or without disrupting colleagues.

### You must avoid all conflicts of interest.

A "conflict of interest" arises when our personal interests (including those of family members) conflict with those of Omni's. When a conflict of interest arises our ability to make objective and unbiased decisions in the best interests of Omni becomes impaired. There are many situations in which a conflict of interest could develop, such as: working a second job, holding a financial interest in a competing business, or hiring a relative.

You must be alert to any conflicts of interest. As soon as a conflict of interest or potential conflict of interest arises you must disclose it to Global Ethics & Compliance. This is the case even if you think that an actual conflict has not occurred; even the appearance of a conflict of interest could cast doubt on our integrity or damage Omni's reputation.

Where should I go for more detailed information?

[Conflict Of Interest Policy](#)

## PEOPLE FIRST

# Q & A

**Q** I have noticed that several of my co-workers like to make jokes at the expense of another employee who does not seem comfortable with the situation. Is it okay for me to ignore the situation?

**A** No, we all have a responsibility to ensure that we are working in a supportive and collaborative environment. You can speak directly to the people involved or to your manager to see if the issue can be resolved locally. If you do not feel comfortable doing this, please reach out to HR or to Global Ethics & Compliance.

**Q** I noticed that there are some boxes covering part of the marked walkway in the warehouse. I know we are short on space in the warehouse and I wasn't the one who put the boxes there, so do I need to do anything about this?

**A** Yes, you should report this immediately. Safety is our bedrock and we all have an individual responsibility to make sure that our work places are safe. It does not matter whether you or someone else put the boxes on the marked walkway area. You should still raise the matter with your supervisor.

**Q** Can you give some examples of when a conflict of interest might arise?

**A** Conflicts of interests can be created in many situations. The following are some examples:

- Hiring a family member. Your ability to make an unbiased objective hiring decision is impaired so you should not be involved in hiring a family member.
- A vendor who is bidding for Omni business offers to take you to a major sporting event as their guest. It is not appropriate to accept entertainment from a vendor while a tender process is ongoing as this may unconsciously sway your judgment in favor of that vendor.
- Having a relationship with someone in your reporting line. You cannot fulfill your supervisory responsibilities objectively and your relationship may cause an uncomfortable environment for other team members.

# Respecting Business Assets (including Information)

We all need to respect and safeguard Omni's assets, including third party assets which we receive from other stakeholders. Our assets take many forms. They can be physical assets such as our facilities, financial resources, our clients' goods, equipment ranging from computers to forklift trucks, and paper files. We also have non-tangible assets such as information (both belonging to Omni and to our stakeholders), know-how, details of processes, data, plans, and strategies.





## RESPECTING BUSINESS ASSETS

### What does this mean for me?

#### We safeguard Omni Assets

It is every Employee's responsibility to ensure that Omni assets are treated with appropriate care and safeguarded from loss, disclosure, or misuse and are used efficiently. You must never take part in any action that involves theft, fraud, embezzlement, extortion, or misappropriation of property. You must ensure that assets are used in accordance with any relevant instructions, safety standards, and guidelines, and that they are maintained appropriately. You must not loan, transfer, sell, or give away Omni assets without proper authorization. If any Omni assets are lost or stolen, you must report this immediately.

#### We only use Omni assets for legitimate business purposes

Omni assets may only be used for legitimate business purposes for the benefit of Omni. You may not use or borrow Omni assets for personal purposes unless specifically permitted by written Company policy. If you leave the Company, you must return all company property and information and must not access or attempt to access any devices, systems, networks, or other equipment after your employment ceases.

#### We protect Confidential and Proprietary Information

You must not disclose information about Omni's activities unless you are authorized to do so. All communications made to the public or the press on behalf of Omni must be cleared in advance with the Chief Marketing Officer. We all handle information and communications in our work, and we need to be careful in how those are handled. Inappropriate communications or unauthorized disclosure of information could damage Omni's business or harm its reputation. You must take care to avoid any inadvertent disclosure of information, which could include engaging in casual conversations about Omni business in a public

place, or discussing Omni activity on social media. It is important to remember that sharing information on the internet is the same thing as sharing information with the public. Additionally, when sharing information, if authorized to do so, make sure appropriate safeguards are in place.

