



**C.H. ROBINSON**

Code of Ethics

# Code of Ethics

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# Code of Ethics

## Introduction

The C.H. Robinson Worldwide, Inc. Code of Ethics ("Code") requires every employee to comply with high standards of business conduct and the law.

Our Code reflects our company culture and our abiding commitment to do what is right. The Code is also necessary to effectively manage our business. All employees and directors, officers and board members of C.H. Robinson and its subsidiaries are required to know and follow the Code, as well as all applicable laws and regulations. If a situation arises where there may be a conflict between the Code and the laws of the country in which you are located or doing business, you should consult with the Legal Department. We are committed to doing business ethically and within the law where we are conducting business.

Nothing contained in this Code, or other communications relating to this Code, creates or implies an employment contract or term of employment. C.H. Robinson continuously reviews its policies, and this Code is therefore subject to modification.

Throughout this Code, the terms "C.H. Robinson" and "Company" refer interchangeably to C.H. Robinson Worldwide, Inc. or any company, division, market unit or business unit, subsidiary, or majority-owned venture of C.H. Robinson Worldwide, Inc. The Code applies to every C.H. Robinson employee and director in any company, division, subsidiary, market unit or business unit, including joint ventures where C.H. Robinson maintains management control.

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## Policies

### Protection of Information Assets, Personal Data, and Company Property

It is C.H. Robinson's policy to ensure that all information assets and third-party confidential information are protected. Information assets are (a) confidential and/or secret business information, such as non-public financial data, such as estimates of financial performance; business know-how and other sensitive business information, such as marketing strategies, product launches, and pricing policies; plans for the acquisition or disposition of corporate assets; information about customers; the Company's attorney-client communications or other internal business-related confidential communications; (b) and any other formulas, devices, systems or other compilations of information, whether in a verbal, printed, written, or electronically recorded or transmitted format and intellectual property, which includes all copyrights, patents, trademarks; and (c) trade secret information owned by the Company, which include information regarding the development of systems, business processes, products, know-how and technology. All employees, because they are information users, custodians, or stewards, must protect all information assets from misuse, theft, fraud, loss, and unauthorized use, disclosure, or disposal. The following are some additional examples of information assets.

#### Confidential Information

- + Business, financial, marketing and service plans associated with products and services
- + Pricing strategies
- + Designs and software service and know-how process
- + Business and product plans with outside vendors
- + Customer and/or Provider lists
- + Internal databases
- + Information obtained from the Company's confidential personnel files for purposes of performing one's job responsibilities
- + Personally Identifiable Information

#### Secret Information

- + Pre-filed Securities and Exchange Commission filing information
- + Information related to the acquisition or disposition by the Company of companies or business units
- + Current or pending litigation
- + Person Health Information
- + Trade secrets and technology

As a C.H. Robinson employee, you will have access to certain information assets and third-party confidential information. It is important for you to know that you must not use or disclose information assets and third-party confidential information except when you are specifically authorized to do so.

You may not use information assets or third-party confidential information for any personal gain or advantage. This includes sharing such information with individuals outside C.H. Robinson for their personal use as well as sharing with fellow employees whose duties do not require that they have that information. This restriction applies even if you developed or aided in the development of an information asset yourself.

To the extent possible, make sure all information assets are clearly marked "C.H. Robinson Confidential and Proprietary Information" or "C.H. Robinson Secret Information" and do not leave any information assets in places where persons without authorization have access to it. If you carry any information assets with you when you travel, keep it with you in a closed and locked

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container. When you speak with others about C.H. Robinson business, be cautious about what you say. Do not:

- + Discuss with anyone outside the Company any products, prices, earnings, business volumes, or capital requirements that have not been made public by the Company;
- + Talk about confidential product performance data, marketing or service strategies, business plans, or other information which is confidential, or secret unless authorized by the Company; or
- + Discuss information assets even with authorized persons within the Company if you are in the general presence of others, for instance, at a trade show reception or in an airplane.

If you even suspect that information is Confidential or Secret information as described above, do not disclose it to anyone, including family members or friends.

No employee shall disclose any confidential information belonging to a third party without first obtaining the express written permission of such third party. Except when provided third party confidential and/or proprietary information for legitimate business purposes, any employee who comes into possession of third party confidential proprietary information should immediately refer that information to the Legal Department.

If you have or are aware of confidential and/or proprietary information of a third party, you have a legal and ethical obligation not to use such confidential and/or proprietary information for any purpose other than the purpose for which it was disclosed to the Company, and not to make any further disclosures of such confidential and/or proprietary information to any employee who does not have the need to know such information or to anyone else.

The use or release of business information through speeches, interviews, statements to the press, or other means of communication requires prior approval of the Legal Department and a Vice President, President, and/or Chief level employee.

If you have the business need to disclose certain information assets with a third party (including an existing or prospective customer, carrier or service provider), you must ensure such disclosure is protected through the use of a Non-Disclosure Agreement (“NDA”). An NDA places protections, obligations, restrictions, and limitations on the use of Company information assets by third parties when disclosed to third parties. No information asset may be disclosed to a third party without the use of an NDA. Not all information assets may be disclosed to a third party, even under an NDA. Contact the Legal Department for assistance in determining whether a particular information asset may be disclosed to a third party and to establish an appropriate NDA.

Even when you retire or leave the Company for any other reason, you are bound by the same obligations to protect C.H. Robinson information assets and confidential third-party information. After you leave, C.H. Robinson also continues to own any information asset that you developed or assisted in developing while a C.H. Robinson employee. If you have or are aware of confidential or proprietary information from a former employer, you may be legally or ethically bound by a nondisclosure obligation to your former employer. C.H. Robinson expects and requires you to fulfill this obligation. You should refrain from giving your fellow employees or from using in C.H. Robinson's business any confidential or proprietary information belonging to any of your former employers.

## Personal Data

Personal Data means any information that relates to an identified or identifiable natural or legal person, including but not limited to names, addresses, telephone numbers, email addresses and other personal identifiable information. Except as is required to accomplish your regular day to

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day business efforts or as specifically allowed by C.H. Robinson's data protection and/or privacy related policies, Personal Data should not be disclosed to third parties. If you become aware of disclosures of Personal Data not allowed by C.H. Robinson's data protections and/or privacy related policies or this Code, please report such disclosures to the Legal Department through the use of [privacy@chrobinson.com](mailto:privacy@chrobinson.com) and/or through the use of an anonymous email at the Report an Incident link on Worknet here. Please read more here.

## Company Property

It is the policy of C.H. Robinson to properly use all company property, which means all property owned by C.H. Robinson, including Company funds, personal property, real property, intellectual property, software, trade secrets, technology databases, and proprietary information. All C.H. Robinson employees are responsible for the proper use of company property, and must safeguard this property against loss, damage, misuse, or theft. No employee may use company property for any use other than company business without Company approval.

You are personally responsible for all Company funds over which you exercise control. You must take all reasonable steps to assure that C.H. Robinson receives good value for company funds spent and must maintain accurate records of these expenditures. You must not use company funds for any personal use.

C.H. Robinson has obtained licenses for computer software from outside vendors. This software and any related documentation may not be reproduced unless the software developer has given authorization. Software and documentation that C.H. Robinson has developed or enhanced also may not be reproduced for any use that has not been authorized.

You may use Company owned or licensed software only if that use is job related. You may not use it for any personal use, even if you helped develop or enhance the software.

You may not use (or allow others to use) C.H. Robinson owned or leased equipment for any personal use or any use other than for company business without company approval.

## Conflict of Interest Policy

An employee must not engage in activities where his or her personal interests conflict or have the appearance of conflicting with the interests of C.H. Robinson. Whether a conflict exists is to be decided by the Chief Legal Officer. Personal interest means any interest, whether financial or otherwise, that would, or would appear to, influence a judgment or decision in favor of another party dealing with C.H. Robinson.

No employee or any member of their family shall solicit or accept from an actual or prospective customer or supplier any compensation, advance, or loans (except from established financial institutions on the same basis as available to other customers), or gifts, entertainment, or other favors which are of more than minimal or nominal value generally around \$50 or which the employee would not normally be in a position to reciprocate under standard Company expense account procedures. This does not include normal business entertainment items such as meals and beverages, or contributions or donations to recognized charitable and nonprofit organizations. Family members include, but are not limited to, your spouse, parent, children and their spouses, brother or sister, in-law, aunt, uncle, niece, nephew, grandparent, grandchild and other members of your household. Also included are romantic relationships and "step" or "half" family relationships.

The Company understands that special circumstances may require employees to participate in events hosted by a supplier for educational or informational purposes. This Policy does not prohibit participation in such events.

