

A man with a shaved head, wearing a black t-shirt and a bright yellow safety vest, stands in front of a white semi-truck. The truck is parked in an outdoor lot with other vehicles and containers visible in the background. The sky is blue with scattered white clouds. The word "Anti-Corruption" is overlaid in large white text on the lower left of the image.

Anti-Corruption

This Anti-Corruption Policy ("Policy") applies to RXO, Inc., including all its subsidiaries, divisions, and other operating entities (collectively, "RXO" or the "Company"). All directors, officers, and employees of RXO, and third parties acting on our behalf, are subject to and responsible for complying with the requirements of this Policy. As used in this Policy, the term "Company" should be read to include all persons and entities subject to this Policy.

1. OVERVIEW

RXO values its reputation for integrity, and we earn business based on our merits. We do not permit or engage in bribery or corruption of any kind. This means we do not make, solicit, or accept payments, or offers of anything else of value, to improperly obtain, retain, or influence any business matter or decision. Employees will never be punished for refusing to pay or take a bribe or kickback, even where that refusal results in a loss of business to RXO. RXO complies with all applicable anti-corruption laws, including the U.S. Foreign Corrupt Practices Act, and other local anti-corruption laws and regulations. In addition, RXO has controls in place to detect and prevent bribery and corruption.

2 DEFINITIONS

2.1 Anything of Value: Any cash (or cash equivalent, such as gift cards), gift, gratuity, travel, entertainment, charitable or political contribution, personal favor, employment (paid or unpaid), loan, or anything else that would be valuable to the receiver, even if it would not be valuable to anyone else. The term "anything of value" should be interpreted broadly; there is no minimum amount or any exception for "small" payments.

2.2 Directly or Indirectly: The Company is prohibited from doing indirectly anything that it is prohibited from doing directly. Improper payments made on the Company's behalf by third parties also violate this policy and can violate anti-corruption laws. For example, the Company cannot make improper payments to government officials (a direct benefit), so the Company cannot make a payment to a third party under circumstances suggesting that the third party would improperly pass the payment along to a government official (an indirect benefit). As another example, if the Company is prohibited from providing a gift to an employee of a government-owned business (a direct benefit), the Company cannot, instead,

provide a gift to that person's family member or to a charity organization supported by the government official (an indirect benefit).

2.3 Facilitation Payment: A small "grease" or "speed" payment made to induce an official to perform or speed up a routine, non-discretionary service the official is obligated to perform. The payment is intended to influence only the timing of the official's action, not its outcome. For example, a small payment to speed up the processing of a permit or license or to speed up the clearance of a shipment would be considered a facilitation payment.

2.4 Government Official: Any person, regardless of their rank or position, working for (1) a government agency or department, in any branch of government (executive,

legislative, judicial, military, law enforcement) at the federal, state, or local level, including entities such as customs or tax agencies; or (2) a government-owned or controlled entity or business, including entities such as a state-owned air carriers, shippers, or utility providers. This also includes any person or entity acting on behalf of a government or government-owned or controlled entity, a public international organization (e.g., the Red Cross, the United Nations, or the World Bank), a political party, or a candidate for political office. Government Officials are not limited to high-level personnel; even low-level employees who have minimal responsibilities are included. Spouses, children, or other close relatives of government officials should be treated with the same level of caution as government officials.

2.5 Private Party: Any person or entity that is not a Government Official, such as a commercial customer, supplier, or competitor.

3 STANDARDS OF CONDUCT

3.1 We Do Not Make Payments to Government Officials: The Company will not directly or indirectly offer, pay, promise, or authorize payment of anything of value to a Government Official, regardless of local practice or custom. This prohibition includes the making of facilitation payments (as defined above). You must immediately report any requests for improper payments, including requests for facilitation payments, to Ethics and Compliance.

3.2 We Do Not Make Payments to Private Parties to Improperly Influence Business Matters: The Company will not directly or indirectly offer, pay, promise, or





authorize payment of anything of value to a private party to obtain an improper business advantage. In certain instances, it may be acceptable for the Company to provide inexpensive promotional items and modest meals or entertainment to a private party. Such items or entertainment must be provided in compliance with the Company's rules on gifts and entertainment and require pre-approval from Ethics and Compliance **before** giving a gift costing \$100 or more per person or entertainment costing \$150 or more per person.

