

BDP International Code of Conduct



Table of Contents

03	Message from the CEO
04	Mission Statement
05	Ethical Conduct
06	Reporting & Retaliation Protection
07-08	Fighting Corruption & Bribery
09	Fair Trade & Competition
10-11	Health & Safety
12	Environment & Sustainability
13-14	Equal Opportunity/Anti-Harassment
15	Conflict of Interest
16-17	Privacy Protection
18-19	Human Rights/Child Labor

A Message from the CEO

BDP International, Inc.'s Code of Business Conduct and Ethics

One of BDP's most valuable assets is its integrity. Protecting this asset is the job of everyone at BDP. To that end, we have established a Code of Business Conduct and Ethics (the "Code"). The Code applies to every officer, director and employee at BDP. We also expect that those with whom we do business (including our agents, consultants, suppliers and customers) will also adhere to the Code. Our Code is designed to help you comply with the law and maintain the highest standards of ethical conduct.

All of BDP's officers, directors and employees must carry out their duties in accordance with the policies set forth in this Code. Any violation of applicable law or any deviation from the standards embodied in this Code will result in disciplinary action up to and including termination. Disciplinary action also may apply to an employee's supervisor who directs or approves the employee's improper actions, or is aware of those actions but does not act appropriately to correct them. In addition to imposing its own discipline, BDP may also bring suspected violations of law to the attention of the appropriate law enforcement personnel.





Vision

Delivering the
Best Global
Logistics
Solutions



Mission

We will create a home for talent and innovation combining technology and expertise to solve complex global logistics problems and create tangible value to our esteemed customers. Our unique culture will drive excellence in all our efforts.



Core Values

BDP is a **home**, not a workplace.

Together we are a **family**, not a workforce.

Treating people with **dignity** and **respect** is the very foundation of our culture.

Ethics matter (Period).

We care deeply about our customers and partners and the **purposeful** work we do together.



“BDP is committed to being a good corporate citizen. Our policy is to conduct business affairs honestly and in an ethical manner.”

Richard J. Bolte, Jr., Chairman & CEO

BDP seeks to comply with both the letter and spirit of the laws and regulations in all countries which it operates. No officer, employee, or representative of BDP may, directly or indirectly, break or seek to evade the laws or regulations of any country in which BDP does business. You must comply with all applicable laws, rules and regulations when performing your duties for BDP. BDP does not accept that any illegal act can be justified on the basis that it is “customary business practice.”

If you are unsure how to proceed, always consult your manager or the legal department for guidance.

Under certain circumstances, local country law may establish requirements which differ from or require additional measures to be taken in addition to the policies set out in this code. If so, you are expected to alert the legal department in your region to this. Insofar as is necessary to comply with these laws, you should ask the legal department in your region to exempt you from compliance with the policies in this Code of Conduct.

Lawful, Ethical & Responsible Conduct

In addition to complying with all applicable laws and regulations in the countries we operate in, BDP employees must also comply with the letter and spirit of the policies set out in this code, which sets out the baseline standards of conduct to be observed by each and every BDP employee and/or any subcontractors or vendors representing or acting on behalf of BDP. This ensures that BDP's businesses will operate consistently to the highest ethical standards. When you are faced with a business situation where you must determine the right thing to do, you should ask the following questions:

- 1 Am I following the spirit, as well as the letter, of any law or BDP policy?
- 2 Would I want my actions to be reported publicly?
- 3 What would my family, friends or neighbors think of my actions?
- 4 Will there be any direct or indirect negative consequences for BDP?

Reporting Procedures & Protection from Retaliation

BDP seeks to create a transparent and open environment in which breaches of this Code of Conduct on BDP's policies and/or illegal or improper practices within BDP can be reported without fear of retaliation. BDP encourages you to report breaches of this Code by anyone within BDP or by its business partners. In particular, you are encouraged to report:

- Financial impropriety
- Accounting or audit matters
- Ethical violations
- Other similar illegal improper practices

No retaliation. BDP prohibits retaliation by or on behalf of BDP against any Board member, director or employee for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. Any person involved in retaliatory conduct shall be disciplined, up to and including termination.

BDP will seek to conduct a prompt, discreet and objective investigation of all complaints, reports or inquiries. To enable BDP to properly investigate and address such allegations, please describe in detail the specific facts giving rise to these complaints, reports and inquiries. Any party who submits to BDP any complaints, reports or inquiries under this policy must recognize that BDP may be unable to fully evaluate a vague or general complaint, report or inquiry that is made anonymously.

BDP ETHICS HELPLINE (1) 267-362-8081
or
ETHICS HELP WEBPAGE [Click Here](#)



Fighting Corruption & Bribery

Bribery and Facilitating Payments.