#### We keep accurate and complete books and records

Integrity, honesty, and fair dealing is key in the maintenance of our books and records. We must ensure that our books, records, and accounts accurately reflect the underlying transactions recorded and that they are complete. Fair, honest, and accurate reporting of information is essential to ensure the credibility of the Company, its governance, and its reputation. You must never make false entries; alter, falsify, or omit any information; seek to circumvent internal controls; evade taxes; nor must you delay or accelerate the recognition of revenues. It is completely unacceptable to maintain undisclosed or unrecorded liabilities, funds or off the record assets.



## RESPECTING BUSINESS ASSETS

### We take care of personal data

Many countries and some states have specific laws dealing with the protection of personal data. Personal data is any information which directly or indirectly relates to an individual, including but not limited to dates of birth, email addresses, social security numbers, and bank account details. Such data--whether held in paper form or electronic form--must be treated with care and respect. You should only gather, use, and/or keep personal information if you have a legitimate business reason for doing so on behalf of the Company, and you must take care to only allow people with a legitimate business reason to access such information.

#### Where should I go for more detailed information?

[Global Ethics & Compliance SharePoint](#)

[Acceptable Use Policy](#)

[Data Privacy Policy](#)

[Information Security Policy](#)

[Data Retention Policy](#)

[Social Media Policy](#)

[Bring Your Own Device Policy](#)

[Data Classification and Handling Standard](#)



## CONNECTING WITH OUR COMMUNITIES

## Q &amp; A

**Q** One of our vendors has offered to send our employees some great offers on their products and has asked for a list of employee names and their email addresses so that they can send the details. The offers sound really great and there is no obligation on the employees to purchase the products. Is it okay for me to pass on their details?

**A** No, you must not pass on these details. The employees' names and email addresses are personal data, and the names and email addresses are not being used for work purposes.

**Q** I received a call from a law firm which is trying to make contact with a former employee. It sounds really important. Is it okay for me to give them the former employee's home number?

**A** No, you should not provide this information without your former colleague's permission. You should refer this matter to HR who can try to reach your former colleague.

**Q** One of my friends is starting a new business and will be offering services which I think will be of interest to Omni. My friend has asked me to provide some Omni data which will help her establish her business and also provide a compelling offer to Omni. Is it okay for me to provide this information?

**A** No, it is not. The information is Omni's own confidential information and must not be provided without appropriate authorization and protection in place.

**Q** I am reviewing an invoice submitted by one of our vendors and notice that a charge has been included for a service which is not normally provided. I know that this vendor is very good and has always been trustworthy, so do I need to question them about the additional charge?

**A** Yes, definitely. You should make sure that the invoice accurately reflects the services provided to Omni and that Omni has been charged appropriately. This is essential to make sure that our book's records are accurate and that we do not incur or pass on any inaccurate charges.

**Q** I work in one of Omni's warehouses and I noticed that there is some space in the warehouse which is not being utilized. My brother has a grocery store and is looking for some extra space to store his products. Is it okay if I put them in the warehouse? They won't take up much room and I will move them as soon as the space is needed. Is this, okay?

**A** No, this is not an appropriate use of Omni's assets. Space in the warehouse is for bona fide customers of Omni.



# Connecting with our communities

Omni is in business for the long haul. We want Omni to be a place that we are all proud to work for. It is imperative therefore that we always conduct sustainable business and act with utmost honesty, integrity, professionalism, and act in compliance with our policies and all applicable laws and regulations.



