

# **INTERFREIGHT HARMONIZED LOGISTICS INC. AND SUBSIDIARY HARMONIZED CUSTOMS BROKERS INC. AND R.A.V. SERVICES INC. Code of Conduct**

Interfreight Harmonized Logistics Inc. and their subsidiaries Harmonized Customs Brokers, Inc. and R.A.V. Services Inc. "hereinafter refer to as Interfreight".

The Interfreight Code of Conduct is one of the ways we put Interfreight's values into practice. It's built around the recognition that everything we do in connection with our work at Interfreight will be, and should be, measured against the highest possible standards of ethical business conduct. We set the bar that high for practical as well as aspirational reasons: Our commitment to the highest standards helps us hire great people, build great products, and attract loyal users. Respect for our users, for the opportunity, and for each other are foundational to our success, and are something we need to support every day. So please do read the Code of Conduct and Interfreight's values, and follow both in spirit and letter, always bearing in mind that each of us has a personal responsibility to incorporate, and to encourage other employees to incorporate, the principles of the Code and values into our work. And if you have a question or ever think that one of your fellow employees or the company as a whole may be falling short of our commitment, don't be silent. We want – and need – to hear from you.

## **Who Must Follow Our Code?**

We expect all of our employees and managers to know and follow the Code. Failure to do so can result in disciplinary action, including termination of employment. Moreover, while the Code is specifically written for Interfreight employees, we expect Interfreight's contractors, consultants, and others who may be temporarily assigned to perform work or services for Interfreight to follow the Code in connection with their work for us. Failure of a contractor, consultant, or other covered service provider to follow the Code can result in termination of their relationship with Interfreight.

## **What If I Have a Code-Related Question or Concern?**

If you have a question or concern, don't just sit there. You can contact your manager. If you believe a violation of law has occurred, you can always raise that through Management or with a government agency.

## **No Retaliation**

Interfreight prohibits retaliation against any worker who reports or participates in an investigation of a possible violation of our Code, policies, or the law. If you believe you are being retaliated against, please contact management.

### **1. Integrity**

Our reputation as a company that our users can trust is our most valuable asset, and it is up to all of us to make sure that we continually earn that trust. All of our communications and other interactions with our users should increase their trust in us.

### **2. Privacy, Security**

Always remember that we are asking our customers to trust us with their personal information. Preserving that trust requires that each of us respect and protect the privacy and security of that information. Each of us must take measures to protect customers and contractor's data from unauthorized access.

### **3. Responsiveness**

Part of being useful and honest is being responsive: We recognize relevant feedback when we see it, and we do something about it. We take pride in responding to communications from our customer's, whether questions, problems, or compliments. If something is broken, fix it.

### **4. Take Action**

Any time you feel our clients aren't being well-served, don't be bashful - let management know about it. Continually improving our products and services takes all of us, take the initiative to step forward when the interests of our users are at stake.

## **II. Support Each Other**

We are committed to a supportive work environment, where employees have the opportunity to reach their fullest potential. Employees are expected to do their utmost to create a workplace culture that is free of harassment, intimidation, bias, and unlawful discrimination.

## **1. Equal Opportunity Employment**

Employment here is based solely upon individual merit and qualifications directly related to professional competence. We strictly prohibit unlawful discrimination or harassment on the basis of race, color, religion, veteran status, national origin, ancestry, pregnancy status, sex, gender identity or expression, age, marital status, mental or physical disability, medical condition, sexual orientation, or any other characteristics protected by law. We also make all reasonable accommodations to meet our obligations under laws protecting the rights of the disabled.

## **2. Harassment, Discrimination, and Bullying**

Interfreight prohibits discrimination, harassment and bullying in any form – verbal, physical, or visual, as discussed more fully in our Policy Against Discrimination, Harassment and Retaliation. If you believe you've been bullied or harassed by anyone at Interfreight, or by an Interfreight partner or vendor, we strongly encourage you to immediately report the incident to management. Management will promptly and thoroughly investigate any complaints and take appropriate action.

## **3. Drugs and Alcohol**

Our position on substance abuse is simple: It is incompatible with the health and safety of our employees, and we don't permit it. Consumption of alcohol is not banned at our offices, but use good judgment and never drink in a way that leads to impaired performance or inappropriate behavior, endangers the safety of others, or violates the law. Illegal drugs in our offices or at sponsored events are strictly prohibited.

