

**SWIFT TRANSPORTATION COMPANY**

**CODE OF BUSINESS CONDUCT AND ETHICS**

**Updated as of December 22, 2016**

Dear Colleagues,

The reputation of Swift Transportation Company (the “Company”) is a result of the dedication and hard work of all of us. Together, we are responsible for preserving and enhancing this reputation. Swift is committed to conducting business in an ethical and legal manner throughout the world. Our goal is not just to comply with the laws and regulations that apply to our business; we also strive to act in accordance with the highest standards of business conduct. We also expect our suppliers, independent contractors and consultants with whom we do business to adopt and to conform to similar values and standards.

We set forth in the succeeding pages the Company’s Code of Business Conduct and Ethics (the “Code”), which has been approved by our Board of Directors. The purpose of the Code is to reinforce and enhance the Company’s commitment to an ethical way of doing business.

The Code applies to all directors, officers and other employees of the Company and outlines the broad principles of ethical and legal conduct embraced by the Company to guide our directors’, officers’ and employees’ business related conduct. These principles are not intended to be a complete list of ethical and legal issues a director, officer or employee might face in the course of his/her business activities. Therefore, it is intended that these principles are to be applied using common sense and reasonable business judgment. Additionally, this Code should be read in conjunction with all of the Company’s policies, rules and regulations.

The Company respects the right of privacy of all directors, officers and employees in their personal activities. However, each director, officer and employee must examine his/her activities, and those of family members, to ensure that no activity, whether directly or indirectly, might adversely affect the Company’s reputation.

Please read the Code carefully and make sure that you understand it, the consequences of non-compliance, and the Code’s importance to the success of the Company. If you have any questions, speak to your supervisor, manager, the Company’s General Counsel or any of the other resources identified in this Code. The Code cannot and is not intended to cover every applicable law or provide answers to all questions that might arise; for that we must ultimately rely on each person’s good sense of what is right, including a sense of when it is proper to seek guidance from others on the appropriate course of conduct. When in doubt about the advisability or propriety of a particular practice or matter, we believe it is always a good idea to seek such guidance.

Sincerely,

Richard Stocking  
President & Chief Executive Officer

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## **PUTTING THE CODE OF BUSINESS CONDUCT AND ETHICS TO WORK**

### **About the Code of Business Conduct and Ethics**

We at the Company are committed to the highest standards of business conduct in our relationships with each other, as well as our investors, customers, suppliers and others. This requires that we conduct our business in accordance with all applicable laws and regulations and in accordance with the highest standards of business conduct. The Company's Code of Business Conduct and Ethics (the "Code") helps each of us in this endeavor by providing a statement of the fundamental principles and key policies and procedures that govern the conduct of our business.

Our business depends on the reputation of all of us for integrity and principled business conduct. Thus, in many instances, the policies referenced in this Code go beyond the requirements of the law.

The Code is a statement of policies for individual and business conduct and does not, in any way, constitute an employment contract or an assurance of continued employment. Employees of the Company are employed at-will. This means that you may choose to resign your employment at any time, for any reason or for no reason at all. Similarly, the Company may choose to terminate your employment at any time for any legal reason or for no reason at all, but not for an unlawful reason.

### **Meeting Our Shared Obligations**

Each of us is responsible for knowing and understanding the policies and guidelines contained in the following pages. If you have questions, ask us; if you have ethical concerns, raise them. The Company's General Counsel, who is responsible for overseeing and monitoring compliance with this Code and the other resources set forth in this Code, is available to answer your questions and provide guidance. Our conduct should reflect the Company's values, demonstrate ethical leadership and promote a work environment that upholds the Company's reputation for integrity, ethical conduct and trust.

## **RESPONSIBILITY TO OUR ORGANIZATION**

The Company's employees, officers and directors are expected to dedicate their best efforts to advancing the Company's interests and to make decisions that affect the Company independent of outside influences. Directors, officers and employees are expected to make business decisions and take actions based upon the best interests of the Company and not based upon personal relationships or benefits. Conflicts of interests, and the appearance of conflicts of interest, can damage your reputation and the reputation of the Company.

### **Conflicts of Interest**

A conflict of interest occurs when your private interests interfere, or even appear to interfere, with the interests of the Company. A conflict situation can arise when you take

actions or have interests that make it difficult for you to perform the Company's work objectively and effectively. Your obligation to conduct the Company's business in an honest and ethical manner includes the ethical handling of actual, apparent and potential conflicts of interest between personal and business relationships. This includes full disclosure of any actual, apparent or potential conflicts of interest as set forth below.

Although we cannot list every conceivable conflict, what follows are some common examples of actual, apparent and potential conflicts of interest, and to whom employees should make disclosures. The Code applies to all employees and officers, as well as our Board of Directors. In addition, certain officers and shareholders are subject to specific provisions contained in our Certificate of Incorporation. If you are involved in a conflict situation that is not described below, or have any questions about whether a particular activity would be a conflict situation, you should discuss your particular situation with your supervisor or the Company's General Counsel.

***Improper Personal Benefits from the Company***

Conflicts of interest arise when an employee, officer or director, or any person with whom an employee has a close personal relationship, including a spouse, parents, children, siblings or any person living in an employee's home receives improper personal benefits as a result of his or her position at the Company. You may not accept any benefits that have not been duly authorized and approved pursuant to Company policy and procedure.

