

# Code of Ethics



**C.H. ROBINSON**



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## A Message from Ben Campbell

Dear team,

As a member of C.H. Robinson's team, there are guiding principles and policies set out in the Corporate Compliance Program, which include the Code of Ethics, that everyone must be aware of and adhere to. The compliance guidelines are invaluable to the organization and our overall success. At C.H. Robinson, we are committed to the fundamental values of evolving constantly, delivering excellence, growing together and embracing

integrity. With these principles in mind, we can create something truly innovative and successful in our industry. We strive to accelerate commerce through the world's most powerful supply chain platform and can only do so with the support and drive of every team member. To be successful as an organization, we expect everyone from the top down to adhere to the principles in the Corporate Compliance Program to gain and keep the confidence and support of customers, regulatory agencies, the public and our team members. Most important of all, compliance is simply the right thing to do.

The Code of Ethics is designed to demonstrate the policies and expectations that govern our organization and support our efforts to create an adaptable, collaborative and compliant company culture. With your help, we can create solutions, manage execution, and develop ourselves and teams, all while understanding the big picture of our everyday efforts to improve the world's transportation and supply chains. You are important in these efforts and our overall success. If you have questions or doubt your role as a member of our team, use the Code of Ethics as a helpful guide. It is also important to understand your reporting obligations. If you see something not reflective of our Company mission, vision, values or policies, report it in good faith and with positive intention.

Thank you in advance for your continued commitment to the highest standards of business ethics and for keeping the passion for success alive at C.H. Robinson.

Sincerely,

Ben Campbell

Chief Legal Officer and Secretary



## Introduction

The C.H. Robinson Worldwide, Inc. Code of Ethics ("Code") requires you to comply with high standards of business conduct and the law on a global level.

Our Code reflects our company culture and our abiding commitment to do what is right. The Code is also necessary to effectively manage our business. All employees, contingent workers, directors, officers and board members of C.H. Robinson and its subsidiaries (our "team") are required to know and follow the Code, as well as all applicable laws and regulations. If a situation arises where there may be a conflict between the Code and the applicable laws of the country in which you are located or doing business, you should consult with the Legal Department. We are committed to doing business ethically and within the law.

Nothing contained in this Code, or other communications relating to this Code, creates or implies an employment contract or term of employment. C.H. Robinson continuously reviews its policies, and this Code is therefore subject to modification.

Throughout this Code, the terms "C.H. Robinson" and "Company" refer interchangeably to C.H. Robinson Worldwide, Inc. or any Company, division, market unit or business unit, subsidiary or majority-owned venture of C.H. Robinson Worldwide, Inc. The Code applies to every C.H. Robinson employee, contingent worker, and director in any Company, division, subsidiary, market unit or business unit, including joint ventures where C.H. Robinson maintains management control (our "team"). Regardless of where an employee works (in office or remote), C.H. Robinson rules and policies apply. In addition to the Code of Ethics, there may also be more regional policies and expectations applicable to employees depending on their location. Please refer to your regional handbook for specifics.



## Mission, Vision and Values

C.H. Robinson has a long-standing history of demonstrating high standards of ethics, respect and integrity at all levels of the organization. We know how important it is to do the right thing in our business practices and in our relationships – inside and outside of the Company.

### Customer, Carrier and Vendor Integrity

Our customers, carriers and vendors have high expectations of us, and we have even higher expectations of ourselves. We exhibit ethics and integrity in all we do. We hold each other accountable to the highest ethical standards and report potential violations that pose a risk to our customers, carriers, vendors, communities, team members or to our Company's reputation.

### Company and Employee Integrity

Our values support our vision and shape our culture. They are critical to building trust and respect in our Company, industry and with our employees, customers, carriers, vendors and shareholders. We are committed to ethical behavior and expect all employees to demonstrate and live by the values we share as an organization.

### Leadership Integrity

The people on our board of directors and executive leadership team hold themselves to the same high standards of conduct we expect of all team members and business partners. It is everyone's obligation to set the right example for behavior and workplace conduct and to live by these values to maintain our reputation as a trusted, respected and ethical industry leader.

## Human Rights

C.H. Robinson manages business with the belief that all people, regardless of their nationality, religion, place of origin, sex, language, or any other status, should be treated with integrity and respect. It is a fundamental value within our cultural integrity, and one that we expect you and business partners to maintain.

### Protecting Others

We are committed to protecting the human rights of our team and business partners globally and the

## MISSION

Our people, processes and technology improve the world's transportation and supply chains, delivering exceptional value to our customers and suppliers.

## VISION

Accelerating commerce through the world's most powerful supply chain platform.

## VALUES

**Evolove constantly:** We try new things and never stop learning or challenging.

**Deliver excellence:** We go the extra mile, because good enough is never good enough.

**Grow together:** We value relationships and are smarter and stronger as a diverse and unified team.

**Embrace integrity:** We do what we say we will do, and we do what is right.

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communities where we operate. For C.H. Robinson, this is reflected in issues such as equal opportunity and fair treatment, compliance with national and local regulations on wages and work hours, a safe working environment and privacy and proper handling of Personally Identifiable Information (PII).

### Human Rights in Communities

We hope to positively impact human rights within the communities in which we operate. We do not tolerate exploitation, forced labor or human rights abuses of any kind. We expect customers and suppliers to uphold their strong principles and encourage them to adopt similar practices within their own businesses.





As part of our broad effort, respecting human rights and dignity is integrated and valued in all we do.

**Alignment with our Mission, Vision and Values**

We earn the trust of our team and stakeholders by acting upon our strong mission, vision and values and our policies reflect these values. Our policies exhibit our commitment to respecting human rights and employment practices, such as our Mission, Vision and Values, Global Data Privacy Policy, Anti-Bribery and Anti-Corruption Policy, Anti-Money Laundering Policy and our Non-Discrimination and Anti-Harassment Policy.

**Asset Protection and Information Classification Policy**

C.H. Robinson’s policy ensures that all information assets are protected. Information assets are data we store, transmit and work with to manage and conduct business operations.

C.H. Robinson classifies information into four categories based on the sensitivity and value of the information. This is called Information Classification. The categories are: Public, General, Confidential and Highly Confidential. All data you interact with will fit into one of these four categories. You are responsible for understanding how to classify and subsequently handle the information you come across within the course of your work and business processes.



**Definitions**

Public	General	Confidential	Very Confidential
<ul style="list-style-type: none"><li>• This information is specifically prepared for public use and consumption.</li><li>• Typically, public information is business data, however names of individuals and their role within the organization could be published publicly.</li></ul>	<ul style="list-style-type: none"><li>• Information that is not available nor intended to be made available for public use or consumption.</li><li>• This information carries risk if shared broadly outside the Company.</li></ul>	<ul style="list-style-type: none"><li>• Information that, if lost, stolen or otherwise breached, would cause harm to C.H. Robinson, customers, carriers and/or employees.</li><li>• This information is typically C.H. Robinson’s Intellectual Property, covered under contractual obligations, and/or, in the case of PII, regulated by data privacy laws.</li></ul>	<ul style="list-style-type: none"><li>• Information that if lost, stolen, or otherwise breached, would cause <b>significant</b> harm to C.H. Robinson, customers, carriers and/or employees.</li><li>• This information is typically C.H. Robinson’s Intellectual Property, covered under contractual obligations, and/or, in the case of PII, regulated by data privacy laws.</li></ul>



As an information user, custodian or steward on behalf of C.H. Robinson, you must protect all information assets from misuse, theft, fraud, loss and unauthorized use, disclosure or disposal. Information assets include information that is both Personally Identifiable Information (PII), as well as other non-PII such as company, customer, supplier carrier information, and company intellectual property. The following are some additional examples of information assets. Please note, the examples are not fully comprehensive or fully representative of the information C.H. Robinson processes.

## Examples

Public	General	Confidential	Very Confidential
<ul style="list-style-type: none"> <li>Quarterly earnings, post filing</li> <li>Press releases</li> <li>Compliant social media postings (Please see Social Media Policy for specifics)</li> </ul>	<p><b>Business Data</b></p> <ul style="list-style-type: none"> <li>Internal Company communications</li> <li>Town hall meeting content</li> <li>Leadership announcements</li> <li>The CHRonicle articles</li> <li>Internal blog postings such as Freshspective, TMC Connect</li> <li>Yammer communities</li> </ul> <p><b>Personally Identifiable Information (PII)</b></p> <ul style="list-style-type: none"> <li>Information found in Outlook including Company-issued email addresses and phone numbers, leadership hierarchy, branch code, etc.</li> </ul>	<p><b>Business Data</b></p> <ul style="list-style-type: none"> <li>Business, financial, marketing and service plans associated with products and services</li> <li>Pricing strategies</li> <li>Designs and software service and know-how process</li> <li>Business and product plans with outside vendor</li> <li>Customer information such as lanes, pricing, shipments, contracts, correspondence, etc.</li> <li>Customer and/or provider lists</li> </ul> <p><b>Personally Identifiable Information (PII)</b></p> <ul style="list-style-type: none"> <li>Customer, driver, carrier contact information such as phone number or email address</li> <li>Precise GPS location data gained through use of a driver's mobile device</li> <li>Online identifiers such as IP address, device ID</li> <li>Information captured by cookies</li> <li>O/D pairs when one of the locations is an individual's residence</li> <li>Applicant's resume/CV</li> <li>Time tracking</li> <li>Compensation/payroll</li> <li>Absence data</li> <li>Hire date/termination date</li> </ul>	<p><b>Business Data</b></p> <ul style="list-style-type: none"> <li>Pre-filed Securities and Exchange Commission (SEC) filing information</li> <li>Information related to the acquisition or disposition by the Company of companies or business units</li> <li>Current or pending litigation</li> <li>Trade secrets and technology</li> </ul> <p><b>Personally Identifiable Information (PII)</b></p> <ul style="list-style-type: none"> <li>Biometrics and genetic data</li> <li>Racial or ethnic origin</li> <li>Political opinions</li> <li>Religious or philosophical beliefs</li> <li>Trade union membership</li> <li>Health data</li> <li>Sexual orientation</li> <li>SSN</li> <li>Bank account numbers</li> <li>Credit card numbers</li> <li>Driver's license/passport/national identification numbers</li> <li>Background check data</li> <li>Disability status</li> <li>Employee personal phone number including emergency contact number or personal cell phone number</li> </ul>



## **Non-Disclosure of Information**

You will have access to information that falls under all or most of these classifications. It is important to know that you must not use or disclose information except when you are specifically authorized to do so.

## **Protecting Information Assets**

You may not use information assets for any personal gain or advantage. This includes sharing such information with individuals outside C.H. Robinson for their personal use, as well as sharing with fellow team members whose duties do not require them to have that information. This restriction applies even if you developed or aided in the development of an information asset yourself.

## **Document Labeling**

To the extent possible, make sure all information assets are clearly labeled with the appropriate classification. If a document has a blend of information contained within it, the label should reflect the highest and most restrictive classification. For example, if a document contains data classified as both Internal and Confidential, the document should be classified as "C.H. Robinson – Confidential" as this is the more restrictive classification.

## **Proper Handling/Securing of Information Assets**

Understand the classification of the data you work with and ensure that you secure it in accordance with its classification. You must comply with all security policies and procedures to protect and secure Company information.

## **Non-Disclosure of Third-Party Information**

No team member shall disclose any information belonging to a third party without first obtaining the express written permission of such third party.

If you have or are aware of information of a third party, you have a legal and ethical obligation not to use the information for any purpose, except for intended or disclosed purpose, nor to disclose information to any team member or anyone else who does not have the need to know such information.

## **Releasing Business Information**

The use or release of business information through speeches, interviews, statements to the press or other means of communication requires prior approval

through authorized channels. Please review the Public Relations Policy as part of the Code of Ethics.

