

## Code Of Conduct

### DESCRIPTION

The Board of Directors of Schneider National, Inc. (“Schneider”) have adopted the following Code of Conduct (“Code”) to assist the employees, officers and directors of Schneider, its subsidiaries and controlled affiliates (collectively, also referred to herein as “Schneider”) with understanding the standards of personal and professional integrity and ethical principles to which they must, at all times, adhere and conduct themselves while representing Schneider and to foster a culture of honest and ethical behavior, accountability, compliance with the both letter and spirit of applicable laws and regulations, and ensure fair and accurate disclosure and financial reporting at Schneider.

### PRINCIPLES

Each director, officer, manager and associate is expected to adhere to a high standard of ethical conduct. Schneider’s success and reputation depends, in no small part, on the manner that its directors, officers, managers and associates conduct business and how the public perceives that conduct. Unethical actions, or the appearance of unethical actions, are not acceptable. Directors, officers, managers and associates are expected to be guided by the following principles in carrying out their responsibilities:

**Conflicts of Interest.** Directors, officers, managers and associates should not be, or appear to be, subject to influences, interests or relationships that affect, or could have the perception of affecting, the judgment of a director, officer, manager or associate in the performance of their duties with Schneider.

**Compliance with Applicable Laws.** Directors, officers, managers and associates are expected to comply with all applicable laws, rules and regulations in the performance of their duties for Schneider.

**Observance of Ethical Standards.** Directors, officers, managers and associates must adhere to high ethical standards in the performance of their duties for Schneider.

**Core Values.** Schneider’s Core Values create a strong culture of safety, integrity, respect and excellence. Director, officer, manager and associate behavior is expected to align with Schneider’s Core Values.

### POLICIES AND DEFINITIONS

#### Conflict of Interest

Directors, officers, managers and associates must avoid any conflict of interest between themselves and Schneider. Specifically, no director, officer, manager or associate shall make any investment, accept any position or benefits, participate in any transaction or business arrangement, or otherwise act in a manner that creates or appears to create a conflict of interest with Schneider (as defined below) unless such person makes full disclosure of all facts and circumstances to, and obtains the prior written approval of, the appropriate executive of Schneider and/or Schneider’s Board of Directors.

A conflict of interest exists when an individual’s private interest interferes, or appears to interfere, in any way with the interests of Schneider as a whole. A conflict situation may arise when a director, officer, manager or associate takes actions or has interests that may make it difficult to perform his or her work for Schneider objectively and effectively. Conflicts of interest also arise when a director, officer, manager or associate, or a member of his or her family, receives improper personal benefits as a result of his or her position or affiliation with Schneider.

Potential conflicts of interest will be investigated and disciplinary action will be considered on a case-by-case basis. Because of their nature, the consequences of an actual or perceived conflict of interest will depend on the facts and circumstances of the situation.

The following are examples of situations that should generally be avoided because they could create the perception of a conflict of interest. These examples are illustrative and should not be considered to be all-inclusive:

- Acceptance of a gift from a customer or vendor of a dollar value that goes beyond common courtesies usually associated with acceptable business practice (gift cards and cash gifts are never acceptable, and associates must refuse/return such gifts to vendors; contact your leader if concerned about the appropriate way to return such gifts);
- Accepting an invitation to an entertainment or sporting event from a customer or vendor where the customer/vendor is not in attendance or no business was conducted; or
- Seeking or accepting outside employment with Schneider's customers, suppliers or competitors.

To minimize any appearance of impropriety for acceptable gifts, any gifts should be disclosed, as appropriate, to the Board of Directors or an Associate's immediate leader, and the Board or leader should consider appropriate options to share the gift with others. For example, a gift could be shared among a local team or group or donated to a local charity.

Associates must not accept any gifts from customers or vendors when the associate will have a role in a pending purchasing decision involving the customer/vendor and the acceptance of the gift may have undue influence or the perception of such on the decision.

Below are examples of situations that, because of their severity, would almost always be considered to be conflicts of interest. These situations, or situations of a similar nature, could result in disciplinary action, up to and including termination of employment. These examples below are illustrative and should not be considered to be all-inclusive:

- Directly investing in competing transportation or logistics companies;
- Making certain investments in organizations that do business with Schneider (to the extent that the associate possesses material non-public information or has influence over relevant purchasing or vendor selection decisions);
- Disclosing or misusing material non-public information for personal financial gain;
- Seeking reimbursement or payment from a vendor, supplier and/or customer for activities that directly relate to your duties in the Company; or
- Giving or receiving inappropriate gifts or hospitality to or from customers, vendors, suppliers or government officials under circumstances which creates the appearance that there was an intention to influence a business decision. Please refer to our Gifts and Entertainment Policy.

