

BDP International Code of Conduct





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STATEMENT 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. This 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 authorities.

Sincerely,



Richard J. Bolte, Jr.

Chairman & CEO



BDP International's Core Values

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 business partners and the **purposeful** work we do together.



Lawful, Ethical & Responsible Conduct

"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 and regulations of any country in which BDP does business. Individuals must comply with all applicable laws, rules and regulations when performing business 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 of how to proceed in situations, always consult your manager or the legal department for guidance.

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

In addition to complying with all applicable laws and regulations in the countries where we operate, 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 business 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, ask yourself the following:

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 & Protection from Retaliation

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

- Financial improprieties
- 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, manager 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, confidential and objective investigation of all concerns, reports and inquiries. To enable BDP to properly investigate and address such reports, individuals are asked to describe in detail the specific facts giving rise to the concerns, reports and inquiries. Any party who submits reports under this policy must recognize that BDP may be unable to fully evaluate a vague or general report that is made anonymously.

**BDP ETHICS HELPLINE:
(1) 888-313-1810
ETHICS HELP WEBPAGE [LINK](#)**



Fighting Corruption & Bribery



Bribery and Facilitating Payments.

BDP seeks to comply with all anti-bribery and anti-corruption laws in the countries it operates in. This means compliance not only with local law but with laws enacted by certain countries which apply outside those countries including the Foreign Corrupt Practices Act (FCPA) in the United States and the UK Bribery Act in the EU. 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.

Bribery includes an offer, promise or gift of any pecuniary or other advantage, whether directly or through intermediaries, to a public official, political party, political candidate or party official of any private sector employee, in order that the official or employee act or refrain from acting in relation to the performance of their duties in order to retain or obtain business or other business advantage.

In doing your part in BDP's compliance 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 use BDP's funds without prior written approval from the legal department.



Fighting Corruption & Bribery

Reporting Violations

Employees and representatives of BDP who find themselves subject to any form of extortion or who are asked to participate in any form in a bribery scheme, or reasonably suspect that bribery and/or corruption is taking place within the organization or within any organization BDP does business with shall promptly report these occurrences to senior management, the Legal Department or one of the reporting platforms that BDP has available for reporting anonymously.

No employee shall suffer demotion, penalty or other adverse consequences for reporting violations or for not paying bribes even when BDP may lose business as a result of the employee's refusal to do so.

Communication and Training

All employees are required to take anti-corruption training during on-boarding and annually thereafter certifying that they understand BDP's policy around anti-corruption, certifying that they will comply with the policy and will report any suspicious activity that they may become aware of during their employment with the organization.

Third Party Compliance. Third parties are required to sign BDP's Third Party Code of Conduct as well as contract provisions that certify:

- Representation that no payment will be transferred to a government official.
- Declaration that the decision to enter the relationship is conditioned upon the belief that there will be no violations.
- Agreement to comply with the Foreign Corrupt Practices Act (FCPA) and the Organization for Economic Cooperation & Development Convention (OECD), and any other local anti-corruption laws and BDP's compliance procedures.
- Agreement to report any possible corruption violations and certify compliance annually.
- Unilateral termination for breach; automatic termination if one party believes the other violated anti-corruption laws.

Fair Trading and Antitrust/Competition Law

BDP is a proponent of fair competition in the marketplace. BDP and its business partners shall not conduct themselves in a way which violates any anti-trust and competition laws or that unfairly limits trade or restricts fair competition. 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. Laws are designed to prevent businesses 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 antitrust conduct.

Employees should review BDP's Antitrust Policy regularly and report any potential non-compliance through BDP's reporting resources.

Forbidden Agreements with Competitors Include:

- Prices that either Party will charge their customers,
- Timing or method of price increase,
- Terms of sale or delivery to be offered to customers,
- Markets where either party will or will not sell,
- Customer lists or categories of customers,

- Bids to any customer or decisions not to bid,
- Production of sales volumes,
- Employee salaries, terms or benefits, or
- The solicitation of a competitor's employees or entering into non-solicitation agreements.

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. Become 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. Recognize when to seek advice from the Legal Department.



COMMITMENT

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 our legal responsibilities under all Occupational Health and Safety legislation in the countries in which we operate.

Health & Safety



BDP promotes open communication and transparency in all aspects of its business dealings and recognizes Occupational Health and Safety as an integral part of BDP, our clients' and our contractors' business. The safety of our employees, visitors and the community are 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 business 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 and maintain 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 should report any health and safety incidents promptly through the incident reporting link on the Intranet.