## CONNECTING WITH OUR COMMUNITIES

### What does this mean for me?

#### **We have zero tolerance for bribery and corruption**

We do not tolerate bribery or corruption in any form whatsoever, whether from employees or any person we deal with. You must never offer, pay, give, or receive bribes whether directly or indirectly. Even the perception of bribery or corruption can be harmful to our business or to individuals. A bribe includes any direct or indirect payment, benefit, gift, or anything of value offered given or received, with the purpose of influencing a decision or outcome. Omni also prohibits facilitation payments which are unofficial payments to government officials to expedite or ensure routine government actions are taken, such as the issuing of permits or visas. These are prohibited even if they may be lawful in your country except when there is a threat of death, bodily harm or injury, or immediate incarceration and this is reported immediately to Global Ethics & Compliance. Corruption can happen anywhere and can involve anyone so you must be alert to its possibility and always maintain the highest ethical standards.

You must be careful in relation to the giving or receiving of gifts and entertainment. These can affect our objectivity and create the appearance of corruption. Our Gifts & Entertainment Policy provides details on thresholds and required approvals.

#### **We follow anti-trust and competition laws**

Omni is committed to competing for business in a fair and ethical manner and does not tolerate any anti-competitive activity. Breach of anti-trust and competition laws can have very serious consequences both for Omni and for individuals. You must not enter into any form of agreement, arrangement, or understanding which restricts or distorts competition. In particular you must not agree with any competitor (directly or indirectly) to fix prices, set terms and conditions, fix profit margins, divide markets, or collude with others to affect the outcome of any bids.

You must be careful when interacting with competitors-- such as at industry events--not to seek or share any sensitive information. Even a casual conversation can create the appearance of a common understanding among competitors, creating potential risk. You must not ask any new hires coming from a competitor for sensitive information, and new hires must not provide, or bring to Omni, or make available such information.

#### **Our business is international trade, and we are committed to complying with all applicable national and international trade laws and regulations**

A breach of trade laws and regulations can have very serious consequences, not just for Omni, but for individuals (including criminal prosecution). You must familiarize yourself with Omni's Trade Compliance Policies and procedures and strictly adhere to them. In particular, you must take care to ensure that any export controls, trade embargoes, and sanctions are complied with. We do not participate in in any trade boycotts which are not approved by the U.S. Government.

#### **We must stay alert to any person seeking to use Omni for money laundering**

Money laundering occurs when illegally obtained money is concealed in legitimate business dealings. We must be alert to the possibility of Omni being exploited in this way. You must not knowingly engage in or facilitate any money laundering transactions. Make sure to carefully scrutinize business transactions on behalf of Omni and look out for any red flags such as unknown parties, unusual payment requests, or transfers of funds or cash payments.

## CONNECTING WITH OUR COMMUNITIES

### **We respect human rights and the dignity of all people**

We do not engage in human slavery or use any form of slave, forced, indentured, or child labor. We do not tolerate any behavior that encourages or facilitates this.

### **We comply with all applicable environmental laws in the conduct of our business**

We ensure that all hazardous materials, waste, and pollutants handled, used, or disposed of as part of our business are dealt with properly. As a company, we are committed to exploring and implementing sustainable initiatives that will benefit our employees, customers, partners, and communities. We all have a responsibility to ensure that that we use resources efficiently and to minimize the environmental impact associated with our activities.

### **We do not engage in unfair dealings**

Our reputation is a key asset. You must not engage in unfair practices or take unfair advantage of anyone. We are committed to upholding the highest ethical standards and we expect the same from others. We expect our suppliers to uphold the same standards as Omni and to be committed to adopting the same principles of doing business as Omni.

### **Where should I go for more detailed information?**

[Global Ethics & Compliance SharePoint](#)

[Global Anti-Corruption Policy](#)

[Gifts & Entertainment Policy](#)

[Antitrust and Competition Law Policy](#)

[Human Trafficking Policy](#)

[Trade Compliance Policy](#)

[Third Party Management Policy](#)

[Policy on Dealings with Government Officials](#)

[Conflict of Interest Policy](#)

[Government Subcontracting Policy](#)



## CONNECTING WITH OUR COMMUNITIES

# Q & A

**Q** A consultant is offering to obtain a permit that we need and says that he can do this much faster than the published turnaround time. Is this something that we need to be concerned about?

