



# CODE OF CONDUCT



Imperative Logistics Group's vision is to grow both organically and through acquisition, welcoming employees with the same passion, and bringing together cultures and best practices to become one of the fastest-growing premium service providers and most innovative logistics companies in the industry.

Our mission is to add value to our clients' businesses and supply chains, by offering a complementary portfolio of premier logistics solutions for customers with complex, customized, premium freight requirements.

Our values and principles are outlined in our Code of Conduct. They are not unique to Imperative Logistics Group. They are universal and remind us that how we conduct ourselves in business is as important as how we conduct ourselves as individuals.



Dante Fornari  
Chief Executive Officer

**How we conduct  
ourselves in  
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# Introduction

This Code outlines our commitment to Ourselves, our Suppliers, and our Customers and is governed by our Board of Directors and Senior Executive team.

**Imperative Logistics Group** is proud of our operating teams, including Imperative Logistics global forwarding, Masterpiece fine arts, TrumpCard domestic mission critical, ASAP Expediting and JAMCO cross border logistics. This Code of Conduct applies to all our operating businesses and acquired companies. This policy will be reviewed annually and revised as needed to remain up to date with Imperative Logistics' goals and programs.

## **To Our Employees:**

Regardless of your business team, role, level of responsibility, or immediate task: read the Code and refer to it often.

## **To Our Partners:**

It is expected that you will also hold to the tenets outlined in our Code of Conduct.

## **To Our Customers:**

This is our commitment as we strive to be an asset to your supply chain.

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# About the Code

The principles outlined in our Code of Conduct can be summarized as follows:

- Be honest and fair in your dealings with others.
- Be considerate of your colleagues, our customers, suppliers, and the communities in which we work.
- Be respectful of the environment and its resources.

## WHO DOES THE CODE APPLY TO

The Code applies to every employee, manager, and director. It also applies to all third parties, specifically carriers and service providers, contracted by and acting on behalf of Imperative Logistics Group and its branded business segments.

Every employee is expected to familiarize themselves with the Code as well as the related policies within each area covered.

Vendors and suppliers may be asked to verify that their business practices comply with our Code of Conduct and provide policy documentation in support.

## WHAT ARE MY RESPONSIBILITIES

The principles described in the Code are not unique, but they are simple and powerful. The Code is an introduction to our policies, and a key reference for employees and suppliers to understand their obligations. The Code is not a comprehensive guide to our legal and regulatory responsibilities. Specific policies listed in the Code can be found on the SharePoint site for each Imperative Logistics Group brand.

What is expected? First, it is to do what is right. Use the Code as a reference and guide where needed. Honor the values highlighted, with honest effort and spirit.

Employees have a responsibility to report any violations of the Code.

# ETHICS & RISK COMMITTEE

Imperative Logistics Group's Ethics & Risk Committee assesses business risk and monitors regulatory compliance, Code of Conduct adherence, and external factors shaping the business including staying ahead of emerging regulations. The committee includes the CEO, Chairman of the Board, Chief People & Sustainability Officer, Chief Financial Officer and SVP of Quality and Compliance. The committee reviews Environmental, Social and Governance metrics reported to the Board of Directors annually.

# HOW TO REPORT CONCERNS

Imperative Logistics Group takes violations of the Code seriously and will investigate all reports. Imperative will protect the confidentiality of those who report a violation to the extent legally possible.

Report violations anonymously at [imperativelogistics.ethicspoint.com](https://imperativelogistics.ethicspoint.com) or at 833-670-7831.

Incidents reported to the ethics line will receive a response within 24 hours and will be promptly investigated by the Ethics Committee or appropriate senior-level executive.

Imperative Logistics Group will not accept retaliation against anyone who files a good-faith report of a violation. Anyone involved in retaliation will be subject to disciplinary action, up to and including termination of employment.

The Code is meant to supplement our legal obligations in jurisdictions within which we operate, and where it conflicts with any local, national, or international law, the law takes precedence. Imperative Logistics Group may update policies outlined in the Code. Any violation of the law, regulations, our policies, or the Code are serious matters and may lead to disciplinary action up to and including termination of employment.

# Integrity & Fair Business Practices

Imperative Logistics Group prioritizes integrity. As a United States based company, we adhere to all U.S. laws and regulations. As a globally engaged company, we are committed to respecting all relevant laws where we and our partners operate. We are responsible for protecting our assets and information, in addition to the assets and information of our customers, suppliers, and business partners. Failure to comply with this policy will result in a review of the incident by the ethics committee, where disciplinary action will be determined.

