



## Code Of Ethics For CEO and Sr. Financial Officers

### DESCRIPTION

Schneider has developed and adopted this Code of Ethics (this "Code of Ethics") applicable to its Chief Executive Officer (the "CEO") and senior financial officers to promote honest and ethical conduct; full, fair, accurate, timely and understandable disclosure; and compliance with applicable laws, rules and regulations.

This policy is intended to be a code of ethics that complies with Section 406 of the Sarbanes-Oxley Act of 2002 and Item 406 of Regulation S-K promulgated by the United States Securities and Exchange Commission under the Securities Act of 1933, as amended.

### GENERAL PHILOSOPHY

The honesty, integrity, and sound judgment of our CEO and the senior financial officers of Schneider are fundamental to the reputation and success of Schneider. While all employees, officers, and directors of Schneider and its subsidiary companies are required to adhere to the Schneider's Code of Conduct, the professional and ethical conduct of the CEO and the senior financial officers is particularly essential to the proper function and success of Schneider.

### APPLICABILITY

Each of Schneider's chief executive officer, principal financial officer, principal accounting officer, and controller shall be bound by this Code of Ethics, and the phrase "the CEO and the senior financial officers" shall include each of them.

### REQUIREMENTS

To the best of their ability, each of the CEO, the senior financial officers and employees who have a significant role in the financial reporting process shall, in performing his or her duties:

- Act with honesty and integrity, and avoid, or handle ethically and with full internal disclosure as provided below, actual or apparent conflicts of interest between personal and professional relationships.
- Act in good faith, with due care, competence, and diligence, to provide colleagues with information that is accurate, complete, objective, relevant, timely, and understandable, and to use and promote independent judgment.
- Strive to provide or cause to be provided full, fair, accurate, timely, and understandable disclosure in all reports and documents that Schneider files with, or submits to, the Securities and Exchange Commission and other government or regulatory agencies or includes in public communications made by Schneider.
- Strive to identify and rectify any significant deficiencies in the design or operation of internal or disclosure controls and procedures that could adversely affect Schneider's ability to record, process, summarize, and report financial or other required information.

- Comply and encourage others reporting to him or her to comply in all material respects with applicable laws, rules, and regulations of federal, state, and local governments (of both the United States and all other countries where Schneider operates) and other appropriate private and public regulatory agencies.
- Respect the confidentiality of information acquired in the course of employment, disclosing it only when authorized or legally obligated to do so, and never using it for personal advantage.
- Share knowledge and maintain skills necessary and relevant to Schneider's needs.
- Proactively promote ethical and honest behavior within Schneider.
- Assure responsible use and control of all assets, resources and information of Schneider employed by or entrusted to him or her.
- Promptly report, and promote prompt internal reporting of,
  - (i) any violations of this Code of Ethics;
  - (ii) any violation of Schneider's Code of Business Conduct and Ethics and any fraud, whether or not material, that involves management or other employees who have a significant role in Schneider's financial reporting, disclosures, or internal controls; and
  - (iii) any material violation of the securities or other laws, rules, or regulations applicable to Schneider or the operation of any of its businesses, by Schneider, any Schneider company or any employee or agent thereof.

Such report shall be made to the CEO (if not involved), to the Chief Financial Officer (if not involved), to the General Counsel (if not involved), and/or to the Audit Committee (for which the procedures established by the Audit Committee for the confidential, anonymous submission of concerns by employees - the compliance "hotline" - may be used).

The CEO, all senior financial officers are required to adhere to both the Schneider Corporation Code of Business Conduct and Ethics and this Code of Ethics for CEO and Senior Financial Officers at all times. Only the Board of Directors shall have the authority to amend this Code of Ethics.

Any of the covered officers who ignores or violates this Code of Ethics will be subject to corrective action, which may include immediate dismissal.