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Employees must not:

- + be employed outside the Company or serve as an officer, director or consultant or have an economic interest that could, or might reasonably be thought to, influence judgment or action in any business that competes with, provides services or seeks to provide services to the Company; (An investment representing less than 2% of a class of outstanding securities of a publicly held corporation is not a conflict of interest.)
- + act in a manner that would affect their objectivity in carrying out their Company responsibilities;
- + engage in outside employment that would conflict with Company business hours, or the performance of Company assignments. Employees must not use Company time, materials, information, or other assets in connection with outside employment or other personal business interests prohibited by this Policy.

No employee may directly or indirectly benefit, or seek to benefit, from their position as an employee from any sale, purchase, or other activity of the Company.

No employee who deals with individuals or organizations doing, or seeking to do, business with the Company or who makes recommendations with respect to such dealings may have any other direct or indirect personal interest in any business transaction with the Company.

Employees will not do business on behalf of the Company with a close personal friend or relative; however, recognizing that such transactions sometimes occur, they must be reported to a supervisor.

Company employees are encouraged to participate in public service and charitable activities so long as they do not create actual or potential conflicts with the employee's duties to the Company. Prior to accepting an appointment in public service, serving on the board of a charitable institution or running for political office, an employee must obtain approval from a supervisor and the Legal Department. C.H. Robinson supports its employees' participation as directors of for-profit corporations, provided such participation does not create a conflict of interest or implicate other Securities and Exchange Commission (SEC) concerns. Service on for-profit boards must be approved by the Chief Legal Officer and CEO.

## **Employment of Friends and Relatives**

C.H. Robinson welcomes friends and family members to be considered for employment under the usual hiring policies. However, to prevent situations of actual or perceived favoritism or conflict of interest, family members and employees in a romantic relationship may not have working relationships in the same business unit that:

- + Create a direct or indirect supervisor/subordinate relationship;
- + Have the potential to create an adverse impact on individual or team work performance;
- + Control or influence the terms and conditions of employment.

This applies to all regular employees.

If family members might work together due to a transfer or promotion, the Company will attempt to transfer the employee to another available position for which the employee is qualified.

Employees who become immediate family members or establish a romantic relationship may continue employment in their current position as long as it does not involve one of the conditions above. Should one of the conditions occur the Company will attempt to transfer one of the employees to an available position for which the employee is qualified. If a transfer is not feasible, the employees will be permitted to determine which of them will resign. If the employees cannot make a decision, C.H. Robinson will decide who will remain employed.

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## Loans

C.H. Robinson understands that at times an employee will have an emergency need for funds. When this occurs, please contact Human Resources to discuss your needs and the best source for funds. For example, if you are part of our retirement plan, you may be able to borrow funds from it or qualify for a hardship distribution. C.H. Robinson prohibits loans or advancement of pay directly from the Company to employees or their families.

## Records Management and Retention Policy

This Records Management and Retention Policy (“Policy”) has been developed to provide the employees of C.H. Robinson with a comprehensive set of guidelines for the management, handling and disposition of Company documents and information. These guidelines have been established to assure the Company’s compliance with all applicable state and federal laws and regulations, and to accommodate the company’s need for access to its important business documents and records for a reasonable period of time. This Policy is also intended to ensure that the Company’s retention and storage of documents is conducted in an efficient and cost effective manner.

### Record Retention and Management

C.H. Robinson’s Legal Department has the authority to establish, maintain, and implement a comprehensive Records Retention Schedule, including updates and modifications thereto. It also has the authority to approve uniform practices, procedures, and guidelines for the management, maintenance, and destruction of documents. Adherence to the Records Retention Schedule is intended to assure that the following objectives are met:

- + All records necessary for business reasons will be retained for a period of time that will reasonably assure their availability when needed;
- + All records required to be developed and retained to document or support the company’s compliance with applicable federal, state, and local laws and regulations will be developed and retained for the required periods;
- + All records not necessary for legal or business purposes will be destroyed to reduce the high cost of space, equipment, and personnel necessary to store, organize, and handle the vast number of records when retention is no longer required;
- + Privacy and security of records will be protected;
- + Destruction of records will take place in compliance with standard procedures, in order to avoid any inference that any record was destroyed in anticipation of a specific problem; and
- + All destruction procedures will be suspended when a record or group of records are placed on legal hold, which is described below.

A current version of C.H. Robinson’s Records Retention Schedule is available on the Legal Department’s WorkNet portal.

The Records Retention Schedule controls the maintenance, storage and destruction of all Company records. As a general rule, a record is any compilation of information, regardless of its physical characteristics, which was created or received by C.H. Robinson and which should be preserved because of its business or evidentiary value. The majority of the records covered by the Records Retention Schedule are paper documents (or electronic images of paper documents) which have been created or received by C.H. Robinson. However, records may also be in the form of computer tapes and discs, microfilm, video and other electronic mediums. The Records Retention Schedule applies to all records maintained by C.H. Robinson regardless of the format in which they are maintained.

### Legal Hold on Records

From time to time C.H. Robinson may be required to place a “legal hold” on a class or group of records as the result of actual or threatened legal, individual or administrative action. A “legal



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hold” suspends all destruction procedures to preserve appropriate records under special circumstances. The C.H. Robinson Legal Department is responsible for determining when a “legal hold” is required and the scope of records to which it applies. You will be notified if a “legal hold” is placed on records for which you are responsible. You are then required to locate, index and protect the records affected by a “legal hold.” Any record affected by a “legal hold” must not be destroyed under any circumstances. If you are unsure whether a particular record is affected by a specific “legal hold,” you must protect and preserve that record until you have requested and received clarification from the Legal Department.

A “legal hold” remains effective until it is officially released in writing by the C.H. Robinson Legal Department. After you receive written notice that a “legal hold” has been lifted, you may return all affected records to their normal handling procedures and retention schedule.

## Receipt of Legal Documents by C.H. Robinson Employees

An employee served at home, on the job, or in the mail with legal documents relating to a C.H. Robinson activity must immediately contact the individuals below.

Summons and Complaints	General Subpoena
Sara Ann Buesgens (952) 906-7056	Sara Ann Buesgens (952) 906-7056
Security Issues	Regulatory Agency Subpoenas
Ben Campbell (952) 937-7829	Ben Campbell +1 (952) 937-7829
Writs of Garnishments/IRS Levies	Affirmative Action Documents/EEOC Complaints
Carrier Resolutions 952-937-7780	Angie Freeman +1 (952) 937-7847
Payroll Department (952) 683-6949	Chris Feickert +1 (952) 683-6733
Secretary of State (Corporate)	Other Issues
Jane Rief (952) 906-7011	Ben Campbell +1 (952) 937-7829

## Electronic Data and Communications Policy

C.H. Robinson has provided electronic systems and services, including Internet, e-mail, voicemail, instant messaging, mobile phone access and stored messaging systems, and other electronic systems and forms of communications (“Electronic Systems”) as tools for conducting Company business. Access to the Company’s Electronic Systems is a privilege that is approved by management and granted based on job responsibility. Use of these tools requires responsible and ethical use. By using the Electronic Systems provided by the Company, you are agreeing that you accept the terms of this policy. All employees must take care to ensure that accessing the Internet and other use of the Company’s Electronic Systems does not violate this policy or any other Company policy.

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Only employees and others expressly authorized by the Company may use the Company's Electronic Systems.

Nothing herein is intended to prohibit an employee's rights under any and all applicable laws. In addition, the Company will not construe or apply this Policy in a manner that prevents employees from communicating with each other about the terms and conditions of their employment.

## **Company Property - No Expectation of Privacy (as permitted by local law)**

All Electronic Systems provided by the Company, all material or data created or stored on such systems, the e-mail addresses assigned to employees, and all communications through or using these systems are the property of and belong to the Company. Consistent with local laws, the Company and other persons it may authorize (including governmental or law enforcement authorities) have the right to access, monitor, use or disclose any data or files created or stored on its Electronic Systems, information regarding the use of these systems (including Internet sites accessed) and all messages created, sent, stored or retrieved. Unless applicable local law provides otherwise, you should have no expectation that any of this information, data, or communications is private or confidential. As permitted by local law, the Company may, and routinely does, access, retrieve, and delete employees' internet, e-mail, voice mail, instant message and other communication tool usage, including file attachments and Internet sites visited or attempted to visit. You should have no expectation that any matter stored in, created, received, or sent over the Company's Electronic Systems is private or confidential. Use of passwords does not in any way diminish the Company's rights to access materials on its Electronic Systems, or create any privacy rights of employees in the messages and files on such Electronic Systems. Every C.H. Robinson employee is responsible for using the Electronic Systems in accordance with this policy and all other Company policies. As additional forms of electronic and other communications become available, the Company will continue to monitor those forms as well, as permitted by local law.

## **Acceptable Uses of the Internet and other Electronic Systems**

C.H. Robinson provides its employees with e-mail, Internet, instant messaging, and other electronic systems for business purposes. Employees accessing these services are representing C.H. Robinson and must only use these tools in an ethical and lawful manner. Usage and communications should be for business reasons, including:

- + To communicate with employees, vendors, or clients regarding matters within an employee's assigned duties;
- + To acquire information related to, or designed to facilitate the performance of regular assigned duties; and
- + To facilitate performance of any task or project in a manner approved by an employee's supervisor.

