



## Global Anti-Corruption Policy

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Effective September 30, 2020

### **Lineage Logistics Policy on Bribery and Corruption**

Lineage Logistics Holdings, LLC and its affiliates (“Lineage”) is committed to innovation and technological growth done ethically. All Lineage team members must conduct business in a fair, ethical, honest and lawful manner and in compliance with all laws, rules, and regulations applicable to our business. Lineage team members must comply with all anti-corruption laws everywhere we operate.

**No Lineage team member may offer, make, promise, request or accept a bribe, provide kickbacks or otherwise provide any improper payment or gift in connection with Lineage’s business.**

### **Scope**

This Policy applies to all Lineage officers, directors, employees, and all third parties—including but not limited to lawyers, investigators, subcontractors, vendors, and consultants—who perform work for or on behalf of Lineage (collectively, “team members”) worldwide. It also applies to all Lineage subsidiaries, affiliates, and related companies both in the United States and internationally, and to all joint ventures over which Lineage has operation control.

Compliance with this policy is mandatory. If local law or a business unit imposes stricter requirements than those described in this Policy, team members must comply with those requirements.

Waivers of this Policy for any team member must be approved by Lineage’s General Counsel.



## **Responsibilities of Team Members**

At Lineage, ***we never pay bribes or act corruptly***. All Lineage team members must:

- Read, comply with, and understand this Policy;
- Ask their supervisor or Lineage's General Counsel for guidance if they are ever uncertain about how to comply with this Policy;
- Help others to understand and comply with this Policy;
- Complete all required training and certifications related to this Policy; and
- Immediately report violations or potential violations of this Policy.

## **Bribery and Corrupt Behavior is Strictly Prohibited**

This means that Lineage team members must not attempt to improperly influence individuals to gain a business advantage. Lineage team members are strictly prohibited from:

- Giving or accepting bribes, which are offers, promises, or gifts of money or anything of value that are given with the intent to influence or reward any person or entity.
- Kickback agreements, which are forms of bribery that involve an agreement to accept or provide money or something of value in exchange for favorable treatment or services rendered, with any person or entity – including clients, vendors, subcontractors or other third parties – in a position to benefit Lineage or any Lineage team member.
- Making or promising a political or charitable contribution in order to gain influence or reward any person or entity in a position to benefit Lineage or any Lineage team member.



U.S. and other anti-corruption laws also strictly forbid paying or soliciting bribes, kickbacks, or offering anything of value with the intent to influence or reward Government Officials or employees of Government Entities.

- Government Officials include any official from any local, state, national, or international government, branch, agency or political subdivision; law enforcement officials; customs officials; taxing or licensing authorities; and/or employees of state-owned media companies.
- A Government Entity is any government; public international organization; department, agency, or instrumentality of such a government or organization; public authority; political party; or a company or entity owned or controlled by or acting on behalf of any such Government Entity.

Bribing or offering a kickback to a relative, friend, or colleague of an individual (including Government Officials and employees of Government Entities) is the same as bribing the individual. Furthermore, engaging a third party to pay a bribe, offer a kickback, or make an inappropriate political or charitable contribution on Lineage's behalf is the same as if Lineage or a team member directly engaged in the corrupt behavior and is strictly prohibited.

### **Facilitation Payments are also Prohibited**

Lineage does not permit facilitation payments, regardless of amount. Facilitation payments, also called "grease" or "expediting" payments, are payments made to Government Officials to increase the speed at which they do their job. For example, small payments made to customs officials to expedite customs clearance can be considered facilitation payments. This does not include payment of published expediting fees.

### **Special Considerations for Transactions with Government Officials and Entities**

Team members may occasionally or even routinely conduct certain transactions with Government Officials or Entities.



Pre-approval is not required to conduct routine government transactions. A transaction is a routine government interaction if:

- It involves the payment of taxes or fees, or the purchase of goods or services;
- The amount of payment (if any) is objectively calculated, such as by a predetermined fee schedule or a published tariff, or fees associated with submitting government applications or obtaining copies of official documents; and
- The Government Entity lacks discretion to refuse payment or withhold the goods/services for reasons other than the customer's inability to pay or the Entity's inability to provide the goods/services at the time or place requested.

In contrast, a non-routine transaction with a Government Official occurs when the official has discretion to act. Examples of such transactions include:

- Seeking a special permission business license;
- Renting space in a government-owned office or industrial park at a negotiated rate; or
- Entering into a contract with a company that is partially owned or controlled by a Government Entity or Government Official.

Team members must obtain pre-approval for all non-routine transactions with Government Entities and Government Officials from Lineage's Legal Department.

### **Provision of Gifts, Hospitality and Entertainment**

Providing and receiving modest gifts or entertainment may foster long-term business collaboration, however, these business courtesies can sometimes be used to disguise bribery or other improper payments. Gifts and entertainment must be reasonable and appropriate for the situation, not offered to improperly influence a business decision, and permissible under the law. Team members providing or receiving gifts, hospitality,



or entertainment related to Lineage's business are expected to exercise good judgement in each case. Team members should never use their personal funds for hosting or gifts, regardless of whether they intend to seek reimbursement later.

Hosting and gifts given to government officials present heightened corruption risks and must be pre-approved by Lineage's Legal Department. Additionally, team members should be aware that there may be significant restrictions on government officials accepting hosting and gifts in some countries.