For more information, please reference our Anti-Corruption Compliance Policy.

## BRIBERY & CORRUPTION

Our company does not participate in corrupt practices. We abide by the U.S. Foreign Corrupt Practices Act ("FCPA"), and all other anti-corruption laws. Legal and ethical, legitimate, receipted payments made to a government agency are not prohibited.

Facilitation payments, which are payments made to expedite or secure the performance of a routine, non-discretionary government action to which Imperative Logistics Group is entitled, are strictly prohibited.

Employees may not offer, promise, pay, or arrange for a third party to offer, promise, or pay kickbacks, bribes, undisclosed commissions, lavish gifts, unlawful services, excessive entertainment, or anything of value for the purpose of exerting improper influence over the recipient, with the express purpose of inducing the recipient to violate his or her duties; securing an improper advantage. Offers, promises, and payments are prohibited if the employee makes the payments without seeking reimbursement. Employees may not receive any improper payments, gifts, or services, and entertainment should never create the appearance of impropriety. Employees are strictly prohibited from engaging in acts of dishonesty, fraud, theft, or sabotage. Additionally, they are forbidden from participating in money laundering, which involves concealing the origin, ownership, or destination of illegally or dishonestly obtained funds by integrating them into legitimate financial activities to make them appear legal.

## SANCTIONS, CONTROLS & ANTI-BOYCOTT LAWS

Imperative Logistics Group business segments are responsible for complying with sanctions, export, and anti-boycott regulations applicable in the countries in which we operate. In addition to local rules, we comply with U.S. sanctions and anti-boycott regulations specific to our United States registration. We respect U.S. law and do not comply with economic boycotts in which the United States does not participate.

## ANTI-TRUST & FAIR COMPETITION

Imperative is committed to free enterprise and fair competition. All employees must comply with antitrust and fair competition laws. It is our intent to avoid conduct that is or could be viewed as an attempt to inhibit free choice based on merit and quality. We hire suppliers & agents through careful and fair assessment. We make business decisions independent of any understanding or agreement with a competitor. Examples of prohibited conduct include:

- Price fixing agreements with a competitor.
- Agreeing with a competitor to boycott another business.
- Discussing commercially sensitive information with a competitor.
- Participation in any association that promotes anti-competitive conduct.

## BUSINESS ENTERTAINMENT, ACTIVITIES & SOCIAL EVENTS

It is the employee's responsibility to substantiate that the business purpose and objective are best served by entertainment or a social event. Use of sound judgment when choosing an appropriate location for entertainment venues and social events is required. Entertainment & social events must be appropriate, inclusive, and considerate of all in attendance and should never create the appearance of impropriety. Entertainment should never reflect negatively on your reputation or the reputation of Imperative Logistics Group. Entertainment & activities that are unlawful, lewd, sexually oriented, or that would violate our commitment to treat others with respect and dignity are never acceptable. Participation in activities should not cause an employee to feel uncomfortable disclosing it to his or her supervisor, or with public disclosure. When you are not sure if entertainment is acceptable, discuss it with your supervisor, Human Resources, or report to [imperativelogistics.ethicspoint.com](https://imperativelogistics.ethicspoint.com) or at 833-670-7831.

## LABOR PRACTICES

Imperative Logistics Group is committed to prohibiting human rights abuse in the form of slavery, modern slavery, forced or indentured labor, sexual exploitation, and human trafficking internally and in any part of its supply chain



and supplier networks. We believe in maintaining open-door for employees so that employees can raise concerns directly with management, and so we can address problems and challenges together. Imperative Logistics Group respects employees' right to freedom of association and collective bargaining.

#### HOW DOES THE CODE APPLY TO OUR SUPPLIERS

Suppliers shall not use forced labor, child labor, or indentured or prison labor. Imperative Logistics Group partners with suppliers and vendors who respect employees' right to freedom of association and collective bargaining.

#### RELATED POLICIES INCLUDE:

- Anti-Corruption Policy

# Information, Data and Cyber Security

## INFORMATION, DATA SECURITY & DOCUMENTATION RETENTION

Imperative Logistics Group business segments are committed to respecting the privacy of any personal or business data we collect, use, or process.

Employees shall not disclose non-public or personally identifiable information used for entry or regulatory purposes for personal gain. This information can include names, titles, physical locations, phone numbers, email addresses, and government-issued identification. This information can be collected only with the knowledge and consent of the party and used only for business purposes. Other legal restrictions may apply based on the country or state jurisdiction.