All traffic to and from the Internet must travel through the approved Company gateway in order to assure maximum security, virus protection, monitoring, and systems management capabilities.

## **Social Networking and Blogging**

Online social networking, blogging or any other form of online publishing or discussion activities are subject to all of the Company's policies and procedures. You are personally responsible for what you write.

- + Write in the first person and use your personal email address when your social media activity relates to the Company unless you have received prior authorization to speak on the Company's behalf. You should not represent or suggest in any social media activity that you are authorized to speak for the Company, or that the Company has reviewed or approved your content. If that will not be obvious from the content or context of your post, you should specifically state: "*The views expressed on this website/weblog are mine alone and do not necessarily reflect the views of my employer. I am not authorized to make statements on behalf of C.H. Robinson.*"

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- + Remember that as soon as you identify yourself as being part of C.H. Robinson, you are in some way representing the business. Include your name and role with C.H. Robinson when discussing C.H. Robinson related matters or topics in the industry.
- + Do not disclose any information that is confidential or proprietary to the company or to any third party that has disclosed information to us. Consult the company's confidentiality policy for guidance about what constitutes confidential information. Do not use company trademarks, logos, or reproduce company material on your site.
- + Be respectful to the company, our employees, our customers, our partners and affiliates, and others (including our competitors). Do not post any material that is obscene, defamatory, profane, libelous, threatening, harassing, abusive, or hateful to another person or any other person or entity. This includes, but is not limited to, comments regarding C.H. Robinson, and C.H. Robinson employees, suppliers and competitors. In addition, you should not make knowingly or recklessly false statements about the Company's products or services, or the products or services of its customers, vendors or competitors. You also should not post content, images or video of yourself that identifies you as a Company employee and depicts you engaging in illegal conduct, such as acts of violence or the illegal use of drugs, or in conduct that violates any Company policy.
- + Finally, be aware that the company may request that you confine your website or weblog commentary to topics unrelated to the company (or, in rare cases, that you temporarily suspend your website or weblog activity altogether) if it believes this is necessary or advisable to ensure compliance with securities regulations or other laws.

## **Unacceptable Use of the Internet and Electronic Systems**

Employees may not attempt to gain access to information or data, including computer files or e-mails, of other employees to which they have not been given authorized access by the Company. Likewise, any attempt to masquerade as another person, alter messages, or otherwise attempt to send a communication or create a document to make it appear as if it were created or sent by someone else is prohibited.

The Company's Electronic Systems may not be used to create, view, print, transmit or download material that is defamatory, sexually-related, sexually-explicit, racist or similarly offensive, including but not limited to slurs, pictures, cartoons, epithets or anything that may be construed as harassment or discrimination based on race, color, religion, sex (including pregnancy), sexual orientation, gender identity, marital status, age, national origin, disability, military service or status, or any other protected category.

The Company's Electronic Systems may not be used for personal gain; solicitation of non-company business, or on behalf of any political cause, religious group, or membership organization; the transmission of destructive files or programs (e.g. viruses, malware or self-replicating code); or any illegal or unethical use. Unauthorized and illegal uses include: gambling, violation of copyright, trademark or other material protection laws, copying of software in a manner inconsistent with vendor's license agreements, providing confidential Company or customer information outside of the Company, sending Company information or e-mail to yourself at a personal e-mail address or to a third party for purposes other than as authorized for furthering the legitimate business goals of the Company, or using Internet based e-mail services such as Yahoo, Hotmail or AOL through the Company's Electronic Systems.

Internet access consumes resources of the Company's computer network, including cabling and server processing. Employees should minimize use of real-time Internet updates, audio and video streaming media (e.g. Internet radio or TV using "RealPlayer" or "Windows Media Player"), MP3 files, downloading of large files, mass e-mails, chain messages, and e-mails with attached graphics. Such usage can result in the loss of network efficiency for all employees and impede the system. Therefore, such use should remain minimal and business-related only.

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The use of executable files, programs or utilities shall be limited to the programs contained in the "Approved Software List" developed by the I.T. department. If additional software not contained in the Approved Software List is needed, such software must be evaluated, approved and licensed by the I.T. department prior to download and/or installation.

## **Think before you write**

E-mail and instant messages are a permanent form of communication. It should be noted that although a message or file is deleted or erased, it is still possible to recreate the message. Please think carefully before you send an e-mail or instant message, make sure you cannot be misunderstood, say what you mean and ask yourself if e-mail is the best way to communicate what you want to say.

## **Think before you open**

Employees shouldn't open electronic mail attachments unless they were expected from a known and trusted sender. Unexpected attachments should be verified by the sender through a secondary method of communication before opening them.

## **Remote Access Users**

Remote employee access to resources on the internal corporate network should be approved by management and based on job responsibility. Authorized users may only gain access to the Company network through the Company's remote authentication process, including providing a network user ID and password. Any additional remote access mechanisms are prohibited. All the provisions of this Electronic Data and Communications Policy apply fully to remote access use.

## **Mobile Devices**

Devices enabling mobile operations including but not limited to: laptops, Blackberries, personal digital assistants, smart phones, and USB storage devices (Flash/Thumb/U3 drives etc.) should be approved by management and are provided based on job responsibility. Personal use devices should never be connected to the network or its component systems. Any data stored on approved devices should be considered Company Confidential Information. Any lost or stolen devices should be reported immediately to the IT Service Desk at 1-952-937-6752.

## **Passwords**

The Company provides password security to employees to safeguard access to its systems and data. Each employee is responsible for protecting the confidentiality of passwords. Passwords should never be shared or stored in readable form in computers or written down and left in a place where unauthorized persons might discover them. Employees should never share passwords with other employees (including supervisors), or individuals external to C.H. Robinson. Authorized options exist via myQ and Outlook in the event there is a valid business reason for a C.H. Robinson employee to access another C.H. Robinson employee's email information. The Service Desk can assist in these instances.

## **Violations**

These guidelines are intended to provide employees with general examples of acceptable and unacceptable uses of C.H. Robinson's Electronic Systems. A violation of this policy may result in disciplinary action up to and including termination. You also will be responsible for violations of this policy by others, such as friends or family members, if you allowed or permitted their use of the Company's Electronic Systems.

## **Electronic Data and Communications Policy**

C.H. Robinson will provide, on request, additional information regarding the C.H. Robinson Information Security Policy. Requests can be made by contacting [privacy@chrobinson.com](mailto:privacy@chrobinson.com) with the subject line, "Information Security Policy Request."

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## Non-Discrimination and Anti-Harassment Policy

It is the policy of C.H. Robinson to give equal opportunity in employment, training, compensation, promotion and all other terms and conditions of employment to each individual without regard to race, color, religion, sex (including pregnancy), sexual orientation, gender identity, marital status, age, national origin, disability, military service or status, or any other protected category. We provide reasonable accommodation to applicants and employees with disabilities to enable them to be considered for and perform available positions for which they are qualified.

It is a violation of this policy for any employee to cause or allow any form of discrimination to occur.

### Anti-Harassment Policy

Harassment is a form of discrimination and is strictly prohibited. Harassment can occur based on any protected category, such as race, national origin, religion, age, gender (including pregnancy), sexual orientation, etc. Harassment based on sex can present unique issues, including the possibility of unwelcome sexual advances. It is a violation of C.H. Robinson policy for any person to suggest, threaten or insinuate, either explicitly or implicitly, that any employee's submission to, or rejection of, sexual advances will in any way, either positively or negatively, affect their working conditions.

Supervisors are also responsible to ensure that no activities are allowed to take place at work or at Company-sponsored events that create a harassing, intimidating, hostile, or offensive work environment based on sex or any other protected category.

Sexual Harassment is defined as:

Unwelcome sexual advances, requests for sexual favors and other verbal or physical contact of a sexual nature constitutes sexual harassment when:

- + submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment;
- + submission or rejection of such conduct by an individual is used as a basis for employment decisions affecting such individual; or
- + such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive working environment.

No employee, whether in a management position or otherwise, shall engage in any unwelcome physical contact or touching of another employee. Sexual contact or touching is strictly prohibited.

Words and actions also can be harassment just like demands for sexual favors or unwelcome physical contact. For example, employees must not:

- + make harassing or threatening comments or gestures based on gender or any other protected category;
- + make unwelcome sexual insinuations or innuendoes;
- + make unwelcome suggestions or invitations to social engagements;
- + use sexually oriented or degrading words to describe an employee;
- + use offensive or demeaning terms or actions which have a sexual or other improper connotation;
- + make other verbal remarks or comments or engage in other activities that unreasonably interfere with an individual's work performance, or that create an intimidating, hostile, or offensive working environment based on sex or other protected category; or
- + make inappropriate remarks about an employee's physical appearance or anatomy, suggestions about an employee's personal or sexual habits, or threats of a sexual nature.