***Financial Interests in Other Businesses***

You may not own or otherwise possess an interest in a company that competes with the Company. You may not own or otherwise possess an interest in a company or person that does business with the Company (such as a Company investor or supplier) without the prior written approval of the Company's General Counsel. However, it is not typically considered a conflict of interest (and therefore, prior approval is not required) to have an interest of 1% or less of the outstanding shares of a publicly traded company.

***Business Arrangements with the Company***

Without prior written approval from the Company's General Counsel, you may not participate in a joint venture, partnership or other business arrangement with the Company. If you are in a position where bids for Company work are submitted to you for decision, any bids submitted must be judged impartially and selected using reasonable business judgment and with the best interest of the Company in mind.

***Contracting with Outside Companies***

To make sure the best interests of the Company are advanced at all times and that adequate time is allowed for review and negotiations of contracts, all agreements that the Company enters into may be signed only by a signatory with the appropriate authority level.

***Outside Employment or Activities with a Competitor***

Simultaneous employment with or serving as a director of a competitor of the Company is strictly prohibited, as is any activity that is intended to or that you should reasonably

expect to advance a competitor's interests. You may not market products or services in competition with the Company's current or potential business activities. It is your responsibility to consult with the Company's General Counsel to determine whether a planned activity will compete with any of the Company's business activities before you pursue the activity in question.

***Outside Employment with a Supplier***

Without prior written approval from the Company's General Counsel, you may not be a supplier or be employed by, serve as a director of or represent a supplier to the Company. Nor may you accept money or benefits of any kind as compensation or payment for any advice or services that you may provide to a supplier or anyone else in connection with its business with the Company.

***Charitable, Government and Other Outside Activities***

The Company encourages all employees to participate in projects and causes that further the welfare of our local communities. However, you must obtain the prior written approval of the Company's General Counsel before serving as a director or trustee of any charitable, not-for-profit, for-profit or other entity or before running for election or seeking appointment to any government-related position.

***Family Members Working in the Industry***

You may find yourself in a situation where your spouse or significant other, your children, parents, or in-laws or someone else with whom you have a close familial relationship is a competitor, supplier or customer of the Company or is employed by one. Such situations are not prohibited but they call for disclosure and extra sensitivity to security, confidentiality and conflicts of interest.

There are several factors to consider in assessing such a situation, including the following: (1) the relationship between the Company and the other company; (2) the nature of your responsibilities as an employee of the Company and those of the other person; and (3) the access each of you has to your respective employer's confidential information. Such a situation, however harmless it may appear to you, could arouse suspicion among your associates that might affect your working relationships.

To remove any such doubts or suspicions, you must disclose your specific situation to your supervisor, manager or the Company's General Counsel to assess the nature and extent of any concern and how it can be resolved. Executive officers must disclose their specific situations to the Company's General Counsel. In some instances, any risk to the Company's interests is sufficiently remote that the Company's General Counsel may only remind you to guard against inadvertently disclosing Company confidential information and not to be involved in decisions on behalf of the Company that involve the other company.

***Family Member Working at the Company***

In the event that a family member or other person with whom you had a significant and close personal relationship is an employee of the Company, you should not be in a direct or indirect supervisory position over that person unless such situation has been

specifically approved by the Company's General Counsel and Vice President of Human Resources. Accordingly, in such a case you must disclose the relationship to your supervisor and/or the Company's General Counsel. In such an event, the Company may reassign one or both employees.

### **Corporate Opportunities**

Employees and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. If you learn of a business or investment opportunity through the Company's information or your position at the Company, such as from a competitor or actual or potential customer, supplier, or business associate of the Company, you may not participate in the opportunity or make the investment without the prior written approval of the Company's General Counsel. You may not use the Company's property, information or your position at the Company for improper personal gain.

### **Entertainment, Gifts and Gratuities**

#### ***Receipt of Gifts and Entertainment***

When you are involved in making business decisions on behalf of the Company, your decisions must be based on uncompromised, objective judgment. Employees interacting with any person who has business dealings with the Company (including suppliers, competitors, contractors and consultants) must conduct such activities in the best interest of the Company using consistent and unbiased standards. We must never accept gifts or other benefits if our business judgment or decisions could be affected.

You must never ask for gifts, entertainment or any other business courtesies from people doing business with the Company. Unsolicited gifts and business courtesies, including meals and entertainment (but only when part of a business meeting and when shared with the host business contact), are permissible if they are customary and commonly accepted business courtesies; not excessive in value; and given and accepted without an express or implied understanding that you are in any way obligated by your acceptance of the gift or that the gift is a reward or inducement for any particular business decision already made or forthcoming. Gifts with a value in excess of \$100 or that are unusual in nature should not be accepted without the prior written approval of your supervisor, manager or the Company's General Counsel.

Gifts of cash or cash equivalents (including securities, below-market loans, etc.) in any amount are prohibited and must be returned promptly to the donor.

