ANTI-BRIBERY

DESCRIPTION

It is the policy of Schneider and its affiliates (collectively or individually, as the case may be "Schneider") to act ethically in the conduct of its business and to comply with all applicable laws, including but not limited to the U.S. Foreign Corrupt Practices Act ("FCPA"), and all applicable local laws and regulations where Schneider operates. It is Schneider's policy to accurately reflect all transactions on Schneider's books and records. It is also Schneider's policy to require the agents, consultants and other business partners who work on Schneider's behalf to comply with these same laws and practices.

BACKGROUND

Certain activities related to Governmental Officials (as defined below) – such as providing gifts, political contributions, entertainment, travel-related benefits or facilitating payments with a wrongful intent to gain an **improper advantage** – violate Schneider's Business Conduct Policies. These activities may also violate the anti-bribery laws of the U.S. and other countries. Violation of these laws can result in both *individual personal* liability and liability for Schneider. Schneider may also be liable under some circumstances for bribes or attempted bribes made or offered by third-party "Business Partners" (as defined below) with whom Schneider does business. Schneider may be liable for the prior acts and omissions of businesses that Schneider acquires or with which it enters into joint ventures.

This policy prohibits any bribery. It requires a mandatory communication of this policy to Business Partners, institutes internal approvals, mandates accurate books and records entries, and imposes records retention requirements in key risk areas related to Government Officials and Business Partners. It requires audits, as well as appropriate scrutiny of acquisition and joint venture target companies for compliance with this policy, particularly where the target companies engage in sales to governments or have other significant governmental interaction.

Receiving or offering gifts, travel, or anything of value to or from third parties who are not Government Officials must, of course, comply with the Business Gifts and Entertainment Policy.

Under the FCPA, facilitation payments (as defined below), which are also called "grease payments," are permitted in certain limited circumstances. However, **to avoid any confusion, Schneider's policy prohibits facilitation payments.**

Definitions:

"Government Official" includes any:

- Government employee or elected or appointed official
- Political party or official thereof
- Candidate for political office (even if not currently in office)
- Health care professional (e.g., doctor, nurse, dentist, hospital administrator) who works in a public or government-sponsored health care program (e.g., state-owned university hospital, government-funded dental program)
- Consultant, speaker or advisor retained by Schneider who is a government employee
- Official or employee of quasi-public or non-governmental international organization (sometimes referred to as "NGOs") such as the United Nations, Red Cross/Red Crescent, International Monetary Fund and the World Bank
- Employee of a quasi-public agency and other companies or organizations partly or wholly owned or controlled by a government

"Business Partner" includes any person or entity which Schneider does business with and which may interact with Government Officials on Schneider's behalf. "Business Partner" includes, but may not be limited to, any of the following when they do business with Schneider or otherwise act on Schneider's behalf:

- Vendors or Suppliers
- Consultants
- Sales Agents
- Owner-Operators
- Third-Party Carriers
- Customs Brokers

The term Business Partner is not, however, intended as the legal term of art of "partner."

A **"bribe"** is the direct or indirect offer, authorization, gift or promise to give anything of value to a Government Official or other person, with the intent to wrongfully influence the Government Official or other person to use his or her position in order to assist in obtaining or retaining business or gaining an improper advantage.

"Facilitation payments" are payments to a Government Official made for "routine governmental action" in order to expedite performance of duties of non-discretionary nature, i.e., which the Government Official is already bound to perform. Examples of such routine governmental action are processing papers or issuing permits. Under Schneider's policy, facilitation payments are considered a form of bribery and are prohibited.

An **"improper advantage"** is broadly defined to mean something to which the company is not clearly entitled to on its merits, including a price increase approval, influence on a decision to purchase Schneider services at a government institution or commercial business, favorable specification selection, contract award, grant of operating permits, the right to continue business operations, product use/registration approval, favorable court decision, or tax dispute settlement.

WHAT IT MEANS

Schneider requires that its associates and Business Partners:

- Not engage in acts or omissions that offer, authorize or give anyone a bribe, or create the impression that a bribe has been offered, authorized or given;
- Take affirmative steps to prevent those doing business directly or indirectly before a Government Official, or in any commercial context, on Schneider's behalf, from engaging in bribery (for example, by following Schneider's Business Gift & Entertainment Policy);
- Comply with Schneider's internal approval requirements, financial reporting, and document retention requirements in the key risk areas listed below;
- Carefully scrutinize activities of acquisition targets and joint venture partners to identify and address potential bribery issues;
- Comply with all record keeping requirements and financial controls to enable Schneider to demonstrate its compliance with anti-bribery laws; and
- Promptly report to Schneider's legal department, any suspected violations of this policy by Schneider associates or others doing business on Schneider's behalf.

Schneider monitors and audits Schneider's businesses and Business Partners as appropriate for potential bribery activities and risks, and to ensure that accounting books and records are being maintained in accordance with this policy.

ANTI-BRIBERY

SCHNEIDER

KEY RISK AREAS

In addition to the obligations set forth above, your involvement in any of the following requires the specific prior written approval of the General Counsel. Furthermore, Schneider requires specific due diligence, internal legal and business approvals, financial reporting, and document retention requirements in these key risk areas:

1. Payment of any travel-related expenses for any Government Official by Schneider or a Business Partner.
2. Gifts to, entertainment for, or charitable contributions by Schneider or a Business Partner that could directly or indirectly benefit any Government Official or his or her relatives.
3. Payment of fees to a Government Official who provides services as speakers, advisors, or consultants.
4. Political contributions to any Government Official, political party, candidate, or political organization on Schneider's behalf.
5. Using a business partner to do any of the above actions on Schneider's behalf.

Any questions on these topics should be forwarded to Schneider's General Counsel. More information about the requirements to be met when these key risk areas are implicated will be provided by the General Counsel at the time approval is sought.

WHAT TO AVOID

- The direct or indirect provision of money or anything of value to a Government Official or commercial business contact to obtain an improper advantage or to obtain or retain business.
- The acceptance of money or anything of a dollar value that goes beyond common courtesies, usually associated with acceptable business practice from another person or entity seeking to do business with Schneider. Acceptance of gift cards and cash are never acceptable.
- Authorizing or providing travel benefits, gifts, entertainment, or political or charitable contributions for the benefit of a Government Official or Business Partner on Schneider's behalf without the required due diligence assessment and/or internal Schneider business and legal approvals.
- Entering into a consultant or sales agent agreement that will result in contact with Government Officials without conducting due diligence, obtaining the required internal business and legal approvals, retaining all due diligence documentation in accordance with Schneider's Records Retention Schedule, and accurately recording on Schneider's books and records all related payments.
- Making or authorizing facilitation payments.
- Making any incomplete, false or inaccurate entries on Schneider's books and records.

DISCLOSURE AND NO RETALIATION FOR REPORTING POLICY

It is the responsibility of every Schneider associate to ensure that no gifts, payments or offers of gifts, payments or anything of value are made or authorized to Government Officials without following the procedures set forth in this Policy. If you have a good faith belief that a violation of the FCPA or this Policy may have occurred, may be occurring or is about to occur, you must contact the General Counsel with such information or submit information about the incident to the ethics hotline available on Schneider's website. Failure to report a violation of the FCPA or this Policy is subject to disciplinary action. It is Schneider's policy to prohibit any punishment, harassment, retribution, or retaliation of any kind against Schneider personnel who, in good faith, report actual or potential violations of ethics or legal requirements.

FOR MORE INFORMATION

For more information regarding this policy or agreement please speak with your direct leader or contact your HRBP.

For information related to our Code of Conduct Policy, please click the link below.
Code of Conduct

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