BDP accepts responsibility for the protection of competent people who demonstrate an essential knowledge of Occupational Health and Safety. When illness or injury results in disability to a BDP employee, BDP will manage the rehabilitation process to facilitate the 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:

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



Environment & Sustainability

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.

BDP's Sustainability Program encompasses our policies, programs and practices for conducting operations in an environmentally, as well as fiscally responsible manner. The BDP Sustainability Program focuses on internal and external initiatives; including an interactive training program for all employees, along with programs focused on energy conservation, paper reduction, recycling, reuse and transit. In addition to complying with all applicable environmental laws and regulations, we are committed to:

- 1.** Continually improving environmental management policies, programs and performances based on periodic reviews, regulatory developments, customer needs, technical developments, scientific understanding and community expectations.

- 2.** Promoting employee awareness of environmental concerns, actions and responsibilities and providing them with the necessary information and training to conduct their jobs in accordance with this policy and the BDP Green program.

- 3.** Minimizing the environmental risks to our employees and the communities in which we operate.

- 4.** Promoting the adoption of environmental protection goals and practices for agents, subsidiaries and suppliers acting on behalf of BDP.

- 5.** Promoting the efficient use of energy resources through cost-effective conservation and energy management programs.

- 6.** Reducing and where possible eliminating waste.

- 7.** Ensuring that the Board of Directors is fully informed about pertinent industry environmental issues and BDP's environmental policy.

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 the law.

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, temporary employees, agency workers, vendors, maintenance workers or customers is unacceptable conduct that will not be tolerated at BDP.

Anti-Harassment

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.

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.

Sexual Harassment

Sexual harassment may include a range of subtle to overt behaviors and may involve individuals of the same or different gender where:

1. Submission to such conduct is made whether 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.

It is BDP's policy that no 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 evaluations, wages, compensation, advancement, assigned, duties or any other term or condition of employment. Furthermore, 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 or agreeing to engage in sexual conduct.

Avoiding Conflict of Interest

Employees should act in the best interest of BDP and not allow outside interests to interfere with their job performance. BDP prohibits employees from using their position within BDP or BDP's relationships with its customers and third-parties for private gain or to obtain benefits for themselves or their family members.

Employees should avoid investments, associations and/or situations that could place employees in a position of a potential conflict of interest. A conflict of interest arises when you or an immediate family member may benefit financially or personally from a decision or action you may take in your capacity as an employee of BDP.

If you find yourself in a position that could be a conflict you should immediately report the conflict of interest to your manager and the Legal Department.

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

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

Conflict Disclosure

Employees are required to make disclosures to the legal department of any potential conflicts of interest. Employees should reach out to the legal department to obtain and complete a Conflict of Interest Disclosure form to properly disclose the potential conflict.

Added Disclosure for Directors and Officers

BDP officers and directors globally are required to submit annual disclosures of any potential conflicts of interest. More details regarding disclosure requirements can be obtained through the legal department.

Personal Data & Privacy Protection



Collection, Use, Storage and Disclosure of Personal Data

BDP believes in protecting data privacy rights of all its employees and its business partners. Except in exceptional circumstances allowed by the applicable privacy or personal data protection laws, BDP will only collect, use and disclose personal data with that individual's consent and for specific purposes previously approved by that individual. In addition, BDP shall take reasonable steps to protect all personal data in our possession from loss, misuse and unauthorized access, disclosure, alteration and destruction. BDP will only collect the minimum information necessary to its business purposes. BDP will adhere to the principles of Privacy by Design and by Default.

BDP also acknowledges that certain types of personal information revealing an individual's race, ethnicity, sexual orientation, political opinions, religious beliefs or an individual's health information are sensitive, personal data and that such sensitive, personal information shall receive greater protection. BDP will strive to ensure that if such sensitive, personal information entrusted to BDP's possession is to be disclosed to third parties, BDP shall first obtain (on each occasion such disclosure is required) the prior consent of the individual whose sensitive, personal information is to be disclosed.

Confidential Information

At BDP we are legally and ethically required to safeguard and preserve BDP's confidential information and that of our customers. Confidential information includes all non-public information about our business, our colleagues, customers and supplier information such as business plans, pricing, costs, financial information, personal data, BDP owned technology projects, customer lists, contracts, marketing plans, research and development, potential transactions and any other information provided to BDP with competitive advantage.

