

SEKO Logistics
Anti-Corruption and Foreign Corrupt Practices Act Policy

General Policy: SEKO Logistics (“SEKO”) conducts its business ethically and in compliance with all laws in the countries where SEKO does business, including all anti-corruption laws such as the U.S. Foreign Corrupt Practices Act of 1977, as amended and the UK Bribery Act, as amended (collectively, the “Anti-Corruption Laws”). SEKO Representatives MAY NOT directly or indirectly give, offer, promise, make or facilitate the making of payments of anything of value (monetary or otherwise) to (a) a U.S. or foreign official to induce that official to affect any government act or decision in a manner that will assist SEKO Representatives to obtain or retain business or any business advantage or violate the Anti-Corruption Laws, including, but not limited to, Facilitating Payments or (b) any employee, shareholder, officer, director, manager or agent of any other person for any improper purpose. In addition, SEKO Representatives MAY NOT accept any offer, promise or payment (monetary or otherwise) from any customer or SEKO Representative other than payments in the ordinary course of business for a proper purpose. SEKO Representatives are obligated to keep books, records, and accounts that accurately and fairly reflect all transactions and disposition of SEKO assets. See Exhibit A for definitions of certain terms and phrases.

Some examples of conduct that may be construed as unethical or corrupt behavior include, but are not limited to:

- (a) illegal conduct of SEKO Representatives;
- (b) use of funds or property of SEKO for any illegal, improper or unethical purpose;
- (c) fraud or theft of corporate property or embezzling funds, misappropriating funds, assets or corporate information;
- (d) tampering with any accounting or audit-related records or documents of SEKO (in any format, including electronic records such as e-mails) or improperly destroying any accounting or audit-related records or documents;
- (e) fraud or deliberate error in the recording and maintaining of SEKO’s financial records (for example, overstating expense reports, falsifying time sheets, preparing erroneous invoices, misstating inventory records or describing an expenditure for one purpose when, in fact, it is being made for something else); or
- (f) any effort to mislead, deceive, manipulate, coerce or fraudulently influence any internal or external accountant or auditor in connection with the preparation, examination, audit or review of any financial statement or records of SEKO.

Complaints: In the event that you believe that a SEKO Representative’s business conduct or practices is in violation of this Policy, you have an obligation to do the following:

- Step 1:** You may request a joint meeting (Skype, conference call or face/face) with the Senior Director of Compliance of SEKO Worldwide, LLC, You may be

asked to put your complaint or question in writing. The current Senior Director of Compliance is Sandra Scott, sandra.scott@sekologistics.com.

Step 2: If the Senior Director of Compliance is involved with the complaint or you are not satisfied with the resolution provided, you may request a joint meeting with the SEKO Worldwide, LLC Chief Compliance Officer or the General Counsel. The current Chief Compliance Officer is James T. Gagne, 1100 Arlington Heights Road, Itasca, Illinois USA 60143 james.gagne@sekologistics.com. The General Counsel is Char Dalton, 1100 Arlington Heights Road, Itasca, Illinois USA 60143, char.dalton@sekologistics.com.

You may also report a complaint through SEKO's Anonymous Hotline. Please see the SEKO Logistics Anonymous Hotline Policy for methods of reporting a confidential complaint.

SEKO will protect the confidentiality of the allegations to the extent possible and appropriate under the circumstances. If you feel uncomfortable making a complaint under your name, you may make the complaint anonymously. SEKO will actively investigate all complaints under this Policy, and if it is determined that a violation has occurred, SEKO will take appropriate disciplinary action against the offending party, up to and including discharge of the employee or termination of the agreement with such SEKO Representative. SEKO will not take or permit retaliation against any person who has complained about corruption or Anti-Corruption Laws violations, or who otherwise participated in an investigation of such complaints.

Any SEKO Representative who receives a complaint from a member of the public should advise the person to report his or her complaint directly to the Senior Director of Compliance.

SEKO will not pay any fines, penalties or legal expenses assessed against a SEKO Representative who is found guilty of violating any Anti-Corruption Laws.