Gifts, gratuities, awards, merchandise and/or other incentives of nominal value (generally not exceeding a fair market value of \$100) may be accepted from or offered to vendors and customers, as well as potential vendors and potential customers, with whom you maintain an actual or potential business relationship. You may engage in reasonable entertainment with current or potential vendors and customers. The value of such entertainment activities may not exceed a fair market value of \$100 unless the vendor or customer, or potential vendor or potential customer, is present. "Reasonable

entertainment” means entertainment (including activities such as golf and other sporting events, tickets to the theater, a concert and other productions, but excluding vendor paid/customer paid trips), at which bona fide business discussions are held, provided that the expense would be paid by the Company as a reasonable business expense if not paid by the other party. In addition, “reasonable entertainment” only includes entertainment within the bounds of good taste, moderation and common sense. If there are any questions regarding the reasonableness or permissibility of any entertainment under this Code, the employee should obtain approval from the Company’s General Counsel before engaging in the entertainment.

### ***Offering Gifts and Entertainment***

When you are providing a gift, entertainment or other accommodation in connection with Company business, you must do so in a manner that is in good taste and without excessive expense. You may not furnish or offer to furnish any gift that is of more than token value or that goes beyond the common courtesies associated with accepted business practices or that is an inducement or reward for entering into a business transaction. You should follow the above guidelines for receiving gifts in determining when it is appropriate to give gifts and when prior written approval from your supervisor or manager or the Company’s General Counsel is required.

Our investors, customers, suppliers and consultants likely have gift and entertainment policies of their own. You must be careful to not provide a gift or entertainment that violates the other party’s gift and entertainment policy.

What is acceptable in the commercial business environment may be entirely unacceptable in dealings with the government. Please refer to the section in the Code regarding Interacting with Government.

Giving or receiving *any* payment or gift in the nature of a bribe or kickback is absolutely prohibited.

### **Protection and Proper Use of Company Assets**

The Company’s assets and resources are intended for the Company’s business use. You are responsible for safeguarding the assets (tangible and intangible) and resources of the Company that are under your supervision and control. These assets include, but are not limited to: cash, trademarks, trade names, technology, company image, merchandise, inventory, equipment, computers, telecommunications equipment and services, buildings and facilities, supplies, business plans, information (including financial, supplier, customer, distributor and other Company proprietary information) and the services of the Company’s personnel. These assets and resources are to be used solely for legal and proper purposes. The use of the Company’s assets for improper, illegal or non-Company purposes, including the use by any employee for his or her personal benefit, is strictly prohibited.

When you leave the Company, all Company property must be returned to the Company. Except as specifically authorized, the Company assets, including Company time, funds,

equipment, materials, resources and proprietary information, must be used for business purposes only.

You may not store or keep any personal property at any of the Company's facilities, except for small personal items (such as a purse or briefcase) or as specifically authorized, in advance, by one of the Company's officers.

The contributions an employee makes to the development and use of the Company's products, equipment, marketing and sales research, materials and services while employed by the Company become the Company's property. These contributions remain the Company's property in the event the employee's employment with the Company terminates for any reason.

### **Company Books and Records**

It is the Company's policy to make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws and regulations in all reports and documents that the Company files with, or submits to, the Securities and Exchange Commission ("SEC") and in all other public communications made by the Company.

You must record all of the Company's records accurately, truthfully, and in a timely manner, including all timesheets, and travel and expense reports. When applicable, you are responsible for ensuring that documents are properly authorized. You must record the Company's financial activities in compliance with all applicable laws and accounting practices, and fully reflect all Company transactions, as appropriate. In addition, the Company requires that you comply with all internal procedures established by the Company at all times. The making of false, artificial or misleading entries, records or documentation is strictly prohibited. No undisclosed or unrecorded bank account, fund or asset may be established or maintained. You must never create a false or misleading report or request or make a payment or establish an account on behalf of the Company with the understanding that any part of the payment or account is to be used for a purpose other than as described by the supporting documents. You must never sign another's name or sign on behalf of anyone other than yourself, unless authorized to do so and only by properly indicating that you are signing on behalf of someone other than yourself.

**You are expected to provide truthful, accurate and complete information, upon request, to the Company's attorneys, auditors and accountants (both internal and external). You must never make, or cause to be made, any false or misleading statement in connection with any examination or audit of the Company's books and records.**

### **Record Retention**

In the course of its business, the Company produces and receives large numbers of records. Numerous laws require the retention of certain Company records for various periods of time. The Company is committed to compliance with all applicable laws and regulations relating to the preservation of records. The Company's policy is to identify, maintain, safeguard and destroy or retain all records in the Company's possession on a

systematic and regular basis. Under no circumstances are the Company's records to be destroyed selectively or to be maintained outside Company premises (other than Company designated storage facilities), except in those instances where the Company's records may be temporarily brought home by employees working from home in accordance with approvals from their supervisors or other remote locations.

If you learn of a subpoena or a pending or contemplated litigation or government investigation involving the Company, you should immediately contact the Company's General Counsel. You must retain and preserve all records that may be responsive to the subpoena or relevant to the litigation or that may pertain to the investigation until you are advised by the Company's legal department (the "Legal Department") as to how to proceed. You must also affirmatively preserve from destruction all relevant records that without intervention would automatically be destroyed or erased (such as emails and voicemail messages). Destruction of such records, even if inadvertent, could seriously prejudice the Company. Additionally, you are to follow the Company's legal hold processes and procedures established by the Legal Department and accessible on the employee portal. If you have any questions regarding whether a particular record pertains to a pending or contemplated investigation or litigation or may be responsive to a subpoena or regarding how to preserve particular types of records, you should preserve the records in question and ask the Legal Department for advice.

