



CODE OF CONDUCT & ETHICS STATEMENT

I. Purpose.

SEKO Worldwide, LLC (and all entities controlled and/or affiliated with SEKO) has a strong and unwavering commitment to promoting honest and ethical business conduct by all employees, and other parties associated with SEKO. To effectuate SEKO's commitment to these principles, this Code of Conduct and Ethics Statement (hereafter referred to as the "Code of Conduct") serves to: (1) emphasize SEKO's commitment to ethics and compliance with the law; (2) set forth expectations for the adherence to basic standards of ethical and legal behavior; (3) provide reporting procedures for known or suspected ethical or legal violations; and (4) help prevent and detect wrongdoing.

The Code of Conduct is an addition to and supplements the other policies and procedures which comply with the law. However, if a local custom business practice, standard of dealing, or other non-legally binding authority conflicts with this Code of Conduct, this Code of Conduct supersedes that local practice or standard of dealing and you must comply with this Code of Conduct.

SEKO's standard business practice is to distribute and/or make available copies of the Code of Conduct to its employees, independent contractors, suppliers and all other parties associated with SEKO. The aforementioned parties are required to read the Code of Conduct and to understand it. Partners, Agents, and all other separate entities who have an affiliation with SEKO are urged to have similar policies and procedures in force to secure compliance with the principals of business integrity and ethics as set forth in this Code of Conduct. All parties are expected to apply this Code of Conduct and to apply common sense with the objective of reaching full compliance.

All employees and affiliated parties are responsible for their own actions. All claims of violations of this Code of Conduct will be investigated by appropriate company personnel. Those who violate the standards of this Code of Conduct will be subject to disciplinary action, and in the case of Partners and Agents, suspension or termination of their contract or agreement with SEKO. In all instances, appropriate legal action may be taken if a violation is discovered. The absence of a specific guideline, practice, or instruction covering a particular situation does not relieve one from exercising the highest ethical standards applicable to the circumstances.



In all cases, parties associated with SEKO are expected to make decisions prudently and seek guidance within the HR and/or Compliance department or direct management in cases of uncertainty.

You are encouraged to report any possible violation by sending an e-mail to SEKO Corporate Compliance at compliance@sekologistics.com.

II. Statement of Core Values.

SEKO is committed to creating a positive and fulfilling work environment. To this end, all employees are expected to uphold SEKO's Core Values of Respect, Customer Focus, Integrity, Teamwork, and Work Hard - Play Hard. Acting with integrity, professionalism, and honesty are the driving forces behind the Company's success. SEKO has always conducted business in an ethical manner and has treated employees, customers vendors, communities and all other stakeholders fairly. From the very beginning, our Company has been committed to conducting its business ethically and by "doing right" by our employees, customers, vendors, suppliers, stockholders, committees and all other stakeholders. SEKO shares the responsibility for protecting and advancing the Company's reputation. Simply put, our ethics and values are the driving force behind our business strategies and activities.

III. Compliance with Laws, Rules, and Regulations

As a global organization with headquarters in the United States, SEKO must comply with the applicable laws and regulations of every jurisdiction – both in the United States, as well as in all other countries where SEKO operates. All employees and all other parties affiliated with SEKO are charged with the responsibility of acquiring sufficient knowledge of laws and regulations relating to their duties in order to recognize potential compliance issues or violations of the Code of Conduct, and to know when to seek advice from SEKO Compliance or Legal. All managers of SEKO employees are responsible for ensuring that their employees are in compliance with the local laws and regulations that apply to their area of responsibility.



IV. Principles of Conduct:

a. Confidentiality and Privacy.

Confidentiality is one of the cornerstones of our organization and is how we measure our ethics. SEKO has confidential information that must not be revealed to outside parties. Our client lists, knowledge, techniques, written materials and other information relative to business plans and strategies, financial information, suppliers, and employee or personnel information are examples of confidential information that cannot be disclosed to an unauthorized person. This obligation not to disclose confidential information extends beyond your term of employment with SEKO. Upon termination of employment or upon the request of SEKO, employees shall return to SEKO all confidential information or other property of SEKO or its clients (and any copies thereof) in the employee's possession. Should you leave SEKO for any reason, your obligation not to disclose such confidential information continues.

b. Conflicts of Interest.