## **Non-Disclosure Agreements**

If you have a business need to disclose certain information assets with a third party (including an existing or prospective customer, carrier or service provider or third-party supplier), you must ensure such disclosure is protected with a Non-Disclosure Agreement ("NDA") or other contractual agreement for third-party suppliers.

An NDA places protections, obligations, restrictions and limitations on using Company information assets by third parties when disclosed to third parties. No information asset including PII (See Global Data Privacy section) may be disclosed or provided to a third party without the use of an NDA.

Not all information assets may be disclosed to a third party, even under an NDA. Contact the [Legal Department](#) for assistance in determining whether an information asset may be disclosed to a third party and to establish an appropriate NDA.

## **Contracting with Third-Party Suppliers (Vendors)**

Prior to engaging a third party for contracted services, you must review and comply with the Procurement Policy. This includes ensuring that you conduct security and privacy due diligence reviews prior to sending any information to the third party.

## **Leaving the Company**

Even when you end your relationship with the Company for any reason, you are bound by the same obligations to protect C.H. Robinson's information assets and third-party information.

After you leave the Company, C.H. Robinson continues to own any information asset you developed or assisted in developing while a C.H. Robinson team member.

If you have or are aware of information from a former employer, business partner or customer, you may be legally or ethically bound by a nondisclosure obligation restricting your use of that information or sharing it with your fellow team members. C.H. Robinson expects and requires you to fulfill this obligation. You also must refrain from sharing C.H. Robinson's business information with any of your former or future employers, business partners or customers.





### Exceptions to Disclosure Obligations

An individual shall not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that is made in:

- Confidence to a federal, state or local government official or to an attorney solely for the purpose of reporting or investigating a suspected violation of law.
- An individual shall not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that is made in a complaint or other document filed in a lawsuit

or other proceeding, if such filing is made under seal.

### Retaliation Lawsuits and Trade Secrets

An individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law, may disclose the trade secret to the attorney of the individual and use the trade secret information in the court proceeding, if the individual files any document containing the trade secret under seal and does not disclose the trade secret, except pursuant to court order.



# Global Data Privacy Policy

## Global Obligations to Personally Identifiable Information and Policy Compliance

As a global Company, C.H. Robinson has obligations to treat Personally Identifiable Information (PII) in alignment with our legal obligations. C.H. Robinson expects you to comply with Company privacy policies, processes and procedures established to manage risk, and maintain compliance with these global obligations.

This policy outlines our expectations of you regarding collecting, storing and using PII. Compliance with this policy is mandatory.

You must:

- Comply with established privacy by design processes.
- Comply with processes that enable Privacy Impact Assessment and other privacy reviews of business processes that use PII.
- Comply with processes established to review third parties that process PII on our behalf prior to disclosing, ensure third-party suppliers appropriately handle PII, including appropriate contractual documents are in place to obligate third-party supplier handling.
- Comply with IT Security's requirements to safeguard the PII entrusted to us on behalf of team members, customers and carriers.
- Comply with customer contractual obligations when contracts require C.H. Robinson to limit use of the PII and confidential information they entrust to us.
- Not use data in ways that are contrary to policy.
- Report breaches of data, either real or suspected, through appropriate channels.

## Defining Personally Identifiable Information

C.H. Robinson defines PII as any information about, or related to, an identified or identifiable natural person.

Simply put, PII is (1) any information that can be used to distinguish or trace an individual's identity and (2) any other information that is linked or linkable to an individual.

C.H. Robinson collects, stores and uses PII in three main categories: human resource data, customer data and carrier data (including drivers).

## Privacy by Design

Designing business processes, or developing technology with privacy in mind, is required when any PII is used. Privacy requirements that must be considered and decisions documented before processing PII include:

- **Legal Basis:** Before processing PII, the legal basis for processing must be established and documented.
- **Minimizing the collection of PII:** Collect only the minimum amount of PII necessary for the purpose.
- **Limiting the use of PII:** Limit the use of PII to the purpose described in the C.H. Robinson Global Privacy Notice or Employee Global Privacy Notice.
- **Security Safeguards:** Comply with all Company security policies to protect PII.
- **Access Controls:** Access to PII must be based on a need-to-know basis.
- **Individual Rights:** Systems and business process must include mechanisms to address individual rights including, access, portability, deletion/erasure capabilities, objections to automated processing and individual decision making, quality and accuracy checks.
- **Contracts with Third Parties:** Contracts with approved data privacy and protection language must be in place with third parties before sharing PII. Click [here](#) to request more information.
- **Retention:** Retain PII for only as long as necessary to fulfill the stated purpose and in alignment with the [C.H. Robinson Retention Schedule](#).
- **Analytics:** Data analytics must be conducted so privacy risk is minimized and in compliance with applicable legal and regulatory requirements including documented legal authority for conducting analytics.
- **Test and Demo Data:** PII cannot be used for testing or demonstration purposes, or be released, used or otherwise processed in non-production environments including but not limited



to test, demonstration or development environments or used for testing, demonstrations or development processes.

Business and technical teams are responsible for following these privacy-by-design principles and requirements as documented and/or at the direction by the Privacy Department.

### **Privacy Impact Assessments / Data Protection Impact Assessments**

The Company may only use PII when a legal basis for processing has been established and is documented. PII may not be used in ways other than described in the C.H. Robinson Global Privacy Notice and Global Employee Privacy Notice.

To document legal basis and ensure alignment with our notices, privacy impact assessments are required when:

- New technology is developed for processing PII.
- PII is shared with a new third-party supplier.
- Processing of PII changes or new PII is collected.
- Processing involves automated decisions about individuals.
- PII is used to create profiles about individuals.
- Data sets are combined to create new data about individuals.
- Data lakes, warehouses and/or large data stores containing PII are created.
- When PII is used for analytics or when algorithms that use PII are created.
- PII includes highly confidential information such as SSN, CC#, sexual preference, sexual orientation, biometric data, etc. (see data classification).
- At the direction of the Privacy Department.

Business and technical teams are responsible for ensuring privacy impact assessments are completed as required by this policy.

### **Third-Party Supplier Reviews**

Prior to disclosing PII to a third-party supplier of services, the third-party must be assessed.

Business and technical teams must comply with Company policies when third parties are identified and procured. Additionally, third parties must be assessed through due diligence processes by Security and Privacy before disclosing PII or other confidential Company information.

Additionally, if you become aware of any disclosures or use of PII not allowed by C.H. Robinson's data protection and/or privacy policies or this Code, you must report such disclosures to C.H. Robinson's Privacy Department.

### **Compliance with Contractual Obligations**

When directed by our customers to limit use of their data through contractual obligations, business and technical teams must comply with established controls to ensure customer contracts are honored.

### **Use of Personally Identifiable Information**

PII may only be used in alignment with the following:

- The C.H. Robinson Global Data Privacy Notice, the Global Employee Privacy Notice and European Employee Monitoring Notice, which can be found on Charlie.
- Customer contractual terms.
- Laws and regulations.
- Company policy on the use of data.

Any use of PII that does not align with these requirements may not occur. The use of security safeguards and compliance with IT Security's requirements to protect PII and other Company data is mandatory.



# Company Property Policies

## Proper Use of Property

It is the policy of C.H. Robinson to properly use all Company property, which encompasses all property owned by C.H. Robinson, including Company funds, personal property, real property, intellectual property, software, trade secrets, technology databases and Company information.

You are responsible for the proper use of Company property and must safeguard this property against loss, damage, misuse or theft. You may not use Company property for any use other than Company business without Company approval.

## Responsibility for Company Funds

You are personally responsible for all Company funds over which you exercise control. You must take all reasonable steps to assure that C.H. Robinson receives good value for Company funds spent and must maintain accurate records of these expenditures. You must not use Company funds for any personal use.

## Company-Owned Licenses and Software

C.H. Robinson has obtained licenses for computer software from outside vendors. This software and any related documentation may not be reproduced unless the software developer has given authorization.

Software and documentation that C.H. Robinson has developed or enhanced also may not be reproduced for any use that has not been authorized.

## Software You May and May Not Use

You may use Company-owned or licensed software only if that use is job related. You may not use it for any personal use, even if you helped develop or enhance the software.

## Owned or Leased Equipment

You may not use (or allow others to use) C.H. Robinson-owned or leased equipment for any personal use or any use other than for Company business without Company approval.





# Conflicts of Interest Policy

## Personal Conflicts of Interest

You must not engage in activities where personal interests conflict or have the appearance of conflicting with the interests of C.H. Robinson.

Whether a conflict exists is to be decided by the Legal and Human Resources departments. Personal interest means any interest, whether financial or otherwise, that would, or would appear to, influence a judgment or decision in favor of another party dealing with C.H. Robinson.

## Soliciting / Receiving Compensation

Neither you nor any member of your family shall solicit or accept from an actual or prospective customer, carrier or direct supplier (grower) any compensation, advance or loans (except from established financial institutions on the same basis as available to other customers), or gifts, entertainment, or other favors which are of more than minimal or nominal value generally around \$250 or which the employee would not normally be in a position to reciprocate under standard Company expense account procedures.

This does not include normal business entertainment items such as meals and beverages, or contributions or donations to recognized charitable and nonprofit organizations.

Family members include, but are not limited to, your spouse, parent, children and their spouses, brother, or sister, or the same by marriage. Also included are, aunt, uncle, niece, nephew, grandparent, grandchild and other members of your household. Also included are romantic relationships and "step" or "half" family relationships.

## Hosted Events

The Company understands that special circumstances may require you to participate in events hosted by a customer, supplier or carrier for educational or informational purposes. This policy does not prohibit participation in such events.

## Prohibited Conduct

You must not:

- Be employed outside the Company or serve as an officer, director or consultant or have an economic interest that could, or might reasonably be thought to, influence judgment or action in any

business that competes with, provides services, or seeks to provide services to the Company. (An investment representing less than 2% of a class of outstanding securities of a publicly held corporation is not a conflict of interest.)

- Act in a manner that would affect their objectivity in carrying out their Company responsibilities.
- Engage in outside employment that would conflict with Company business hours or the performance of Company assignments. You must not use Company time, materials, information or other assets in connection with outside employment or other personal business interests prohibited by this policy.
- You may not directly or indirectly benefit, or seek to benefit, from your position as a team member from any sale, purchase or other activity of the Company.
- No team member who deals with individuals or organizations doing, or seeking to do, business with the Company or who makes recommendations with respect to such dealings may have any other direct or indirect personal interest in any business transaction with the Company.
- You will not do business on behalf of the Company with a close friend or relative; however, recognizing that such transactions sometimes occur, they must be reported to a leader.

## Participating in Public Service / Charitable Activities

You are encouraged to participate in public service and charitable activities so long as they do not create actual or potential conflicts with your duties to the Company.

Before accepting an appointment in public service, serving on the board of a charitable institution, or running for political office, you must obtain approval from a leader and the [Legal Department](#).

C.H. Robinson supports its team members' participation as directors of for-profit corporations, provided such participation does not create a conflict of interest or implicate other Securities and Exchange Commission (SEC) concerns. Service on for-profit boards must be approved by the CLO and CEO.





### Employment of Friends and Relatives

C.H. Robinson welcomes friends and family members to be considered for employment under the usual hiring policies. However, to prevent situations of actual or perceived favoritism or conflict of interest, family members and employees in a romantic relationship may not have working relationships that:

- Create a direct or indirect supervisor/subordinate relationship.
- Have the potential to create an adverse impact on individual or teamwork performance.
- Control or influence the terms and conditions of employment.

Any familial relationship may be included as part of this policy, where there may be, or a perception may be created of favoritism, influence and/or preferential treatment. Each situation will be evaluated as appropriate.