### **Confidential Information**

All directors, officers and employees may learn, to a greater or lesser degree, facts about the Company's business, plans, operations or "secrets of success" that are not known to the general public or to competitors. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company, our customers or our investors if disclosed and any other confidential information or trade secrets (collectively "Confidential Information"). Examples of Confidential Information include, but are not limited to, sensitive information such as customer data and records, the terms offered or prices charged to customers or by suppliers, current and potential customer and investor lists, marketing or strategic plans, and product specifications. During the course of performing your responsibilities, you may obtain information concerning possible transactions with other companies or receive confidential information concerning other companies, such as our customers, which the Company may be under an obligation to maintain as confidential and is also considered to be Confidential Information.

You must maintain the confidentiality of information entrusted to you by the Company or its customers, except when disclosure is authorized by the Company or legally mandated. Directors, officers and employees who possess or have access to Confidential Information or trade secrets must:

- Not use the information for their own benefit or the personal benefit of persons inside or outside of the Company.

- Not transmit or disclose Confidential Information outside of the Company, unless otherwise approved in writing by the Company.
- Carefully guard against disclosure of that information to people outside the Company. For example, you should not discuss such matters with family members or business or social acquaintances or in places where the information may be overheard, such as taxis, public transportation, elevators or restaurants.
- Not disclose confidential information to another Company employee unless the employee needs the information to carry out business responsibilities.

Your obligation to treat information as confidential does not end when you leave the Company. Upon the termination of your employment or service as a board member, you must return everything that belongs to the Company, including all documents and other materials containing Company and customer Confidential Information. You must not disclose Confidential Information to a new employer or to others after ceasing to be a Company director, officer or employee.

You may not disclose your previous employer's or previous company's confidential information to the Company. Of course, you may use general skills and knowledge acquired during your previous employment or board tenure.

### ***Insider Trading***

The following is intended to provide a summary of certain provisions of the Company's Securities Trading Policy ("STP") as adopted by the Board of Directors and should be read in conjunction with the STP. You are required to abide by all of the terms of the STP.

You are prohibited by the Company's policy and the law from buying or selling securities of the Company at a time when in possession of material non-public information ("MNPI"). (An exception exists for trades made pursuant to a pre-existing trading plan approved under the STP). This conduct is known as "insider trading." Passing such information on to someone who may buy or sell securities – known as "tipping" – is also illegal. The prohibition applies to the Company's securities and to securities of other companies if you learn of MNPI about other companies, such as the Company's customers or vendors, in the course of your duties for the Company.

Information is "material" if: (a) there is a substantial likelihood that a reasonable investor would find the information important in determining whether to trade in a security; or (b) the information, if made public, likely would affect the market price of the Company's securities. Examples of types of material information include unannounced dividends, earnings, financial results, new or lost contracts or products, sales results, important personnel changes, business plans, possible mergers, acquisitions, divestitures or joint ventures, important litigation developments and important regulatory, judicial or legislative actions. Information may be material even if it relates to future, speculative or

contingent events and even if it is significant only when considered in combination with publicly available information.

Information is considered to be “non-public” unless it has been adequately disclosed to the public, which means that the information must be publicly disclosed and adequate time must have passed for the securities markets to digest the information.

Do not disclose MNPI to anyone, including co-workers, unless the person receiving the information has a legitimate need to know the information for purposes of carrying out the Company’s business. If you leave the Company, you must maintain the confidentiality of all such information until it has been adequately disclosed to the public by the Company. If there is any question as to whether information is MNPI, consult with our Legal Department.

## **Trademarks, Copyrights and Other Intellectual Property**

### ***Our Intellectual Property***

Our logos and the Company’s name are examples of Company trademarks. You must always properly use our trademarks and advise your supervisor, manager or the Legal Department of improper use by others.

Works of authorship such as computer software and written materials may be covered by copyright laws. It is a violation of those laws and of the Company’s policies to make unauthorized copies of or derivative works based upon copyrighted materials. The absence of a copyright notice does not necessarily mean that the materials are not copyrighted. The Company licenses the use of much of its computer software from outside companies. In most instances, this computer software is protected by copyright. You may not make, acquire or use unauthorized copies of computer software.

### ***Intellectual Property Rights of Others***

It is Company policy not to infringe upon the intellectual property rights of others. When using the name, trademarks, logos or printed materials of another company, including any such uses on the Company’s websites, you must do so properly with permission and in accordance with applicable law.

### ***Computer and Communication Resources***

The Company’s information technology resources, including computers, voicemail and email, provide substantial benefits, but they also present significant security and liability risks to you and the Company. It is extremely important that you take all necessary measures to secure your computer and any computer or voicemail passwords.

When you are using Company resources to send email, voicemail or to access Internet services, you are acting as a representative of the Company. Any improper use of these resources may reflect poorly on the Company, damage its reputation, and expose you and the Company to legal liability.