Confidential information must not be disclosed or misused at any time during or after the term of your employment. You are only permitted to disclose confidential information to your fellow colleagues or third parties only if there is a legitimate business need for the information to be shared with them that requires the use of the confidential information. Employees should exercise caution when disclosing confidential information to fellow employees and especially to third parties. When communicating with third parties, be sure that the third parties understand that they too are required, both ethically and legally to protect the confidential information.

Do not discuss any confidential information at public places to prevent such information from being overheard or when reviewing confidential information at public places, exercise caution to ensure the information will not be seen by a third party. In all cases where it is necessary to send confidential information, you must verify the address through a different method, such as by phone. In compliance with BDP's corporate retention policy, you must ensure that you dispose of confidential information in a secure manner.

Questions on physical disposal of data should be directed to facilities, while questions on electronic deletion should be addressed to the IT department.

All questions regarding the meaning and/or interpretation about confidential information should be addressed to the legal department and the Data Privacy Officer at:

Confidentiality@inboundna21.springcm.com.

Personal Data & Privacy Protection

All complaints, queries and requests for access, corrections or deletions to personal data within BDP's possession should be directed to BDP's Data Privacy Officer at:

Privacyrequest@bdpint.com.

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 to all complaints, queries and requests within 30 days of receipt of the same.

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 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 rights of persons other than that individual would be violated.

Email Error Policy

BDP is committed to the responsible and ethical handling of data, even when the data is inadvertently or improperly transmitted to or from BDP. In a case where a routine email is sent to a BDP employee by mistake, the employee should immediately delete the email if the email contains sensitive, personal or confidential (relating to individuals, customers or competitors) information that the employee has no factual basis to receive. The employee should notify BDP's Data Privacy Officer at emailerror@bdpint.com and follow the directions provided by the Data Privacy Officer.

If an employee sends a routine email to the wrong addressee, the employee should contact the addressee and request that the email be deleted and that written confirmation of deletion be provided. If an employee sends an email improperly attaching sensitive, personal or confidential information, the employee should notify BDP's Data Privacy Officer at emailerror@bdpint.com and follow the instructions provided by the Data Privacy Officer. BDP's Policy on Email Error is on the Intranet and should be reviewed and understood by all employees.



Human Rights

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 Guiding Principles on Human Rights, the OECD Guidelines for Multinational Enterprises and the ILO Core Conventions on Labor Standards.

BDP seeks to manage human rights impacts and commits to the following:

- Respecting the human rights of all employees established in the ILO's Declaration of Fundamental Principles and Rights to Work.
- Selecting third parties based on their compliance and compatibility with BDP's human rights and social policies.
- Respecting the cultures, customs and values of people in communities where we operate.
- Contributing, within the scope of our capabilities, to the advancement and fulfillment of internationally recognized human rights in the communities we operate in and society at large by improving economic, environmental and social conditions and through responsible public engagement.

Statement of Policies and Procedures

BDP strictly prohibits any human rights abuses in its international supply chain and business dealings. It is BDP Policy not to engage in business relationships with any third party that uses or is suspected of using any form of human rights abuses at any stage of the production process or at any point in the supply chain. BDP regularly assesses the risk of human rights abuses in its business dealings within its supply chain and conducts due diligence to ensure its business dealings are free from abuses.

Child Labor

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 applicable international and national laws on child labor including the UN Convention on the Rights of the Child.

Employees and business partners must take appropriate measures to ensure 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.

Human Rights

Forced Labor

BDP is committed to compliance with all US import laws and human rights legislation including the prohibition against importing goods produced or manufactured wholly or in part by forced labor. As an international freight forwarder and logistics company involved with imports into the United States, BDP is legally obligated to exercise reasonable care to ensure that our import transactions comply with all applicable laws and regulations, including the prohibition against involvement of importing goods produced by forced labor.

Compliance with the forced labor import prohibition is an ethical and critical component of our reputation and success. It is crucial that BDP is selective when conducting business on behalf of importers and that we ensure business partners have the same ethical standards and policies around forced labor and human rights.

Human Trafficking

BDP expects its business partners and third parties to comply with laws and regulations prohibiting the slavery or trafficking of persons. Third parties are required to comply with all human trafficking legislation and must not engage in the use of labor, slavery or trafficking of persons.