Good judgment and discretion are mandatory in conflict of interest situations. Schneider has also adopted antitrust policies which contain additional guidance and restrictions regarding interactions with competitors.

### **Corporate Opportunities**

Directors, officers, or associates may not take or exploit, for their personal benefit or the benefit of anyone outside the Company, any business opportunity which they discover through the use of any Schneider property or information or their position with Schneider, unless Schneider has no current or potential future interest in the opportunity or does not have the capacity to engage in the opportunity. Directors may not use any Schneider asset for the personal gain of any person. Loans from the Company to Directors or associates are generally prohibited.

### **Competition and Fair Dealing**

All directors, officers and associates should endeavor to deal fairly with each other and with Schneider's customers, suppliers and competitors and should not take advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

### **Confidentiality**

Directors, officers, and associates shall maintain the confidentiality of confidential information entrusted to them by Schneider and any other confidential information about Schneider, its business, customers or suppliers that comes to them, from whatever source, except when disclosure is authorized or legally mandated. For purposes of this paragraph, "confidential information" refers to all non-public information that could be of use to competitors of Schneider, or harmful to Schneider or its customers, if disclosed. Such information includes, but is not limited to, trade secrets, client lists, sales data, computer records, software, research or development projects or results, tests, passwords, material non-public information and/or any other non-public proprietary information of Schneider. In addition, all non-driver associates are subject to the Schneider Non-Disclosure and Developments Agreement.

### **Protection and Use of Company Assets**

Directors, officers and associates should protect Schneider's assets and ensure their efficient use for legitimate business purposes only. Theft, carelessness and waste have a direct impact on Schneider's profitability. The use of Schneider's funds or assets, whether or not for personal gain, for any unlawful or improper purpose is prohibited.

### **Compliance with Laws, Rules & Regulations**

Directors, officers and associates shall comply with all laws, rules and regulations applicable to Schneider.

### **Equal Opportunity**

Schneider's objective is to recruit, hire, train, and promote into all job levels the most qualified applicants without regard to race, color, creed, religion (including religious dress and grooming), sex, (including pregnancy, childbirth, breastfeeding or related medical conditions, gender, gender identity or expression, sex stereotype, transgender), marital status, sexual orientation, genetic background, national origin, age, ancestry, physical or mental disability, handicap, protected medical leaves (requesting or approved for leave under the Family and Medical Leave Act or the California Family Rights Act), domestic violence victim status, political affiliation, military or veteran status or any other classification protected by applicable law (a "Protected Category"). All human resource actions regarding compensation, benefits, and all other terms and conditions of employment will be executed without regard to any Protected Category. All employment decisions are made by utilizing standards based on an individual's qualifications as they relate to a particular job and in furtherance of Schneider's equal employment opportunity business interests. In addition, retaliation against any employee for raising concerns under this Code or any Schneider policy is prohibited.

### **Discrimination, Harassment, and Retaliation Prevention**

Schneider is committed to maintaining a work environment that is characterized by mutual respect, professionalism, and the absence of harassment, discrimination, and retaliation. All managers, supervisors, associates, vendors, and customers are expected to adhere to a standard of conduct which exemplifies and supports a professional work environment free from all forms of harassment, discrimination and retaliation based on any Protected Category. Schneider is committed to compliance with all federal, state, local and other applicable laws related to the prevention of harassment, discrimination, and retaliation. If you suspect harassment, discrimination, or retaliation has occurred, you are encouraged, and managers are required, to promptly provide a written or oral complaint to an HR Business Partner (HRBP), or to the Legal Department or our Ethics Hotline. Associates should refer to Schneider's full Discrimination, Harassment, and Retaliation Prevention Policy.

### **Diversity and Inclusion**

Schneider actively creates and promotes an environment that ensures that all our associates have equal access to opportunities and resources to contribute fully to the organization's success fuels innovation, improves strategic thinking and cultivates leadership. Schneider nurtures an inclusive environment where associates feel safe, supported and empowered to share their creativity, experiences and ideas.

### **Environmental Stewardship**

Schneider strives to conduct business in an environmentally responsible manner and are committed to compliance with all applicable environmental laws and regulations. Schneider is committed, as much as reasonably possible, to minimizing its environmental footprint by reducing greenhouse gas emissions, decreasing waste and limiting water and energy use at its facilities.