All of the computing resources used to provide computing and network connections throughout the organization are the property of the Company and are intended for use by

Company employees to conduct the Company's business. All email, voicemail and personal files stored on Company computers are the Company's property. You should therefore have no expectation of personal privacy in connection with these resources. The Company may, from time to time and in its sole discretion, review any files stored or transmitted on its computer and communication resources, including email messages, for compliance with the Company's policies.

You should not use the Company's resources in a way that is disruptive, offensive to others, or unlawful. Use of computer and communication resources must be consistent with all other Company policies.

### **Responding to Inquiries from the Press and Others**

Company employees who are not official Company spokespersons may not speak with the press, securities analysts, other members of the financial community, shareholders or groups or organizations as a Company representative or about the Company's business unless specifically authorized to do so by Investor Relations. Requests for financial or other information about the Company from the media, financial community, shareholders or the public should be referred to the Company's Investor Relations Manager, CEO, CFO or General Counsel. Requests for information from regulators or the government should be referred to the Company's General Counsel.

### **FAIR DEALING**

The Company depends on its reputation for quality, service and integrity. The way we deal with our customers, competitors and suppliers molds our reputation, builds long-term trust and ultimately determines the Company's success. You should endeavor to deal fairly with the Company's customers, competitors, suppliers and employees. We must never take unfair advantage of others through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

### **Antitrust Laws**

While the Company competes vigorously in all of its business activities, its efforts in the marketplace must be conducted in accordance with all applicable antitrust and competition laws. It is impossible to describe antitrust and competition laws fully in any code of business conduct, however the Code will give you an overview of some types of conduct that are particularly likely to raise antitrust concerns. If you are or become engaged in activities similar to those identified in the Code, you should consult the Legal Department for further guidance.

One of the primary goals of the antitrust laws is to promote and preserve each competitor's independence when making decisions on price, output and other competitively sensitive factors. Some of the most serious antitrust offenses are agreements between competitors that limit independent judgment and restrain trade, such as agreements to fix prices, restrict output or supply or to divide a market for customers, territories, products or purchases. You should not agree with any competitor on any of

these topics, as these agreements are virtually always unlawful. Any communication with a competitor's representative, no matter how innocuous it may seem at the time, may later be subject to legal scrutiny and form the basis for accusations of improper or illegal conduct. Accordingly, you should take care to avoid involving yourself in situations from which an unlawful agreement could be inferred.

The exchange of sensitive information with competitors regarding topics such as prices, profit margins, output levels or billing or advertising practices can potentially violate antitrust and competition laws, as can creating a standard with the purpose and effect of harming competition. You should not share such information with a competitor or join any trade associations or standard-setting organizations without the approval of the Legal Department. Further, if you are attending a meeting at which potentially competitively-sensitive topics are discussed without oversight by an antitrust lawyer, you should vocally object, leave the meeting, and notify the Legal Department immediately.

Relationships with customers and suppliers can also be subject to a number of antitrust prohibitions if these relationships harm competition. For example, it can be illegal for a company to affect competition by agreeing with a supplier to limit that supplier's sales to any of the company's competitors.

Other activities that can raise antitrust concerns are:

- discriminating in terms and services offered to customers where a company treats one customer or group of customers differently than another;
- exclusive dealing agreements where a company requires a customer to buy from or a supplier to sell to only that company;
- tying arrangements where a customer or supplier is required, as a condition of purchasing one product, also to purchase a second, distinct product;
- "bundled discounts," in which discount or rebate programs link the level of discounts available on one product to purchases of separate but related products;
- "predatory pricing," where a company offers a discount that results in pricing below cost, with the intention of sustaining that price long enough to drive competitors out of the market.

Because these activities are prohibited under many circumstances, you should consult the Legal Department before discussing or implementing any of them.

## **RESPONSIBILITY TO OUR PEOPLE**

### **Respecting One Another**

The way we treat each other and our work environment affects the way we do our jobs. All employees want and deserve a work place where they are respected and appreciated. Everyone who works for the Company must contribute to the creation and maintenance of such an environment. Supervisors and managers have a special responsibility to foster a workplace that is consistent with the Company's core values.

### **Employee Privacy**

We respect the privacy and dignity of all individuals. The Company collects and maintains personal information ("PI") that relates to your employment, including medical and benefit information. Special care is taken to limit access to PI to the Company's personnel with a need to know such information for a legitimate business purpose. Employees who are responsible for maintaining PI, and those who are provided access to such information, must not disclose PI in violation of applicable law or in violation of the Company's policies.

Employees should not search for or retrieve items from another employee's workspace without prior approval of that employee or management. Similarly, you should not use communication or information systems to obtain access to information directed to or created by others without the prior approval of management, unless such access is part of your job function and responsibilities at the Company.

Personal items, messages or information that you consider to be private should not be placed or kept in telephone systems, computer or electronic mail systems, office systems, offices, work spaces, desks, credenzas or file cabinets. The Company reserves all rights, to the fullest extent permitted by law, to inspect such systems and areas and to retrieve information or property from them when deemed appropriate in the judgment of management.