3.3 We Prioritize Personal Safety:

If you find yourself in a situation where a payment is being demanded from you at the expense of your personal health, safety, or liberty, (for example, if you are detained, threatened, and fear you will be harmed if don't make a payment) you should make the payment to get out of

the situation. Once you are safe, you must immediately contact Ethics and Compliance and provide details about the situation, including the amount paid and any other relevant information. Such health and safety payments must be transparently recorded in the Company's books and records.

3.4 We Do Not Solicit or Accept Benefits Intended to Influence Our Objectivity:

The Company will not directly or indirectly ask for or accept anything of value from any person or entity for the purpose of providing an improper business advantage. Company employees may accept modest entertainment, meals, and promotional items from our business partners when doing so complies with the Company's rules on gifts and entertainment. Pre-approval from Ethics and Compliance is required before accepting a gift costing \$100 or more per person or entertainment costing \$150 or more per person.

3.5 We Do Not Make Charitable Contributions or Sponsorship Payments to Influence Any Business or Government Matter:

The Company will not directly or indirectly provide any Company funds or assets to any charitable organization or sponsor any event such as a golf tournament or a table sponsorship at a lunch or dinner event regardless of amount without pre-approval from Ethics and Compliance. Charitable contributions and sponsorship payments must go to an organization, not an individual, and should never be offered as an inducement to award business, to approve, reimburse, purchase, or recommend a Company service or to in any way improperly benefit the Company's business activities. The Company will not make donations to charitable organizations or sponsor any events at the request of or for the direct or indirect benefit of a government official.

3.6 We Do Not Make Political Contributions to Influence Any Business or Government Matter:

The Company will not directly or indirectly provide any Company funds or assets to any political party or candidate for political office without written authorization from Ethics and Compliance. In addition, the Company will not make political contributions in foreign countries. Furthermore, Company employees involved in government procurement activity may not make any private political contributions in connection with government procurement activity without first obtaining approval from Ethics and Compliance. Please refer to the Political Contributions section in our Code

of Business Ethics for additional information.

3.7 We Follow Our Hiring Policies:

Applicants for a job or internship (paid or unpaid) must be selected through the normal Human Resources process and hired based on objective criteria and the candidate's credentials. This applies to candidates recommended or suggested by clients, government officials, or other business and personal contacts. No Employee should have discussions about or give offers of paid or unpaid employment to government officials or the close relatives of government officials without obtaining clearance from Human Resources and, when appropriate, Ethics & Compliance.

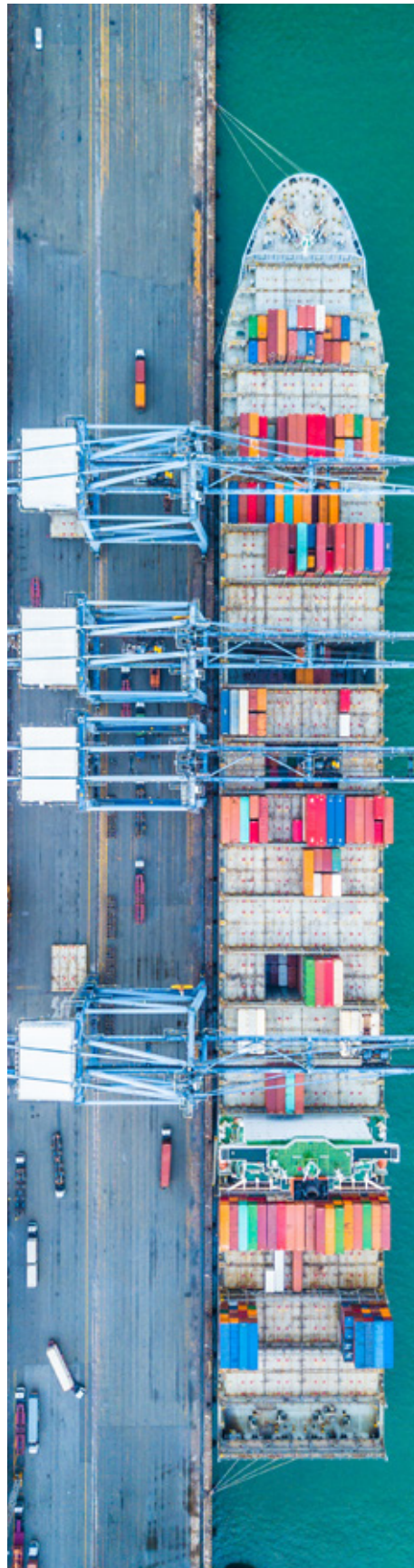
3.8 We Keep Accurate Books and Records:

The Company's books and records accurately reflect all business transactions and are maintained in accordance with established procedures and auditing standards and generally accepted accounting principles.