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Any type of conduct which unreasonably interferes with an employee's work performance or which creates a hostile or intimidating working environment based on gender or any other protected category is prohibited.

Display or dissemination of materials (such as cartoons, articles, pictures, etc.), which have a sexual, racial, or other protected nature that is not necessary for work may constitute harassment.

C.H. Robinson also will not tolerate harassment of or by non-employees, such as customers, dealers, contractors, visitors, or others.

## **Disciplinary Action for Violation**

C.H. Robinson will not tolerate discrimination or harassment based on gender or any other protected category within the work environment or at Company-sponsored events. If C.H. Robinson concludes that such discrimination or harassment has occurred, appropriate disciplinary actions will be taken, up to and including termination of anyone involved in discrimination or harassment and those condoning or permitting such discrimination or harassment.

## **Obligation to Report**

C.H. Robinson requires each employee to help keep the Company free from discrimination or harassment. Any employee aware of possible violations of these policies is required to report the situation so that the situation can be investigated and appropriately addressed. If you have a violation to report, or if you feel that you have been subjected to harassment or discrimination in any form, you should contact your supervisor, the branch or departmental manager, Human Resources, the Legal Department at +1 (952) 937-7829, or [click here](#) to report violations anonymously. You may contact any or all of these resources, and the matter will be promptly and appropriately investigated and addressed. It is not sufficient to report a complaint of harassment or discrimination to any other person or department.

## **Managerial Responsibility**

Managers and supervisors have special responsibilities when it comes to discrimination, including any form of harassment.

Not only must managers and supervisors conduct themselves in a manner consistent with these policies, they are also responsible for establishing and maintaining a climate in the workplace free from discrimination or harassment, where all applicants and employees enjoy equal employment opportunity. Managers and supervisors must be alert for incidents of discrimination or harassment and take prompt corrective action in accordance with C.H. Robinson policy. Their success in their jobs depends in part on the successful implementation of these policies.

Managers and supervisors are encouraged to consult with Human Resources or the C.H. Robinson Legal Department with any questions or for assistance in investigating or addressing any possible violations of this Policy.

## **No Retaliation for Reporting Suspected Violations**

No retaliation of any kind will occur or be tolerated for reporting an incident of suspected discrimination or harassment.

*To the extent you have any further questions; you should contact your supervisor, Human Resources or the Legal Department.*

## **Compliance with Laws**

It is C.H. Robinson's policy to comply with the local, state, and federal constitutions of the countries in which we are conducting business and all applicable laws. Any Company employee should contact the Legal Department for any questions about compliance with laws or this policy.

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## Corporate and Worldwide Anti-Corruption Policy

It is the policy of C.H. Robinson that all employees of C.H. Robinson and its subsidiaries fully comply with the *U.S. Foreign Corrupt Practices Act* (“FCPA”) and similar worldwide anti-corruption statutes, as well as C.H. Robinson’s internal accounting controls. The FCPA prohibits U.S. companies from, directly or indirectly, making improper payments to a foreign government official, politician, or political party to obtain or retain business or gain an unfair advantage. The FCPA also requires that companies keep accurate records of transactions and transfers of assets, whether domestic or international.

As part of this worldwide anti-corruption program at C.H. Robinson the following personnel are required to undergo computer-based FCPA training that includes a test:

- + All C.H. Robinson employees outside of the US.
- + Within the US:
  - o All C.H. Robinson employees in Global Forwarding and Project Logistics offices ;
  - o All Sourcing employees;
  - o C.H. Robinson employees in certain offices along the U.S-Canadian and U.S.-Mexico Border;
  - o All Executives;
  - o All Finance Managers;
  - o All Expats; and
  - o All Internal Audit employees

Employees must recertify and retake this training every three (3) years except for employees in certain designated countries (15 CFR 740, Supplement No. 1 – Group E) where the training is required every year. The training covers the FCPA and other worldwide anticorruption statutes like the *U.K. Bribery Act of 2010*.

Specifically, the FCPA prohibits;

**“Making of an offer, promise to pay, payment or authorization of a payment of money, a gift, promise to give, or authorization of a gift of anything of value to a foreign governmental official, political party or party official, candidate for political office or any third party knowing the thing of value will go to any such person to influence an act or decision in an official capacity, or to induce a violation of a lawful duty, to secure an improper advantage, or to induce the person to influence a decision or act of a foreign government in order to obtain or retain business.”**

The FCPA anti-bribery provisions apply to corrupt payments made to any (1) foreign official; (2) any foreign political party or official thereof; or (3) any candidate for foreign political office. The definition of “foreign official” includes any officer or employee of a foreign government or any department, agency, or instrumentality thereof, or of a public international organization, or any person acting in an official capacity for or on behalf of any such government or department, agency, or instrumentality, or for or on behalf of any such public international organization. Foreign government officials include not only direct employees of a national, state, provincial or local government but also employees of state controlled enterprises.

The FCPA contains a narrow exception and permits facilitation or expediting payments made in furtherance of “routine governmental actions” (see below) related to nondiscretionary acts. C.H. Robinson discourages and advises against such payments and only in the rare situation will a facilitation payment be permissible (e.g., expedite the process for an import permit if required in the country of import). C.H. Robinson only allows a facilitation payment in the amount of \$50 or less per occurrence; any situation requiring a payment above this amount requires prior approval of the Legal Department. C.H. Robinson also requires that any person who makes such a payment must properly record and note it as such (“FCP”) in the system.

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A “*routine governmental action*” is one which is ordinarily and commonly performed by a foreign official but does not include any decision by a foreign official to award new business or to continue to do business with C.H. Robinson. According to the U.S. Department of Justice’s *Guide to the U.S. Foreign Corrupt Practices Act* (2012) routine governmental actions include:

- + Processing governmental papers, such as visas and work orders;
- + Providing police protection, mail pick-up and delivery or scheduling inspections associated with contract performance or transit of goods;
- + Providing phone service, power and water supply, loading and unloading of cargo, or protecting perishable goods from deterioration; or
- + Actions of a similar nature.

The FCPA prohibits a corrupt offer, payment, promise to pay, or authorization of the payment of any money, offer, gift or anything of value to a foreign official. The statute takes into consideration that improper benefits can take many forms such as gifts, meals or travel expenses. First, the FCPA allows a small gift or token to show gratitude or respect in business. Also, items of nominal value like reasonable meals, entertainment expenses or company promotional items are generally permissible under the FCPA. For example: it is permissible for C.H. Robinson to pay the reasonable and bona fide travel, food and lodging expenses for a foreign official provided that the payment is for expenses that relate directly to the promotion, demonstration, or explanation of C.H. Robinson products or services, or to the execution or performance of a contract with the foreign government or agency. However the offering or providing a gift or paying for a meal or travel expense must be lawful under the written laws and regulations of the host country; and it must be offered or given under circumstances in which this practice is widely accepted and customarily practiced. *Giving gifts, paying for meals, travel or entertainment made with a corrupt intent in return for official acts or to obtain or retain business are prohibited even if they are otherwise valid under the conditions stated above in this paragraph.* The FCPA does not contain a financial threshold as to what is a justifiable, accepted or reasonable gift, payment or expense. Therefore, under this Policy C.H. Robinson prohibits expenditures or payments made by employees to foreign officials for any gifts or for travel, meal and lodging expenses exceeding \$50 per occurrence per person. Any payment to exceed \$50 will require review and approval by the Legal Department. In no event shall any one foreign official receive more than \$500 in travel, lodging or gifts over the course of the same fiscal year.

Even if no payment or gift is made to a foreign official, payments made to third parties such as representatives or agents may constitute a violation of the FCPA if an employee is aware that there is a substantial certainty that the third party will engage in an improper action to influence a foreign official by passing on all or a portion of the payment. Under the FCPA a person “knows” in regards to certain conduct or circumstances if the person is (1) aware that he/she is engaging in such conduct, that such circumstance exists, or that such result is substantially certain to occur; or (2) has a firm belief that such circumstance exists or that such result is substantially certain to occur. Therefore, C.H. Robinson employees should be careful and look for certain potential “red flags” when dealing or using third parties such as:

- + The country in question is known for bribery;
- + The reputation of the local agent or representative;
- + Unusually large or small commissions;
- + Agent’s relations with government officials;
- + Third party consulting agreements that include only vaguely described services;
- + Requests for checks payable to “cash”;
- + Unusual bonuses;
- + Media reports;
- + Unusual rebates; or
- + Other suspicious conduct.