### **Equal Employment Opportunity and Nondiscrimination**

The Company is an equal opportunity employer in hiring and promoting practices, benefits and wages. We will not tolerate discrimination against any person on the basis of race, religion, color, gender, age, marital status, pregnancy, national origin, sexual orientation, citizenship, veteran status or disability (where the applicant or employee is qualified to perform the essential functions of the job with or without reasonable accommodation), or any other basis prohibited by law in recruiting, hiring, placement, promotion, or any other condition of employment.

You must treat all Company people, employees, customers, investors, suppliers and others with respect and dignity.

## **Harassment**

### ***Sexual Harassment***

Company policy strictly prohibits any form of harassment in the workplace, including sexual harassment. The Company will take prompt and appropriate action to prevent and, where necessary, discipline behavior that violates this policy.

Sexual harassment consists of unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature when:

- submission to such conduct is made a term or condition of employment;
- submission to or rejection of such conduct is used as a basis for employment decisions; or
- such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, offensive or hostile work environment.

Forms of sexual harassment include, but are not limited to, the following:

- verbal harassment, such as unwelcome comments, jokes, or slurs of a sexual nature;
- physical harassment, such as unnecessary or offensive touching, or impeding or blocking movement; and
- visual harassment, such as derogatory or offensive posters, cards, cartoons, graffiti, drawings or gestures.

### ***Other Forms of Harassment***

Harassment on the basis of other characteristics is also strictly prohibited. Under this policy, harassment is verbal or physical conduct that degrades or shows hostility or hatred toward an individual because of his or her race, gender, color, national origin, sexual orientation, citizenship, religion, marital status, age, mental or physical handicap or disability, veteran status or any other characteristic protected by law, which:

- has the purpose or effect of creating an intimidating, hostile or offensive work environment;
- has the purpose or effect of unreasonably interfering with an individual's work performance; or
- otherwise adversely affects an individual's employment.

Harassing conduct includes, but is not limited to, the following: epithets; slurs; negative stereotyping; threatening, intimidating or hostile acts; and written or graphic material that ridicules or shows hostility or aversion to an individual or group and that is posted on the Company's premises or circulated in the workplace.

### ***Reporting Responsibilities and Procedures***

If you believe that you have been subjected to harassment of any kind, you should promptly report the incident to your supervisor, the harasser's supervisor, the Company's Human Resources Department ("Human Resources"), or the Company's General Counsel. If you feel comfortable doing so, you may also wish to confront the offender and state that the conduct is unacceptable and must stop. Complaints of harassment, abuse or discrimination will be investigated promptly and thoroughly. All complaints will be kept confidential to the extent possible. The Company will not in any way retaliate against any employee for making a good faith complaint or report of harassment or participating in the investigation of such a complaint or report.

The Company encourages the prompt reporting of all incidents of harassment, regardless of who the offender may be or the offender's relationship to the Company. This procedure should also be followed if you believe that a non-employee with whom you are required or expected to work with has engaged in prohibited conduct. Supervisors must promptly report all complaints of harassment to Human Resources or to the Company's General Counsel.

Any employee who is found to be responsible for harassment, or for retaliating against any individual for reporting a claim of harassment or cooperating in an investigation, will be subject to disciplinary action, up to and including discharge.

Remember that, regardless of legal definitions, the Company expects employees to interact with each other in a professional and respectful manner.

### **Safety in the Workplace**

The safety and security of employees is of primary importance. You are responsible for maintaining our facilities free from recognized hazards and obeying all Company safety rules. Working conditions should be maintained in a clean and orderly state to encourage efficient operations and promote good safety practices.

### ***Weapons and Workplace Violence***

No employee may bring firearms, explosives, incendiary devices or any other weapons into the workplace, or any work-related setting, regardless of whether or not employees are licensed to carry such weapons. Similarly, the Company will not tolerate any level of violence in the workplace or in any work-related setting. Violations of this policy must be referred to your supervisor, manager or the Company's General Counsel immediately. Threats or assaults that require immediate attention should be reported to the police at 911.

### ***Drugs and Alcohol***

The Company intends to maintain a drug-free work environment. Except at approved Company functions, you may not use, possess or be under the influence of alcohol on the Company's premises.

Further, you cannot use, sell, attempt to use or sell, purchase, possess or be under the influence of any illegal drugs on the Company's premises or while performing Company business on or off the premises.

## **INTERACTING WITH GOVERNMENT**

### **Prohibition on Gifts to Government Officials and Employees**

The various branches and levels of government have different laws restricting gifts, including meals, entertainment, transportation and lodging that may be provided to government officials and government employees. You are prohibited from providing gifts, meals or anything of value to government officials or employees or members of their families without prior written approval from the Company's General Counsel.

### **Political Contributions and Activities**

Laws of certain jurisdictions prohibit the use of the Company's funds, assets, services or facilities on behalf of a political party or candidate. Payments of corporate funds to any political party, candidate or campaign may be made only if permitted under applicable law and approved in writing and in advance by the Company's General Counsel. Indirect political contributions or payments of political contributions through third parties (such as suppliers or consultants) in the name of the Company are not permitted, unless permitted under applicable law and approved in writing and in advance by the Company's General Counsel.

Your work time may be considered the equivalent of a contribution by the Company. Therefore, you will not be paid by the Company for any time spent running for public office, serving as an elected official or campaigning for a political candidate. Nor will the Company compensate or reimburse you, in any form, for a political contribution that you intend to make or have made.