### **Third Parties**

In many cases, bribes and improper payments are not paid by team member but are instead paid to the recipients by third parties out of funds provided by Lineage. Third parties conduct business or perform services and interact with Government Officials on Lineage's behalf, such as consultants, lawyers, management companies, accountants, brokers, and logistic providers. Failure to conduct proper oversight of third parties can expose Lineage to criminal and civil sanctions. Lineage can be held liable for the improper actions of third parties working on its behalf and for ignoring the actions of third parties that pose corruption risks. Lineage and any team members involved in the improper conduct may have liability even if the specific improper action of the third party was not known and warning signs were ignored.

Given the risks presented by third parties, team members must immediately report any red flags indicative of possible corrupt behavior by third parties to Lineage's General Counsel. Potential red flags include, but are not limited to:

- Excessive commissions to third-party agents or consultants;
- Unreasonably large discounts to third-party distributors;
- Third-party "consulting agreements" that include only vaguely described services;
- Third party consultants engaged by Lineage that represent they are in a particular line of business that Lineage later learns to be different, indicating that the representation was untrue;



- The third party is related to or closely associated with a non-U.S. Government Official;
- The third party requests reimbursement for unexplained or vague expenses, or insufficient or irregular documentation provided in support of invoices;
- The third party is able to obtain non-public information from government sources;
- The third party requests payment to offshore bank accounts; or
- The third party is a shell company incorporated in an offshore jurisdiction.

### **Charitable Contributions**

Lineage actively supports charitable giving in communities where it does business. Lineage may make charitable contributions to various organizations in those communities. While charitable contributions help Lineage generate goodwill and give back to the communities in which it operates, charitable contributions can also present corruption risks, especially if a Government Official or Government Entity controls or has influence over the organization that receives the contributions.

All charitable contributions made by Lineage must be approved by Lineage's General Counsel. Team members may not make contributions on Lineage's behalf or that appear to be on Lineage's behalf using personal funds absent approval from Lineage's General Counsel. The Policy does not apply to contributions made by team members on their own behalf using personal funds.



## **Joint Venture Transactions, Mergers, Acquisitions, & New Market Entry**

From time to time, Lineage might expand its business by launching new products, competing for new business, or entering a new geographic market. Lineage may conduct these activities through joint ventures, mergers, acquisitions, or new market entries.

Acquisitions, mergers, joint ventures, and new market entries can all present corruption risks. For example, Lineage can be held liable for bribes paid by a company that it acquires, even if the conduct occurred before the acquisition. Accordingly, before entering into a joint venture, completing a merger or acquisition, or undertaking a new market entry, team members must contact Lineage's General Counsel, who will provide guidance about how to address anti-corruption aspects of the proposed transaction.

## **Recordkeeping, Accounting & Internal Controls**

Anti-corruption and securities laws require Lineage to maintain records that accurately reflect its business transactions. Team members who conduct business on Lineage's behalf must ensure that all transactions, no matter how small, are recorded promptly and accurately, contain sufficient detail, and are supported by accessible documentation. Absolutely no false or misleading information may be provided for any reason. Any unrecorded transaction, including those involving a government official, whether directly or indirectly, is a violation of this Policy. All team members are responsible for complying with these requirements to the extent applicable to their job functions.

## **Mandatory Reporting of Policy Violations**

Team members who suspect that there has been a violation of this Policy or any law or regulation should report it to Lineage's Legal Department immediately.

Any team member who receives a report of a violation or a possible violation must promptly forward it to Lineage's General Counsel, and must refrain from conducting any independent investigation. All investigations must be performed by Lineage's Legal Department.



If a team member has concerns about whether the person to whom the violation was reported has taken appropriate action, or if a team member believes the matter should be reported to a person in higher authority, the team member should bring the matter to Lineage's General Counsel.

Lineage will not tolerate retaliation against, or unfair treatment of, any team member who makes a good faith report about a violation or possible violation of applicable law or this Policy or who participates in any investigation conducted internally or by a government enforcement agency. Any team member who believes that he or she has been retaliated against should promptly report the matter to Lineage's General Counsel.

### **Consequences of Policy Violations**

Violation of anti-corruption laws or this Policy is a serious matter and can result in criminal or civil penalties against Lineage and the individual involved in the violation, as well as harm to Lineage's reputation.

Team members who are involved in a violation of this Policy or any applicable laws will be subject to disciplinary action, up to and including termination. Any violation of law or this Policy may result in a loss of incentive compensation, bonuses, or other awards, to the extent permitted by law. Lineage reserves the right to refer potential violations to regulatory and law enforcement authorities, if deemed appropriate under the circumstances.



## **Questions and Concerns**

Team members who have questions regarding how to comply with this Policy, or who would like additional support in understanding anti-bribery and anti-corruption laws and regulations that affect their work, should contact their direct supervisor. If further guidance or interpretation is needed, team members should contact Lineage's General Counsel. Team members who are not sure of what to do in a certain situation should speak up and ask for help.

In addition, team members should review the Lineage Code of Conduct, which provides guidance and more information on the expectations for team members with respect to conducting Lineage's business in a legally compliant and ethical manner and specifically to avoid any appearance of corrupt activity.