Information material to our customers or suppliers' business operations that is non-public should be considered confidential. Disclosure could harm their businesses or break fair competition laws. Examples include purchase orders or financial information related to a commercial invoice or Customs entry filing, supplier or customer names, and supply chain or security plans. Never discuss confidential information with unauthorized persons, including family and friends. Be conscious of information shared over unsecured or public networks, or when discussing business in public.

We maintain document retention standards in accordance with U.S. Customs, other regulatory bodies, and customer requirements. Employees must follow procedures and the law. Never destroy or alter any document relevant to a filing, proceeding, dispute or regulatory inquiry.

## FINANCIAL RECORDS

Financial records are the basis for managing our business and obligations to ourselves, suppliers, and regulatory authorities. All financial records must be accurate, complete, timely, and in accordance with established accounting standards and the law.

## HOW DOES THE CODE APPLY TO OUR SUPPLIERS

As a service provider for Imperative Logistics Group, through one or more of our business segments, you may be privy to information that is the property of our customers, or specific to our business and security. We expect our suppliers to follow the CTPAT minimum security standards related to the management of information and systems. Imperative expects its partners to follow our anti-corruption & fair competition guidance, and support Imperative in complying with export controls. Vendors and suppliers may be asked for documentation and verification of practices that comply with our Code of Conduct.

## RELATED POLICIES INCLUDE:

- Anti-Corruption Policy
- Individual Rights & Privacy Policy
- Information Technology & Cyber Security
- Export Compliance Policy & Manual
- Employee Handbook

# Employment Practices

## EQUAL EMPLOYMENT & FAIRNESS

Imperative Logistics Group is committed to providing an equal employment opportunity and has clear policies to protect all employees. We promote fairness and equitable treatment in hiring, promotion, and daily conduct.

## DIVERSITY

Imperative Logistics Group Business Segments are committed to providing a welcoming and inclusive work environment for all employees regardless of their gender, race, ethnicity, or religion. The company is also committed to providing reasonable accommodations for qualified individuals with disabilities or employees who require adjustments due to their religious beliefs that may intersect with workplace rules or policies.

## MUTUAL RESPECT & OPENNESS

All employees are entitled to work in a positive environment free of harassment and intimidation. Sexual harassment of an employee by any manager, co-worker, or business contact will not be tolerated. Other unacceptable behaviors include harassment, intimidation, bullying or discrimination of any kind based on race, sex, sexual orientation, gender identity, gender expression, marital status, age, color, religion, creed, national origin, disability, military status, pregnancy, or any other characteristic protected under applicable law. Employees will treat their colleagues with respect. Managers and Directors are charged with the responsibility of setting a positive example and enforcing compliance. If you believe that you or another employee has been subjected to discrimination, report it to [imperativelogistics.ethicspoint.com](https://imperativelogistics.ethicspoint.com) or at 833-670-7831.

## WORKING CONDITIONS

Imperative Logistics is dedicated to offering competitive wages, opportunities for professional growth and advancement, and other employee benefits including health, dental, and vision insurance, 401k plans, flexible spending accounts, disability insurance, worksite benefits, legal services, pet insurance

and identity LifeLock protection. Wages are aligned with market standards, legal requirements and reflective of individual and company performance.

Imperative Logistics regularly reviews its benefits program and will adjust as needed to reflect the company's status and the evolving needs of our employees. For more details on wages and benefits, please refer to our Employee Handbook.

## CAREER MANAGEMENT AND TRAINING

Imperative Logistics is dedicated to supporting career growth and development, ensuring all employees have access to opportunities for advancement.

We encourage employees to explore new career paths within the company. Imperative circulates internal job postings twice a month and ensures employees have visibility into open positions through Workday. In addition to career opportunities, we provide resources such as training, mentorship, and development programs to help employees build the skills they need to succeed in their current roles and prepare for future opportunities.

## HEALTH & SAFETY

Imperative Logistics Group is committed to providing a safe workplace for all employees and complying with all applicable health and safety regulations. If you see unsafe practices, report it to a manager or director.

. Any action that endangers the safety and security of our employees, service providers, customers, and communities is not tolerated.

Hazardous materials and safe handling training and protective equipment are provided to any employee whose job responsibilities require it.

In line with C-TPAT minimum security standards, we conduct regular reviews of our facilities and vendors to ensure compliance in accordance with the guidelines published by [Customs and Border Protection](#). In addition, we conduct annual risk assessments on our facilities, partner assets, and routings in line with the U.S. CBP's Five Step Risk Assessment guide.