You may make personal contributions, but you must avoid any appearance that the contribution is made with the Company's funds or on behalf of the Company. Personal political contributions made by you will not be reimbursed by the Company.

### **Lobbying Activities**

Laws of some jurisdictions require registration and reporting by anyone who engages in a lobbying activity. Generally, lobbying includes: (1) communicating with any member or employee of a legislative branch of government for the purpose of influencing legislation; (2) communicating with certain government officials for the purpose of influencing government action; or (3) engaging in research or other activities to support or prepare for such communication.

So that the Company may comply with lobbying laws, you must notify the Legal Department before engaging in any activity on behalf of the Company that might be considered "lobbying" as described above.

## **Bribery of Foreign Officials**

Company policy, the U.S. Foreign Corrupt Practices Act (the “FCPA”) and the laws of many other countries prohibit the Company and its officers, employees and agents from giving or offering to give money or anything of value to a foreign official, a foreign political party, a party official or a candidate for political office in order to influence official acts or decisions of that person or entity, to obtain or retain business or to secure any improper advantage. A foreign official is an officer or employee of a government or any department, agency, or instrumentality thereof, or of certain international agencies, such as the World Bank or the United Nations, or any person acting in an official capacity on behalf of one of those entities. Officials of government-owned corporations are considered to be foreign officials.

Payments need not be in cash to be illegal. The FCPA prohibits giving or offering to give “anything of value.” Over the years, many non-cash items have been the basis of bribery prosecutions, including travel expenses, golf outings, automobiles and loans with favorable interest rates or repayment terms. Indirect payments made through agents, contractors or other third parties are also prohibited. Employees may not avoid liability by “turning a blind eye” when circumstances indicate a potential violation of the FCPA.

The FCPA does allow for certain permissible payments to foreign officials. Specifically, the law permits “facilitating” payments, which are payments of small value to effect routine government actions such as obtaining permits, licenses, visas, mail, utility hook-ups and the like. However, determining what is a permissible “facilitating” payment involves difficult legal judgments. Therefore, employees must obtain permission from the Legal Department before making any payment or gift thought to be exempt from the FCPA.

## **STATEMENT ON HUMAN RIGHTS**

The Company acknowledges and respects the principles contained in the Universal Declaration of Human Rights. The Company’s policy reflects our commitment to conduct business in a manner consistent with these principles and to protect human rights within the Company’s sphere of influence. The Company is committed to responsible workplace practices, and endeavors to conduct its business operations in a manner that is free from complicity in human rights abuses. The Company’s core values and culture embody a commitment to ethical business practices and corporate social responsibility.

### **Protection of the Rights of Children**

The Company condemns all forms of exploitation of children. The Company does not recruit child labor, and supports the elimination of exploitative child labor. The Company also supports laws duly enacted to prevent and punish the crime of sexual exploitation of children. The Company will cooperate with law enforcement authorities to address instances of exploitation of which the Company becomes aware.

## **Protection Against Human Trafficking**

The Company supports freedom of association and the elimination of all forms of forced, bonded or compulsory labor. This support includes promoting awareness of the harmful effects of human trafficking as well as steps that can be taken to combat human trafficking.

## **PRINCIPAL EXECUTIVE AND SENIOR FINANCIAL OFFICERS**

The Company is committed to conducting our business in accordance with applicable laws, rules and regulations and the highest standards of business ethics, and to full and accurate financial disclosure in compliance with applicable law. This section for Principal Executive and Senior Financial Officers (“Senior Officer Section”), applicable to the Company’s principal executive officer, principal financial officer, principal accounting officer or controller (or persons performing similar functions) and such other persons who are designated by the Board of Directors of the Company or an appropriate committee thereof (together, “Senior Officers”), sets forth specific policies to guide you in the performance of your duties.

Senior Officers must not only comply with applicable law and this Senior Officer Section, but they also must engage in and promote honest and ethical conduct and abide by the Code and other Company policies and procedures that govern the conduct of our business. Their leadership responsibilities include creating a culture of high ethical standards and commitment to compliance, maintaining a work environment that encourages employees to raise concerns, and promptly addressing employee compliance concerns.

### **Policy**

It is the Company’s policy to conduct its business with the highest standards of integrity and in accordance with all applicable laws and regulations. Employees are expected to deal fairly and honestly with each other as well as with our vendors, customers and other third parties. Any act of unethical business conduct, dishonesty, theft, or violation or disregard of the Company’s policies, procedures, rules and/or regulations established to protect the Company’s assets or its employees is a violation of the Code and may result in disciplinary action, up to and including termination of employment.

### **Compliance with Laws, Rules and Regulations**

You are required to comply with the laws, rules and regulations that govern the conduct of our business and to report any suspected violations in accordance with the section below entitled “Compliance with Senior Officers Section of the Code.” The laws to which the Company is subject and with which Senior Officers must comply include, but are not limited to, antitrust and competition laws, environmental/health/safety laws, the Foreign Corrupt Practices Act and other anti-bribery or anti-corruption laws, securities and insider trading laws, and laws regulating political contributions. Any violations or potential violations of any federal, state, local or foreign law or regulation must be

immediately reported to the Board of Directors, CEO, or General Counsel, depending upon the circumstances. If you contacted by law enforcement or a government agency about actual or suspected illegal conduct of any kind, you must immediately report such contact to the Company's General Counsel.