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The FCPA requires C.H. Robinson to maintain a system of internal accounting controls to ensure that assets are safeguarded, transactions conform to management's authorizations, and accounting records are complete and accurate. FCPA regulations forbid a person from falsifying accounting records and making misleading financial statements to auditors or the Securities and Exchange Commission. These accounting standards and record keeping requirements apply to all employees of C.H. Robinson and each of its subsidiaries.

C.H. Robinson employees will at all times strictly comply with the accounting standards of the FCPA and C.H. Robinson's internal accounting controls, including those requirements set out in the C.H. Robinson Accurate Books and Records Policy.

In furtherance of these standards, the following principles illustrate requirements that will govern your actions.

- (a) All financial and accounting records of C.H. Robinson shall be maintained so as to reflect accurately, openly, and completely the operations and transactions of C.H. Robinson.
- (b) No false, artificial, or misleading entries in the books and records shall be made.
- (c) No undisclosed or unrecorded funds or assets shall be established or maintained.
- (d) No payment shall be made with the intention or understanding that all or any part of it is to be used for any purpose other than that described in the documents supporting the payment.
- (e) Employees certifying the correctness of the records, including vouchers or bills, shall have reasonable knowledge that information is correct and proper.
- (f) Transactions shall be executed in accordance with management's general or specific authorization.
- (g) Transactions shall be recorded as necessary to permit preparation of financial statements in conformity with generally accepted accounting principles and the requirements of the U.S. Securities and Exchange Commission and to maintain accountability for assets.
- (h) Access to assets shall be permitted only in accordance with management's general or specific authorization.
- (i) The recorded accountability for assets shall be compared with the existing assets at reasonable intervals, and appropriate action is taken with respect to any difference.

The above requirements and principles are illustrative only. If you have any questions or concerns about the accounting standards and record keeping requirements, you should contact the Controller or Director, Internal Audit.

## Accurate Books and Records Policy

It is C.H. Robinson's policy to make and keep detailed, accurate and complete financial records for the time periods they are needed for business purposes and as required by law.

### Company Financial Records

Accurate and reliable corporate financial records shall be maintained at all times. All funds and other assets and all transactions for C.H. Robinson must be reflected in full detail and promptly recorded in the appropriate C.H. Robinson books. Accepted accounting principles must be used for all recording.

C.H. Robinson financial records must reflect an accurate and verifiable record of all transactions. Information that you record and submit to another party, whether that party is inside or outside C.H. Robinson, must be accurate, timely, and complete. You must not use any report or record to mislead those who receive them or to conceal anything that is improper.

Expense accounts are a particularly important financial record. Employees are entitled to reimbursement for reasonable business expenses only if the expenses are actually incurred. For example, to submit an expense account for meals not eaten, miles not driven, or airline tickets not used is dishonest reporting.

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For purposes of this policy, financial records include all information pertaining to financial transactions which are executed on C.H. Robinson's behalf, including the proper recording of all transactions, records received and kept in C.H. Robinson's files related to financial transactions and all information recorded in the accounting records and financial statements of C.H. Robinson.

Some examples are:

- + Time reports
- + Employee expense account records
- + Invoices received by C.H. Robinson
- + Invoices issued by C.H. Robinson
- + Recordings in the general ledger
- + Accounting journal entries
- + Contracts
- + E-mails relating to transactions

Transactions include all payments of money, transfers of property, and furnishing of services.

All records and information must truthfully and in reasonable detail reflect the substance of the transaction. There is no materiality standard. All transactions must be recorded correctly regardless of amount. Examples of violations include:

- + Records that fail to record improper transactions;
- + Records that are falsified to disguise aspects of improper transactions that were otherwise recorded correctly;
- + Records that correctly set forth the quantitative aspects of the transaction but fail to record the qualitative aspects that would have revealed their illegality or impropriety.

The Records Management and Retention Policy has been developed to provide all employees of C.H. Robinson with a comprehensive set of guidelines for the management, handling and disposition of company documents and information, including financial records.

## **Applicable Laws and Regulations**

U.S. law, including the U.S. Foreign Corrupt Practices Act ("FCPA"), requires that C.H. Robinson's financial records accurately reflect all transactions, including any payment of money, transfer of property or furnishing of services. These transactions must be recorded accurately regardless of whether the transactions are legal at the place where the transaction occurs.

The FCPA establishes the following requirements with regard to record-keeping and communications. All employees are responsible to comply with the following requirements:

- + C.H. Robinson's financial statements, accounting records and all transaction supporting documentation must accurately reflect all transactions.
- + All disbursements of funds and all receipts must be properly, accurately and promptly recorded.
- + All transactions must be recorded in reasonable detail to accurately and fairly reflect the substance of the transaction.
- + No undisclosed or unrecorded fund may be established for any purpose.
- + No false or artificial statements or entries may be made for any purpose in the records of C.H. Robinson or in any internal or external correspondence, memoranda, or communication of any type, including telephone or wire communications.
- + No employee shall intentionally allocate costs to contracts when those costs are contrary to contract provisions or accepted accounting practices.

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The FCPA also requires C.H. Robinson to devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that:

- + Transactions are executed and access to assets is permitted only in accordance with management authorization; and
- + Transactions are recorded in a way so as to permit financial statements to be prepared in accordance with GAAP.

## **No “Private” Business Records**

Concerning transactions entered on behalf of C.H. Robinson, there is no such thing as a “private” business record. Notes that you maintain for your individual use at home are subject to investigation and disclosure just as files maintained on Company property are. All Records pertaining to C.H. Robinson, including any you keep off of Company property, are subject to the requirements of this Policy.

## **Penalties**

Dishonest reporting, both inside and outside the Company, is not only strictly prohibited, it could lead to civil or even criminal liability for you and C.H. Robinson. This includes reporting information or organizing it in a way that is intended to mislead or misinform those who receive it. Particularly serious would be the external reporting of false or misleading financial information. This policy applies to all C.H. Robinson employees, regardless of whether they are U.S. citizens or not and regardless of whether the transaction at issue takes place within or outside the U.S.

## **Approval**

No transactions will be recorded in the accounts of the Company unless it is within the scope of written policies and procedures or is specifically and formally approved by designated individuals.

## **Auditing**

Compliance with this corporate policy will be tested and evaluated by the Company’s Internal Audit Department in connection with the ongoing internal audit process.

## **Compliance with U.S. Sanctions & Embargoes (Transactions in Sanctioned and Embargoed Countries) & the Prohibition on doing business with Restricted or Denied Persons/Entities**

### **a. Sanctioned & Embargo Policy**

C.H. Robinson prohibits business with any country the United State Government considers sanctioned or embargoed (unless authorized by the U.S. Government) and does not allow any transaction with a denied or restricted entity. Both the U.S. Treasury Department, Office of Foreign Assets Control (“OFAC”) and the U.S. Commerce Department, Bureau of Industry and Security (“BIS”) prohibit doing business in certain countries and forbid the exportation or reexportation of certain commodities as well. The countries OFAC presently maintains comprehensive sanctions against and that BIS labels as “terrorist supporting” (15 CFR 740, Supplement No. 1) are Cuba, Iran, Syria, Sudan and North Korea. Although U.S. foreign policy can change over time these countries presently pose the greatest risk to C.H. Robinson as a U.S. Company. The definition of “U.S. Persons” includes: U.S. citizens, U.S. permanent resident aliens, entities organized under U.S. law, foreign branches of U.S. companies that are not separately organized under local law, and any persons regardless of nationality physically within the U.S.

C.H. Robinson’s existing policy (*C.H. Robinson’s Sanction & Embargo Policy*) only permits certain items (medicine, medical product, food, humanitarian relief etc.) to be exported to certain countries above if one of three conditions are met: (1) the shipment is accompanied by a U.S. Government issued License; (2) the shipment is authorized pursuant to a U.S. Government issued authorization; (3) the shipment is first reviewed or approved by designated compliance

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experts and meets a statutorily defined exemption or exception. Absent one of these three C.H. Robinson does not allow any U.S. Office or overseas office/branch to ship any product to the countries or engage in any business there.

## **b. Corporate Screening Process**

Separate from its *Sanction & Embargo Policy* C.H. Robinson maintains a comprehensive screening process for all shipments (exports, imports, foreign to foreign etc.) in its global forwarding system. There are a total of thirteen (13) persons/entities in every transaction (e.g., shipper name and contact) that C.H. Robinson screens against various U.S. prohibited persons lists (e.g., OFAC Specially Designated National List) as well as certain foreign lists (e.g., Japanese Proliferator Concerns). C.H. Robinson centralizes its global screening process in certain corporate employees known more formally as the Corporate Screening Team. The Corporate Screening Team performs all screenings for all shipments and records each review in the global forwarding system for future auditing purposes. If any positive hit is recorded against a list the transaction is terminated and the branch user, branch manager and customer will be contacted and notified by C.H. Robinson's Corporate Screening Team.

If there are any questions regarding C.H. Robinson's business with sanctioned or embargoed countries or our corporate screening process please contact the Legal Department. The written *Sanction and Embargo Policy* can be found on WorkNet or you may contact the Legal Department for a copy.