## COMMUNITY & POLITICAL ACTIVITY

Imperative Logistics Group is proud to support the communities we work in. We encourage all employees, managers, and directors to participate in activities that benefit our communities, as individuals or as a part of a program sponsored by our Imperative CARES program.

Any employee is free to associate and participate in political activities as an individual citizen and not as a representative of Imperative Logistics Group.

## HOW DOES THE CODE APPLY TO OUR SUPPLIERS?

We expect that no supplier will employ forced, child, or unpaid labor. A standard of working conditions that supports human health, and safety, and includes the free right of association and advancement is required. Suppliers will not discriminate against their employees or sub-contractors for any reason.

All suppliers must demonstrate their full and secure control of physical assets, data, systems, and facilities in compliance with CTPAT minimum security requirements.

Imperative and its business segments reserve the right to conduct audits and discontinue business with any supplier who does not meet these standards.

**RELATED POLICIES INCLUDE:**

- Dangerous Goods & Hazardous Materials Handling
- Hazardous & Prohibited Commodities
- Drug & Alcohol
- Equal Opportunity & Discrimination
- Workplace Harassment
- Information Technology & Cyber Security
- Known Shippers & Known Service Providers
- Employee Handbooks

# Environmental Sustainability

Imperative Logistics Group and its business segments are committed to being a part of the solution to climate change. We are committed to reducing the environmental impact of our operations. We fulfill this commitment by integrating environmental considerations into our strategic planning, goal setting, data monitoring, and employee training on sustainability practices. By adhering to these principles and fostering a culture of environmental sustainability, Imperative Logistics Group strives to protect our people, the environment, and local communities while driving operational excellence and long-term business sustainability. Additionally, we aim to help our customers measure, analyze, and reduce their emissions based on the Global Logistics Emissions Council and ISO 14083 standard methodologies.

## REPORTING AND TRANSPARENCY

Imperative Logistics Group conducts annual Scope 1, 2, and 3 greenhouse gas emissions inventories and reports on overall sustainability initiatives through EcoVadis, CDP, and the ESG Data Convergence Initiative. The board of directors reviews annual emissions reduction targets and ESG-related reporting. Our annual assessment allows us to identify targeted areas for sustainability improvements, including but not limited to energy efficiency, emissions reductions, risk and opportunity mapping, renewable energy usage, improved social/environmental requirements of our suppliers, and general operational efficiencies.

## ENERGY CONSUMPTION, GREENHOUSE GASES, WASTE

Imperative Logistics is committed to mitigating climate change and emissions in our operations and the operations of our customers, vendor partners, and industry peers. We are committed to measuring and reducing our greenhouse gas emissions, energy consumption, waste going to landfills, and water withdraws.

## SUSTAINABLE PROCUREMENT

Prospective suppliers must be committed to meeting all legal regulations related to labor and human rights in the jurisdictions where they operate. All suppliers and prospective suppliers must ensure that workers are paid at least the minimum legal wage in their country and are provided safe and clean working conditions.




Prospective suppliers are required to comply with all environmental regulations in the jurisdictions where their products are manufactured and distributed. We support promoting circularity in our customer’s supply chain operations and offer reusable solutions when possible. Purchasing preference should be given to suppliers that are committed to protecting the environment and sustainable sourcing practices whenever possible. Examples of this commitment may include suppliers who have written policies and targets addressing waste prevention, waste reduction, recycling and the use of recycled products, energy and water conservation, wastewater reduction, prevention of water pollution, sustainable product development, and the preservation of nature and biodiversity.

HOW DOES THE CODE APPLY TO OUR SUPPLIERS

Our vendor agreements require providers to comply with this Code of Conduct. It is expected that our suppliers will conform to local and international laws regulating pollution of the air, ground, and water and be willing to change processes or assets to eliminate environmental impacts. Wherever possible, we expect suppliers to provide relevant emissions information to government and industry groups to help improve the quality of data available for reporting on pollution. Air and ocean freight carrier partners are expected to adhere to all regulations regarding emissions, noise, and water pollution. Road freight carriers are expected to operate using assets & procedures that reduce fuel use and participate in national sustainability programs such as the EPA SmartWay program. All suppliers are strongly encouraged to have an environmental policy.

RELATED POLICY:

- ESG Policy Statement

Document	Imperative Logistics Code of Conduct
Date	March 1, 2025
Reviewed by	Kristi McFarland
Signature	

**We thank you  
for supporting our  
efforts to make the  
world a better place**



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