### Defining Family Members

Family members include, but are not limited to, your spouse, parent, children and their spouses, brother, or sister, or the same by marriage. Also included are, aunt, uncle, niece, nephew, grandparent, grandchild, and other members of your household. Also included are romantic relationships and “step” or “half” family relationships.

### Family Members Working Together

If family members work together and it poses a leadership relationship due to a transfer or promotion, the Company will attempt to transfer the employee to another available position for which the employee is qualified.

If you are aware or are involved in any conflict of interest as noted above, you must disclose all potential conflicts to your leader and/or the [Human Resources Department](#) immediately to ensure the Company can take appropriate measures to protect you and the Company.

### Employees Who Become Family Members

Employees who become immediate family members or establish a romantic relationship may continue employment in their current position if it does not involve one of the conditions above.

Should one of the conditions occur, the Company will attempt to transfer one of the employees to an available position for which the employee is qualified. If a transfer is not feasible, the employees will be permitted to determine which of them will resign. If the employees cannot decide, C.H. Robinson will decide who will remain employed.

### Loans and Pay Advancements Prohibited

C.H. Robinson prohibits loans or advancement of pay directly from the Company to employees or their families.



# Policy Guidelines for Handling Documents

## Managing, Retaining and Disposing Documents

This Records Management and Retention Policy ("Policy") has been developed to provide the employees of C.H. Robinson with a comprehensive set of guidelines for managing, handling and disposing Company documents and information.

These guidelines have been established to assure the Company's compliance with all applicable federal and state laws and regulations, and to accommodate the Company's need for access to its important business documents and records for a reasonable period.

This Policy is also intended to ensure that the Company's retention and storage of documents is conducted in an efficient and cost-effective manner.

## The Records Retention Policy

C.H. Robinson's Legal Department has the authority to establish, maintain and implement a comprehensive Records Retention Policy and associated schedule, including updates and modifications to approve uniform practices, procedures and guidelines for the management, maintenance, and destruction of documents.

Adherence to the Records Retention Policy and Schedule is required.

Current versions of C.H. Robinson's [Records Retention Policy](#) and [Schedule](#) are available on the Legal Department's [RobinsonConnect](#) portal.

## Destroying Records

Destruction of records will take place in compliance with standard procedures, to avoid any inference that any record was destroyed in anticipation of a specific problem.

All destruction procedures will be suspended when a record or group of records are placed on legal hold, which is described below.

The Records Retention Policy and Schedule control the maintenance, storage and destruction of all Company records. A record is any compilation of information, regardless of its physical characteristics, which was created or received by C.H. Robinson, and which should be preserved because of its business or evidentiary value.



Records may be in physical (e.g., paper) or electronic format, and are inclusive of computer tapes and discs, microfilm, video, etc.

## Placing Legal Holds on Records

From time –to time C.H. Robinson may be required to place a "legal hold" on a class or group of records as the result of actual or threatened legal, individual or administrative action.



## Defining Legal Holds

A “legal hold” suspends all destruction procedures to preserve appropriate records under special circumstances. The Legal Department is responsible for determining when a “legal hold” is required and the scope of records to which it applies. You will be notified if a “legal hold” is placed on records for which you are responsible. You are then required to locate, index and protect the records affected by a “legal hold.”

**Preserving Legal Holds:** Any record affected by a “legal hold” must not be destroyed under any circumstances. If you are unsure whether a record is affected by a specific “legal hold,” you must protect and preserve that record until you have requested and received clarification from the Legal Department.

**Releasing Legal Holds:** A “legal hold” remains effective until it is officially released in writing by the Legal Department. After you receive written notice that a “legal hold” has been lifted, you may return all affected records to their normal handling procedures and retention schedule.

## Receipt of Legal Documents by C.H. Robinson Employees

Employees served at home, on the job or in the mail with legal documents relating to a C.H. Robinson activity must immediately contact the individuals below.

Summons and Complaints	General Subpoena
<a href="mailto:legal@CHRobinson.com">Legal Department legal@CHRobinson.com</a>	<a href="mailto:legal@CHRobinson.com">Legal Department legal@CHRobinson.com</a>
Security Issues	Regulatory Agency Subpoenas
Chief legal officer within the <a href="mailto:legal@CHRobinson.com">Legal Department legal@CHRobinson.com</a>	Chief legal officer within the <a href="mailto:legal@CHRobinson.com">Legal Department legal@CHRobinson.com</a>
Writs of Garnishments/ IRS Levies	Affirmative Action Documents/EOC Complaints
Carrier Resolutions +1 952-937-7780  Payroll Department +1 952-683-6949	<a href="#">Employee Relations</a>
Secretary of State (Corporate)	Other Issues
<a href="mailto:legal@CHRobinson.com">Legal Department legal@CHRobinson.com</a>	<a href="#">Legal Department</a>





# Electronic Data and Communications Policy

## Rights, Responsibilities and Ethics

C.H. Robinson has provided electronic systems and services, including internet, email, voicemail, instant messaging, mobile phone access, stored messaging systems and other electronic systems and forms of communications ("Electronic Systems") as tools for conducting Company business.

## Responsible and Ethical Use of Electronics

Access to Company Assets or Company's Electronic Systems is a privilege that is approved by leadership and granted based on job responsibility. Use of these tools requires responsible and ethical use. By using the Electronic Systems provided by the Company, you agree and accept the terms of this policy.

You must take care to ensure accessing the internet and other use of the Company assets or Company's electronic systems does not violate this policy or any other Company policy.

## Authorization for Use

Only team members and others expressly authorized by the Company may use the Company's electronic systems.

## Team Member Rights and Electronics

Nothing in this document is intended to prohibit your rights under any and all applicable laws. In addition, the Company will not construe or apply this policy in a manner that prevents employees from communicating with each other about the terms and conditions of their employment.

## Company Property – No Expectation of Privacy (as permitted by local law)

All electronic systems provided by the Company, all material or data created or stored on such systems, the email addresses assigned to team members and all communications through or using these systems are the property of the Company.

You should have no expectation of privacy regarding any information stored in, created, received or sent over Company assets, or the Company's electronic systems. Using passwords does not in any way diminish the Company's rights to access materials on its electronic systems or create any privacy rights of employees in the messages and files on such systems.

## Observing Local Laws

Consistent with local laws, the Company, and other persons it may authorize (including governmental or law enforcement authorities) have the right to access, monitor, use or disclose any data or files created or stored on its electronic systems, information regarding the use of these systems (including internet sites accessed) and all messages created, sent, stored or retrieved.

Unless applicable local law provides otherwise, you should have no expectation that any of this information, data or communications is private or confidential.

## Accessing Employee Electronics Usage

As permitted by local law, the Company may, and routinely does, access, retrieve and delete your internet, email, voice mail, instant message and other communication tool usage, including file attachments and internet sites visited or attempted to visit.

The Company monitors activities to promote safety and manage productivity, prevent criminal activity, investigate alleged misconduct and security violations, manage information systems or for other business reasons.

## Following C.H. Robinson Policy

You are responsible for using all Company assets or electronic systems in accordance with this policy and all other Company policies. As additional forms of electronic and other communications become available, the Company will continue to monitor and manage those forms as well, as permitted by local law.

## Acceptable Uses of the Internet and Other Electronic Systems

C.H. Robinson provides its team members with e-mail, internet, instant messaging and other electronic systems for business purposes. These systems may not be used in any way that may violate another Company policy. When you access these systems, you are representing C.H. Robinson and must only use these tools in an ethical and lawful manner.

Usage and communications should be for business reasons, including to:



- Communicate with team members, vendors or customers regarding matters within your assigned duties.
- Acquire information related to or designed to facilitate the performance of regular assigned duties.
- Facilitate performance of any task or project in a manner approved by your leader.

### **Approved Gateway**

All traffic to and from the Internet must travel through the approved Company gateway in order to assure reasonable security, virus protection, monitoring and systems management capabilities.

### **Unacceptable Uses of the Internet and Electronic Systems**

You may not attempt to gain access to information or data, including computer files or e-mails, of other team members to which they have not been given authorized access by the Company.

Likewise, any attempt to masquerade as another person, alter messages, or otherwise attempt to send a communication or create a document to make it appear as if it were created or sent by someone else is prohibited.

### **Specific Unacceptable Internet Use**

The Company's Assets or Company's Electronic Systems may not be used to create, view, print, transmit or download material that is defamatory, sexually related, sexually explicit, racist or similarly offensive, including but not limited to slurs, pictures, cartoons, epithets or anything that may be construed as harassment or discrimination based on any protected class.

### **Using Company Electronics for Personal Gain**

The Company's Assets or Company's Electronic Systems may not be used for:

- Personal gain such as solicitation of non-company business, or on behalf of any political cause, religious group or membership organization.
- The transmission of destructive files or programs (e.g., viruses, malware or self-replicating code).
- Engagement in monetary gain, such as gambling, betting, personal investments or payment, such as cryptocurrency mining.

- Any illegal or unethical use.

### **Unauthorized / Illegal Uses**

Unauthorized and illegal uses include unauthorized or secret recording of company information and personal images or its employees, customers and/or clients as permitted by federal and state law, gambling, violation of copyright, trademark or other material protection laws, copying of software in a manner inconsistent with vendor's license agreements, providing confidential company or customer information outside of the Company, sending company information or e-mail to yourself at a personal e-mail address or to a third-party for purposes other than as authorized for furthering the legitimate business goals of the Company, or using internet based e-mail services through company assets or the Company's Electronic Systems.

### **Minimizing Use of Internet**

Internet access consumes resources of the Company's computer network, including network bandwidth and server processing. You should minimize use of real-time internet updates, audio and video streaming media (e.g., Internet, radio, or TV music files, downloading of large files, mass e-mails, chain messages and e-mails with large, attached graphics). Such usage can result in the loss of network efficiency for all employees and impede the system. Therefore, such use should remain minimal and business-related only.

### **Approved Software**

The use of executable files, programs, utilities and third-party software shall be limited to the programs contained in the "Approved Software List" developed by the IT Department. If additional software not contained in the Approved Software List is needed, such software must be evaluated, approved and licensed by the IT Department prior to download and/or installation. You should contact the [IT Service Desk](#) for assistance with any software needs.

### **Opening Electronic Mail**

You shouldn't open electronic mail attachments unless they were expected from a known and trusted sender. Unexpected attachments should be verified by the sender through a secondary method of communication before opening them.





### Remote Access Users

Remote employee access to resources on the internal corporate network should be approved by leadership and based on job responsibility.

Authorized users may only gain access to the Company network through the Company's remote authentication process, including providing a network user ID and password as well as Multi Factor Authentication. Any additional remote access mechanisms are prohibited. All the provisions of this Electronic Data and Communications Policy apply fully to remote access use.

### Using Mobile Devices

Devices enabling mobile operations including but not limited to tablets, smart phones, USB storage devices, etc. should be approved by leadership prior to use and are provided based on job responsibility.

### Connecting Personal Use Devices

Non-approved personal use devices should never be connected to the C.H. Robinson corporate network or its component systems. Any data stored on approved devices should be considered Company Confidential Information. Any lost or stolen devices should be reported immediately to the [IT Service Desk](#).

### Protecting Confidentiality with Passwords

The Company provides password security to team members to safeguard access to its systems and data. You are responsible for protecting the confidentiality of passwords. Passwords may never be stored in readable form in computers or written

down and left in a place where unauthorized persons might discover them. You may never share passwords with other employees (including leaders) or individuals external to C.H. Robinson. Authorized options exist via myQ and Outlook in the event there is a valid business reason for a C.H. Robinson team member to access another C.H. Robinson team member's email information. The [IT Service Desk](#) can assist in these instances.