BDP seeks to comply with all anti-bribery and corruption laws in the countries it operates in. This means compliance not only with local law but with laws enacted by certain countries which are said to apply outside those countries (for example the FCPA in the US and the Bribery Act in the UK). In this regard, no BDP officer, employee, director or subcontractor may, directly or indirectly, offer or provide a bribe to any government, commercial entity, or individual in connection with BDP's business or operations. All demands for bribes must be rejected.



A bribe is any payment, gift, benefit or favor given to any government, commercial entity, or individual to retain business or other business advantage. In general, BDP treats facilitation payments (i.e. payments to government officials in order to encourage them to expedite a routine governmental task that they are otherwise required to undertake) like bribes and prohibits their payment.

In doing your part in BDP's fight against corruption, you should observe the following rules:

1. Never participate in any scheme involving payments of secret commissions or kickbacks.
2. Do not promise, offer, seek or accept any personal payments, gifts, benefits or favors of more than nominal value to or from anyone BDP does business with or without prior written approval from the legal department.
3. Do not offer any personal payments, gifts, benefits or favors to government officials or employees of state-owned companies without prior written approval from the legal department.
4. Regardless of value, personal payments, gifts, benefits or favors are unacceptable where these could materially affect (or be seen to materially affect) the outcome of business transactions, are not reasonable or bona fide expenditures, or are in violation of the laws of the country of the recipient or giver.
5. Do not make any political or philanthropic contributions on behalf of BDP or using BDP's funds without prior written approval from the legal department.

Fighting Corruption & Bribery



Reporting Requirement

Officers, employees and representatives of BDP who find themselves subject to any form of extortion, or asked to participate in any way in a bribery scheme, or reasonably suspect that bribery and/or corruption is taking place within BDP or anyone BDP is doing business with, shall promptly report these occurrences to senior corporate management, without fear that their employment will be adversely affected.

Communication and Training

All principals, key employees involved in sales, marketing and procurement shall be required to undertake annual anti-bribery training, if you have any questions regarding the anti-bribery training, please consult the human resource department.

Fair Trading and Anti-Trust/Competition Law

BDP is a proponent of fair competition in the marketplace. BDP and its business partners shall not conduct themselves in any way which violates any anti-trust competition laws or unfairly limits trade or restricts fair competition. This means that BDP and its business partners shall not enter into any price fixing arrangements (or any other illegal arrangements to coordinate competition) with competitors.

Antitrust laws prohibit collusion among competitors and market practices that hinder the ability of companies to compete. They are designed to prevent business from price-setting or other collaboration that prevents the natural forces of supply and demand to regulate the free market economy, and gives a covert and unfair competitive advantage to those engaging in the antitrust conduct.

Please review BDP's Antitrust Policy regularly. We expect all employees to report any suspicious behavior or possible non-compliance issues through BDP's reporting resources.

Employees are responsible to make sure they do not violate antitrust laws or BDP's Policy.

Fair Trading & Competition

Key points to remember:

1. BDP is a global company, headquartered in the US, engaged in business around the world.
2. Each country has its own antitrust laws.
3. Be familiar with local laws as they apply to you and your region.
4. BDP's business dealings may impact more than one country.
5. Antitrust enforcement is conducted by cooperation between governments worldwide,
6. You must recognize when to seek advice from the Legal Department.

Health & Safety

BDP promotes open communication and transparency in all aspects of its business and recognizes Occupational Health and Safety as an integral part of BDP, its clients' and its contractors' business. The safety of our employees, visitors and the community is paramount to our business. We believe no business priority comes before safety.

We will strive to continually improve our processes and manage change through effective communications, monitoring of activities, recognizing opportunities and implementing changes when needed.

The BDP management team is actively involved in the management of Occupational Health and Safety and will create an environment where there are no barriers to involvement at all levels. BDP encourages its employees to be active in observing and suggesting changes in the workplace to reduce the risks and hazards and enhance BDP's safety performance.

BDP accepts responsibility for the provision of competent people who demonstrate an essential knowledge of Occupational Health and Safety. Whenever illness or injury results in disability to a BDP employee, BDP will manage the rehabilitation process to facilitate that employee's return to gainful and meaningful employment.

At the same time, we expect all employees and subcontractors working for BDP to accept responsibility for their actions, report unsafe acts and conditions, and behave in a manner that reflects safe work practices. In particular:

- 1 Before undertaking any operational activities, always ensure you and any persons (including subcontractors) you are working with are familiar with the applicable Health and Safety Policies put in place by BDP.
- 2 Always remember to double-check that you have the necessary safety equipment and have taken all requisite safety precautions before undertaking any operational activities.