## **4. Safe Workplace**

We are committed to a violence-free work environment, and we will not tolerate any level of violence or the threat of violence in the workplace. Under no circumstances should anyone bring a weapon to work. If you become aware of a violation of this policy, you should report it to management.

## **III. Avoid Conflicts of Interest**

When you are in a situation in which competing loyalties could cause you to pursue a personal benefit for you, your friends, or your family at the expense of

Interfreight you may be faced with a conflict of interest. All of us should avoid conflicts of interest and circumstances that reasonably present the appearance of a conflict.

When considering a course of action, ask yourself whether the action you're considering could create an incentive for you, or appear to others to create an incentive for you, to benefit yourself, your friends or family, or an associated business at the expense of Interfreight. If the answer is "yes," the action you're considering is likely to create a conflict of interest situation, and you should avoid it.

Below, we provide guidance in seven areas where conflicts of interest often arise:

- Outside employment, advisory roles, board seats, and starting your own business
- Business opportunities found through work
- Friends and relatives; co-worker relationships
- Accepting gifts, entertainment, and other business courtesies

In each of these situations, the rule is the same – if you are considering entering into a business situation that creates a conflict of interest, don't. If you are in a business situation that may create a conflict of interest, or the appearance of a conflict of interest, review the situation with your manager. Finally, it's important to understand that as circumstances change, a situation that previously didn't present a conflict of interest may present one.

### **1. Outside Employment, Advisory Roles, Board Seats, and Starting Your Own Business**

Avoid accepting employment, advisory positions, competitors or business partners when your judgment could be, or could appear to be, influenced in a way that could harm Interfreight.

### **2. Business Opportunities Found Through Work**

Business opportunities discovered through your work here belong first to Interfreight.

### **3. Friends and Relatives; Co-Worker Relationships**

Avoid participating in management of or decision-making regarding potential or existing Interfreight business relationships that involve your relatives, spouse or significant other, or close friends.

Finally, romantic relationships between co-workers can, depending on the work roles and respective positions of the co-workers involved, create an actual or apparent conflict of interest. If a romantic relationship does create an actual or apparent conflict, it may require changes to work arrangements or even the termination of employment of either or both individuals involved.

#### **4. Accepting Gifts, Entertainment, and Other Business Courtesies**

Accepting gifts, entertainment, and other business courtesies from a Interfreight competitor or business partner can easily create the appearance of a conflict of interest, especially if the value of the item is significant. Interfreight Non-Government Related Gifts & Client Entertainment Policy provides specific guidance on when it is appropriate for employees to accept gifts, entertainment, or any other business courtesy (including discounts or benefits that are not made available to all employees) from any of our competitors or business partners.

Generally, acceptance of inexpensive “token” non-cash gifts is permissible. In addition, infrequent and moderate business meals and entertainment with clients and infrequent invitations to attend local sporting events and celebratory meals with clients can be appropriate aspects of many business relationships, provided that they aren’t excessive and don’t create the appearance of impropriety.

#### **IV. Preserve Confidentiality**

We get a lot of press attention around our innovations and our culture, and that’s usually fine. However, certain kinds of company information, if leaked to competitors, can hurt us. Our responsibilities extend beyond not revealing Confidential Interfreight material – we must also:

- properly secure, label, and (when appropriate) dispose of Confidential Interfreight material;
- safeguard Confidential information that Interfreight receives from others under non-disclosure agreements;
- take steps to keep our trade secrets and other confidential intellectual property secret.

#### **1. Confidential Information**

Make sure that information that is classified as “Need to Know” or “Confidential” is handled in accordance with those Guidelines. At times, a particular project or

negotiation may require you to disclose Need to Know or Confidential information to an outside party: Disclosure of that information should be on an “only as needed” basis and only under a non-disclosure agreement. In addition, Interfreight may require a prior security assessment of the outside party that is to receive the confidential information. Be sure to conduct the appropriate due diligence and have the appropriate agreement in place before you disclose the information.

There are, of course, “gray areas” in which you will need to apply your best judgment in making sure you don’t disclose any confidential information.