### **Conducting International Business**

Schneider maintains offices and conducts operations in certain countries outside the United States which may have laws and regulations that are significantly different from those of the United States. Directors, officers, managers and associates are responsible for knowing and complying with these laws.

Directors, officers, managers and associates must also take care to understand and respect the cultures and customs of the people that we work with in these countries. Schneider forbids the use of forced labor, debt bondage, slavery, human trafficking, child labor and physically abusive disciplinary practice.

Directors, officers, managers and associates that work in the international arena should be aware of the U.S. Foreign Corrupt Practices Act (“FCPA”) and Schneider’s Anti-Bribery Policy. The FCPA prohibits giving anything of value to officials of foreign governments with the intent to wrongfully influence the official to use his or her position in order to assist in obtaining or retaining business or gaining an improper advantage. Schneider’s directors, officers, managers, associates, agents, consultants and other business partners are not permitted to engage in bribery, kickbacks, payoffs or other corrupt business practices.

It is Schneider’s policy to fully comply with all applicable U.S. export, customs and trade control and regulations, licensing requirements and other relevant U.S. and international laws, including the FCPA and other anti-bribery and anti-corruption laws.

### **Accuracy of Financial Reports and Other Public Communications**

As a public company, Schneider is subject to various securities laws, regulations and reporting obligations. Both federal law and our policies require the disclosure of accurate and complete information regarding Schneider’s business, financial condition and results of operations. Inaccurate, incomplete or untimely reporting will not be tolerated and can severely damage Schneider and result in legal liability.

Schneider’s chief executive officer, principal financial officers and other associates working in the accounting department have a special responsibility to ensure that all of our financial disclosures are full, fair, accurate, timely and understandable and are separately subject and expected to adhere to Schneider’s Code of Ethics for the CEO and Senior Financial Officers. These associates must understand and strictly comply with generally accepted accounting principles and all standards, laws and regulations for accounting and financial reporting of transactions, estimates and forecasts.

### **Compliance**

Each director, officer, manager or associate of Schneider has an obligation to comply with all laws (including insider trading laws), rules, and regulations applicable to Schneider and with the provisions of this Code. Should any director, officer, manager or associate of Schneider learn or become aware of or suspect that the Schneider or any employee, director, agent or contractor of Schneider either is committing or has committed a violation of this Code, any applicable law, rule, or regulation, such person must immediately report that information to any of (i) the Schneider’s General Counsel or member of the Legal Department; (ii) a local or assigned Human Resources representative; (iii) an appropriate executive; (iv) the Ethics Hotline; or (v) any member of the Board. No one will be subject to retaliation because of a good faith report of a suspected violation.

Violations of any section of this Code, to include behavior contrary to Schneider's Core Values, may result in disciplinary action, up to and including termination of employment. The Board shall establish procedures or may designate appropriate persons to investigate or recommend or determine appropriate action in response to violations of this Code.

Nothing in this Code of Conduct policy is intended to prevent an director, manager or associate of Schnider from engaging in concerted activity protected by law or to interfere with, restrain, or prevent associate communications regarding wages, hours or other terms and conditions of employment. Associates have the right to engage in or refrain from engaging in such activities during non-working time without influence or interference from management.

#### **Ethics Hotline**

Schneider's Ethics Hotline is available 24 hours a day, 7 days a week and is administered by a third party. Any associate, director, contractor, customer, supplier or third party can report a matter through the Ethics Hotline by telephone, or via a website maintained by our third party vendor. Telephone calls to the Ethics Hotline are received by our third-party call center. Caller ID is never used, and there will be no effort to trace any call made to the Ethics Hotline. A web-based report may be submitted at <https://sch.ethix360.com/#landing>. Alternatively, you may send a note with details of the matter and relevant documents to: Schneider National, Inc. 3101 South Packerland Drive, Green Bay, WI, USA 54313 Attention: General Counsel. Reporters to the Ethics Hotline may submit their reports anonymously, where local law permits. However, reporters are reminded that the more information that is provided, the easier it will be for the Company to investigate and appropriately respond to reports which are received.

#### **Amendment Or Waivers of the Code**

Any amendment of this Code may only be made by the Board of Directors. Waivers of this Code for non-executive officers, managers or associates may be made only by the Chief Executive Officer, Chief Financial Officer or General Counsel. Any waiver of this Code for directors or executive officers may be made only by our Board of Directors or an appropriate committee of our Board of Directors and will be disclosed to the public as required by applicable law or exchange listing requirements. The Board reserves the right to make unilateral changes to this Code or Schneider policies at any time.

#### **Website Posting and Disclosure Requirements**

Schneider will make this Code available on its website.

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