

Code of Conduct



An Introduction

Ethical standards are a key ingredient to the success of any great company. As a cooperative, our ability to depend on each other to do the right thing is even more important. At UniGroup, we do the right thing through our commitment to our core values of Safety, Integrity and Respect. When we are true to these values, we are able to succeed. These words embody our commitment to ethics and integrity at UniGroup.

The UniGroup Code of Conduct is a guide to help our employees, members and business partners do business the right way and outline our commitment to safe, ethical and legal conduct. We are committed to the highest standards of ethics and integrity each and every day.

We depend on all UniGroup employees, members and business partners to be alert to situations potentially violating the law or our Code. If they feel any actual, potential or suspected misconduct involving the UniGroup brands has occurred, they are encouraged to immediately report it as outlined in the following pages. We have several confidential options for reporting concerns or asking questions, and we will not tolerate retaliation against anyone who speaks up. We want everyone to feel comfortable saying and doing the right thing.

Thank you for supporting our commitment to ethics and integrity in everything you do. Together, we will ensure UniGroup continues to fulfill its commitments to its members, employees, business partners and the community.

SPEAK UP UNIGROUP!
800-637-2154

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Getting Started

WHAT OUR CODE IS ALL ABOUT

We are committed to conducting business honestly and ethically. We are committed to complying with all applicable laws and regulations. Our reputation for integrity and honesty is built one decision at a time and the Code of Conduct (our “Code”) was created to help all of us make the right decisions. Our Code, together with our values and company policies, gives us the guidance we need to do the right thing, each and every day.

WHO MUST FOLLOW THE CODE?

All UniGroup employees, officers and directors must act according to the Code. Those doing business with the UniGroup companies or brands or interacting with our customers must also act in accordance with the Code. While you may have more or less exposure to certain topics in the Code depending on your role, we rely on all of those who work with the UniGroup companies or brands to identify issues that may arise under the Code. If you have questions about which compliance topics most frequently arise in your area of responsibility, talk to your manager or contact the Compliance Program.

OUR RESPONSIBILITY UNDER THE CODE

We are each responsible for acting with integrity, understanding and adhering to the Code, UniGroup values and company policies, and following all laws and regulations applying to our work. As representatives of UniGroup, we show our commitment to the Code and its principles by:

- Reporting Potential Code Violations
- Asking questions about the right course of action when in doubt
- Always choosing to do the right thing

ADDITIONAL RESPONSIBILITIES OF OUR LEADERS

Those in a leadership role at UniGroup are expected to:

- Lead by example;
- Make employees, members and business partners feel comfortable and show appreciation when they ask questions and raise concerns;

- Effectively train UniGroup employees on the Code and other relevant policies and procedures;
- Appropriately respond to concerns and questions;
- Be aware of what is going on in their area and keep an eye out for misconduct;
- Avoid any actions or behavior that could be viewed as retaliation; and
- Never excuse or promote violations of the Code or the law.

Sometimes even leaders need assistance answering a question or handling a problem that comes their way. All leaders must be able to recognize when they need help solving a compliance issue and must take steps to escalate issues when necessary.

WHAT IS “TONE AT THE TOP”?

Tone at the top is the ethical atmosphere at an organization created by the organization’s leadership. If our leaders uphold our ethics and act with integrity, those on the front lines will be more inclined to uphold those same values.

RESPONSIBILITIES OF MEMBERS AND BUSINESS PARTNERS

At UniGroup, our members and business partners (“Network Members”) play a special role in our success. Network Members can be awarded the right to act on behalf of UniGroup in certain circumstances, use the UniGroup brands in interactions with the public, and be given access to UniGroup systems and confidential and proprietary information. These privileges also come with special responsibilities:

- Network Members are expected to act with the highest standards of honesty, integrity, fair dealing and ethical conduct in all business dealings with or on behalf of the UniGroup companies.
- Network Members are expected to treat all fellow Network Members, customers and UniGroup employees with respect in all of their dealings.
- Network Members are expected to act safely when operating vehicles on the road and in all of their other operations.
- Network Members are expected to operate their businesses in a competent manner and in full compliance with the law, all policies and procedures specified by UniGroup, and all customer agreements.
- Network Members are encouraged to communicate with UniGroup if they have issues with UniGroup policies, procedures or agreements; however, Network Members must comply with the law and these policies, procedures and agreements even if the Network Member disagrees with them.



- Network Members are expected to preserve and enhance the reputation and the goodwill associated with the UniGroup companies and brands. Any activities that may result in damage to the business reputation of the UniGroup companies or brands must be avoided.
- Network Members are expected to keep complete and accurate records in their dealings with UniGroup, customers and other third parties on behalf of UniGroup. Information provided must be accurate and complete, and shall not be manipulated to meet performance requirements, win awards, or otherwise gain improper advantage.
- Network Members are expected to use the systems and confidential information provided by UniGroup only for the benefit of the UniGroup companies and brands, and not for any competitive operations or activities which are fraudulent, dishonest or otherwise damaging to UniGroup.
- Network Members are encouraged to ask questions about their responsibilities under the Code, and are strongly encouraged to immediately report any unethical or illegal behavior.

THE CODE, UNIGROUP POLICIES AND THE LAW

The Code is the cornerstone of UniGroup's commitment to integrity. However, it does not cover all laws and policies applying to our business, nor can it address every situation or issue we may encounter. This is why it is important you not only know the provisions of the Code and how they affect your job, but also identify and understand any additional policies, procedures, laws and regulations that may impact your responsibilities.