## **Policy on Dealing with Government**

It is C.H. Robinson's policy to comply fully with all regulations and laws related to entering into a contract with the government and which governs contacts and dealings with government employees and officials.

Businesses engaged in contracting with the government are legally required to report certain information relating to contract negotiation, and specifically to cost and pricing. This information must be current, accurate, and verifiable. It must also be complete up to and including the date of the contract. During contract negotiation with the government, you should be prepared to forthrightly disclose the significance of all material information. All statements, correspondence, and other communications should be accurate and truthful.

Government employees, including government procurement officials, whether at the federal, state, or local government level, are subject to special laws and regulations governing their receipt of gifts and gratuities from organizations with which they do business. C.H. Robinson prohibits its employees from giving, offering to give, or receiving anything of value to or from any government employees or their families. Do not pay or offer to pay for meals, travel, or lodging for government employees. Government employees should be aware of the regulations, which govern their activity and should decline any offer of gifts or gratuities. If a government employee accepts or appears willing to accept such an offer, it does not mean that the offer is legal or appropriate. The law requires C.H. Robinson to report to the government when it has reasonable grounds to believe a violation of this nature exists.

Federal law governs the appearance of conflict in the employment, as an employee or contractor, of former government employees who go to work for government contractors. Before you hire or contract for the services of any former government employee, you should clear the hiring with the Legal Department.

Discussions with government employees regarding future employment with C.H. Robinson can provide the appearance of improper influence. You should never discuss the possibility of future employment with any government employee who is involved in the negotiation, execution, and/or administration of a government contract that C.H. Robinson is associated with or of any with any

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government employee who is involved in the regulation of any industry which C.H. Robinson conducts business in.

It is absolutely essential that the proper procedures are followed in recording costs and charging the government. It is particularly important to make sure that all costs are allocated to the proper account. It is never proper to charge other accounts. If it becomes necessary to transfer a charge, the transfer should be carefully documented and recorded. Incorrectly charging costs is a federal offense.

Federal and state law prohibits parties seeking government contracts from soliciting or obtaining from government employees any “proprietary or source selection” information (information about bids by competitors or information regarding the procurement process that would adversely affect the fairness of the process) regarding a government contract. This means you are prohibited both from attempting to obtain the information from the official, as well as receiving the information even when the government employee is willing to disclose it.

It is C.H. Robinson’s policy that all government requests for interviews or documents be referred to the Legal Department in order to facilitate a prompt and thorough response to the government. As an employee, you are entitled to have counsel present to advise and assist you in responding to governmental requests for information or documents. Therefore, any time you are approached by someone claiming to be a government investigator, you should contact the Legal Department before answering any questions or producing any documents. Employees who are participating in government interviews are responsible for giving answers that are truthful, complete, concise, accurate, and unambiguous.

It is C.H. Robinson’s policy to comply with all federal, state, local, and foreign laws regarding political contributions. When corporate political contributions are legal, contributions shall be made only from funds allocated for that purpose and only with the written approval of C.H. Robinson’s Chief Executive Officer.

All employees must avoid the appearance of involving C.H. Robinson in their personal political activities. If a planned contribution or activity could in any way be looked upon as involving Company funds, property, or services, you should consult the Legal Department. When you speak out on public issues make sure that you do so as an individual. You should not give the appearance that you are speaking or acting for C.H. Robinson.

## Anti Money-Laundering Policy

Money-laundering in any form is strictly prohibited by C.H. Robinson. Under no circumstances should any employee participate in or allow the commencement of any transaction at C.H. Robinson that involves any funds that the employee knows or suspects were illegally obtained. If an employee suspects that a proposed transaction or transfer involves illegally-obtained funds, they should decline to execute the transaction or transfer and report the situation to their supervisor or the Legal Department.

## Fair Competition Policy

It is C.H. Robinson’s policy to sell our products and services on their merits, not through the disparagement of our competitors, their products or services. False, misleading, or disparaging remarks about individuals or their organizations, products, or services are against company policy. It is C.H. Robinson’s policy not to interfere in the business relationships of our competitors.

No employee should make false, misleading, or disparaging comments about any competitor or their products or services. Just as we want to avoid competitors commenting unfairly about C.H. Robinson, we want to avoid commenting unfairly about them.

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When a customer (or prospective customer) tells C.H. Robinson that they have a contract for service with a competitor, C.H. Robinson employees then must do nothing to interfere with or cause a wrongful breach of that contract.

The following are rules on how to treat customers who are involved in contract negotiations with competitors.

- + Up until the moment a customer or prospective customer has reached a mutual agreement with a competitor, C.H. Robinson has a right to compete fairly and aggressively for that customer's business;
- + C.H. Robinson employees are not obligated to accept the statements of a competitor as to the status of negotiations with a customer or prospective customer, nor must we accept the statements of a competitor as to the existence of a contract;
- + C.H. Robinson employees have a right to communicate directly with a customer or prospective customer as to the status of negotiations or contracts between that party and competitors.

## Procurement Policy

C.H. Robinson purchases and leases billions of dollars worth of goods and services. The integrity of our business depends, in part, on proper procurement. Responsible procurement practices have a positive effect on shareholders, customers, regulators, and employees. It is C.H. Robinson's policy to make purchasing decisions based on merit, regardless of the supplier of the product or services.

C.H. Robinson prides itself on having an open-door policy with respect to potential suppliers. We will give fair and impartial consideration to every supplier and potential supplier.

No business with suppliers or other third parties should be affected by a personal conflict of interest, by favoritism, or by bias of any sort. The practice of reciprocity, purchasing goods or services from another business on condition that it purchases goods or services from C.H. Robinson is strictly prohibited. If a supplier suggests any form of reciprocity, you should immediately make it clear to the supplier that C.H. Robinson does not and will not deal on such terms.

Participating in group boycotts, which is an arrangement between C.H. Robinson and other purchasers that they will not buy from a particular supplier or suppliers, is prohibited. If you are approached by anyone proposing a group refusal to do business with a particular supplier, you should immediately reject the proposal and report the incident to the Legal Department. Restrictive Agreements and Exclusive Dealing Agreements are against C.H. Robinson policy. We discourage any supplier contract provision that restricts C.H. Robinson's freedom of choice in the selection of a product or service or in choosing to do business with another supplier.

All contract provisions (including those arrangements which involve Exclusive Dealing or other Restrictive Agreements with suppliers and customers) should be reviewed by the Legal Department before an agreement is reached.

## Advertising and Marketing Policy

It is against C.H. Robinson's policy to use any false or misleading advertising or unlawful sweepstakes or promotional give-a-ways in connection with the sale or marketing of products or services. It is appropriate to advertise C.H. Robinson's products aggressively using techniques such as price comparisons or sales or to develop lawful sweepstakes or promotions; however, these techniques should only be used if they are lawful and not false, deceptive or misleading.

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The advertising of products and services and the marketing of such products and services through the use of sweepstakes and/or promotional give-a-ways is subject to numerous laws and regulations. If you participate at all in advertisement, sweepstakes and/or promotional give-a-ways, you are encouraged to seek legal advice from the Legal Department if you have any concerns regarding the legality of any advertising of C.H. Robinson products or services.

It is C.H. Robinson's policy to avoid any price advertising that is false or deceptive. Price or value comparisons of products offered by C.H. Robinson with products offered by our competitors are generally permissible if genuine and truthful.

## Designated Spokesperson Policy

It is C.H. Robinson's policy to make clear, accurate, complete, timely, and consistent disclosure of material information (any information that a reasonable investor would consider important when deciding whether to buy, hold or sell stock) about the Company. It is furthermore C.H. Robinson's policy that disclosure of previously non-public information be made equally available to all segments of the market. This is true for all situations where information is conveyed, no matter how informally.

To achieve these goals more fully, C.H. Robinson has centralized disclosure by appointing designated spokespersons who are the only C.H. Robinson personnel authorized to provide broadly-disseminated information about C.H. Robinson outside the company. The designated spokespersons are the Chief Executive Officer, the Chief Financial Officer and the Director of Investor Relations and Public Affairs. All contact with the media and the investment community (e.g., press releases, answers to reporter's questions, etc.) must go through these spokespersons.

It is C.H. Robinson's policy to channel the disclosure of information about the company through specifically authorized and designated spokespersons. Officers or employees who receive requests for media interviews must contact the designated spokesperson. The spokesperson will determine whether the officer or employee may grant the interview, will make the appropriate arrangements, and will advise the officer or employee of the scope of the interview. The designated spokesperson may also choose to be present during the interview.

In addition, the designated spokesperson and the Legal Department must review and approve all company communications materials before they are distributed externally. This includes materials such as sales brochures, sales presentations that include new information that has not been previously approved, websites, advertisements, and newsletters. This review is to ensure that confidential, non-public information is not inadvertently disclosed, that all information is accurate, and to provide as much consistency as possible in our external communications.