**A** Yes, the fact that this consultant is able to achieve a fast turnaround time is a red flag that he may be making improper payments to achieve this. Consult with Global Ethics & Compliance and follow the Third Party Management Policy before taking any further action.

**Q** We are in a tender process with a prospective customer and I know that the procurement manager is a big motorsports fan. There is a big racing event coming up and I would like to invite him. Is this okay?

**A** No, you should not be offering this entertainment during the tender process. Even if you are not intending the entertainment to improperly influence the judgment of the procurement manager it may be perceived that way and may place the procurement manager in an awkward position.

## FURTHER INFORMATION AND REPORTING

# Further Information and Reporting

If you would like any further information on the Code or you are not sure how to handle a situation, you can speak to your supervisor, to HR, or to a member of Global Ethics & Compliance as well as looking at the policies referred to in each section of the Code.

If you know or suspect that someone is violating the Code, then you must report it. It is a duty to report. Never try to conduct an investigation yourself. It is only by addressing issues when we see them that we can ensure that we continue to operate in an ethical environment which fosters the right behaviors.

You must not knowingly make a false report, a report with the purpose of intending harm to an individual's reputation, or a report as a way of taking retaliatory action.

### Who can I report to?

- To Global Ethics & Compliance
- To your line manager
- To HR
- By phone to the Integrity Line. This is managed by a third party. The numbers can be found [here](#) You can report in your local language and anonymously (if your local laws permit this), although we encourage you to leave your details as this can help us with any investigation].
- Via the web using the Integrity Line reporting tool – you can report anonymously here too (subject to any local law restrictions).

### How do I report?

- Call the [Integrity Line](#). This is available 24 hours
- Make a report to Integrity Line via the [web](#)



- Or scan our QR code here
- Global Ethics & Compliance email: [integrity@omnilogistics.com](mailto:integrity@omnilogistics.com)

### What happens when I call Integrity Line?

Your call will be answered by a trained member of staff from the third-party provider. The third party is an independent company and is experienced in dealing with confidential calls. You will need to tell them that your call relates to Omni Logistics, and you should provide as much information as possible and try to be precise and factual. You will be able to speak to someone in your local language.

Details of your report (but not your identity if you have reported anonymously) will be passed to Global Ethics & Compliance who will carefully review and determine next steps, including whether further investigation is required.