If further guidance is required on a particular matter, you or your supervisor should contact the Law department.

We comply with a broad spectrum of laws, rules and regulations that apply to our business. It is possible that laws that apply to some areas may be more or less restrictive than the Code. In those instances, where the Code is more restrictive, you must comply with the Code even if your conduct might be legal under local law. However, if local laws are more restrictive than the Code, the more restrictive local laws must be followed. The laws and regulations applying to our business are complex and can be difficult to understand or subject to various interpretations. You must be aware of potential legal and compliance issues and seek advice from the Law department whenever it is appropriate.

IF YOU EVER FIND YOURSELF IN A SITUATION WHERE YOU ARE UNSURE ABOUT WHAT TO DO, ASK YOURSELF:

- Is it the right thing to do?
- Does it comply with the Code and other UniGroup policies?
- Is it legal?
- Is there someone else I should talk to before taking action?
- How would my actions appear to my supervisor, co-workers or customers in the community?



Speak Up Unigroup!

OUR DUTY TO SPEAK UP

We must always choose to do the right thing. This means we should speak up whenever:

- We have a question or concern about the lawful or ethical course of action;
- We believe or suspect someone has violated or may violate the Code, a UniGroup policy or any law or regulation; or
- We believe we may have violated the Code, a UniGroup policy or any law or regulation, even inadvertently.

Compliance and Code related questions and reports can be directed to:

- Your manager or supervisor;
- The Compliance Program; or
- The Law department.

The Compliance Program can be reached by:

- Calling the IntegrityMatters Hotline at 800-637-2154 (U.S.) or 800-4016-4016 (outside the U.S.);
- Visiting integritymatters.ethicaladvocate.com; or
- Emailing integritymatters@unigroup.com.

The IntegrityMatters Hotline and website are managed by an outside company and are available to you 24 hours a day, 7 days a week. All reports are forwarded to the Compliance Program where they are promptly reviewed and investigated.

ANONYMITY AND CONFIDENTIALITY

You may choose to make a report anonymously by calling the hotline or submitting your report online at integritymatters.ethicaladvocate.com. If you make an anonymous report, please include as many names, dates and details as you can to assist with our investigation. If you provide your name or make an in-person report, your report will be kept confidential to the extent possible.

INVESTIGATIONS

All reports of potential misconduct will be taken seriously and investigated to determine whether the Code or any law or regulation has been violated. If you are asked to participate in an investigation, you must cooperate fully and answer all questions accurately and truthfully. We must consider employment and privacy laws as well, so we may not be able to share the details of an investigation or any consequences to the individuals involved.

Q

I recently learned one of our employees has been circumventing UniGroup policy by entering false information into UniGroup's order registration system. I've terminated the employee, but do I have a duty to report this activity to UniGroup as well?

A

Yes. You must report this activity to UniGroup so UniGroup can make any necessary corrections to its distribution and accounting records and take any appropriate preventative measures to stop this activity from occurring again. You are commended for taking this matter seriously and taking swift and appropriate remedial action within your own organization.

Q

I need to make a compliance report but I am afraid my coworkers will find out. How can I be sure my name will be kept out of it?

A

You can make an anonymous report using the compliance hotline or website. The hotline and website are managed by a third party company who will record your report but will not record your name if you choose to remain anonymous. That report is then transcribed and sent to the Compliance Program for handling.

CONSEQUENCES FOR VIOLATING THE CODE OR MAKING A BAD FAITH REPORT

Code violations may carry serious consequences, including disciplinary action up to and including termination, as well as possible civil or criminal liability. After reviewing a Code violation, UniGroup will take any action it deems appropriate, including possible disclosure of violations to appropriate governmental authorities if required by law. Making a report in bad faith, lying or withholding information, or refusing to cooperate with an investigation, are also Code violations and could lead to disciplinary action.

WE ARE SAFE FROM RETALIATION

UniGroup does not allow any form of retaliation for:

- Reporting what the reporter believes is a violation of our Code, UniGroup policies or the law;
- Raising a concern, asking a question or seeking advice about company practices, decisions or actions; or
- Cooperating with an investigation.

Retaliating against someone for making a good faith report is itself a violation of the Code. Anyone engaging in retaliation may be subject to disciplinary action, which could include termination of employment. Individuals self-reporting misconduct are not entitled to protection from the non-retaliation policy for their misconduct. If you ever suspect you or someone else is being retaliated against in violation of the Code, you must report it immediately.

Q

I made a compliance report about something going on in our department. Now my manager seems to be avoiding me and complaining loudly about the compliance report to the entire group. Is there anything I can do?

A

Yes. Retaliation for making a compliance report is a violation of the Code of Conduct and is not tolerated at UniGroup. You should talk to the Compliance Program staff right away to bring this to their attention so they can make sure this behavior is addressed in an appropriate manner.



Our Values

A critical component of UniGroup success is our culture: driven to succeed, aligned in our direction, collaborating around common goals, putting integrity and respect at the forefront. We have three core values — Safety, Integrity and Respect. These values give us direction in our day to day jobs as well as give structure to the commitments in our Code of Conduct.

Our Commitment to Safety

Nothing is more important to UniGroup than safety. Our safety motto is: “We are safe on the road and in the workplace.” In addition, we are committed to the safety of the information to which we are entrusted by our customers and by UniGroup. We treat all the information we receive in the course of our jobs with care.