### Violations of Electronic Systems

These policies are intended to provide you with general examples of acceptable and unacceptable uses of C.H. Robinson's Electronic Systems.

A violation of this policy may result in disciplinary action up to and including termination. This also includes any damaged, lost and/or stolen devices, including but not limited to laptops, mobile devices or any other company equipment or information as this causes significant risk to the Company. You also will be responsible for violations of this policy by others, such as friends or family members, if you allowed or permitted their use of the Company's Assets or the Company's Electronic Systems.

### Electronic Data and Communications Policy

C.H. Robinson will provide, on request, additional information regarding the C.H. Robinson Information Security Policy. Requests can be made by contacting [Information Security](#) with the subject line, "Information Security Policy Request."



# Communications and Public Relations Policy

## Speaking for C.H. Robinson

[Approved spokespeople](#) may speak with media, but only in coordination with and approval from the [public relations team](#). If you are an approved spokesperson and are contacted by the media, reach out to [publicrelations@chrobinson.com](mailto:publicrelations@chrobinson.com) before responding.

If you are not an approved spokesperson and are contacted by the media, politely inform them you are not authorized to comment on behalf of C.H. Robinson and instruct them to reach out to [publicrelations@chrobinson.com](mailto:publicrelations@chrobinson.com).

## Social Networking / Blogging Policies

Additionally, you should not represent or suggest in any social media activity that you are authorized to speak for the Company, or that the Company has reviewed or approved your content.

Online social networking, blogging or any other form of online publishing or discussion activities are subject to the [Social Media Policy](#). You are personally responsible for what you write.

Remember that as soon as you identify yourself as being part of C.H. Robinson online, you are in some way representing the Company. Write in the first person and use your personal email address when your social media activity relates to the Company unless you have received prior authorization in writing or speaking on the Company's behalf. Personal social media posts should not be used to attack, abuse or otherwise threaten any other C.H. Robinson employee.

## Disclosing Company Information

Do not disclose any information that is confidential or proprietary to the Company or to any third-party that has disclosed information to us. Consult the Company's confidentiality policy for guidance about what constitutes confidential information. Do not use company trademarks, logos or reproduce company material without permission on your personal social networking, blog or other online publishing sites.

Sharing company social networking posts, content from Robinson Social or external Company information (like web pages, whitepapers, etc.) is allowed.

## Posting Policies

Be respectful to the Company, our team members, our customers, our partners and affiliates and others (including our competitors). Do not post any material that is obscene, defamatory, profane, libelous, threatening, harassing, abusive or hateful to another person or entity.

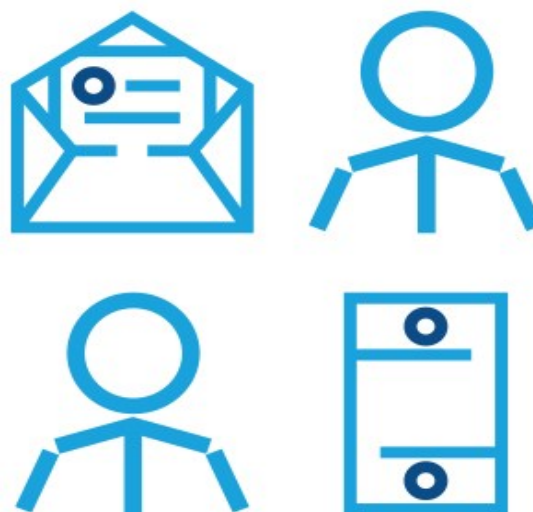
This includes, but is not limited to, comments regarding C.H. Robinson, and C.H. Robinson team members, customers, suppliers and competitors.

## Making False Statements

In addition, you should not make knowingly or recklessly false statements about the Company's products or services, or the products or services of its customers, vendors or competitors. You also should not post content, images or video of yourself that identifies you as a company team member and depicts you engaging in illegal conduct, such as acts of violence, illegal use of drugs or conduct that violates any company policy.

## Suspending Websites / Blogs

Finally, be aware that the Company may request that you confine your website or weblog commentary to topics unrelated to the Company (or, in rare cases, that you temporarily suspend your website or weblog activity altogether) if it believes this is necessary or advisable to ensure compliance with securities regulations or other laws.



# Non-Discrimination and Anti-Harassment Policy

## Equal Employment Opportunity

C.H. Robinson's policy gives equal opportunity in recruitment, employment, training, compensation, promotion and all other terms and conditions of employment or work to each individual without regard to race, color, religion, gender, sex (including pregnancy, childbirth, medical conditions related to pregnancy or childbirth, breastfeeding or medical conditions related to breastfeeding/lactation), sexual orientation, gender identity, marital status, age, national origin, disability, military service or status or any other legally protected category.

We provide reasonable accommodation to applicants, employees and other team members with disabilities to enable them to be considered for and perform available positions for which they are qualified.

It is a violation of this policy for any employee or team member to cause or allow any form of discrimination in violation of this policy.

## Anti-harassment Policy

C.H. Robinson is committed to maintaining a workplace free from unlawful harassment.

### Defining Harassment

Harassment is a form of discrimination and is strictly prohibited. Harassment can occur based on any protected category, such as race (including natural hairstyle), national origin (including work authorization), religion, age, gender (including gender identity), sex (including pregnancy, childbirth, medical conditions related to pregnancy or childbirth, breastfeeding or medical conditions related to breastfeeding/lactation), sexual orientation, gender identity, etc. Harassment based on sex can present

unique issues, including the possibility of unwelcome sexual advances.

It is a violation of C.H. Robinson policy for any person to suggest, threaten or insinuate, either explicitly or implicitly, that any employee's submission to, or rejection of, sexual advances will in any way, either positively or negatively, affect their working conditions.

### Anti-Harassment Responsibilities of Leadership

Those in a leadership role have additional responsibility to ensure that no activities are allowed to take place at work or at company-sponsored events that create a harassing, intimidating, hostile or offensive work environment based on sex or any other protected category.

Sexual harassment is a form of sex discrimination and is unlawful under federal, state and (where applicable) local law. Unwelcome sexual advances, requests for sexual favors and other verbal or physical contact of a sexual nature constitutes sexual harassment when:

- Submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment.
- Submission or rejection of such conduct by an individual is used as a basis for employment decisions affecting such individual.
- Such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive working environment.

No team member, whether in a leadership position or otherwise, shall engage in any unwelcome physical



contact or touching of another team member. Sexual contact or touching is strictly prohibited.

### **Anti-Harassment Responsibilities**

Words and actions also can be harassment just like demands for sexual favors or unwelcome physical contact. For example, you must not:

- Make harassing or threatening comments or gestures based on gender or any other protected category.
- Make unwelcome sexual insinuations or innuendoes.
- Make unwelcome suggestions or invitations to social engagements.
- Use sexually oriented or degrading words to describe employees.
- Use offensive or demeaning terms or actions which have a sexual or other improper connotation.
- Make other verbal remarks or comments or engage in other activities that unreasonably interfere with an individual's work performance, or that create an intimidating, hostile or offensive working environment based on sex or another protected category.
- Make inappropriate remarks about a team member's physical appearance or anatomy, suggestions about a team member's personal or sexual habits or threats of a sexual nature.

### **Harassment of Protected Characteristics**

Harassment based on any other protected characteristic is also strictly prohibited. Under this policy, harassment is verbal, written or physical conduct that denigrates or shows hostility or aversion toward individuals because of their race, color, religion, sex, sexual orientation, gender identity or expression, national origin, age, disability, marital status, citizenship, genetic information or any other characteristic protected by law, or that of their relatives, friends or associates, and that:

- Has the purpose or effect of creating an intimidating, hostile or offensive work environment.
- Has the purpose or effect of unreasonably interfering with an individual's work performance.

- Otherwise adversely affects an individual's employment or work opportunities.

Any type of conduct which unreasonably interferes with a team member's work performance, or which creates a hostile or intimidating working environment based on gender or any other protected category is prohibited.

Display or dissemination of materials (such as cartoons, articles, pictures, etc.), which have a sexual, racial or other protected nature that is not necessary for work may constitute harassment.

### **Outside Company Harassment**

C.H. Robinson will not tolerate harassment of or by non-team members, such as customers, carriers, contractors, visitors or others.

### **Disciplinary Action for Violation**

C.H. Robinson will not tolerate discrimination or harassment based on any protected category within the work environment or at company-sponsored events. If C.H. Robinson concludes that such discrimination or harassment has occurred, appropriate disciplinary actions will be taken, up to and including termination of anyone involved in discrimination or harassment and those condoning or permitting such discrimination or harassment.

The appropriate action will depend on the following factors:

- The severity, frequency and pervasiveness of the conduct.
- Prior complaints made by the complainant.
- Prior complaints made against the respondent.
- The quality of the evidence (e.g., first-hand knowledge, credible corroboration).

### **Obligation to Report Harassment**

C.H. Robinson requires each team member to help keep the Company free from discrimination or harassment. If you see any form of harassment, report it to your leader, the office or departmental leader, [Human Resources](#), the [Legal Department](#) or utilize the [anonymous reporting](#) process. Any team member aware of possible violations of these policies





is required to report the situation so that it can be investigated and appropriately addressed.

### **How to Report Harassment**

If you're unsure whether a violation has occurred, discuss it with your leader. Your leader will know or have the resources to determine whether the activity violates a Company policy and what steps should be taken.

If for some reason you feel that you cannot talk to your leader or a member of leadership, or you wish to remain anonymous, you can talk to an independent company trained to listen to complaints and issues regarding C.H. Robinson's Code of Ethics. They will take your information and pass it on to the Company for investigation and resolution.

### **Reporting Harassment Anonymously**

To report a violation anonymously, [click here](#). This is not a dispute resolution process. This is simply a process which the Company uses to invite team members to raise issues so that the Company can determine whether the Code of Ethics or applicable policies have been violated and, if they have, take appropriate follow-up action. It is not sufficient to report a complaint of harassment or discrimination to any other person or department.

C.H. Robinson will take all reasonable measures to prevent harassment, including prompt investigation of any complaint of harassment and immediate and appropriate disciplinary action, where warranted.

### **Leader Responsibility**

Leaders have additional responsibilities when it comes to discrimination, including any form of harassment.

Not only must leaders conduct themselves in a manner consistent with the Code of Ethics and applicable policies, but they are also responsible for establishing and maintaining a climate in the workplace free from discrimination or harassment, where all applicants and employees enjoy equal employment opportunity. Leaders must be alert for incidents of discrimination or harassment and take prompt, corrective action in accordance with C.H. Robinson's policy. Their success in their jobs depends in part on the successful implementation of these policies.

Leaders are required to report any complaint of harassment received or harassment observed as soon as reasonably possible and to consult with

[Human Resources](#) or the [Legal Department](#) with any questions or for assistance in investigating or addressing any possible violations of this policy.

### **No Retaliation for Reporting Suspected Violations**

C.H. Robinson prohibits any team member or company representative from retaliating in any way against anyone who has articulated any concern regarding harassment, discrimination or other violations of company policies.

No adverse action will be taken against a complaining team member as a result of making the complaint, regardless of the outcome of the investigation, unless the complaint was not made in good faith. No retaliation of any kind will occur or be tolerated for reporting an incident of suspected discrimination or harassment for anyone who assists in an investigation.

Investigations will commence immediately upon notification of the complaint and will be conducted as expeditiously as possible. While the Company cannot guarantee confidentiality of all aspects of the investigation, it will make every effort to protect the privacy interest of the accused offender and the alleged victim.

To the extent you have any further questions, you should contact your leader, [Human Resources](#) or the [Legal Department](#).