Health & Safety

We are committed to:

- The health and safety of our employees;
- Having an incident free workplace;
- Supporting the health and safety of our clients' and contractors' employees;
- Actively participating in establishing Occupational Health and Safety standards in partnership with our clients to ensure all sites with BDP involvement meet and/or exceed industry standards; and
- Meeting all of our legal responsibilities under all Occupational Health and Safety legislation in the countries in which we operate.



Environment & Sustainability

BDP recognizes that the world's natural resources are limited and fragile. BDP considers environmental protection to be consistent with its overall goals and values and an important consideration in its total activities. This commitment to environmental protection is reflected in our policies, programs and practices for conducting operations in an environmentally as well as economically responsible manner.

Environmental protection is a management responsibility as well as the responsibility of every employee of BDP. This policy concerning environmental protection addresses aspects of BDP's operations which can potentially impact the environment. In addition to complying with all applicable environmental laws and regulations, we commit to:

1. Continually improving environmental management policies, programs and performance based on periodic reviews and taking into account regulatory developments, customer needs, technical developments, scientific understanding and community expectations.

2. Promote employee awareness of environmental concerns, actions and responsibilities and provide them with the necessary information and training to conduct their jobs in accordance with this policy and the gold green BDP program.
3. Minimize the environmental risks to our employees and the communities in which we operate.
4. Promote the adoption of environmental protection goals and practices for agents, subsidiaries and suppliers acting on behalf of BDP,
5. Promote the efficient use of energy resources through cost-effective conservation and energy management programs.
6. Reduce and where possible eliminate waste.
7. Ensure that the Board of Directors is fully informed about the pertinent environmental issues and BDP's environmental policy.



Equal Opportunity & Anti-Harassment

Equal Opportunity

BDP is proud to be an Equal Opportunity Employer. We believe that the diversity of our employees worldwide is a great strength of BDP. BDP does not tolerate discrimination based on race, color, religion, gender or sex, national origin, veteran status, age, disability, sexual orientation, familial status or any other characteristic protected from discrimination under law.

No Harassment at the Workplace

An important aspect of BDP's equal employment opportunity policy is to ensure that all individuals have the right and opportunity to work in an environment that is free from harassment of any nature. Discriminatory harassment is unlawful and interferes with an employee's job performance. Harassment in any form including that of employees, applicants for employment, temporary employees, temporary agency workers, vendors, maintenance workers or customers is unacceptable conduct that will not be tolerated at BDP.



This policy applies to harassment on the basis of race, color, religion, gender or sex, national origin, veteran status, age, disability, sexual orientation, familial status or any other characteristic protected from discrimination under law. Harassing behavior consists of discriminatory intimidation, ridicule, or insult that has the purpose or effect of unreasonably interfering with an individual's work performance or of creating an intimidating, hostile, or offensive work environment, as viewed from the perspective of a reasonable person. All employees, including supervisors and managers, will be subject to disciplinary action up to and including termination for any act of harassment.

Equal Opportunity & Anti-Harassment

Sexual Harassment

We emphasize that sexual harassment in the workplace like any other form of harassment will not be tolerated. Sexual harassment consists of unwelcome advances, requests for sexual favors, and/or other verbal, visual or physical conduct of a sexual nature where:

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

Sexual harassment may include a range of subtle to overt behaviors and may involve individuals of the same or different gender. It is BDP's policy that no manager, supervisor or other employee shall threaten or suggest, either explicitly or implicitly, that the refusal of another employee or an applicant of employment to submit to sexual advances in any form will adversely affect the person's employment, performance evaluation ratings, wages, compensation, advancement, assigned duties, or any other term or condition of employment. Furthermore, all employees are prohibited from offering, promising or granting preferential treatment to any employee or applicant for employment as a result of that individual's engaging in or agreeing to engage in sexual conduct.

The following behavior is prohibited: physical assaults of sexual nature; other unwanted and unnecessary physical contact with another employee; unwelcome advances; propositions or sexual flirtations; subtle pressure or requests for sexual activities; verbal abuse of sexual nature, including but not limited to inappropriate verbal comments about an individual's body or sexual activities; the inappropriate use of sexually explicit or offensive jokes; and the display in the workplace of sexually suggestive objects, pictures, publications or other materials.