WE OPERATE SAFELY ON THE ROAD

As a provider of transportation services, we have a duty to operate in a manner that does not endanger the safety of those on the road with us or the goods we are entrusted with transporting. This includes making sure:

- Our drivers accurately report their hours, drive within the hours of service regulations and refrain from driving if they are ill or fatigued;
- Our drivers are properly qualified and not under the influence of illegal drugs or alcohol while behind the wheel;
- The equipment we use to transport goods is well maintained;
- Our drivers do not speed, follow too closely or otherwise operate in an unsafe manner;
- The goods we transport are properly secured; and
- Any third-party companies we hire to transport goods are properly licensed and have a strong safety record.

If you become aware of any instances of non-compliance with these standards, they must be reported. If you are aware of a situation creating an immediate threat of injury to others (such as real-time hours of service violations or drug or alcohol use by a driver) it must be reported immediately so corrective measures can be taken. We must take steps to always live out our value of safety.

Q

In talking with a van operator today, they told me they are concerned they won't be able to make a delivery deadline unless they run over hours. What should I do?

A

Tell the van operator they should not run over hours to make the deadline. Alternative arrangements will have to be made to get the shipment to its destination on time, a new delivery time arranged with the customer or the shipment may have to arrive late. While we strive to be on time, UniGroup's first priority is to protect the safety of our drivers, those who share the roads with us and the goods we are transporting.

WE ARE COMMITTED TO A SAFE AND HEALTHY WORKPLACE

We are committed to providing a safe and healthy workplace. We are all responsible to comply with the health and safety guidelines applying to our work. In addition, we must report any unsafe conditions so they can be corrected as soon as possible.

We will not tolerate violence or threats of violence in connection with our business. Any sort of violent or threatening behavior is strictly prohibited while representing UniGroup or servicing our customers, whether on our premises, on the road, at a remote location or online. If you feel threatened or become aware of violent or threatening behavior, tell your supervisor immediately. If you or someone else in the workplace is in immediate danger, contact security personnel or local law enforcement officials immediately.

WE ARE COMMITTED TO DATA SECURITY

UniGroup receives and holds information about customers, employees, drivers and other business partners. UniGroup is committed to safeguarding and protecting their nonpublic, personal information. We must follow UniGroup privacy policies and data protection practices that involve the use, storage or transmission of any personal data. We also expect our members and business partners to abide by our privacy policies, all applicable laws and take all appropriate measures to secure our customers' personal information. Those measures include the person or team receiving or holding information, regardless of subject matter will:

- Handle such information responsibly
- Only access personal information for the authorized business purposes for which it was provided
- Only disclose the information on a need-to-know basis
- Meet UniGroup's minimum privacy and data security requirements – which include methods of storing and transmitting information inside or outside UniGroup appropriate to the information's sensitivity. In general, this means sensitive information will be kept and sent only in encrypted formats over secure channels (this explicitly includes the back-ups of sensitive information)
- Securely store and dispose of personal information
- Transmit secured personal information only to authorized parties who are obligated to protect its confidentiality
- Immediately report any possible privacy breaches or security risks to UniGroup
- Fully cooperate with any investigation of privacy breaches or security risks



WE PROTECT PERSONAL INFORMATION

We respect the privacy rights of others, including those of our customers, employees, drivers and other business partners. We collect, process, use and retain personal information in compliance with all applicable laws and take all reasonable steps to safeguard such information.

Many states and countries have laws and directives that regulate the handling of certain personal information. We abide by all privacy laws in effect where we conduct business and have committed to several international frameworks governing the transfer of personal information outside of its country of origin. Our privacy and data security policies detail what is required in relation to the collection, storage, transmission, deletion or use of any personal information.

INFORMATION WE HAVE A DUTY TO PROTECT INCLUDES:

- Names
- Telephone numbers
- Addresses
- Email addresses
- Dates of birth
- Government-issued personal identification numbers
- Bank account information
- Credit/debit card information
- Medical information and records
- Family information
- Shipment information

WE SAFEGUARD OUR INTELLECTUAL PROPERTY

Our brand reputation is vital to our business and must be protected. One of the ways we protect our brands is by safeguarding trademarks and other intellectual property from improper and unauthorized use. You can protect our intellectual property by ensuring it is used only for authorized purposes and reporting any degrading, defamatory or otherwise offensive uses of our intellectual property. Any third-party use of our trademarks or other intellectual property must be approved by our Marketing department.

Q

I accidentally sent an email intended for a person in customer service to a sales representative at another company. The email contained personal information about a customer. What should I do?

A

You need to immediately take steps to address the error, which may include notification to the customer about the unauthorized disclosure and asking the sales representative who received the message to destroy the information. You should also let your manager know about what happened. In the future, be sure to double check your recipients before hitting send and remember it is best not to send certain customer information, like social security numbers, credit card information and passport information, in an unencrypted email.

WHAT IS INTELLECTUAL PROPERTY?

Intellectual Property (often referred to as “IP”) is legally protected creations of the mind, and includes trademarks, brands, package designs, logos, copyrights, inventions, patents and trade secrets.

We are equally committed to protecting intellectual property rights of others. United States and international law limit the copying, distribution or use or display of certain intellectual property without the permission of the owner. At UniGroup, we only use the intellectual property of others as permitted by law.