### **Compliance with Law**

C.H. Robinson's policy is to comply with the federal, state and local constitutions of the countries in which we are conducting business and all applicable laws. More specific details on local and federal laws can be found in your region's Employee Handbook. Any company team member should contact the [Legal Department](#) for any questions about compliance with laws, this Code of Ethics or applicable policies.





# Corporate/Worldwide Anti-Bribery and Anti-Corruption Policy

## Compliance with Foreign Corrupt Practices and Other Acts

C.H. Robinson's policy is that all team members of C.H. Robinson and its subsidiaries fully comply with the U.S. Foreign Corrupt Practices Act (FCPA), the U.K. Bribery Act of 2010, the OECD Anti-Bribery Convention or any country's equivalent anti-bribery, anti-corruption statute or program ("The Anti-Bribery & Anti-Corruption Laws").

The Anti-Bribery and Anti-Corruption Laws prohibit U.S. companies and individuals from, directly or indirectly, offering money or anything of value to a foreign government official in order to obtain or retain business or gain an unfair advantage of any kind (i.e., Bribery Provision).

## No Exceptions to Anti-Corruption Laws

There are no exceptions to this prohibition and any such payment is a violation of this C.H. Robinson Code of Ethics and illegal under the Anti-Bribery and Anti-Corruption Laws.

The Anti-Bribery and Anti-Corruption Laws also require companies like C.H. Robinson to accurately and correctly reflect in our internal controls and accounting provisions and books, all payments received, reason for payments made and party making payment and/or receiving payment (i.e., Accounting Provision).

## Compliance with Anti-Corruption is a Priority

C.H. Robinson places a priority on complying with the Anti-Bribery and Anti-Corruption Laws as evidenced by our written Code of Ethics and Corporate and Worldwide Anti-Bribery and Anti-Corruption Policy, our computer-based Anti-Bribery and Anti-Corruption Training with test and our live onsite training given in different countries throughout the world (e.g., China, India, Brazil, Sri Lanka etc.).

If you have any questions, comments or concerns related to this section of the Code of Ethics, or if you experience something that poses a potential violation of it, immediately contact the C.H. Robinson [Legal Department](#) for assistance.

## Bribery Provision

To understand the Bribery Provisions of the Anti-Bribery and Anti-Corruption Laws and how it applies to C.H. Robinson, you need to understand the different parts of the Rule:

A Company and its personnel cannot, directly or indirectly, give, offer or promise money or anything of value to a foreign official with a corrupt intent.

## What is meant by "money or anything of value"?

The Anti-Bribery and Anti-Corruption Laws recognize that bribes can come in many shapes and sizes—a broad range of unfair benefits — so the laws prohibit the corrupt "offer, payment, promise to pay, or authorization of the payment of any money, or offer,



gift, promise to give, or authorization of the giving of anything of value to” a foreign official.

An improper benefit or “value” can take many forms. While cases often involve payments of cash (sometimes in the guise of “consulting fees” or “commissions” given through intermediaries), others have involved travel expenses, expensive gifts or lavish entertainment.

### **Gifts with Intent**

Giving gifts, paying for meals, travel and entertainment made with a corrupt intent in return for official acts to obtain or retain business or gain an unfair advantage are not allowed and impermissible. It is important to note, most laws like the FCPA do not contain a minimum threshold or certain dollar amount for corrupt gifts or payments.

### **Prohibited Expenditures**

Under this policy in this Code of Ethics, C.H. Robinson prohibits expenditures or payments made by team members to foreign officials for any gifts, meals, entertainment, travel and/or lodging expenses exceeding one hundred U.S. dollars (\$100 USD) per occurrence per person. Any payment to exceed \$100 USD requires review and prior approval by the [Legal Department](#).

### **Who is a “foreign official”?**

Generally, the Anti-Bribery and Anti-Corruption Laws’ Bribery Provisions apply to corrupt payments made to any:

- Foreign official.
- Foreign political party or official thereof.
- Candidate for foreign political office.
- Person, while knowing that all or a portion of the payment will be offered, given or promised to an individual falling within one of these three categories.

Although certain laws distinguish between a “foreign official,” “foreign political party or official thereof” and “candidate for foreign political office,” the term “foreign official” generally refers to an individual falling within any of these categories.

For example, the FCPA defines “foreign official” to include any officer or employee of a foreign government or any department, agency or instrumentality thereof, or of a public international organization, or any person acting in an official

capacity for or on behalf of any such government or department, agency or instrumentality, or for or on behalf of any such public international organization.

### **Corrupt Payments**

As this language makes clear, the Anti-Bribery and Anti-Corruption Laws broadly apply to corrupt payments to “any” officer or employee of a foreign government and to those acting on behalf of the foreign government. The Anti-Bribery and Anti-Corruption Laws thus cover corrupt payments to low-ranking officials and high-level officials alike. The Anti-Bribery and Anti-Corruption Laws prohibit payments to foreign officials, not to foreign governments.

That said, companies contemplating contributions or donations to foreign governments should take steps to ensure that no monies are used for corrupt purposes, such as the personal benefit of individual foreign officials.

The term “foreign official” also includes any government conducting commercial activities through a state-owned enterprise (SOE). This type of active government involvement is typically, but not always, common in aerospace, defense, transportation, healthcare and telecommunications. The more ownership and/or control a government exercises over the entity, the more likely it will be a government run SOE and thereby within the definition of foreign official for purposes of these laws.

### **Third Parties (Representatives, Agents and Intermediaries)**

Even if no payment or gift is made to a foreign official, payments made to third parties such as representatives, agents and intermediaries may constitute a violation of the Anti-Bribery and Anti-Corruption Laws, if an individual is aware that there is a substantial certainty that the third-party will engage in an improper action to influence a foreign official by passing on all or a portion of the payment to the foreign official.

### **Defining “Knowing”**

Under the Anti-Bribery and Anti-Corruption Laws a person “knows” in regard to certain conduct or circumstances if the person is:

- Aware that they are engaging in such conduct, that such circumstance exists or that such result is substantially certain to occur.



- Has a firm belief that such circumstance exists or that such result is substantially certain to occur.

Therefore, C.H. Robinson team members should be careful and look for certain potential “red flags” when dealing or using third parties such as:

- The country in question is known for bribery.
- The reputation of the local agent or representative.
- Unusually large or small commissions.
- Third parties’ relations with government officials.
- Third-party consulting agreements that include only vaguely described services.
- Requests for checks payable to “cash”.
- Unusual bonuses.
- Media reports.
- Unusual rebates.

#### **Other Suspicious Conduct. What is “corrupt intent”?**

Intent to properly influence the foreign official to get them to do something they normally would, or would not do, but for the money or something of value being given to them is when corrupt intent can be inferred.

Offering money or anything of value with the expectation to receive something in return is wrong and prohibited (i.e., corrupt intent). Conversely, a small gift or token of esteem or gratitude is often a way for businesspeople to display respect of each other.

#### **Promotional Items**

When offering any C.H. Robinson promotional or marketing items like pens, hats, cups, etc., corrupt intent cannot be inferred. If U.S. Customs visits C.H. Robinson as part of a legitimate business meeting and a team member buys them lunch, there is no corrupt intent.

In these scenarios, C.H. Robinson is not giving or offering something of value with the idea or expectation of receiving something from a foreign official in return.

#### **What is a “facilitation payment”?**

A facilitation payment is not a bribe per se and, therefore, not a violation of the FCPA. A facilitation payment is a small nominal payment made to a

foreign official to expedite a routine governmental action. A facilitation payment is more akin to a “speed” or “expediting payment”.

#### **What is and is not defined in the FCPA?**

The FCPA does not define what amount is nominal or what amount constitutes a facilitation payment. A routine governmental action is a nondiscretionary act ordinarily and commonly performed by a foreign official but does not include a decision by the foreign official to award new business or to continue to do business with C.H. Robinson (e.g., processing governmental papers such as visas or work orders, providing police protection and mail pick up are all routine governmental actions).

#### **Permissible Facilitation Payments**

C.H. Robinson discourages and advises against such facilitation payments and only in a rare situation will a facilitation payment be permissible. C.H. Robinson only allows a facilitation payment in the amount of fifty U.S. dollars (\$50 USD) or less per occurrence. Any situation requiring a payment above this amount requires prior approval of the [Legal Department](#). C.H. Robinson also requires that any person who makes such a payment must properly record and note it as such (“FCP”) in our books, records and accounts.

#### **Accounting Provision**

The Anti-Bribery and Anti-Corruption Laws require C.H. Robinson to maintain a system of internal accounting controls to ensure that assets are safeguarded, transactions conform to leadership’s authorizations and accounting records are complete and accurate. The Anti-Bribery and Anti-Corruption Laws forbid a person from falsifying accounting records and making misleading financial statements to auditors (e.g., in the United States the U.S. Securities and Exchange Commission - SEC). These accounting standards and record keeping requirements apply to all team members of C.H. Robinson and each of its subsidiaries around the world.

C.H. Robinson team members must always strictly comply with the accounting standards within the Anti-Bribery and Anti-Corruption Laws and C.H. Robinson’s internal accounting controls, including those requirements set out in the C.H. Robinson Accurate Books and Records Policy. In furtherance of these standards, the following principles illustrate requirements that will govern C.H. Robinson team members’ actions.



- All financial and accounting records of C.H. Robinson shall be maintained to reflect accurately, openly and completely the operations and transactions of C.H. Robinson.
- No false, artificial or misleading entries in the books and records shall be made.
- No undisclosed or unrecorded funds or assets shall be established or maintained.
- No payment shall be made with the intention or understanding that all or any part of it is to be used for any purpose other than that described in the documents supporting the payment.
- Team members certifying the correctness of the records, including vouchers or bills, shall have reasonable knowledge that information is correct and proper.
- Transactions shall be executed in accordance with leadership's general or specific authorization.
- Transactions shall be recorded as necessary to permit preparation of financial statements in conformity with generally accepted accounting principles and the requirements of any government auditor (e.g., SEC) and to maintain accountability for assets.
- Access to assets shall be permitted only in accordance with leadership's general or specific authorization.
- The recorded accountability for assets shall be compared with the existing assets at reasonable intervals, and appropriate action is taken with respect to any difference.

The above requirements and principles are illustrative only. If you have any questions or concerns about the Accounting Provision and record keeping requirements, you should contact C.H. Robinson's Controller or Director, Internal Audit.





# Accurate Books and Records Policy

## Detailed and Complete Records

C.H. Robinson's policy is to make and keep detailed, accurate and complete financial records for the time periods they are needed for business purposes and as required by law.

## Company Financial Records

Accurate and reliable corporate financial records shall always be maintained. All funds and other assets and all transactions for C.H. Robinson must be reflected in full detail and promptly recorded in the appropriate C.H. Robinson books. Accepted accounting principles must be used for all recording.

C.H. Robinson financial records must reflect an accurate and verifiable record of all transactions. Information that you record and submit to another party, whether that party is inside or outside C.H. Robinson, must be accurate, timely and complete.

You must not use any report or record to mislead those who receive them or to conceal anything that is improper.

## Managing Expense Accounts

Expense accounts are a particularly important financial record. Team Members are entitled to reimbursement for company-approved, reasonable business expenses only if the expenses are actually incurred. For example, to submit an expense account for meals not eaten, miles not driven or airline tickets not used is dishonest reporting.

For purposes of this policy, financial records include all information pertaining to financial transactions which are executed on C.H. Robinson's behalf, including the proper recording of all transactions and records received and kept in C.H. Robinson's files related to financial transactions and all information recorded in the accounting records and financial statements of C.H. Robinson.

Some examples are (but not limited to):

- Time tracking reports.
- Expense account records.
- Invoices received by C.H. Robinson.
- Invoices issued by C.H. Robinson.