A conflict of interest exists when a person's private interest interferes in any way with the interest of the Company. Employees and all other parties who are working on SEKO's behalf are prohibited from making decisions in the course of employment or in their representation of SEKO that would allow them to give preference or favor to a customer, vendor, supplier, carrier, or other business partner in exchange for anything of personal benefit to themselves or their friends and families. Making these types of decisions could interfere with an employee's ability to make judgements solely in SEKO's best interest.

Further, employees, officers, and directors are prohibited from taking corporate opportunities and misappropriating those opportunities for themselves or for another third party without SEKO's consent. Moreover, no employee or party affiliated with SEKO may use corporate property or information for personal gain and no employee may compete with SEKO directly or indirectly during their employment with the Company. Employees and all affiliates owe a duty to SEKO to advance SEKO's interest when the opportunity to do so arises.



c. Bribes, Gifts, Entertainment, etc.

Employees and all other parties affiliated with SEKO are expressly prohibited from offering or soliciting, directly or indirectly, any special treatment or favor in return for anything of economic value or the promise or expectation of future value or gain. This prohibition also prevents employees and all other parties from giving economic and non-economic benefits to the employees, or customers of suppliers and all other parties from whom SEKO solicits business. Review SEKO's FCPA Compliance Policy, available at www.sekologistics.com, for additional information on these prohibitions.

d. Anti-Boycott Policy.

In the United States, Congress has promulgated laws and regulations that makes it illegal for any U.S. Citizen or American based business (incorporated and unincorporated) to participate in any foreign boycott not sanctioned by the U.S. Government. In addition to prohibiting all unsanctioned foreign boycotts, it is also illegal to engage in the following:

- Agreeing to refuse or actual refusal to do business with or in Israel or with Blacklisted companies.
- Agreeing to or actually discriminating against other persons based on their race, religion, sex, national origin or nationality.
- Agreeing to furnish or actually furnishing information about business relations with or in Israel or Blacklisted companies.
- Agreements to furnish or actual furnishing of information about the race, religion, sex, or national origin of another person.

The U.S. has a strong interest in ensuring that U.S. Citizens and U.S. businesses are not helping to effectuate foreign policies that are contrary to U.S. policies. Therefore, all SEKO employees and representatives must refrain from participating in any unsanctioned foreign boycott. Violations of U.S. anti-boycott will not only result in the termination of relations with SEKO, but may also be subjected to criminal penalties. SEKO employees should refer to the SEKO Compliance Manual for more information on recognizing and reporting boycott information.



e. Reporting Violations.

All employees and parties associated with SEKO are responsible for compliance with this Code of Conduct. In the area of ethics, legality propriety, all parties have an obligation to SEKO to be alert to possible violations of the Code of Conduct in any business transaction are encouraged to report such violations promptly to SEKO Corporate Compliance at compliance@sekologistics.com.

Employees and all other parties representing SEKO will also be expected to cooperate in any type of investigation. IN addition, any Employee, Partner, and/or Agent who is convicted of a felony should make this known to SEKO Corporate Compliance (unless otherwise prohibited or protected by law from doing so).

In all cases where there is questionable activity involving the Code of Conduct, or other misconduct, and investigation will be conducted to determine appropriate action. Whenever possible, SEKO will keep confidential the identity of all employees and other parties. SEKO's confidentiality policy will keep confidential all information about or against whom allegations of violations are brought, until it has been determined that a violation has occurred. Similarly, whenever possible, SEKO will keep confidential the identity of anyone reporting a possible violation. Retaliation against any employee for reporting a suspected violation is strictly prohibited.

V. Disciplinary Action.

The management of SEKO, and/or of SEKO's Partners and/or Agents (if affected) will determine the appropriate action in an investigation regarding potential violation of the Code of Conduct or any alleged misconduct that falls within the purview of the principles set forth herein. Violations of SEKO's Code of Conduct, or of its other policies and procedures that are aligned with this Code of Conduct, will be grounds for disciplinary action up to and including termination, or in the case of a Partner and/or Agent, the contract or agreement with SEKO may be terminated or suspended. All Employees, Partners, and Agents will be held to the same standard of conduct described herein.

VI. Acknowledgement & Publishing of the Code of Conduct.

Each Employee, Partner, and Agent will be required to review the Code of Conduct via SEKO's intranet or on SEKO's public website at www.sekologistics.com. Any questions regarding the terms of this Code of Conduct should be sent to the email address set forth herein.