WE SAFEGUARD CONFIDENTIAL AND PROPRIETARY INFORMATION

Information is of great value to our competitiveness and success as a company. Through your work with UniGroup, you may develop or acquire non-public information about the company, our customers, members, suppliers, business partners or others that is confidential or proprietary. You have a duty to protect confidential and proprietary information and prevent its improper or unauthorized disclosure. Proprietary or confidential information should never be shared outside of UniGroup unless specifically authorized by your supervisor. Your duty to protect against disclosure of proprietary and confidential information continues indefinitely. All documents with proprietary or confidential information must be returned immediately upon the end of your relationship with UniGroup.

NOTICE OF IMMUNITY

UniGroup employees are immune from liability for confidential disclosure of a trade secret to a government official or an attorney to report or investigate a violation of law or in a court filing made under seal.

EXAMPLES OF PROPRIETARY OR CONFIDENTIAL INFORMATION

- Sales, marketing and other corporate databases
- Business strategies and plans
- Financial records
- Research and technical data
- Proposals or pricing strategies
- New product development
- Trade secrets of any sort
- Customer information
- Legal analysis or work product
- Potential mergers or acquisitions

Q

I found a picture on Google perfect for a presentation I am working on. I am pretty sure the image is copyrighted, but I do not think anyone will know where I got it. Can I copy and paste the image into my work?

A

No. Including the picture may infringe on the owner's intellectual property rights. Any unauthorized use of someone else's intellectual property puts UniGroup at risk. You should use a UniGroup licensed picture or other image you have permission to use. When unsure about whether an image is copyrighted, assume it is and do not use it without appropriate permission.



Our Commitment To Our People

Our Values – Respect

UniGroup believes it is important all of its actions are guided by the value of respect. Respect should govern our interactions with those we encounter including customers, other members of the network, co-workers and members of the public. We also show respect by playing by the rules whether those rules come from laws and regulations or from our agreements with customers.

WE UPHOLD HUMAN RIGHTS

As a socially responsible company, we do not employ child or forced labor in any of our operations. We also do not allow for the physical punishment or abuse of anyone under our employment. We follow international laws governing employment and labor standards. We expect our members and other business partners will uphold these same standards.

WE HONOR OUR DIFFERENCES AND TREAT EACH OTHER WITH RESPECT

We aren't just a company; we are a community of people and we place a high value on diversity in everything we do. By creating a working environment where all cultures and individuals are respected, we create better experiences for our employees, network members, customers and communities we serve. We believe employees and customers win when our teams feel empowered to bring their full, authentic selves to work – while respecting and appreciating one another's differences and maintaining a comfortable, professional working environment.

This means we treat each other with respect and honor one another's various backgrounds. Our differences give us a competitive advantage and we strive to ensure a diverse team is ready to meet the needs of our diverse global customers. We foster diversity, in part, by imposing a strict policy of non-discrimination. Employment decisions are made without regard to race, color, ethnicity, national origin, sex, sexual orientation, gender identity, age, religion, disability, veteran or military status, genetic information or other status protected by the law. We also recognize the diversity of our customers and treat them with respect, honor their various backgrounds, and work to make our services accessible to all. We strive to continuously improve the experience of all of our employees, service providers, customers and potential customers. You can find more about our DEI efforts by visiting unigroup.com.

Treating people respectfully also means our work environment and the experience of our customers are free from harassment. Harassment is unwelcome conduct that creates an intimidating, offensive or hostile work environment. Harassment is determined by your actions and how they impact others, even if your intent was harmless. Any form of harassment will not be tolerated. Showing respect helps create a positive work environment for everyone. If you or someone else is experiencing behavior that feels like discrimination or harassment, speak up and report it to your supervisor, human resources or another trusted leader. You will not be retaliated against for speaking up in good faith about discrimination or harassment concerns.

Harassment can be physical, verbal or visual. Harassment can include:

- Offensive language, jokes or pictures
- Racial, gender or religious slurs
- Persistent derogatory comments or remarks
- Intimidating or threatening behavior
- Unwanted physical activity, including touching or staring

WE COMPLY WITH TRANSPORTATION LAWS

We respect and comply with the requirements of the transportation laws and regulations that govern every aspect of transporting all types of shipments.

These can include:

- Restrictions on price, liability and requirements for certain shipping documents and tariff publications;
- Registration requirements for motor carriers, brokers and forwarders of all types of freight which can vary depending on state, U.S. federal or other countries' laws, rules or customs;
- Safety regulations, such as equipment maintenance, hours of service requirements, limits on transport of hazardous materials, and driver and equipment qualification;
- Federal leasing regulations;
- Vehicle registration and licensing requirements;
- Environmental regulations, such as those requiring certain equipment modifications and placing limits on emissions;
- Customs regulations controlling the entry of goods into a country and payment of duties;
- Executive orders and declarations of embargoes;

Q

Paul works in my department and has been employed by my organization for more than 30 years. Most of the people in our department are newer to our organization and younger than Paul. I have heard them say things to Paul like "isn't it time you retire" and tease him about his age. I know Paul told them to knock it off, and privately told me it really bothers him, but they keep making jokes. What should I do?

A

It is clear the behavior of your coworkers is making him uncomfortable and may create a hostile work environment for Paul. You must report it to your manager, Human Resources or the Compliance Program.

Q

While reviewing shipping documents on a recent order, I noticed unrelated charges for cleaning services on a freight bill. I remember from training that non-tariff charges should not be included on any interstate paperwork. What should I do?