- Recordings in the general ledger.
- Accounting journal entries.
- Contracts.
- E-mails relating to transactions.
- Transactions include all payments of money, transfers of property and furnishing of services.

All records and information must truthfully and in reasonable detail reflect the substance of the transaction. There is no materiality standard. All transactions must be recorded correctly regardless of amount. Examples of violations include records that:

- Fail to record improper transactions.
- Are falsified to disguise aspects of improper transactions that were otherwise recorded correctly.
- Correctly set forth the quantitative aspects of the transaction but fail to record the qualitative aspects that would have revealed their illegality or impropriety.

The Records Management and Retention Policy has been developed to provide all team members of C.H. Robinson with a comprehensive set of guidelines for the management, handling and disposition of company documents and information, including financial records.

## Applicable Laws and Regulations

U.S. law, including the U.S. Foreign Corrupt Practices Act ("FCPA"), requires that C.H. Robinson's financial records accurately reflect all transactions, including any payment of money, transfer of property or furnishing of services.

These transactions must be recorded accurately regardless of whether the transactions are legal at the place where the transaction occurs.

The FCPA establishes the following requirements regarding record-keeping and communications. All employees are responsible to comply with the following requirements:

- C.H. Robinson's financial statements, accounting records and all transaction supporting





documentation must accurately reflect all transactions.

- All disbursements of funds and all receipts must be properly, accurately and promptly recorded.
- All transactions must be recorded in reasonable detail to reflect the substance of the transaction accurately and fairly.
- No undisclosed or unrecorded fund may be established for any purpose.
- No false or artificial statements or entries may be made for any purpose in the records of C.H. Robinson or in any internal or external correspondence, memoranda or communication of any type, including telephone or wire communications.
- No team member shall intentionally allocate costs to contracts when those costs are contrary to contract provisions or accepted accounting practices.
- The FCPA also requires C.H. Robinson to devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that:
  - Transactions are executed and access to assets is permitted only in accordance with leadership authorization.
  - Transactions are recorded in a way to permit financial statements to be prepared in accordance with GAAP.

### **No “Private” Business Records**

Concerning transactions entered on behalf of C.H. Robinson, there is no such thing as a “private” business record. Notes that you maintain for your individual use at home are subject to investigation and disclosure just as files maintained on company property are.

All records pertaining to C.H. Robinson, including any you keep off company property, are subject to the requirements of this policy.

### **Penalties for Dishonest Reporting**

Dishonest reporting, both inside and outside the Company, is not only strictly prohibited, but it could also lead to civil or even criminal liability for you and C.H. Robinson. This includes reporting information or organizing it in a way that is intended to mislead or misinform those who receive it.

Particularly serious would be the external reporting of false or misleading financial information. This policy applies to all C.H. Robinson team members, regardless of whether they are U.S. citizens or not and regardless of whether the transaction at issue takes place within or outside the U.S.

### **Approval of Transactions**

No transactions will be recorded in the accounts of the Company unless it is within the scope of written policies and procedures or is specifically and formally approved by designated individuals.

### **Auditing Compliance**

Compliance with this corporate policy will be tested and evaluated by the Company’s Internal Audit Department in connection with the ongoing internal audit process.



# Embargo and Sanction Policy

## Business Prohibited with Sanctioned Countries

C.H. Robinson prohibits business with any country the U.S. Government considers embargoed or sanctioned (unless authorized by the U.S. Government) and does not allow any transaction with a denied or restricted entity (unless authorized by the U.S. Government).

Both the U.S. Treasury Department, Office of Foreign Assets Control ("OFAC") and the U.S. Commerce Department, Bureau of Industry and Security ("BIS") prohibit U.S. persons and companies from participating in transactions involving certain countries, persons/entities, or depending on the commodity and its classification when exported or reexported to certain countries and destinations.

## OFAC Sanctions

OFAC currently maintains comprehensive embargoes against Cuba, Iran, Syria and North Korea. Although U.S. foreign policy can change over time these countries presently pose the greatest risk to C.H. Robinson as a U.S. Company.

At the last drafting of this Policy, there were strict sanctions against Russia. Sanctions can change from time to time so any question relating to Russia should be vetted by and with the Corporate Export Compliance Department.



## U.S. Persons Definition

The definition of "U.S. Persons" includes U.S. citizens, U.S. permanent resident aliens, entities organized under U.S. law, foreign branches of U.S. companies that are not separately organized under local law and any persons regardless of nationality physically within the U.S.

## C.H. Robinson's Existing Policy

C.H. Robinson's existing policy (C.H. Robinson's Embargo and Sanction Policy) restricts transactions involving the countries above. Any shipment involving a country cited above, must be accompanied by a U.S. Government issued license or authorization and must be reviewed and approved by the Corporate Export Compliance Department, prior to any involvement by C.H. Robinson. This requirement applies to all C.H. Robinson offices.

## Corporate Screening Process

Separate from its Embargo and Sanction Policy, C.H. Robinson maintains a comprehensive screening process for all shipments (exports, imports, foreign to foreign, etc.) in its global forwarding system. There are multiple persons/entities in every transaction (e.g., shipper name and contact) that C.H. Robinson screens against various U.S. prohibited persons lists (e.g., OFAC Specially Designated National List) as well as certain foreign lists (e.g., Japanese Proliferator Concerns).

## Centralized Screening Process

C.H. Robinson centralizes its global forwarding screening process in certain corporate employees known more formally as the Corporate Screening Team. The Corporate Screening Team performs all screenings for all shipments and records each review in the global forwarding system for future auditing purposes. If any positive hit is recorded against a list the transaction is terminated and the branch user, leader and customer will be contacted and notified by C.H. Robinson's Corporate Screening Team.

If there are any questions regarding C.H. Robinson's business with sanctioned or embargoed countries or our corporate screening process, contact the Corporate Export Compliance Department. The written Embargo and Sanction can be found on [RobinsonConnect](#) or you may contact the Corporate Export Compliance Department for a copy.



# Policy on Dealing with Government

## Complying with Contract Regulations

C.H. Robinson's policy is to comply fully with all regulations and laws related to entering into a contract with the government and which governs contacts and dealings with government employees and officials.

## Legally Required Information

Businesses engaged in contracting with the government are legally required to report certain information relating to contract negotiation, and specifically to cost and pricing. This information must be current, accurate and verifiable.

## Maintaining Up-to-Date Information

The contract must also be complete up to and including the date of the contract. During contract negotiation with the government, you should be prepared to forthrightly disclose the significance of all material information. All statements, correspondence and other communications should be accurate and truthful.

## Special Laws for Government Employees

Government employees, including government procurement officials, whether at the national, state or local government levels, are subject to special laws and regulations governing their receipt of gifts and gratuities from organizations with which they do business.

## Nominal Gift Giving

As stated in the Corporate and Worldwide Anti-Corruption Policy of this Code, any nominal gift giving (e.g., C.H. Robinson t-shirts) or meals, etc. between a

C.H. Robinson team member and a government official is permissible only if it is lawful under the written laws and regulations of the specific country in which it occurs, is tied to a legitimate business purpose and there is no corrupt intent.

Refer to the Corporate and Worldwide Anti-Corruption Policy for what is a nominal or acceptable gift. Where doubt or uncertainty exists, you should contact the [Legal Department](#).

## Laws Regarding Conflicts of Interest

Federal law governs the appearance of conflict in the employment of or contract with former government employees who go to work for government contractors, as an employee or contractor. Before you hire or contract for the services of any former government employee, you should clear the hiring with the [Legal Department](#).

## Future Employment with C.H. Robinson

Discussions with government employees regarding future employment with C.H. Robinson can provide the appearance of improper influence. You should never discuss the possibility of future employment with:

- Any government employee who is involved in the negotiation, execution and/or administration of a government contract with whom C.H. Robinson is associated.
- Any government employee who is involved in the regulation of any industry in which C.H. Robinson conducts business.



## **Recording Costs / Charging the Government**

Proper procedures need to be followed when recording costs and charging the government. These procedures are particularly important to make sure that all costs are allocated to the proper account. It is never proper to charge other accounts.

If it becomes necessary to transfer a charge, the transfer should be carefully documented and recorded. Incorrectly charging costs is a federal offense.

## **Laws Regarding Soliciting Government Employees**

Federal and state law prohibits parties seeking government contracts from soliciting or obtaining from government employees any "proprietary or source selection" information (information about bids by competitors or information regarding the procurement process that would adversely affect the fairness of the process) regarding a government contract.

This means you are prohibited both from attempting to obtain the information from the official, as well as receiving the information even when the government employee is willing to disclose it.

## **Working with the Legal Department**

C.H. Robinson's policy is that all government requests for interviews or documents be referred to the Legal

Department in order to facilitate a prompt and thorough response to the government.

## **Your Rights and Government Requests**

You are entitled to have counsel present to advise and assist you in responding to governmental requests for information or documents. Therefore, any time you are approached by someone claiming to be a government investigator, you should contact the [Legal Department](#) before answering any questions or producing any documents. Team Members who are participating in government interviews are responsible for giving answers that are truthful, complete, concise, accurate and unambiguous.

## **Laws Regarding Political Contributions**

C.H. Robinson's policy is to comply with all federal, state, local and foreign laws regarding political contributions. When corporate political contributions are legal, contributions shall be made only from funds allocated for that purpose and only with the written approval of C.H. Robinson's Chief Executive Officer.

## **Personal Political Activities**

All team members must avoid the appearance of involving C.H. Robinson in their personal political activities. If a planned contribution or activity could in any way be looked upon as involving company funds, property or services, you should consult the [Legal Department](#).

When you speak out on public issues make sure that you do so as an individual. You should not give the appearance that you are speaking or acting for C.H. Robinson.





# Anti-Money-Laundering Policy

## Prohibitions on Illegal Funds

Money-laundering in any form is strictly prohibited by C.H. Robinson. Under no circumstances should any team member participate in or allow the commencement of any transaction at C.H. Robinson that involves any funds that the employee knows, or suspects were illegally obtained.

If a team member suspects that a proposed transaction or transfer involves illegally obtained funds, they should decline to execute the transaction or transfer and report the situation to their leader or the [Legal Department](#).

## Fair Competition Policy

C.H. Robinson's policy is to sell our products and services on their merits, not through the disparagement of our competitors, their products or services. False, misleading or disparaging remarks about individuals or their organizations, products or services are against company policy. C.H. Robinson's policy is not to interfere in the business relationships of our competitors.

## False and Misleading Comments

No team member should make false, misleading or disparaging comments about any competitor or their products or services. Just as we want to avoid competitors commenting unfairly about C.H.

Robinson, we want to avoid commenting unfairly about them.

When a customer (or prospective customer) tells C.H. Robinson that they have a contract for service with a competitor, C.H. Robinson employees then must do nothing to interfere with or cause a wrongful breach of that contract.

## Three Competitive Rights Rules

C.H. Robinson follows three rules on working with customers involved in contract negotiations with competitors.

- Until a customer or prospective customer has reached a mutual agreement with a competitor, C.H. Robinson has a right to compete fairly and aggressively for that customer's business.
- C.H. Robinson team members are not obligated to accept the statements of a competitor as to the status of negotiations with a customer or prospective customer, nor must we accept the statements of a competitor as to the existence of a contract.
- C.H. Robinson team members have a right to communicate directly with a customer or prospective customer as to the status of negotiations or contracts between that party and competitor.



# Procurement Policy

## Purchasing Based on Merit

C.H. Robinson purchases and leases billions of dollars' worth of goods and services from carriers and growers. The integrity of our business depends, in part, on proper procurement. Responsible procurement practices have a positive effect on shareholders, customers, regulators and team members. C.H. Robinson's policy is to make purchasing decisions based on merit, regardless of the supplier of the product or services.

