Code of Conduct / Code of Ethics Policy

Purpose

The purpose of this policy is to protect the interests of Shippers Automotive Group by preventing and mitigating conflicts of interest. A conflict of interest arises when a person's personal or financial interests could influence their decisions or actions in a way that is not in the best interests of the organization.

Definitions

For the purposes of this policy, the following terms have the following meanings:

- Conflict of interest: A situation in which a person's personal or financial interests could influence their decisions or actions in a way that is not in the best interests of the organization.
- Personal interest: Any interest of a person that is not shared by all other people, such as the interests of a family member, friend, or business associate.
- Financial interest: Any interest of a person that has a monetary value, such as ownership of securities, a financial interest in a business, or a personal loan.

Examples of conflicts of interest

The following are some examples of conflicts of interest:

- An employee who is responsible for awarding contracts to vendors has a financial interest in one of the vendors.
- An employee who is responsible for hiring new employees has a family member who is applying for a job at the organization.
- A board member who has a financial interest in a competitor of the organization.
- A volunteer who is responsible for managing the organization's finances has a personal loan from the organization.

Disclosure of conflicts of interest

All employees, board members, and volunteers of Shippers Automotive Group are required to disclose any known or potential conflicts of interest to their supervisor or to the organization's compliance officer. Disclosures must be made in writing and should include a description of the conflict of interest and any proposed steps to mitigate the conflict.

Resolution of conflicts of interest

Once a conflict of interest has been disclosed, the organization will determine whether the conflict is actual or potential, and whether it is significant enough to warrant action. If the organization determines that the conflict is actual and significant, it will take steps to mitigate the conflict. This may involve taking steps to remove the person from the situation or requiring the person to recuse themselves from decision-making.

Violations of this policy

Violations of this policy may result in disciplinary action, up to and including termination of employment or removal from the board of directors.

Training of this policy

Employees, board members, and volunteers will be trained on the organization's conflict of interest policy and how to identify and disclose conflicts of interest.

Monitoring of this policy

SAG has a system in place for monitoring and enforcing its conflict-of-interest policy. This may involve periodic reviews of employees' financial interests and requiring employees to disclose any changes to their financial interests.

Waivers of this policy

In limited circumstances, SAG may grant a waiver to its conflict-of-interest policy. Waivers should be granted on a case-by-case basis and only after careful consideration of the potential risks to the organization.

The successful business operation and reputation of Shippers Automotive Group is built upon the principles of fair dealing and ethical conduct of our associates. Our reputation for integrity and excellence requires careful observance of the spirit and letter of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of conduct and personal integrity.

The continued success of Shippers Automotive Group is dependent upon our customers' trust and we are dedicated to preserving that trust. Associates owe a duty to Shippers Automotive Group, its customers, and shareholders to act in a way that will merit the continued trust and confidence of the public.

Shippers Automotive Group will comply with all applicable laws and regulations and expects its directors, officers, and associates to conduct business in accordance with the letter, spirit, and intent of all relevant laws and to refrain from any illegal, dishonest, or unethical conduct.

In general, the use of good judgment, based on high ethical principles, will guide you with respect to lines of acceptable conduct. If a situation arises where it is difficult to determine the proper course of action, the matter should be discussed openly with your immediate supervisor, and if necessary, with the Facility Manager for advice and consultation.

Compliance with this policy of business ethics and conduct is the responsibility of every Shippers Automotive Group associate. Disregarding or failing to comply with this standard of business ethics and conduct could lead to disciplinary action, up to and including termination of employment.

Whistleblower Policy

Any associate who has a reasonable belief that SAG or any of our associates has committed any violation of federal, state, or local law should report the violation in writing to their direct supervisor. If the direct supervisor is believed to be involved in the matter being reported, such that such a report of the matter would be ineffective, an associate may alternatively make a report to the Facility Manager or another member of management.

An investigation will be conducted person of management. Appropriate remedial and corrective action will be taken if warranted. Any good faith report of wrongdoing will be held in confidence to the extent that the needs of the investigation permit.

If an associate makes a report in good faith regarding what the associate reasonably believes to be a violation of the law and/or financial wrongdoing to management or to a federal, state, or local agency, or assists in an investigation concerning wrongdoing, the associate will be protected against any retaliation in accordance with corporate whistleblower protections.

An associate who retaliates against another associate for making a good faith report or for assisting in an investigation, an associate who has knowledge of such retaliation but does not bring it to the attention of management, and/or an associate who knowingly makes a false report will be subject to disciplinary action, up to and including termination of employment.

Data Protection and Security

Shippers Automotive Group is committed to protecting its data from unauthorized access, use, disclosure, alteration, or destruction. SAG will implement appropriate technical and organizational measures to protect data, including:

- Access controls: SAG will restrict access to data to authorized personnel only.
- Data encryption: SAG will encrypt data that is stored at rest and in transit.
- Data loss prevention: SAG will implement data loss prevention measures to prevent the accidental or intentional disclosure of data.
- Incident response: SAG will have a plan in place to respond to data breaches and other security incidents.