A

You should escalate the concern to a member of UniGroup's collections division, who will work with you to get any non-tariff charges removed from the freight bill. UniGroup will also work with the member who included the non-tariff charges to ensure it does not happen again.



- Licensing and security requirements applicable to air forwarding operations; and
- International trade laws, such as those regulating exports from the United States.

Operating without meeting appropriate licensing, registration and other legal or regulatory requirements may result in loss of our ability to do business. It could also mean civil or criminal penalties for our company or for the individuals involved. It is important we familiarize ourselves with these regulations, particularly those that apply to our specific responsibilities.

ADDITIONAL RESOURCES

Bureau of Industry and Security

Department of Transportation

Federal Maritime Commission

Federal Motor Carrier Safety Administration/Federal Regulations

Household Goods Program of FMCSA

Safety and Fitness Electronic Records (SAFER) System

Surface Transportation Board

Transportation Security Administration

U.S. Customs and Border Protection

U.S. Dept. of Treasury/Office of Foreign Assets Control

Federal Trade Commission

We also expect our customers, members and business partners to treat us fairly and honestly and to provide us with accurate and truthful information.

WE RESPECT AND FOLLOW THE RULES ESTABLISHED BY OUR GOVERNMENT CUSTOMERS

Our company has long-standing and valuable relationships with government agencies in the U.S. and around the world. Many of these relationships are governed by regulations that protect the public interest. We observe the requirements of these rules as well as our company's internal policies and procedures for government business.

Some of the rules that may govern our dealings with the U.S. government include:

- The Federal Acquisition Regulation
- The Anti-Kickback Act
- The Truth in Negotiations Act
- The Procurement Integrity Act
- The False Claims Act

Among other things, these rules contain procedures for the procurement process; prohibit the bribery or improper influence of government officials; prohibit kickbacks to government contractors; require all cost and pricing data be truthfully disclosed during contract negotiations; restrict the release of confidential source selection and bid information; restrict the hiring of government contracting officers or their family members; and prohibit false statements or claims made to defraud the government.

We must use care as we provide information to government agencies to make sure the information provided is accurate and complete. This includes contractual representations, and annual certifications, as well as routine shipping documents, bills and invoices. If you identify any potentially inaccurate information that has been provided to a government agency, you must bring it to the attention of management immediately.

WE RESPECT THE ENVIRONMENT

We are committed to showing our respect for the environment by operating in an environmentally responsible manner. We conduct our transportation operations in accordance with applicable environmental laws and regulations, such as those governing the transportation of hazardous materials and equipment specifications for heavy-duty trucks. We also work to raise awareness of these laws and regulations. At UniGroup, we employ sound practices to manage our energy usage and minimize our impact on the environment. Through Trans Advantage, we offer environmentally friendly products such as alternative power units and low rolling resistance tires.

Q

We have been doing a lot of business with the Department of Agriculture over the last few years. Our procurement officer and main contact at the Department, John, has a sister who is going through a nasty divorce. John has asked if we can give his sister a free move. I'd really like to help out, but I thought I should check with someone first. Can we help John's sister?

A

No. While it's okay to be sympathetic to the situation, giving John's sister a free move could be found to be an illegal bribe. It's against the law to offer any gift, entertainment, favor or anything of value to government contracting officers or their family members. If John's sister chooses to move with us, she will need to pay for the move, just as any other customer.



WE ENGAGE IN RESPECTFUL POLITICAL AND CHARITABLE ACTIVITY

UniGroup respects and supports every individual's right to participate in personal political and charitable activities. Your decisions to contribute your own time, resources or money to any political or community activity are entirely personal and voluntary.

When engaging in personal political activity:

- Do not conduct personal political activity on company time or using UniGroup resources or facilities
- Do not solicit the involvement of others at UniGroup
- Do not use the UniGroup name in connection with political activities without the permission of the Law department
- Clarify, when appropriate, that your political views are personal and not the views of UniGroup

You should never feel pressured or cause someone else to feel pressured to support a particular political candidate, party, issue or cause.

In its own political and charitable activities, UniGroup obeys all applicable laws when promoting our company's position to government authorities and when making political and charitable contributions.

As an organization both rooted in the past and focused on the future, the UniGroup team understands the importance of giving back and fortifying the communities in which they serve. Under the Mayflower Transit brand, UniGroup partners with Move for Hunger, as hunger continues to be a looming issue and there is a rise of food insecurity in America, the need to provide practical solutions is at the forefront. Our network of agents have now donated more than 1 million pounds of food, which is the equivalent of more than 800,000 meals. In addition, the home office provides opportunities for UniGroup employees to engage in philanthropic activities throughout the year, including offering paid time off to volunteer.

Q

My sister is running for political office and I would like to help with the campaign. Is this allowed?

A

Yes. You are free to participate in personal political activity, just be sure not to use UniGroup's name, time or resources when participating in the campaign.

Our Values – Integrity

At UniGroup, we conduct our business with integrity. This involves how we treat others in our business dealings and compete. It also means that we as individuals put UniGroup's interests above our own when performing our jobs.

WE ARE FAIR AND HONEST IN OUR BUSINESS DEALINGS

At UniGroup, we conduct our day to day business with integrity. We value our customers, members and business partners. We treat these parties the way we want to be treated: fairly and honestly. This means we represent our company accurately and use truthful sales and marketing practices.