C.H. Robinson prides itself on having an open-door policy with respect to potential suppliers. We will give fair and impartial consideration to every supplier and potential supplier.

## Personal Conflicts of Interest

No business with suppliers or other third parties should be affected by a personal conflict of interest, by favoritism or by bias of any sort. The practice of reciprocity, purchasing goods or services from another business on condition that it purchases goods or services from C.H. Robinson is strictly prohibited.

If a supplier suggests any form of reciprocity, you should immediately make it clear to the supplier that C.H. Robinson does not and will not deal on such terms.

## Group Boycotts

Participating in group boycotts, which is an arrangement between C.H. Robinson and other purchasers that they will not buy from a supplier or suppliers, is prohibited. If you are approached by anyone proposing a group refusal to do business with a supplier, you should immediately reject the proposal and report the incident to the [Legal Department](#).

Restrictive Agreements and Exclusive Dealing Agreements are against C.H. Robinson policy. We discourage any supplier contract provision that restricts C.H. Robinson's freedom of choice in the selection of a product or service or in choosing to do business with another supplier.

All contract provisions (including those arrangements which involve Exclusive Dealing or other Restrictive Agreements with suppliers and customers) should be reviewed by the Legal Department before an agreement is reached.

## Personal Integrity and Professionalism

All individuals involved with purchasing or other procurement related activities must act, and be seen to act, with integrity and professionalism. Honesty, care and due diligence must be integral to all procurement activities within and between C.H. Robinson, its suppliers and other stakeholders. Purchases from third-party suppliers should follow C.H. Robinson's [Procurement Policy](#). Confidential information must be safeguarded. All participants must not engage in any activity that may create, or appear to create, a conflict of interest, such as accepting gifts or favors, providing preferential treatment or publicly endorsing suppliers or products. (See Conflicts of Interests section of this policy).

## Accountability and Transparency

Procurement activities must be open and accountable. Contracting and purchasing activities must be fair, transparent and conducted with a view to obtaining the best value for C.H. Robinson. Purchases should be competitively bid in accordance with the [Procurement Policy](#). All contracts must be signed in compliance with the [North American Contract Approval and Signature Policy](#), where applicable.

## Supplier Gifts and Entertainment

CHR team members shall not accept third-party supplier gifts (i.e., promotional items) and entertainment (including meals and beverages) over \$250 annually. Cash or gift cards should never be accepted for any dollar amount. Any exception to this requires senior leadership approval.



# Advertising and Marketing Policy

## Aggressive vs. Misleading Advertising

C.H. Robinson's policy does not allow use of any false or misleading advertising or unlawful sweepstakes or promotional giveaways in connection with the sale or marketing of products or services.

It is appropriate to advertise C.H. Robinson's products aggressively using techniques such as price comparisons or sales or to develop lawful sweepstakes or promotions; however, these techniques should only be used if they are lawful and not false, deceptive or misleading.

## Sweepstakes and Giveaways

The advertising of products and services and the marketing of such products and services using sweepstakes and/or promotional giveaways is subject to numerous laws and regulations.

## Seeking Legal Advice

If you participate at all in advertisement, sweepstakes and/or promotional giveaways, and you have concerns regarding the legality of any advertising of C.H. Robinson products or services, then you are encouraged to seek legal advice from the [Legal Department](#).

Marketing and sales practices must comply with applicable laws including privacy, commercial electronic messaging, do not call, etc. Contact the [Privacy Department](#) or the [Legal Department](#) for guidance.

## Avoiding False or Deceptive Advertising

C.H. Robinson's policy is to avoid any price advertising that is false or deceptive. Price or value comparisons of products offered by C.H. Robinson with products offered by our competitors are generally permissible if genuine and truthful.



# Designated Spokesperson Policy

## Clear, Accurate and Complete Communications

C.H. Robinson's policy is to make:

- Clear, accurate, complete, timely and consistent disclosure of material information (any information that a reasonable investor would consider important when deciding whether to buy, hold or sell stock) about the Company.
- Previously non-public, material information available to all segments of the market. This is true for all situations where information is conveyed, no matter how informally.

## C.H. Robinson Executive Spokespersons

C.H. Robinson has centralized material disclosure by appointing designated executive spokespersons who are the only C.H. Robinson personnel authorized to provide broadly disseminated information about C.H. Robinson outside the Company.

The designated spokespersons are the Chief Executive Officer, the Chief Financial Officer, the Director of Investor Relations and the Vice President of Public Relations. All contact with the media and the investment community (e.g., press releases, answers to reporter's questions, etc.) related to material information must go through [Public Relation's](#) Information distribution channels.

C.H. Robinson's policy is to channel the disclosure of material information about the Company through specifically authorized and designated executive spokespersons. Officers or team members who receive requests for media interviews must contact the designated executive spokesperson. The

spokesperson will determine whether they themselves will choose to proceed with the interview.

## Non-material Information

For all media inquiries related to non-material information, only C.H. Robinson Tier 1 and Tier 2 approved spokespeople will serve as the official spokespeople for media and other external communication outlets, and for other speaking opportunities, in coordination with and approval from the public relations team.

Additional guidelines and expectations can be found in the Global Spokesperson Policy which can be found [here](#). For questions or concerns contact [Public Relations](#).

## Legal Review Before Distribution

In addition, the Legal Department must review and approve all company communications materials before they are distributed externally. This includes materials such as sales brochures, sales presentations that include new information that has not been previously approved, websites, advertisements and newsletters.

This legal review ensures that:

- Confidential, non-public information is not inadvertently disclosed.
- Information is accurate.
- We provide as much consistency as possible in our external communications.





For additional guidance and expectations regarding materials distributed externally contact [Public Relations](#).

### Disclosure Policies

C.H. Robinson has several disclosure policies that you should understand. These policies include that C.H. Robinson does not:

- Disclose Company information unless legally required to do so.
- Discuss possible future financial performance except in very general terms.
- Discuss pending rate activity, tariff filings, etc., until all appropriate parties have been notified.
- Disclose information about team members other than biographical information for certain key team members.

### Posting Authorization

Only authorized team members can make postings to company-sponsored external websites and social media channels. Online social networking, blogging or any other form of online publishing or discussion activities on websites that are not company-sponsored are individual communication exchanges, and are not corporate communications. Remember that as soon as you identify yourself as being part of C.H. Robinson online, you are in some way representing the Company.

Only the company-designated spokespersons are authorized to broadly-disseminate information about C.H. Robinson outside the Company. All team members are encouraged to share company social networking posts, content from Robinson Social or external company information (like web pages, whitepapers, etc).



# Compliance With Insider Trading Policy

## Employees Subject to Insider Trading Laws

If you have knowledge of insider information and/or if you trade in C.H. Robinson securities or the securities of other companies trading on the U.S. stock exchange, you are subject to U.S. securities laws, as well as any other securities or insider trading laws that may apply to you locally.

## Laws Regarding Company Officers

The law prohibits a director, officer or employee of C.H. Robinson Worldwide, Inc. who is aware of material nonpublic information relating to the Company, from directly or indirectly, through family members or other persons or entities to:

- Buy or sell securities of the Company (other than pursuant to a trading plan that complies with SEC Rule 10b5-1 as described below), or engage in any other action to take personal advantage of that information.
- Pass that information on to others outside the Company, including family, friends or affiliated entities.
- In addition, the law prohibits all employees who learn of material nonpublic information about a company with which the Company does business, including a customer or supplier of the Company, from trading in that company's securities until the information becomes public or is no longer material.

## Compliance with Insider Trading Laws

The Company's policy is to comply fully with the laws on insider trading. Therefore, if any team member has obtained any material, nonpublic information relating to the Company, or to another Company with which C.H. Robinson has done or is doing business, they may not buy or sell securities of such company or engage in any other action to take advantage of, or pass on to others, that information.

## Trading Periods

In addition, the Company's policy is to prohibit certain financial insiders from trading during a closed period,

and to require pre-clearance of all trades by executive officers.

Financial insiders include all directors, executive officers and other team members with access to financial reporting information who are identified on a quarterly basis.

All financial insiders of the Company:

- May purchase or sell company securities only during a quarterly trading window, which shall open on the third trading day after the release of quarterly earnings results to the public and shall remain open through the last day of the second month of the quarter.
- Are subject to the preclearance requirement within this policy.

## Pre-arranged Trading Programs

A financial insider who has established a pre-arranged trading program (a "10b5-1 Program") may sell or purchase company securities while in possession of material nonpublic information or during other periods in which the Company has required or recommended the suspension of trading, so long as any sales or purchases are made pursuant to the 10b5-1 Program that:

- Meet the requirements of Rule 10b5-1 promulgated under the Securities Exchange Act of 1934.
- Was established at a time when the financial insider was not in possession of material nonpublic information.
- Was approved in advance by the Company's Chief Legal Officer.

## Material Information Defined

Material information is any information that a reasonable investor would consider important in deciding to trade in securities. Any information that could be expected to affect the Company's stock price, whether it is positive or negative, should be considered material. Common examples of information that may be regarded as material includes:



- Information about a transaction that will significantly affect the financial condition of a company.
- Projections of future earnings or losses.
- News of a significant sale of assets or the disposition of a subsidiary.
- Changes in dividend policies of a company or the declaration of a stock split or the offering of additional securities.
- Certain changes in leadership.
- Significant new products or discoveries.
- Impending bankruptcy or financial liquidity problems.
- The gain or loss of a substantial customer or supplier.

#### **When Information is “Public”**

If you are aware of material nonpublic information, you may not trade until the information has been disclosed broadly to the marketplace (such as by press release or an SEC filing) and the investing public has had time to absorb the information fully.

Information should not be considered fully absorbed by the marketplace until after the second business day after the information is released. If, for example, the Company were to make an announcement on a Monday, you may not trade in the Company’s securities until Thursday. If an announcement were made on a Friday, then Wednesday generally would be the first eligible trading day.

#### **Transactions by Family Members or Others**

The Insider Trading Policy also applies to:

- Family members who reside with you, anyone else who lives in your household and any family members who do not live in your household but whose transactions in company securities are directed by you or are subject to your influence or control (such as parents or children who consult with you before they trade in company securities).

- Entities (e.g., family trusts, foundations or similar entities) whose transactions in company securities are directed by you or are subject to your influence or control.

You are responsible for the transactions of these other persons or entities and therefore should make them aware of the need to confer with you before they trade in the Company’s securities.

#### **Violations of Policy**

Failure to comply with the Company’s Insider Trading Policy may subject a director or other team member to company-imposed sanctions, including termination of employment or removal from the Board for cause, whether the failure to comply results in a violation of law.

#### **Event-Specific Blackout Periods**

From time to time, an event may occur that is material to the Company and is known by only a few directors or officers. So long as the event remains material and nonpublic, Section 16 Insiders and such other persons as are designated by the Chief Legal Officer may not trade in the Company’s securities.

Any person made aware of the existence of an event-specific blackout should not disclose the existence of the blackout to any other person. The failure of the Chief Legal Officer to designate a person as being subject to an event-specific blackout will not relieve that person of the obligation not to trade while aware of material nonpublic information.

#### **Who to call for assistance?**

If you have questions about our Insider Trading Policy or its application to any proposed transaction, contact the [Legal Department](#) by email at [legal@CHRobinson.com](mailto:legal@CHRobinson.com). Ultimately, however, the responsibility for adhering to our Insider Trading Policy and avoiding unlawful transactions rests with the individual director, officer or other team member. To see a copy of the policy in its entirety, [click here](#) or contact the [Legal Department](#).



# Anti-Boycott Policy

## Compliance with All United States Laws

C.H. Robinson's policy is to comply with all U.S. laws and regulations governing attempts to boycott friendly to the U.S. Team members of C.H. Robinson may not make any agreements, take any action or provide any information that might assist a boycott, which violates these laws and regulations.