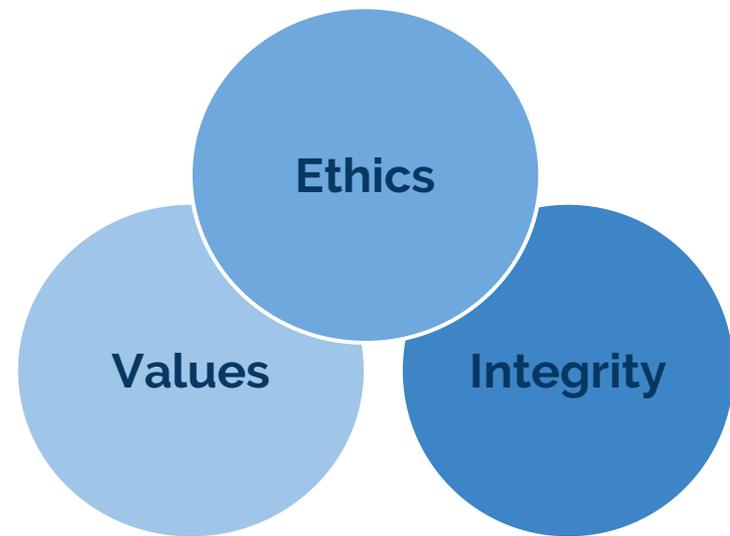
Avoiding Conflict of Interest

Duty of Loyalty and Avoiding Conflict of Interest

As employees, you owe BDP a loyalty. As such you should avoid investments, associations and/or situations which may place you in a position of conflict of interest. A conflict of interest arises when you or your immediate family members may benefit financially from a decision or action you may take in your capacity as employee, officer or director of BDP.

If you do find yourself in a position of conflict of interest, you should immediately report the conflict of interest to your manager and the human resource department.

Unless you have disclosed the potential conflict of interest and obtained written approval from BDP, you should not be involved in any business or operational decisions in relation to any vendor, customer or competitor of BDP where:



1. You or your immediate family (i.e. your significant other, children, siblings or parents) have a substantial investment in that vendor, customer or competitor of BDP.
2. You or your immediate family are employed or undertake work for that vendor, customer or competitor of BDP

Added Disclosure for Directors and Officers

Officers and directors within BDP globally are required to submit annual disclosures of any potential conflict of interest. More details regarding these disclosure requirements can be obtained by the human resource department.

Contact Information

All complaints, queries and requests for access, corrections, or deletions to personal data within BDP's possession should be directed to the following contacts for the respective regions listed below:



Americas:

Jeff Warren

Europe:

Bram Vekemans

Asia:

Jasper Tong

Please note, all requests for access, corrections or deletions to personal data need to be supported with proof of identity in the form reasonably requested by BDP. BDP will endeavor to respond within a reasonable time to all complaints, queries and requests. Except in exceptional circumstances, BDP should respond substantively to all complaints, queries and requests within 30 days of receipt of the same.

Personal Data & Privacy Protection

Data Integrity and Access

BDP will take reasonable steps to ensure that personal data in its possession is accurate, complete, current and reliable for its intended use.

BDP also allows all individuals whose personal data is in its possession reasonable access to their own personal data and will allow such individuals to correct, amend or delete inaccurate information; except where the burden or expense of providing access would be disproportionate or where the rights of persons other than that individual would be violated.

Human Rights & Child Labor



BDP seeks to identify, assess and manage human rights impacts within the sphere of influence. Amongst other things, BDP will:

- ➔ Respect the human rights of all employees established in the ILO's Declaration on Fundamental Principles and Rights at Work.
- ➔ Select major suppliers and contractors based on the compliance compatibility with BDP human rights and social policies.
- ➔ Respect the cultures, customs and values of people in communities where we operate.
- ➔ Contribute, within the scope of our capabilities, to the advancement and fulfillment of internationally recognized human rights in the communities operating and society at large by improving economic, environmental and social conditions as well as by responsible public engagement.

Human Rights Statement and Policies

BDP is committed to developing an organizational culture which implements a policy of support for internationally recognized human rights and seeks to avoid complicity in human rights abuses. We support the principles contained within the United Nations Global Compact, the Universal Declaration of Human Rights, the OECD Guidelines for Multinational Enterprises and the ILO Core Conventions Labor Standards.

Human Rights & Child Labor

Child Labor

Every office manager and all of BDP's business partners must take appropriate measures to ensure that no child labor occurs at their places of operation. In particular, they should:

Never employ underage workers (i.e. workers below 15 years of age or any higher age prescribed by local laws and regulations).

Verify the age of all employees and anyone carrying out work for BDP against official documents.

BDP firmly rejects child labor in its operations and works actively against it. BDP requires that all employees and business partners recognize and comply with all applicable international and national laws on child labor including the UN Convention on the Rights of the Child.





www.bdpinternational.com