We do this by:

- Providing honest and factual information;
- Avoiding misstatements of facts or misleading marketing materials, advertisements, promotions or request for information responses;
- Only making accurate, truthful comparisons between our services and those of our competitors;
- Gathering business intelligence information fairly, honestly and in compliance with the law;
- Never withholding material information or misrepresenting facts to gain a competitive edge
- Never making misleading statements in connection with the offering or sale of securities or membership shares; and
- Never seeking an unfair business advantage through deception or other malicious conduct.



WE COMPETE FAIRLY

Part of conducting business with integrity is competing fairly with our competitors. While our organization competes vigorously, we do so fairly and in compliance with all antitrust laws. Antitrust laws protect free trade by ensuring that companies compete on a level playing field.

To comply with the antitrust laws, we do not agree with our competitors to:

- Fix prices or terms for services or products that compete with ours;
- Divide markets or allocate customers;
- Boycott certain suppliers or customers.

We must avoid discussions with competitors about any of these actions and avoid any other activities that may appear to be anti-competitive. In particular, we use caution when participating in industry events, trade association activities, social events or online forums where competitors are present to avoid even an appearance of improper communications among competitors.

Our industry can pose unique challenges due to the multiple relationships that companies may have with one another. For example, our members may bid directly against one another in certain lines of business, but may work together as service providers in other lines of business. Consult with the Law department before engaging in any activities that may appear to be anti-competitive. Consistent with our commitment to one another, we avoid activities which would take improper advantage of our shared resources or unfairly interfere with our mutually beneficial workplace relationships.

WE CONDUCT BUSINESS FREE OF BRIBERY AND CORRUPTION

Integrity means doing business without using improper means such as bribery. Anti-corruption laws, such as the U.S. Foreign Corrupt Practices Act, the Singapore Prevention of Corruption Act and the UK Bribery Act of 2010, prohibit the payment of bribes around the world. We must not offer, authorize, pay or promise any form of bribe or kickback in order to further our business interests. Bribes paid to government officials are of particular concern.

Bribes can include anything of value that might influence a person's judgment or conduct. In addition to cash, bribes may be given as gifts, meals, entertainment, business incentives, commissions, reimbursement of travel expenses, job offers, contract awards or other favors. It is not only gifts to governmental officials that can be considered bribes. Under certain local

Q

I was sent a link to a video where one of our competitors talked about raising prices. Should I be concerned?

A

Yes. Communications between competitors, even through social media, can raise suspicions we are acting improperly, even when we have not done anything wrong. You should alert the UniGroup Compliance Program right away to get guidance about next steps, which may include a “noisy withdrawal” where UniGroup takes active measures to distance itself from the video.

laws, and under the internal policies of many organizations, business gifts or entertainment provided to employees of private organizations may be considered prohibited bribes or kickbacks. Check to make sure any business gift or entertainment complies with local law and the recipient, if an individual, is authorized to accept it on behalf of his or her organization. These rules apply to our own behavior, as well as to that of third parties conducting business on our behalf. We must not use consultants, brokers, agents or intermediaries if there is reason to believe that they endorse paying bribes or if some part of the payment we make to them will be used for a bribe.

EXAMPLES OF BRIBERY:

- Luxury items provided to a customs official in order to expedite the movement of your customer's shipment
- A cash payment paid to a government official by your local real estate agent in order to obtain a building permit on your behalf
- Your company's sponsorship of a local tax official's rowing team in order to maintain a good relationship with the tax official
- An all-expenses paid trip to the Summer Olympic Games provided to the Vice President of a major global customer as an inducement to renew our contract, in violation of their organization's own internal policies

WE ACT IN UNIGROUP'S BEST INTEREST

We must always act in UniGroup's best interest and avoid conflicts of interest. As a cooperative, the best interests of UniGroup include acting in the best interest of its members as a group. This does not mean the best interest of any individual member are necessarily the best interests of UniGroup, but that the impact of decisions on the members as a whole is relevant to determining what are the best interests of UniGroup. A conflict of interest occurs when our personal interests may interfere with our ability to make objective decisions for UniGroup. Any situation which could benefit you or someone you know is a potential conflict of interest. We must always avoid any conflict or appearance of a conflict between our personal interests and the interests of UniGroup.

If at any time you think you may have or appear to have a conflict, you have an obligation to promptly disclose the situation to the Compliance Program, who will work to address the situation. It is possible that through your open and honest disclosure a conflict can be effectively managed or resolved to protect UniGroup's interests. Remember, a conflict of interest itself is not necessarily a Code violation, but failing to disclose it is.

Q

Our customer has a very large shipment moving from Miami to Argentina. The destination member requests reimbursement for 2,000 U.S. Dollars' worth of perfume provided to the local customs official in order to make sure the shipment does not get held up. Should I reimburse the destination member for the amount?

A

No. You should not reimburse the destination agent as the gift of perfume appears to be an illegal bribe paid to a foreign governmental official. You need to alert management and seek the involvement of the UniGroup Law department. The UniGroup Law department will review the facts and work with management to determine how best to confront the destination member, whether the activity must be reported, and the necessary steps to prevent this from happening again.