Financial Responsibility

Shippers Automotive Group is committed to financial responsibility and to acting in the best interests of the organization. All employees, contractors, and other persons who have access to financial data are responsible for:

- Maintaining accurate and complete financial records.
- Protecting financial data from unauthorized access, use, disclosure, alteration, or destruction.
- Complying with all applicable laws and regulations.
- Reporting any suspected financial irregularities to the appropriate authorities.

Accurate Records

Shippers Automotive Group is committed to maintaining accurate and complete financial records. All financial records must be:

- Accurate: Financial records must accurately reflect the underlying transactions.
- Complete: Financial records must include all relevant information.
- Timely: Financial records must be prepared and filed in a timely manner.

Fair Competition and Anti-trust

Shippers Automotive Group is committed to the following principles of fair competition:

- Competition on the merits: SAG will compete fairly on the merits of its products and services.
- Non-discrimination: SAG will not engage in any discriminatory practices that could harm competition.
- Transparency: SAG will be transparent in its dealings with customers and competitors.
- Fair pricing: SAG will not engage in any unfair pricing practices that could harm competition.
- Compliance with antitrust laws: SAG will comply with all applicable antitrust laws and regulations.

Disclosure Of Information

Shippers Automotive Group is committed to protecting its confidential information from unauthorized disclosure. Confidential information may only be disclosed in the following circumstances:

- With the prior written consent of Shippers Automotive Group.
- To comply with a law or regulation.
- To protect the rights or property of Shippers Automotive Group or its employees.
- To prevent or detect a crime.

Counterfeit Parts

SAG is committed to preventing the introduction of counterfeit parts into its products and services. Counterfeit parts can pose a serious risk to the safety and reliability of SAG's products, and they can also damage the company's reputation.

- To prevent the introduction of counterfeit parts, SAG will:
- Establish and maintain a supplier approval process that includes an evaluation of the supplier's quality control program.
- Implement a parts inspection process that includes visual inspection, physical testing, and, if necessary, chemical analysis.
- Maintain a record of all purchased parts, including the supplier, part number, and date of purchase.
- Report any suspected counterfeit parts to the appropriate authorities.

Intellectual Property

Shippers Automotive Group is committed to the protection and development of its IP assets. IP assets are valuable assets that can provide a competitive advantage and contribute to the company's long-term success.

- To protect and develop its IP assets, SAG will:
- Identify and protect its IP assets through appropriate legal means, such as patents, trademarks, and copyrights.
- Take appropriate steps to protect its trade secrets and confidential information.
- Commercialize its IP assets through licensing, partnerships, or other means.
- Prohibited Practices
- The following practices are prohibited under this policy:
- Disclosing confidential information to unauthorized persons.
- Using SAG's IP assets without authorization.

Infringing on the IP rights of others.

Export Controls

Shippers Automotive Group is committed to complying with all applicable export controls and economic sanctions laws and regulations. Failure to comply with these laws and regulations can result in significant civil and criminal penalties, including fines, imprisonment, and denial of export privileges.

To comply with these laws and regulations, SAG will:

- Establish and maintain a compliance program that includes training for employees, risk assessments, and screening procedures.
- Obtain appropriate export licenses or permits before exporting, re-exporting, or transferring controlled items.
- Comply with all applicable economic sanction's requirements, including prohibited transactions, restricted destinations, and blocked persons lists.
- Report any suspected violations of export controls or economic sanctions laws and regulations to the appropriate authorities.
- The following practices are prohibited under this policy:
- Exporting, re-exporting, or transferring controlled items without a valid license or permit.
- Engaging in transactions with sanctioned countries, entities, or individuals.
- Providing false or misleading information about the destination or end-use of controlled items.
- Failing to report any suspected violations of export controls or economic sanctions laws and regulations.

Acknowledgment

Employees may not engage in any outside activity which detracts from your duties as an employee of SAG. This includes financial, business, or other relationships outside of the company.

Employees may not accept in any form whatsoever any compensation or gift from current or potential Clients or customers. Likewise, no employee shall provide or give gifts, favors, or compensation where these might appear to influence improperly others in their relationship to SAG.

All employees are under a continuing obligation to make the management of SAG aware of any and all situations involving either actual or potential conflict of interest, whenever such situations may arise. If SAG determines that a conflict of interest or appearance of such conflict exists. The employee may be asked to remedy the situation immediately. Depending on the circumstance, an employee may be subject to discipline, up to termination, for having engaged in conduct which constitutes, or failing to disclose promptly a situation involving an actual or potential conflict of interest.

I have read and understand the Shippers Automotive Group Conflict of Interest Policy. I agree to comply with this policy and to disclose any known or potential conflicts of interest to my supervisor or to the organization's compliance officer.

_____ _____

Employees Signature Date

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Employee's name (typed or printed)