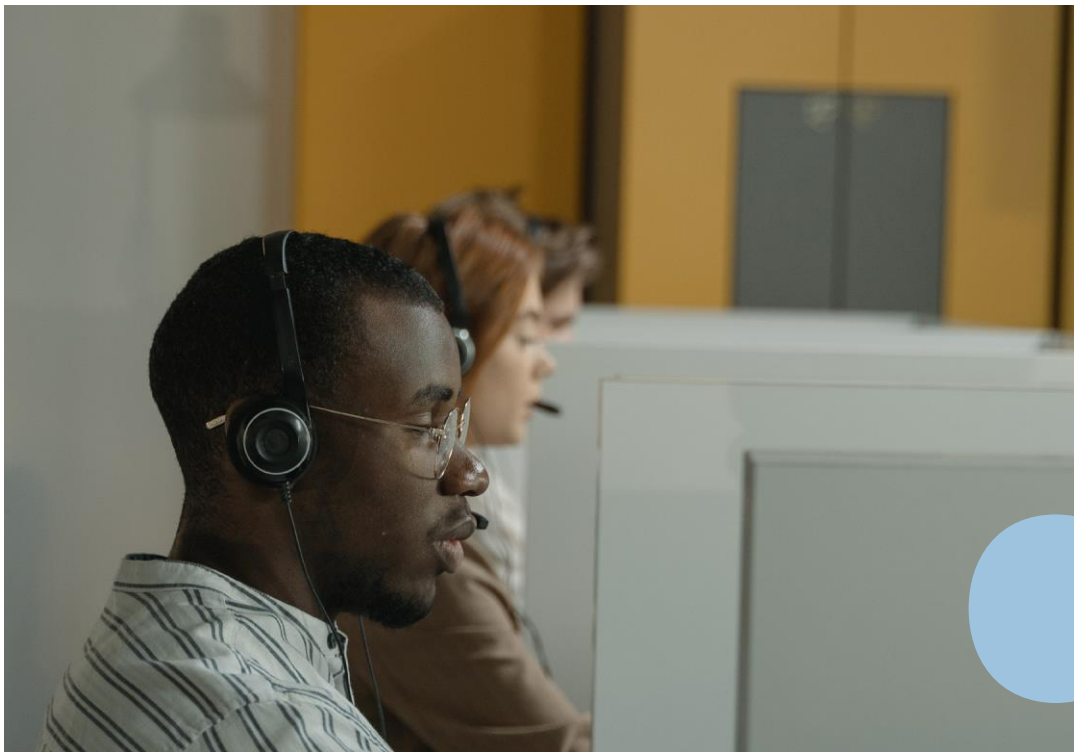
## FURTHER INFORMATION AND REPORTING

### Investigations

Omni takes all allegations of misconduct very seriously. You may be asked to assist with any internal investigation whether or not you are the reporter. You are required to provide your full co-operation and assistance to the investigation team and to disclose all relevant information in a complete and honest manner. Unless the investigation team instruct otherwise you must keep the details of the investigation, including any information provided and the fact that an investigation is ongoing, confidential. Employees who seek to interfere with an investigation, or knowingly provide false information in the course of an investigation, will be subject to disciplinary action up to and including termination.

### No Retaliation

Omni does not tolerate retaliation against employees who report alleged misconduct in good faith. We encourage a culture where people can raise concerns and speak up without fear of retaliation. Retaliation includes unwarranted dismissal, demotion, threats, deliberate marginalization, and harassment. Any manager or Employee found to have retaliated against someone who has raised a concern in good faith will face disciplinary action up to and including termination.





## GLOSSARY

# Glossary

## Bribery

The direct or indirect offering, promising, giving, accepting or soliciting of an advantage or anything of value (which could be financial or non-financial) as an inducement or reward for an action or inaction which is illegal, unethical or breach of trust.

## Corruption

The abuse of entrusted power for private gain. An example of this would be a government official taking favors in exchange for the provision of services.

## Facilitation payment

Sometimes referred to as a "grease payment" is an illegal or unofficial payment made in return for services that the payer is legally entitled to receive without making such payment. It is normally a relatively minor payment made to a public official or person with a certifying function in order to secure or expedite the performance of a routine or necessary action, such as the issuing of a visa, work permit, customs clearance or issuing an approval.

## Ant trust and competition laws

Laws and regulations which promote free and fair competition amongst competitors.

## Trade laws

Laws and regulations which govern the relationships of countries and regulating the global exchange of goods and services and other laws and regulations which govern the handling or movement of goods or services within a country.

## Money laundering

The process of taking the proceeds of criminal activity and making them appear to have come from legitimate sources (for example by engaging in financial transactions or trade activities).

## Government officials

Are defined very broadly and includes (i) an officer or employee of government departments, agencies or instrumentalities (ii) an official or employee of a company wholly or partially controlled by a Government or state (iii) a Customs official (iv) a political party, its officials, or candidates for political office (v) an official of public international organizations such as the UN (vi) a company hired to review and accept bids for a government department, agency, or instrumentality (vii) a company retained as a prime or subcontractor to a government department, agency, or instrumentality and (viii) an immediate family member of any of the above

## Trade boycotts

Boycotts of foreign countries or foreign persons which are not authorized by the U.S. Government.

## COMMITMENT TO CODE OF CONDUCT

# Commitment To Code of Conduct

I acknowledge that I have received, reviewed, and understand Omni's Code of Conduct (the "Code").

I understand that I am required to comply with the Code and any violation of the Code may result in disciplinary action, including possible termination.

When I have a concern about a potential violation of the Code, I will promptly report the concern to Global Ethics & Compliance, to the Integrity Line, to HR or my manager.

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**Name:**

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**Phone number / email address:**

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**Signature:**

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**Date:**