This policy applies to every C.H. Robinson team member in any company, division, controlled-in-fact subsidiary, U.S. or foreign or market unit or business unit, including joint ventures where C.H. Robinson maintains management control.

## Policy Impacted by Multiple Acts, Agencies and Departments

The laws referred to in this Policy include the Tax Reform Act of 1976, the Export Administration Act of 1979, as amended, and the Internal Revenue Service and Commerce Department regulations which implement these Acts (the "Anti-Boycott Laws").

While the Anti-Boycott Laws prohibit C.H. Robinson from doing anything that complies with or supports a boycott not supported by the U.S. government, the principal boycott targeted by the Anti-Boycott Laws is a boycott of Israel enforced by members of the Arab League. The primary boycott bars the importation of Israeli goods and services into the boycotting countries and bars the export of goods and services from those countries to Israel. However, the Arab boycott also precludes dealings with firms and persons in third countries which have been "blacklisted" by the boycotting countries for doing business in or with Israel. Complying with or supporting any aspect of the boycott of Israel is prohibited by this Policy.

## Prohibited Acts Under the Anti-Boycott Laws

The Anti-Boycott Laws prohibit C.H. Robinson, including its divisions, controlled-in-fact subsidiaries and controlled joint ventures anywhere in the world from engaging in the follow acts:

- Refusing or agreeing to refuse to do business with or in Israel or with any entity or person resident in Israel under an agreement with a boycotting country or in fulfillment of a requirement or request by a boycotting country.
- Discriminating against any individual based on race, religion, sex or national origin or against

any corporation or organization based on the race, religion, sex or national origin of its employees, officers, directors or owners.

- Furnishing information about the race, religion, sex or national origin of any individual or about the race, religion, sex or national origin of the employees, officers, directors or owners of any corporation or organization.
- Furnishing information about C.H. Robinson's or any other person's past, current or proposed business relations with or in Israel, with an entity organized under the laws of Israel, with any national or resident of Israel or with any person or entity on or believed to be on a blacklist.
- Furnishing information about whether any person is a member of or has made contributions to charitable or fraternal organizations which support Israel.
- Implementing letters of credit which contain terms or conditions which violate the Anti-Boycott Laws.

## Exceptions to Prohibited Acts

C.H. Robinson may engage in the following actions without violating the Anti-Boycott Laws:

- Comply with or agree to comply with a request from a boycotting country that prohibits the import of goods from Israel or provided by an individual or organization resident in Israel.
- Comply with a request from a boycotting country that goods not be shipped on a carrier of Israel other than pursuant to a specific route of shipment.
- Comply with the import and shipping document requirements of the boycotting country with respect to naming the country of origin of goods, the name and nationality of the carrier, the route of shipment and the name, nationality and address of the supplier.
- Comply with the unilateral and specific selection by a boycotting country of carriers, insurers and suppliers of goods or services.
- Comply with the boycotting country's export requirements with respect to shipments of exports from the boycotting country to Israel, a business concern organized in Israel or any national or resident of Israel.





## Boycott Reporting Requirements

C.H. Robinson, its subsidiaries, affiliates, agents and representatives must promptly report the receipt of any request to supply any information, take any action or refrain from taking any action which could be considered in furtherance or support of a prohibited boycott (a "Boycott Request") to the U.S. Department of Commerce.

Because C.H. Robinson is required to report this information to the authorities in a prescribed form and within a specified time, you must immediately report any Boycott Request to the [Corporate Export Compliance Department](#). The Corporate Export Compliance Department screens potential requests and does so on a regular basis. No further action may then be taken in response to the Boycott Request without specific authorization from the [Corporate Export Compliance Department](#).

## Prohibited and Permissible Acts Under Anti-Boycott Laws

The Anti-Boycott Laws contain numerous specific examples of prohibited and permissible acts in relation to a prohibited boycott. The following are merely a few examples of prohibited and permissible acts under the Anti-Boycott Laws.

**Prohibited:** Refusing to use a specific carrier or insurance company in respect of a shipment of goods because you know that the carrier or insurance company is on the Arab blacklist for doing business with Israel.

**Permitted:** In shipping goods to a particular boycotting country, you select carriers only from among carriers you know call at ports in the boycotting country.

**Prohibited:** Stating the origin of goods in negative terms, such as a statement that "the goods covered by this invoice are not of Israeli origin".

**Permitted:** Agreeing as a condition of a contract with a boycotting country that services rendered pursuant to the contract will not be provided by residents or nationals of Israel.

**Prohibited:** Discriminating against any U.S. person on the basis of race, religion or national origin. For example, you may not discourage Israeli nationals from applying for jobs in Arab countries, even if you know they would not be able to get a work permit.

**Permitted:** Replacing persons to whom the Arab government refuses to give a work permit on the basis of such person's race, ethnicity or nationality.

**Prohibited:** Furnishing any information about whether C.H. Robinson or any other person has any business relationship with or in a boycotted country. For example, you may not sign a statement stating that C.H. Robinson has no dealings with Israel or is not on the Arab blacklist.

**Permitted:** Furnishing normal business information in a commercial context. For example, as part of a tender for a contract in a boycotting country, you may furnish copies of C.H. Robinson's annual report which describes its business and locations of worldwide operations for the purpose of demonstrating C.H. Robinson's financial fitness, technical competence and professional experience.

**Prohibited:** You choose from among a list of carriers, insurers or suppliers of goods provided by and acceptable to the boycotting country.

**Permitted:** You agree to use a specifically named carrier, insurer or supplier of goods named by the boycotting country.

**Prohibited:** Responding to a questionnaire from a boycotting country seeking information about the race, religion or national origin of the members of the board of directors of any C.H. Robinson Company.

**Permitted:** In opening a new subsidiary or branch, a boycotting country requires information on the nationalities of the members of the board of directors of the shareholder; you can provide information on the nationalities of such persons, but not information about their race, religion or national origin.

In all cases, it is prohibited to take any action which has as its purpose the evasion of the prohibitions set out in the Anti-Boycott laws. For example, you cannot sell goods to Saudi Arabia through a shell corporation which signs statements saying that it will not deal with Israel.

The above examples are illustrative only and by no means intended to be complete. To the extent you have any further questions, contact the [Corporate Export Compliance Department](#).

## Penalties for Violations of Anti-Boycott Laws

Violations of the Anti-Boycott Laws are subject to severe penalties. These penalties may include denial or suspension of export privileges, civil and criminal penalties and even imprisonment for individuals.



# Compliance with the Code of Ethics

## Yearly Review

In order to maintain an effective compliance program, C.H. Robinson has set up a Compliance Committee whose responsibility it is to provide oversight of administration and enforcement of the Company's Code of Ethics.

The Compliance Committee is made up of the Chief Financial Officer, Chief Human Resources Officer, Chief Legal Officer and one or more Vice Presidents of Operations.

## Procedures for Ensuring Effectiveness

In order to ensure the effectiveness of its Code of Ethics, C.H. Robinson has procedures for:

- Verification of the prompt distribution of the Code of Ethics to new and existing employees.
- Verification of training on the Code of Ethics for new team members, and periodic training on key Code of Ethics sections, as warranted.
- Verification of the certification process by which employees affirm that they have read and understand the Code of Ethics.
- Verification of the use of the Compliance Anonymous Reporting System to report violations including review of the number of reported violations as well as other information received through the system.
- Verification of the internal investigation and discipline process, including the confidentiality and thoroughness of the investigations and documentation.
- Verification that reprisals are not being taken against employees who report violations.

## Team Member Code of Ethics Review

Upon hire/contract and annually thereafter, all team members will be required to review the Code of Ethics. Each team member must certify that they have received the documents, read and understood their contents and agrees to abide by the letter and spirit of each.

In addition, each team member will be required annually to certify that they have not committed any violations and are not aware of any violations by

others. Leaders are responsible for ensuring that their team members comply with the Code of Ethics.

## Auditing Code of Ethics Effectiveness

From time to time, C.H. Robinson will find it necessary to have auditors and investigators involved in the process of reviewing and auditing the effectiveness of our Code of Ethics. It is necessary that you fully cooperate with their investigations.

## Determining a Response to a Violation

After a prompt and thorough investigation of a compliance issue, a team member determined to have engaged in a violation will be subject to appropriate corrective action, up to and including termination of employment or contract. C.H. Robinson's policy is to enforce the Code of Ethics in a reasonable and consistent fashion; however, the form of action which is appropriate will be case-specific.

There are certain offenses and violations which are so serious that immediate dismissal of employment or termination of contract is proper in all cases. For guidance as to these particular offenses and violations, contact [Human Resources](#) or the [Legal Department](#).

## Determining If a Violation Occurred

Determining whether a violation occurred is perhaps the most important step in the process of enforcing the Code of Ethics. Given the variety of possible violations, and the range of circumstances in which they can occur, C.H. Robinson cannot employ a uniform procedure for the investigation and determination of violations.

In some cases, informal meetings between leaders and team members may be sufficient to address minor violations, while serious violations may merit a full and formal investigation.

There are, however, certain principles which will be constant from case to case. In all cases:

- Team members will be given advance notice and an opportunity to explain their actions and the leaders directing the investigation will carefully document all actions taken and decisions reached.



## Additional Responsibilities for Leaders

You play a unique role in creating an open and trusting environment where team members are comfortable asking questions or talking about ethical issues. You are also responsible for preventing intimidation or retaliation against those who report suspected violations or cooperate with any investigations.

Start by setting a good example in all actions and decisions. Demonstrate your personal commitment to the ethical and legal principles in this Code of Ethics by:

- Demonstrating what it means to act with integrity; making sure all team members understand and comply with all laws and the Code of Ethics.

Team members are required to promptly report any known or suspected violations of the laws or the Code of Ethics. Team members may report incidents to their leader, the [Human Resources Department](#), the [Legal Department](#) or [EthicsPoint](#) to report violations anonymously.

Reports of suspected violations of the law or of company policy will be promptly, discreetly and thoroughly investigated.

### Non-Retaliation

Team members who report violations of the law or of the Code of Ethics in good faith will not be subject to retaliation. Failing to report or condoning a violation of the law or Code of Ethics may lead to corrective action up to and including termination unless such reporting is prohibited by law in the country where the team member is located. This is not the case in the United States.

### Access to reports

Any report submitted will be documented and the reporting party may request information regarding the final disposition of the report.

Most reports should be addressed to your immediate leader. If you feel uncomfortable reporting a problem to your leader, you can report violations [anonymously](#), or report your concerns to the [Human Resources](#) or [Legal Department](#).

- Incorporating control measures in business processes and conducting compliance reviews as appropriate.
- Supporting team members who, in good faith, ask questions and raise concerns.
- Taking immediate action if you become aware of violations of this Code of Ethics or the law and report them immediately.

## Reporting and Investigating Violations of the Code of Ethics

### Timing of Investigation

We will take all reasonable steps to investigate reported violations promptly and thoroughly. All team members are expected to cooperate fully with internal investigations.

### Protecting Confidentiality

We take reasonable precautions to maintain the confidentiality of those who report violations of the law or the Code of Ethics. This confidentiality includes both the confidentiality of the person making the report as well as the person about whom the report is made. There may be instances, however, where we cannot assure this confidentiality for reasons beyond our control.

To uphold the integrity of the investigation, team members involved or who have made reports are asked to maintain confidentiality of the information involved in the investigation.

### Reprisals

It is absolutely forbidden for any team member to punish or conduct reprisals against another team member who has reported a suspected violation of the law or of the Code of Ethics. This includes anything affecting the team member's working conditions or status, including, but not limited to compensation, schedules and workstations.