There are a number of policies related to information disclosure that all C.H. Robinson's employees should understand. These policies include:

- + C.H. Robinson does not disclose proprietary information unless legally required to do so;
- + C.H. Robinson does not discuss possible future financial performance except in very general terms;
- + C.H. Robinson does not discuss pending rate activity, tariff filings, etc, until all appropriate parties have been notified;
- + C.H. Robinson does not disclose information about employees other than biographical information for certain key employees.

Only authorized employees are allowed to make postings to company-sponsored external websites. Online social networking, blogging or any other form of online publishing or discussion

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activities on websites that are not company-sponsored are individual communication exchanges, and are not corporate communications.

Only the company-designated spokespersons are authorized to broadly-disseminate information about C.H. Robinson outside the company. If you participate in activities of social networking, blogging, or any other form of online publishing or discussion, please refer to the section Social Networking and Blogging within the Electronic Data and Communications Policy.

## Compliance with Insider Trading

If you have knowledge of insider information and/or if you trade in C.H. Robinson securities or the securities of other companies trading on the U.S. stock exchange, you are subject to U.S. securities laws, as well as any other securities or insider trading laws that may apply to you locally.

The law prohibits a director, officer or employee of C.H. Robinson Worldwide, Inc. (the "Company"), who is aware of material nonpublic information relating to the Company, from directly or indirectly through family members or other persons or entities, (a) buying or selling securities of the Company (other than pursuant to a trading plan that complies with SEC Rule 10b5-1 as described below), or engaging in any other action to take personal advantage of that information, or (b) passing that information on to others outside the Company, including family, friends or affiliated entities.

In addition, the law prohibits all employees who learn of material nonpublic information about a company with which the Company does business, including a customer or supplier of the Company, from trading in that company's securities until the information becomes public or is no longer material.

It is the policy of the Company to comply fully with the laws on insider trading. Therefore, if you have obtained any material nonpublic information relating to the Company, or to another company with which C.H. Robinson has done or is doing business, you may not buy or sell securities of such company or engage in any other action to take advantage of, or pass on to others, that information.

In addition, the Company's policy is to prohibit certain financial insiders from trading during a closed period, and to require pre-clearance of all trades by executive officers. **All financial insiders of the Company may purchase or sell Company securities only during a quarterly trading window, which shall open on the third trading day after the release of quarterly earnings results to the public and shall remain open through the last day of the second month of the quarter. In addition, all financial insiders are subject to the preclearance requirement within this policy. Financial insiders include all directors, executive officers and other employees with access to financial reporting information who are identified on a quarterly basis.**

If a financial insider has established a pre-arranged trading program (a "10b5-1 Program") that (a) meets the requirements of Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, (b) was established at a time when the financial insider was not in possession of material nonpublic information, and (c) was approved in advance by the Company's Chief Legal Officer, then that person may sell or purchase Company securities while in possession of material nonpublic information or during other periods in which the Company has required or recommended the suspension of trading, so long as any sales or purchases are made pursuant to the 10b5-1 Program.

**Material Information.** Material information is any information that a reasonable investor would consider important in making a decision to trade in securities. Any information that could be expected to affect the Company's stock price, whether it is positive or negative, should be



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considered material. Common examples of information that may be regarded as material includes:

- + Information about a transaction that will significantly affect the financial condition of a company;
- + Projections of future earnings or losses;
- + News of a significant sale of assets or the disposition of a subsidiary;
- + Changes in dividend policies of a company or the declaration of a stock split or the offering of additional securities;
- + Certain changes in management;
- + Significant new products or discoveries;
- + Impending bankruptcy or financial liquidity problems;
- + The gain or loss of a substantial customer or supplier.

*When Information is "Public."* If you are aware of material nonpublic information, you may not trade until the information has been disclosed broadly to the marketplace (such as by press release or an SEC filing) and the investing public has had time to absorb the information fully. As a general rule, information should not be considered fully absorbed by the marketplace until after the second business day after the information is released. If, for example, the Company were to make an announcement on a Monday, you may not trade in the Company's securities until Thursday. If an announcement were made on a Friday, Wednesday generally would be the first eligible trading day.

*Transactions by Family Members or Other Entities.* The Insider Trading Policy also applies to your family members who reside with you, anyone else who lives in your household, and any family members who do not live in your household but whose transactions in Company securities are directed by you or are subject to your influence or control (such as parents or children who consult with you before they trade in Company securities). In addition, the Insider Trading Policy applies to entities (e.g., family trusts, foundations or similar entities) whose transactions in Company securities are directed by you or are subject to your influence or control. You are responsible for the transactions of these other persons or entities and therefore should make them aware of the need to confer with you before they trade in the Company's securities.

## Violations of Policy

**Failure to comply with the Company's Insider Trading Policy may subject an employee or director to Company-imposed sanctions, including termination of employment or removal from the Board for cause, whether or not the failure to comply results in a violation of law.**

## Event-Specific Blackout Periods

From time to time, an event may occur that is material to the Company and is known by only a few directors or officers. So long as the event remains material and nonpublic, Section 16 Insiders and such other persons as are designated by the Chief Legal Officer may not trade in the Company's securities. Any person made aware of the existence of an event-specific blackout should not disclose the existence of the blackout to any other person. The failure of the Chief Legal Officer to designate a person as being subject to an event-specific blackout will not relieve that person of the obligation not to trade while aware of material nonpublic information.

## Who to Call for Assistance

If you have questions about our Insider Trading Policy or its application to any proposed transaction, please contact Ben Campbell, by phone at (952) 937-7829 or by email at [ben.campbell@chrobinson.com](mailto:ben.campbell@chrobinson.com), or Troy A. Renner, by phone at (952) 937-6721 or by email at [troy.renner@chrobinson.com](mailto:troy.renner@chrobinson.com). Ultimately, however, the responsibility for adhering to our Insider Trading Policy and avoiding unlawful transactions rests with the individual employee, officer or director. To see a copy of the policy in its entirety, [click here](#) or contact the legal department.

# Code of Ethics

## Anti-Boycott Policy

It is C.H. Robinson's policy to comply with all U.S. laws and regulations governing attempts to boycott countries friendly to the U.S. Employees of C.H. Robinson may not make any agreements, take any action, or provide any information that might assist a boycott, which violates these laws and regulations.

This policy applies to every C.H. Robinson employee in any company, division, controlled-in-fact subsidiary, U.S. or foreign, or market unit or business unit, including joint ventures where C.H. Robinson maintains management control. The laws referred to in this Policy include the Tax Reform Act of 1976, the Export Administration Act of 1979, as amended, and the Internal Revenue Service and Commerce Department regulations which implement these Acts (the "Anti-Boycott Laws").

While the Anti-Boycott Laws prohibit C.H. Robinson from doing anything that complies with or supports a boycott not supported by the U.S. government, the principal boycott targeted by the Anti-Boycott Laws is a boycott of Israel enforced by members of the Arab League. The primary boycott bars the importation of Israeli goods and services into the boycotting countries and bars the export of goods and services from those countries to Israel. However, the Arab boycott also precludes dealings with firms and persons in third countries which have been "blacklisted" by the boycotting countries for doing business in or with Israel. Complying with or supporting any aspect of the boycott of Israel is prohibited by this Policy.

### Prohibited Acts under the Anti-Boycott Laws

The Anti-Boycott Laws prohibit C.H. Robinson, including its divisions, controlled-in-fact subsidiaries, and controlled joint ventures anywhere in the world from engaging in the following acts:

- (a) refusing or agreeing to refuse to do business with or in Israel or with any entity or person resident in Israel under an agreement with a boycotting country or in fulfillment of a requirement or request by a boycotting country;
- (b) discriminating against any individual on the basis of race, religion, sex or national origin or against any corporation or organization on the basis of the race, religion, sex or national origin of its employees, officers, directors or owners;
- (c) furnishing information about the race, religion, sex or national origin of any individual or about the race, religion, sex or national origin of the employees, officers, directors, or owners of any corporation or organization;
- (d) furnishing information about C.H. Robinson's or any other person's past, current or proposed business relations with or in Israel, with an entity organized under the laws of Israel, with any national or resident of Israel, or with any person or entity on or believed to be on a blacklist;
- (e) furnishing information about whether any person is a member of or has made contributions to charitable or fraternal organizations which support Israel; or
- (f) implementing letters of credit which contain terms or conditions which violate the Anti-Boycott Laws.