ADDITIONAL RESOURCES

A Resource Guide to the Foreign Corrupt Practices Act

Quick Start Guide to the UK Bribery Act 2010



The following are examples of possible conflicts of interest:

- Engaging in activities that compete with, or appear to compete with, a UniGroup interest
- Letting your business decisions be influenced by personal interests, family interests or friendships
- Hiring, supervising or having a direct or indirect line of reporting to a family member
- Dealing with a vendor with which you have personal or family ties or a financial interest
- Having outside employment or other relationship that interferes with your responsibilities to UniGroup

PREFERENTIAL INSIDER TRANSACTIONS

A Preferential Insider Transaction is any transaction between a UniGroup company and an officer or director of UniGroup (or a company related to the officer or director) that is either:

- not available to other officers and/ or members of UniGroup; or
- is available to other officers and/ or members of UniGroup, but has more beneficial or favorable terms or features not otherwise available to other officers and/or agents of UniGroup and its subsidiaries.

Subject to a few exceptions, Preferential Insider Transactions with any Director, Executive Officer, family member of any Director or Executive Officer, or any controlled entity of any Director, Executive Officer or family member are prohibited. If you identify a possible Preferential Insider Transaction, it must be immediately reported to the General Counsel or Chief Financial Officer.

WE LIMIT GIFTS AND BUSINESS ENTERTAINMENT

Exchanging gifts and sharing meals or business entertainment in connection with a legitimate business purpose can sometimes be used to foster goodwill and constructive relationships with customers, the people we work with, and our network members, business partners and other vendors.

However, accepting gifts that are inappropriate can damage UniGroup's reputation and relationships with our customers, business partners and the public.

A gift or entertainment is probably OK if it is:

- A gift that is small, infrequent and of nominal value
- A meal, civic or sporting event, or other business entertainment attended

Q

My coworker frequently assigns loads to a third-party carrier I just found out is owned by their son. I don't think my manager is aware. What should I do?

A

Your coworker has a conflict of interest that must be disclosed. You can talk to your coworker and encourage them to report it to your manager. If they do not, you must report the conflict.

together with a network member, customer or vendor to further a legitimate business purpose

- A gift between UniGroup employees for holidays, birthdays, weddings, etc.
- A small flower bouquet sent to a UniGroup employee to celebrate the welcoming of a new family member.
- A t-shirt bearing the logo of a vendor or network member
- Attendance at a quarterly business lunch with an established UniGroup vendor for the purpose of discussing the business relationship

GIFTS CONSIDERED BY UNIGROUP TO BE OF NOMINAL VALUE:

- Greeting cards
- Small plants or flowers
- Homemade items
- Food items to be shared with members of a department or division
- Certificates or plaques of recognition
- Small promotional items bearing another company's brand or logo

A gift or entertainment is NEVER OKAY if it:

- Could be construed as a bribe or kickback
- Is an attempt to influence fair and impartial judgment
- Creates a conflict of interest
- Is given in exchange for business favor
- Is lavish, frequent or in poor taste
- Violates any law, regulation or corporate policy
- Is cash or cash equivalent, like a gift card

We may also never ask a customer, coworker, member or other business partner for a gift, tip, food or other similar item. Remember that different rules may be in place for giving gifts or entertainment to government officials or employees of companies with strict gift policies. It is best to check the rules of a recipient's organization before giving or receiving gifts outside of UniGroup.

EXAMPLES OF PROHIBITED GIFTS:

- An extra set of tickets to a concert provided by a vendor that you work closely with for personal use by you and your family
- An expensive vase sent directly to the home of a UniGroup employee by an agent
- Starbucks gift cards sent directly to operations staff by a van operator

Q

I received an expensive watch from a network member as a thank you for all my hard work on a recent project. I know the gift is excessive and I probably shouldn't keep it, but I am afraid returning the gift would be insulting. What should I do?

A

The best course of action with this type of situation is to report the gift to your manager and to the Compliance Program. They will work together to determine whether it should be returned or retained by the Company and donated to a UniGroup charity. In many cases, the best solution will be to politely decline the item by informing your contact of our gift policy and returning the gift.

Q

This afternoon I received a gift card from my contact at a UniGroup vendor. I know our gift policy allows me to accept gifts of nominal value such as t-shirts, but what about gift cards?

A

Gifts of cash or cash equivalents are never okay and must be returned. While the gift card is a nice gesture, we need to make sure we are judging our vendors based on their performance, not the gifts they send to us.



Additional details for UniGroup employees can be found in the Gift and Entertainment Guidelines on The U.

If you receive a gift which is questionable or prohibited under these guidelines, you must report it within five business days of receipt through the Compliance Hotline at 800-637-2154, online at integritymatters.ethicaladvocate.com, or by emailing integritymatters@unigroup.com.

WE SPEAK WITH ONE CLEAR VOICE

It is important we speak with one voice. Contradictions and inconsistencies confuse the public and present a distorted picture of our company and its goals. Only designated spokespersons are authorized to speak on UniGroup's behalf, including through social media. You could be contacted by a member of the media or an outside party to speak on behalf of UniGroup, possibly about company business or UniGroup's position on a public issue. If you are contacted by the media or other outside party to speak on behalf of the company, do not provide any information and refer them to Corporate Communications.

WE MAINTAIN HONEST AND ACCURATE RECORDS

We are committed to maintaining accurate and complete business records. Every transaction we record or business record we create contributes to the overall picture of our operational success and financial position. We each have a duty to make sure that the information we maintain is accurate and honest. This applies to every receipt, invoice, report or other record produced, regardless of the dollar amount or business unit that creates it. Likewise, all transactions must be properly authorized, executed and recorded and all UniGroup assets must be appropriately managed and protected. It is possible that our records may be necessary for an audit, investigation, government inquiry or litigation. We never destroy, alter or attempt to conceal any business records except in accordance with our records retention program. If you ever notice an inaccuracy in a company business record, you must speak up and report it. You will not be subject to retaliation for doing so.