EXHIBIT A
Terms to Help You Understand the
Anti-Corruption and Foreign Corrupt Practices Act Policy

The following definitions are essential to understanding the scope of the Anti-Corruption and Foreign Corrupt Practices Act Policy:

- a. “Anything of value” includes not only cash and cash equivalents, but also gifts, entertainment, travel expenses, accommodations, and anything else of tangible or intangible value.
- b. “Books and Records” SEKO has adopted a system of internal accounting and operating controls and procedures that must be strictly adhered to by all SEKO Representatives in providing financial and business transaction information to and within the SEKO network so that all underlying transactions are properly documented, recorded, and reported.
- c. “Facilitating Payment” is a payment, in cash or in kind, given to a government employee to expedite or secure the performance of a routine governmental action.
- d. “Foreign Official(s)” means any non-U.S. government official (including employees of government-owned and government-controlled companies, and employees of public international organizations), political party, party official or candidate, and anyone working in an official capacity for or on behalf of a non- U.S. government, government-owned or government-controlled company, public international organization or political party. Some examples of Foreign Officials include: employees of national oil or other state-owned companies, members of royal families, members of the military, employees of state-owned universities, employees of the World Bank, the United Nations, the European Union, the Monetary Fund, and immigration and customs officials. Foreign Officials include all levels and all ranks of government officials, whether federal, state, provincial, county, municipal or other level.
- e. “Give, offer or promise” includes direct and indirect payments, gifts, offers, or promises. Even if the improper payment is not consummated or successful in its objective, merely offering it violates the Anti-Corruption and Foreign Corrupt Practices Act Policy.
- f. “Instructing, authorizing, or allowing” a third party to make a prohibited payment on SEKO’s behalf constitutes a violation of the Anti-Corruption and Foreign Corrupt Practices Act Policy. This includes ratifying a payment after the fact, or making a payment to a third party knowing or having reason to know that it will likely be given to a Foreign Official.
- g. “Obtaining or retaining business or securing an improper advantage” includes but is not limited to preferential treatment in a bid, a reduction in taxes or customs duties, a favorable change in regulations, tolerance of non-compliance with local rules, or other favors or preferential treatment. The business to be obtained or retained or the improper advantage does not involve a contract with a foreign government or foreign government instrumentality.

- h. “SEKO Representatives” means SEKO and including of SEKO’s subsidiaries, affiliated companies and their employees, officers, directors, managers, members, shareholders agents, independent contractors and business partners.

SEKO Logistics
Anti-Corruption and Foreign Corrupt Practices Act Compliance Program

1. Purpose of Program: SEKO conducts its business in compliance with all laws in the countries where SEKO does business, including all anti-corruption laws such as the U.S. Foreign Corrupt Practice Act of 1977, as amended and the UK Bribery Act, as amended (“Anti-Corruption Laws”). SEKO’s Chief Compliance Officer is charged with managing the compliance program (“Compliance Program”). The Compliance Program encompasses education and training, reporting mechanisms, internal controls, policies and procedures. The Compliance Program is designed to help assure compliance with Anti-Corruption Laws and to detect and deter violations of Anti-Corruption Laws. If you have any questions about this Policy or the Compliance Program, please contact the Senior Director of Compliance.

2. Responsible Parties.
 - a. Chief Compliance Officer: James T. Gagne, President;
 - b. Char Dalton, General Counsel, Vice President; and
 - c. Senior Director of Compliance: Sandra Scott