Some of us will find ourselves having family or other personal relationships with people employed by our competitors or business partners. As in most cases, common sense applies. Don’t tell your significant other or family members anything confidential, and don’t solicit confidential information from them about their company.

## **2. Interfreight Partners**

Just as you are careful not to disclose confidential Interfreight information, it’s equally important not to disclose any confidential information from our partners.

## **3. Competitors/Formal Employers**

We respect our competitors and want to compete with them fairly. But we don’t want their confidential information. The same goes for confidential information belonging to any former employers. If an opportunity arises to take advantage of a competitor’s or former employer’s confidential information, don’t do it. Should you happen to come into possession of a competitor’s confidential information, contact management.

## **4. Outside Communications**

You probably know that our policy is to be extremely careful about disclosing confidential proprietary information. Consistent with that, you should also ensure your outside communications (including online and social media posts) do not disclose confidential proprietary information or represent (or otherwise give the impression) that you are speaking on behalf of Interfreight.

## **V. Protect Interfreight's Assets**

Interfreight has a well-earned reputation for generosity with our employee benefits and openness with confidential information shared within the company. Our ability to continue these practices depends on how well we conserve company resources and protect company assets and information.

### **1. Company Equipment**

Interfreight gives us the tools and equipment we need to do our jobs effectively, but counts on us to be responsible and not wasteful with Interfreight's stuff we are given. If company funds, equipment, and other physical assets are not to be requisitioned for purely personal use.

### **2. Physical Security**

If you're not careful, people may steal your stuff. Always secure your laptop, important equipment, and your personal belongings, even while on Interfreight's premises. Don't tamper with or disable security and safety devices. Watch people who "tailgate" behind you through our doors. Promptly report any suspicious to management.

### **3. Use of Interfreight's Equipment and Facilities**

Anything you do using our corporate electronic facilities (e.g., our computers, mobile devices, network, etc.) or store on our premises (e.g., letters, memos, and other documents) might be disclosed to people inside and outside the company. In addition, the company may monitor, access, and disclose employee communications and other information on our corporate electronic facilities where there is a business need to do so, such as protecting employees and users, maintaining the security of resources and property, or investigating suspected employee misconduct.

### **4. Employee Data**

We collect and store personal information from employees

## **VI. Ensure Financial Integrity and Responsibility**

Financial integrity and fiscal responsibility are core aspects of corporate professionalism. This is more than accurate reporting of our financials, though that's certainly important. The money we spend on behalf of Interfreight is not

ours; it's the companies. Each person at Interfreight – not just those in Finance – has a role in making sure that money is appropriately spent, our financial records are complete and accurate, and internal controls are honored. This matters every time we hire a new vendor.

## **1. Signing a Contract**

Each time you enter into a business transaction on Interfreight's behalf, there should be documentation recording that agreement, approved by management. Never sign any contract on behalf of Interfreight unless all of the following are met:

- You are authorized to do so under our Signature Authority and Approval Policy. If you are unsure whether you are authorized, ask your manager
- The contract has been approved by Management.
- You have studied the contract, understood its terms and decided that entering into the contract is in Interfreight's interest

All contracts at Interfreight should be in writing and should contain all of the relevant terms to which the parties are agreeing.

## **2. Recording Transactions**

Immediately report to Finance any transactions that you think are not being recorded correctly.

## **3. Reporting Financial or Accounting Irregularities**

It goes without saying (but we're going to say it anyway) that you should never, ever interfere in any way with financial records. Similarly, you should never falsify any record or account, including time reports, expense accounts, and any other records.

If you suspect or observe any of the conduct mentioned above or, for that matter, any irregularities relating to financial integrity or fiscal responsibility, no matter how small, immediately report them to management.

## **4. Hiring Suppliers**

We should always strive for the best possible deal for Interfreight. This almost always requires that you solicit competing bids to make sure that you're getting the best offer. While price is very important, it isn't the only factor worth

considering. Quality, service, reliability, and the terms and conditions of the proposed deal may also affect the final decision.

## **5. Retaining Records**

It's important that we keep records for an appropriate length of time.