### Exceptions to Prohibited Acts

C.H. Robinson may engage in the following actions without violating the Anti-Boycott Laws:

- (a) Comply with or agree to comply with a request from a boycotting country that prohibits the import of goods from Israel or provided by an individual or organization resident in Israel;
- (b) Comply with a request from a boycotting country that goods not be shipped on a carrier of Israel other than pursuant to a specific route of shipment;
- (c) Comply with the import and shipping document requirements of the boycotting country with respect to naming the country of origin of goods, the name and nationality of the carrier, the route of shipment and the name, nationality and address of the supplier;
- (d) Comply with the unilateral and specific selection by a boycotting country of carriers, insurers, and suppliers of goods or services; and

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- (e) Comply with the boycotting country's export requirements with respect to shipments of exports from the boycotting country to Israel, a business concern organized in Israel or any national or resident of Israel.

## Reporting Requirements

C.H. Robinson, its subsidiaries, affiliates, agents, and representatives must promptly report the receipt of any request to supply any information, take any action or refrain from taking any action which could be considered in furtherance or support of a prohibited boycott (a "Boycott Request") to the U.S. Department of Commerce.

Because C.H. Robinson is required to report this information to the authorities in a prescribed form and within a specified time, you must immediately report any Boycott Request to the lawyer supporting your organization or the Legal Department. No further action may then be taken in response to the Boycott Request without specific authorization from the responsible lawyer.

## Illustrations of Prohibited and Permissible Acts under the Anti-Boycott Laws

The Anti-Boycott Laws contain numerous specific examples of prohibited and permissible acts in relation to a prohibited boycott. The following are merely a few examples of prohibited and permissible acts under the Anti-Boycott Laws.

- (a) **Prohibited:** *Refusing to use a specific carrier or insurance company in respect of a shipment of goods because you know that the carrier or insurance company is on the Arab blacklist for doing business with Israel.*

**Permitted:** *In shipping goods to a particular boycotting country, you select carriers only from among carriers you know call at ports in the boycotting country.*

- (b) **Prohibited:** *Stating the origin of goods in negative terms, such as a statement that "the goods covered by this invoice are not of Israeli origin."*

**Permitted:** *Agreeing as a condition of a contract with a boycotting country that services rendered pursuant to the contract will not be provided by residents or nationals of Israel.*

- (c) **Prohibited:** *Discriminating against any U.S. person on the basis of race, religion or national origin. For example, you may not discourage Israeli nationals from applying for jobs in Arab countries, even if you know they would not be able to get a work permit.*

**Permitted:** *Replacing persons to whom the Arab government refuses to give a work permit on the basis of such persons' race, ethnicity or nationality.*

- (d) **Prohibited:** *Furnishing any information about whether C.H. Robinson or any other person has any business relationship with or in a boycotted country. For example, you may not sign a statement stating that C.H. Robinson has no dealings with Israel or is not on the Arab blacklist.*

**Permitted:** *Furnishing normal business information in a commercial context. For example, as part of a tender for a contract in a boycotting country, you may furnish copies of C.H. Robinson's annual report which describes its business and locations of worldwide operations for the purpose of demonstrating C.H. Robinson's financial fitness, technical competence and professional experience.*

- (e) **Prohibited:** *You choose from among a list of carriers, insurers, or suppliers of goods provided by and acceptable to the boycotting country.*

**Permitted:** *You agree to use a specifically named carrier, insurer, or supplier of goods named by the boycotting country.*

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(f) **Prohibited:** Responding to a questionnaire from a boycotting country seeking information about the race, religion or national origin of the members of the board of directors of any C.H. Robinson company.

**Permitted:** In opening a new subsidiary or branch, a boycotting country requires information on the nationalities of the members of the board of directors of the shareholder; you can provide information on the nationalities of such persons, but not information about their race, religion or national origin.

In all cases, it is prohibited to take any action which has as its purpose the evasion of the prohibitions set out in the Anti-Boycott laws. For example, you cannot sell goods to Saudi Arabia through a shell corporation which signs statements saying that it will not deal with Israel.

The above examples are illustrative only and by no means intended to be complete. To the extent you have any further questions, contact the Legal Department.

## Penalties

Violations of the Anti-Boycott Laws are subject to severe penalties. These penalties may include denial or suspension of export privileges, civil and criminal penalties, and even imprisonment for individuals.

## Compliance with the Code of Ethics

In order to maintain an effective compliance program, C.H. Robinson has set up a Compliance Committee whose responsibility it is to provide oversight of administration and enforcement of the Company's Code of Ethics.

The Compliance Committee is made up of the following individuals:

- + Chief Financial Officer,
- + Chief Human Resources Officer,
- + Chief Legal Officer, and
- + One or more Vice Presidents of Operations.

In order to ensure the effectiveness of its Code of Ethics, C.H. Robinson has procedures for:

- + Verification of the prompt distribution of the Code of Ethics to new and existing employees;
- + Verification of training on the Code of Ethics for new employees, and periodic training on key Code sections, as warranted;
- + Verification of the certification process by which employees affirm that they have read and understand the Code of Ethics;
- + Verification of the use of the e-mail Compliance Hotline ("Hotline") to report violations including review of the number of reported violations as well as other information received through the Hotline;
- + Verification of the internal investigation and discipline process, including the confidentiality and thoroughness of the investigations and documentation; and
- + Verification that reprisals are not being taken against employees who report violations.

Upon hire and annually thereafter, all employees will be required to review the Code. Each employee must certify that he or she has received the documents, read and understood their contents and agrees to abide by the letter and spirit of each. In addition, each employee will be required annually to certify that they have not committed any violations and are not aware of any violations by others. Managers are responsible for ensuring that their employees comply with the Code.

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From time to time, C.H. Robinson will find it necessary to have auditors and investigators involved in the process of reviewing and auditing the effectiveness of our Code of Ethics. It is necessary that you fully cooperate with their investigations.

After a prompt and thorough investigation of a compliance issue, an employee determined to have engaged in a violation will be subject to discipline under this policy, up to and including termination. It is the policy of C.H. Robinson to apply its discipline in a reasonable and consistent fashion; however, the form of discipline which is appropriate will be case-specific.

There are certain offenses and violations which are so serious that immediate dismissal is proper in all cases. For guidance as to these particular offenses and violations, contact Human Resources or the Legal Department.

Determining whether a violation occurred is perhaps the most important step in the process of enforcing the Code of Ethics. Given the variety of possible violations, and the range of circumstances in which they can occur, C.H. Robinson cannot employ a uniform procedure for the investigation and determination of violations. In some cases, informal meetings between supervisors and employees may be sufficient to address minor violations, while serious violations may merit a full and formal investigation by counsel.

There are, however, certain principles which will be constant from case to case.

- + *In all cases, the employee will be given advance notice and an opportunity to explain his or her actions.*
- + *In all cases, the supervisors or managers directing the investigation will carefully document all actions taken and decisions reached.*

## **Additional Responsibilities for Supervisors & Managers**

You play a unique role in creating an open and trusting environment where employees are comfortable asking questions or talking about ethical issues. You are also responsible for preventing intimidation or retaliation against those who report suspected violations or cooperate with any investigations.

Start by setting a good example in all actions and decisions. Demonstrate your personal commitment to the ethical and legal principles in this Code by:

- + *Demonstrating what it means to act with integrity;*
- + *Making sure all employees understand and comply with all laws and the Code;*
- + *Incorporating control measures in business processes and conducting compliance reviews as appropriate;*
- + *Supporting employees who, in good faith, ask questions and raise concerns; and*
- + *Taking immediate action if you become aware of violations of this Code or the law and reporting them immediately.*

## **Reporting and Investigating Violations of the Code of Ethics**

Employees are required to promptly report any known or suspected violations of the laws or the Code of Ethics. Employees may report incidents to their supervisor, the Legal Department, Human Resources, or [click here](#) to report violations anonymously. Reports of suspected violations of the law or of company policy will be promptly, discreetly and thoroughly investigated. Employees who report violations of the law or of the Code of Ethics in good faith will not be subject to retaliation. Failing to report or condoning a violation of the law or Code of Ethics may

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lead to disciplinary action up to and including termination, unless such reporting is prohibited by law in the country where the employee is located. This is not the case in the U.S.

Any report submitted will be documented and the reporting party may request information regarding the final disposition of the report.

Most reports should be addressed to your immediate supervisor. If you feel uncomfortable reporting a problem to your supervisor, you can report violations anonymously, or report your concerns to the Legal Department or Human Resources.

We will take all reasonable steps to investigate reported violations promptly and thoroughly. All employees are expected to cooperate fully with internal investigations.

We take reasonable precautions to maintain the confidentiality of those who report violations of the law or the Code of Ethics. This confidentiality includes both the confidentiality of the person making the report as well as the person about whom the report is made. There may be instances, however, where we cannot assure this confidentiality for reasons beyond our control. Employees involved in investigations or who have made reports are required to maintain confidentiality of the information involved in the investigation.

It is absolutely forbidden for any employee to punish or conduct reprisals against another employee who has reported a suspected violation of the law or of the Code of Ethics. This includes anything affecting the employee's working conditions or status; including wages, hours, bonuses, and work stations.