The Company also maintains a system of internal accounting controls to ensure that business transactions are properly approved, and records accurately maintained. These controls are designed to ensure accurate reporting and to allow us to prevent and detect improper payments.

4. THIRD PARTY DUE DILIGENCE

Third parties who act on RXO's behalf, including suppliers, vendors, consultants, agents, brokers, and carriers, among others, may pose a significant compliance risk to the Company. Consistent with the RXO Third Party Assessment and Due Diligence



Policy, we conduct a risk-based, due diligence review of these third parties to ensure they share our commitment to conducting business ethically and with integrity before entering an agreement to engage their services, and we refresh this due diligence review periodically.

All third parties acting on behalf of the Company must agree to fully comply with this policy and all applicable anti-corruption laws. All relationships with third parties must be documented through written contracts that contain appropriate anti-corruption representations and warranties by those third parties.

The Company must also review proper supporting documentation before paying expenses on behalf of a third party, including appropriate proof of performance. If you are involved in reviewing or approving these expenses, you should question any unusual or excessive expenses incurred by the third party and refuse to pay expenses that appear improper or questionable.

If you know or suspect that a third party has paid a bribe, kickback, or any other improper payment, or has otherwise acted unethically, you must immediately report your concerns to Ethics and Compliance. "Red flags" that may indicate improper activity may include requests for:

- large commissions, advance commissions or over-payments;
- payments to accounts located outside the country where a third party is headquartered or services are being provided;
- payments made in currencies different from the third party's location and/or bank location;
- payments to accounts held in the names of parties outside the agreement;

- payments that are invoiced without adequate supporting documentation or justification;
- payments for services outside the agreement scope;
- payments to be made to or contracts placed in the name of an individual;
- customer requests for an unrelated third party to be added to the deal;
- excessive discounts or rebates;
- cash payments of any kind; and
- any other payment or benefit not fully or accurately contemplated in the agreement.

Also watch for:

- rumors of, or a reputation for, bribery or improper behavior;
- minimal detail on invoices or expense claims involving interactions with public officials or government agencies; and
- a close relationship with a public official or ministry.

If a third party is suspected of acting in an improper manner, all activity with, and all payments to, the third party must immediately cease until Ethics and Compliance provides guidance on how to proceed.

5. ANTI-CORRUPTION COMPLIANCE PROGRAM

The Company has implemented and maintains a compliance program that seeks to prevent, detect, and address corruption and other related misconduct and improper activity. All persons subject to this Policy are expected to follow the Company's Compliance Program and to participate in periodic trainings, certifications, and other anti-corruption compliance measures.



6. REPORTING

All persons subject to this Policy must immediately report any suspected or actual misconduct or potential violations of this Policy and/or applicable anti-corruption laws. RXO does not permit retaliation against any person who, in good faith, reports any concerns, misconduct, and/or potential violations of Company policy or applicable laws or who cooperates in the investigation of such issues.

Reports can be submitted directly to your supervisor, Human Resources, the Legal Department, or to Ethics and Compliance at Ethics@rxo.com. Additionally, reports can be submitted through the Ethics website www.RXO.ethicspoint.com, or by calling the specific EthicsPoint hotline number for your country. The Ethics and Compliance website Ethics.xpo.com has a full list of hotline phone numbers. Your concerns can be reported anonymously, unless

otherwise prohibited by applicable local law. Please see the Company's Code of Business Ethics for additional information regarding reporting options.

Additional information and guidance regarding this Policy can be obtained from Ethics and Compliance at Ethics@rxo.com.

7. POLICY EXCEPTIONS

Any exception to or deviation from this Policy must be approved in writing by the Company's Chief Compliance Officer or his or her delegate.

8. FAILURE TO COMPLY

Failure to comply with this Policy could have serious consequences for the Company and the individuals involved, including civil or criminal prosecution, fines, and possible imprisonment. Violations of this Policy may also result in serious disciplinary action, up to and including termination of employment.

Version	Date	Description
Original Policy	11/2/2022	Initial policy publication