## **VII. Obey the Law**

Interfreight takes its responsibilities to comply with laws and regulations very seriously and each of us is expected to comply with applicable legal requirements and prohibitions. While it's impossible for anyone to know all aspects of every applicable law, you should understand the major laws and regulations that apply to your work. A few specific laws are easy to violate unintentionally and so are worth pointing out here:

### **1. Trade Controls**

U.S. and international trade laws control where Interfreight is handling shipment. These laws are complex, and apply to:

- imports and exports from or into the U.S.
  - imports and exports of products from or into other countries, with additional concerns when those products contain components or technology of U.S. origin
  - exports of services or providing services to non-U.S. persons
  - exports of technical data, especially when the technical data is of U.S. origin
- What constitutes an "import" or "export" under the law is pretty broad.

### **2. Competition Laws**

Most countries have laws – known as "antitrust," "competition," or "unfair competition" laws – designed to promote free and fair competition. Generally speaking, these laws prohibit 1) arrangements with competitors that restrain trade in some way, 2) abuse of intellectual property rights, and 3) use of market power to unfairly disadvantage competitors.

Certain conduct is absolutely prohibited under these laws, and could result in your imprisonment.

Examples of prohibited conduct include:

- agreeing with competitors about prices

- agreeing with competitors to rig bids or to allocate customers or markets
- agreeing with competitors to boycott a supplier or customer

Other activities can also be illegal, unfair, or create the appearance of impropriety. Such activities include:

- sharing competitively sensitive information (e.g., prices, costs, market distribution, etc.) with competitors
- entering into a business arrangement or pursuing a strategy with the sole purpose of harming a competitor

### **3. Anti-bribery Laws**

Like all businesses, Interfreight is subject to lots of laws, both U.S. and non-U.S., that prohibit bribery in virtually every kind of commercial setting. The rule for us is simple – don't bribe anybody, anytime, for any reason.

### **4. Non-government relationships**

You should be careful when you give gifts and pay for meals, entertainment, or other business courtesies on behalf of Interfreight. We want to avoid the possibility that the gift, entertainment, or other business courtesy could be perceived as a bribe, so it's always best to provide such business courtesies infrequently and, when we do, to keep their value moderate.

#### **Dealing with government officials**

Offering gifts, entertainment, or other business courtesies that could be perceived as bribes becomes especially problematic if you're dealing with a government official. "Government officials" include any government employee; candidate for public office; or employee of government-owned or -controlled companies, public international organizations, or political parties. Several laws around the world, including the U.S. Foreign Corrupt Practices Act, specifically prohibit offering or giving anything of value to government officials to influence official action or to secure an improper advantage. This not only includes traditional gifts, but also things like meals, travel, political or charitable contributions, and job offers for government officials' relatives. Never give gifts to thank government officials for doing their jobs. By contrast, it can be permissible to make infrequent and moderate expenditures for gifts and business entertainment for government officials that are directly tied to promoting our products or services. Payment of such expenses can be acceptable

(assuming they are permitted under local law) but may require pre-approval by Management.

The U.S. also has strict rules that severely limit the ability of a company or its employees to give gifts and business courtesies to a U.S. government official and also limit the official's ability to accept such gifts. The Honest Leadership and Open Government Act prohibits giving any gifts, including travel and other courtesies, to Members, Officers, and employees of the U.S. Senate and House of Representatives unless they fit within one of a number of specific exceptions. Gifts to employees of the U.S. executive branch are also regulated and subject to limits. Finally, state and local government officials in the U.S. are also subject to additional legal restrictions. Consult management for Anti-Bribery and Government Ethics Policy before giving any such gifts or business courtesies and obtain all required pre-approvals. In sum, before offering any gifts or business courtesies to a U.S. or other government official, you should consult management's anti-Bribery and Government Ethics Policy. Carefully follow the limits and prohibitions and obtain any required pre-approvals.

### **VIII. Conclusion**

It's impossible to spell out every possible ethical scenario we might face. Instead, we rely on one another's good judgment to uphold a high standard of integrity for ourselves and our company. We expect all employees to be guided by both the letter and the spirit of this Code. Sometimes, identifying the right thing to do isn't an easy call. If you aren't sure, don't be afraid to ask questions of your manager.

And remember... don't be evil, and if you see something that you think isn't right – speak up!

Last updated December 18, 2019