

TOTAL QUALITY LOGISTICS, LLC

GLOBAL SUPPLIER CODE OF CONDUCT

At Total Quality Logistics, LLC (together with its subsidiaries, including without limitation, TQL Global, LLC, “TQL”) we strive to conduct ourselves according to the highest standards of ethical conduct and integrity. Throughout our operations, we seek to avoid even the appearance of impropriety in the actions of our employees, and we expect all of our Global Suppliers to adhere to the same ethical standards.

This Global Supplier Code of Conduct (this “Code”) describes what TQL considers to be appropriate business conduct and the conduct and behavior that TQL expects from its Global Suppliers. TQL not only expects our Global Suppliers to adhere to the principles embodied in this Code but also expects our Global Suppliers to use reasonable efforts to ensure that their own suppliers will comply with these principles. TQL does not condone illegal or unethical behavior by any of our Global Suppliers (or their suppliers).

For purposes of this Code, “Global Supplier” means all suppliers (including, but not limited to, subcontractors, consultants, agents, representatives, vendors, service providers, and business partners) that provide services to, or on behalf of, TQL relating to the delivery of services outside of the United States to TQL’s customers.

BUSINESS INTEGRITY

Global Suppliers shall be committed to high standards of legal and business conduct, shall conduct their business in an ethical manner, and shall act with integrity.

COMPLIANCE WITH APPLICABLE LAWS

Global Suppliers shall conduct their business activities in full compliance with all laws and regulations applicable to their business and operations.

ANTI-CORRUPTION AND ANTI-BRIBERY

Global Suppliers shall comply with all applicable laws, including but not limited to, anti-corruption and anti-bribery laws, regulations, and standards. Without limiting the foregoing, TQL expects all Global Suppliers to comply with the standards set forth in TQL’s Anti-Corruption and Anti-Bribery Policy, as may be modified from time to time (whether or not the Global Supplier would constitute a “**Third Party**”), including that Global Suppliers shall not (either directly or indirectly) make, promise, authorize, or offer anything of a value to a Non-U.S. Government Official on behalf of TQL to secure an improper advantage, obtain or retain business, or direct business to any other person or entity. “**Non-U.S. Government Officials**” are defined in TQL’s Anti-Corruption and Anti-Bribery Policy which is available at www.tql.com/Anti-Corruption_Policy or will be emailed to Global Suppliers upon requests sent to Compliance@tql.com.

INTERNATIONAL TRADE REGULATIONS

Global Suppliers shall comply with all applicable trade, export, and import laws and regulations including sanctions and embargoes that apply to their activities. Without limiting the foregoing, TQL expects all Global Suppliers to comply with the “Standards of Conduct” set forth in TQL’s Export and Trade Compliance Policy (as may be modified from time to time), as applicable to the services provided by the Global Suppliers. The current version of TQL’s Export and Trade Compliance Policy is accessible on TQL’s website at www.tql.com/Export_and_Trade_Compliance_Policy or will be emailed to Global Suppliers upon requests sent to Compliance@tql.com.

ACCURATE BUSINESS RECORDS

Global Suppliers shall maintain accurate and timely financial and accounting records of all transactions related to their business with TQL and shall retain such records as required by applicable law.

CONFLICTS OF INTEREST

Global Suppliers shall avoid any conflict of interest or appearance of conflict of interest in all their dealings. Global Suppliers must disclose any situation that may appear as a conflict of interest, including economic ties or personal relationships including, familial, romantic, or close personal friendship held between their employees, TQL employees, or elected officials in jurisdictions in which we operate.

DISCLOSURE OF CONFIDENTIAL INFORMATION

Global Suppliers with access to confidential information of TQL or its customers shall safeguard and make only appropriate use of confidential information. Global Suppliers shall not disclose such information to any person without TQL’s prior written consent. This obligation continues even after any business relationship with TQL ends.

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HEALTH AND SAFETY

Global Suppliers shall comply with occupational health and safety laws and regulations and provide a work environment that is safe and conducive to good health in order to preserve the health of employees and prevent accidents, injuries and work-related illness.

LABOR AND HUMAN RIGHTS

Global Suppliers shall comply with all applicable laws regarding the use of child labor, forced labor, wages, working hours and conditions, and non-discrimination. Global Suppliers shall ensure that all of their employees are properly documented and legally qualified to work in the location where they are working in accordance with applicable immigration and related laws. Global Suppliers must respect their employees by ensuring them, within the context of the Global Supplier's business operations, a right to life, personal liberty, and personal security. Global Suppliers must comply with all applicable laws and regulations, including treaties, and international standards on human rights of workers.

ENVIRONMENTAL STEWARDSHIP

Global Suppliers shall comply with all applicable environmental laws, regulations and standards.

COMPLIANCE WITH CODE

Global Suppliers may be required from time to time to acknowledge in writing that they understand and will comply with this Code. TQL shall have the right to check any Global Supplier's compliance with this Code through internal or external assessment mechanisms such as, but not limited to, questionnaires, certifications, independent assessments, surveys, and audits. Global Supplier shall extend full cooperation to TQL in such event, provided that any such audit shall not unduly interfere with or disrupt the Global Supplier's business or operations. TQL reserves the right to terminate any agreement or business relationship in which a Global Supplier does not comply with this Code.

QUESTIONS OR CONCERNS

To report any concerns about unethical or questionable practices, or in the event of any questions regarding this Code, Global Suppliers may contact their regular TQL business contact or TQL's Legal Department at Compliance@tql.com. In addition, reports of unethical or questionable practices may be made using the TQL Ethics Line at 800-580-3101 ext. 56240, which allows anonymous reporting as permitted by applicable law.