3. Training Program.
 - a. In person training followed by written certifications of participation for all Board members, officers, relevant employees and agents.
 - b. Web training followed by written certifications of participation.
 - c. Re-Certification Program on an as needed basis.
 - d. Translate Anti-Corruption and Foreign Corrupt Practices Act Policy into agents’ employees local languages.
 - e. Post Anti-Corruption and Foreign Corrupt Practices Act Policy on SEKO’s website and facility bulletin boards.
 - f. SEKO Employee Handbook. A copy of the Anti-Corruption and Foreign Corrupt Practices Act Policy shall be distributed to all SEKO employees by email and incorporated into the SEKO employee handbook. SEKO shall periodically (at least annually) communicate reminders to SEKO employees of the process for reporting Complaints. This may be accomplished by electronic or other means, including, for example: e-mail, SEKO newsletters and written memoranda or letters to SEKO employees.
 - g. SEKO Affiliates and Agents’ Employee Handbooks. A copy of the Anti-Corruption and Foreign Corrupt Practices Act Policy shall be distributed to all SEKO Affiliates

and Agents by email together with a memo encouraging SEKO Affiliates and Agents to adopt a similar policy. SEKO shall periodically (at least annually) communicate reminders to SEKO Affiliates and Agents of the process for reporting Complaints. This may be accomplished by electronic or other means, including, for example: e-mail, SEKO newsletters and written memoranda or letters to SEKO Affiliates and Agents.

- h. Other Ethics Policies.
 - i. Employee Ethics Surveys.
4. Agent Vetting Program.
- a. Complete background information forms/web based forms.
 - b. Agent Due Diligence. Due Diligence Questionnaire to be renewed every 18-24 months. Background checks on agents and principals of agents.
 - c. Certification of Acknowledgement and Compliance with the Anti-Corruption and Foreign Corrupt Practices Act Policy. Re-certification on an as needed basis.
5. Agent Agreement Requirements.
- a. New Agreements. Require compliance with Anti-Corruption Laws.
 - b. New and Existing Agreements.
 - i. Certification of Compliance with Anti-Corruption and Foreign Corrupt Practices Act Policy.
 - ii. Require compliance with all laws. Proposed language: “Compliance with Law. Each party shall be solely responsible for determining the applicability of, and compliance with, any and all present and future international, national, state and local laws, orders, codes, regulations and ordinances. In no event shall Seko New Agent provide any freight forwarding or other logistics services (direct or indirect) to locations in U.S. embargoed countries including, but not limited to, Cuba, Iran, North Korea, Sudan and Syria.”
 - iii. Audit Rights. Proposed language: “Books and Records. Seko New Agent shall maintain at Seko New Agent’s principal headquarters complete books and records of Seko New Agent’s business, which shall be maintained in accordance with the generally accepted accounting principles of the relevant jurisdiction. SL shall have the right at any time during regular business hours, and with 48 hours prior notice, to conduct an inspection of Seko New Agent’s facilities and Seko New Agent’s books and records as they relate to this Agreement and Seko New Agent’s obligations herein. Upon SL’s request, Seko New Agent shall: (a) promptly deliver to SL a copy of Seko New Agent’s current financial balance sheet, income statement, cash flow statement and financial documents (which shall be prepared by an independent certified public accountant) or the equivalent in the country of

New Country and (b) cause Seko New Agent's accountant to consult with SL with respect to the information contained in Seko New Agent's books and records. The expense of any such consultation shall be the responsibility of SL."

6. Agent Audits and Reviews. Consider audits in the following circumstances:
 - a. Dealings in nations which have a reputation for corruption.
 - b. Dealings in nations known to have business structures with wholly or partially state-owned enterprises.
 - c. Unusual requests for payment or funding (e.g. requests for payments in cash or payments to bank accounts in countries other than where the transaction is taking place).
 - d. Rumors of "silent partners."
 - e. Comments or actions that imply bribery is necessary for performance of a contract.
 - f. Annual random audit of agents.
7. Quarterly Reviews. On a quarterly basis, or more frequently upon request, the Senior Director of Compliance shall prepare a written report regarding the operation of the Compliance Program to the Chief Compliance Officer and Board of Directors specifying, among other things: the number of complaints received during the prior quarter; all complaints received during the prior quarter; the failure of any officer or employee to cooperate in the effective implementation of the Compliance Program; sufficiency of resources dedicated to the Compliance Program; Anti-Corruption Laws enforcement trends; and any recommendations with respect to improvement of the Compliance Program.