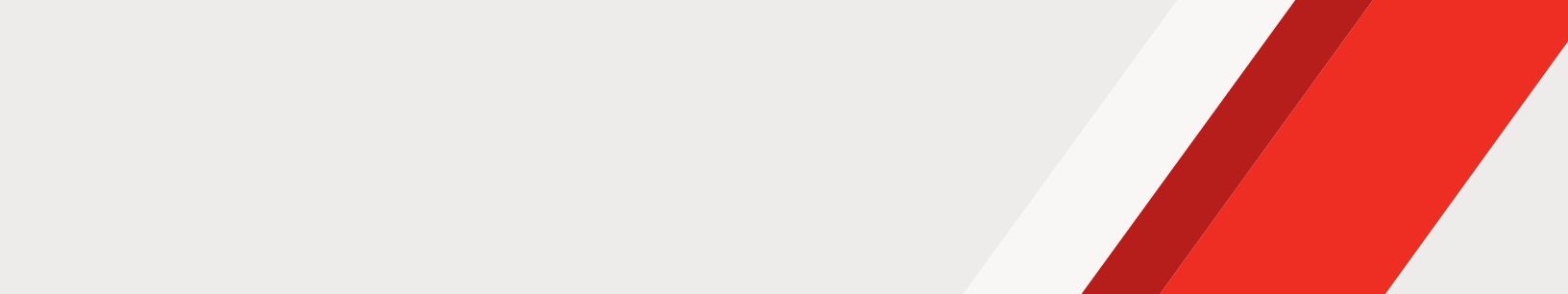
"Business records" include any document or communication in paper or electronic form that is maintained in the course of business, such as:

Q

It is November and my department has not used all funds that were budgeted for the year. My supervisor said I should call one of our vendors and ask for an invoice for work that they are going to do next year so we can include it in this year's expenses. If we do not use the money now, we will get a smaller allocation next year. Should I get the invoice and include it in this year's expenses?

A

No. Doing so would impact the integrity of our financial and business records. You should only report actual expenses for the year. You can talk to your supervisor directly about your concerns if you feel comfortable; otherwise you must report the situation to the Compliance Program.



presentations, spreadsheets, time cards, attendance records, legal agreements, inventory records, invoices, purchase orders, quality control tests, travel and expense reports, inspection records, transportation logs, accident reports and business plans.

WE PROHIBIT MONEY LAUNDERING

We do not allow representatives of our customers or other business partners to use our company or our services as a front for money laundering. Money laundering is the process of disguising the origin and ownership of illegally obtained money, making it appear that the money has a legitimate source. If you become aware of any real or suspected money laundering activities, you should immediately report the situation.

MONEY LAUNDERING RED FLAGS

- Payments made in currencies other than the ones specified in the invoice
- False or misleading information provided by a customer regarding the source of funds
- Attempts to pay using cash or cash equivalents
- An apparent lack of customer knowledge regarding their industry

WE TAKE STEPS TO PREVENT FRAUD

UniGroup is committed to conducting business honestly and ethically. In order to do so, we adopt procedures to detect and prevent fraud. The cornerstone in preventing fraud is the creation of an environment that fosters morality, integrity and business conduct. UniGroup's Code of Conduct reflects our commitment to creating such an environment and our obligations to conduct business in an ethical manner.

Fraud Definition:

Fraud can include any act that involves deceit, concealment, violation of trust, bribery, forgery, extortion, corruption, theft, conspiracy, embezzlement, misappropriation, false representation, or collusion. Fraud may be perpetrated by parties and organizations to obtain money, property, or services; to avoid payment or loss of services; or to secure personal or business advantage.



Some examples of fraud may involve:

- falsification or alteration of accounting records,
- misappropriation of assets or theft,
- suppression or omission of the effects of transactions from records or recording of transactions without substance,
- intentional misapplication of accounting policies or willful misrepresentation of transactions or of the entity's state of affairs,
- misapplying corporate or bank funds or
- manipulation of information system applications and data for personal advantage

More information is available in the UniGroup Finance Anti-Fraud Supplement to Code of Conduct.



Our Ongoing Responsibility

KEEPING CURRENT ON THE CODE, UNIGROUP POLICIES AND THE LAW

We seek to continually improve in the areas of compliance and ethics. It is important for each of us to keep current on the Code, and the laws and regulations that apply to our business. The Code of Conduct is a statement of our fundamental business standards, principles, policies and procedures. It seeks to help us understand the ethical behavior expected of us, but is not intended to, and does not create any rights for any person or entity another than UniGroup.

ANNUAL CERTIFICATION

To support our commitment to integrity, every UniGroup Director and employee will be asked to certify, at least once a year, they have read the Code and agree to abide by its principles.

WHERE TO LEARN MORE

Compliance resources are frequently made available through our communication channels. A number of courses specific to the topics covered by the Code are available to UniGroup employees and certain Network Members through our learning platform. If you still have questions or cannot find the answer you are looking for, members of the Law department are always available to discuss any of the subjects covered in the Code.

UniGroup.com



UNITED VAN LINES | MAYFLOWER | UNIGROUP LOGISTICS | UNIGROUP WORLDWIDE MOVING | TRANS ADVANTAGE | ALLEGiant MOVE MANAGEMENT

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