### **Conflicts of Interest**

A conflict of interest occurs when your private interests interfere, or appear to interfere, with the interests of the Company. Your obligation to conduct the Company's business in an honest and ethical manner includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. No Senior Officer shall make any investment, accept any position or benefits, participate in any transaction or business arrangement or otherwise act in a manner that creates or appears to create a conflict of interest unless the Senior Officer makes full disclosure of all facts and circumstances to, and obtain the approval of, the Audit Committee of the Board of Directors of the Company. However, a Senior Officer may, without such approval, engage in transactions in which the Company does not have an expectancy under Article Ninth of our certificate of incorporation.

### **Disclosures**

It is Company policy to make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws and regulations in all reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in all other public communications made by the Company. As a Senior Officer, you are required to promote compliance with this policy by all employees and to abide by Company standards, policies and procedures designed to promote compliance with this policy.

### **Compliance with Senior Officers Section of the Code**

If you know of or suspect a violation of applicable laws, rules or regulations or this Senior Officers Section, you must immediately report that information to the Company's General Counsel or any member of the Audit Committee of the Board of Directors of the Company (the "Audit Committee"). *No one will be subject to retaliation because of a good faith report of a suspected violation.*

The Company's General Counsel will report violations of this Senior Officers Section to the Audit Committee. Violations of the Senior Officers Section may result in disciplinary action, up to and including termination. The Audit Committee shall determine, or shall designate appropriate persons to determine, appropriate action in response to violations.

### **Waivers of the Code**

If you would like to seek a waiver of the Code, you must make full disclosure of your particular circumstances to the Chair of the Audit Committee and the Company's General Counsel. Amendments to and waivers of the Code and this Senior Officers Section will be publicly disclosed as required by applicable law and regulations.

## **No Rights Created**

The Senior Officers Section is a statement of certain fundamental principles, policies and procedures that govern the Company's Senior Officers in the conduct of the Company's business. It is not intended to and does not create any rights in any employee, customer, tenant, landlord, supplier, competitor, shareholder or any other person or entity.

## **IMPLEMENTATION OF THE CODE**

### **Responsibilities**

While each of us is individually responsible for putting the Code to work, we need not go it alone. The Company has a number of resources, people and processes in place to answer our questions and guide us through difficult decisions.

Copies of this Code are available from the Legal Department. A statement of compliance with the Code of Business Conduct and Ethics must be signed by all officers, directors and employees on an annual basis.

### **Seeking Guidance**

The Code cannot provide definitive answers to all questions. If you have questions regarding any of the policies discussed in the Code, or if you are in doubt about the best course of action in a particular situation, you should seek guidance from your supervisor, manager, the Legal Department or the other resources identified in the Code.

### **Reporting Violations**

If you know of or suspect a violation of applicable laws or regulations, the Code or the Company's related policies, you must immediately report that information to your supervisor, manager, the Company's General Counsel or the Vice President of Human Resources. In addition, to assist in the administration of the Code and to allow employees to anonymously report known or suspected violations of the Code, the Company has established a Toll Free **Compliance Hotline (1-844-882-3813)**. Please also refer to the Company's Issue Resolution Policy. *No one will be subject to retaliation because of a good faith report of suspected misconduct.*

### **Reports Regarding Accounting Matters**

The Company is committed to compliance with applicable securities laws, rules and regulations, accounting standards and internal accounting controls. You are expected to report any complaints or concerns regarding accounting, internal accounting controls and auditing matters or other conduct that may be illegal or improper in accordance with the Company's Issue Resolution Policy. Reports may be made by one or more of the methods described in the Company's Issue Resolution Policy. All reports will be treated confidentially to the extent reasonably possible. No one will be subject to retaliation because of a good faith report of a complaint or concern regarding accounting or auditing matters.

## **Investigations of Suspected Violations**

All reported violations will be promptly investigated and treated confidentially to the extent reasonably possible. It is imperative that reporting persons not conduct their own preliminary investigations. Investigations of alleged violations may involve complex legal issues, and acting on your own may compromise the integrity of an investigation and adversely affect both you and the Company.

## **Discipline for Violations**

The Company intends to use every reasonable effort to prevent the occurrence of conduct not in compliance with its Code and to halt any such conduct that may occur as soon as reasonably possible after its discovery. Subject to applicable law and agreements, Company personnel who violate the Code and other Company policies and procedures are subject to disciplinary action, up to and including discharge.

## **Non-Retaliation**

The Company will not tolerate any reprisal or retaliation against any person who, in good faith, reports a known or suspected violation of the law or of any Company policy, rule or regulation, including the Code. The Company will take appropriate disciplinary action, up to and including termination of employment, against any employee who retaliates, directly or indirectly, against any person for reporting an actual or suspected violation of any Company policy, rule or regulation (including the Code), or applicable laws and regulations, or assisting in any investigation of any such violation or suspected violation. Retaliation can also result in civil or criminal liability.

## **Waivers of the Code**

The Company will waive application of the policies set forth in this Code only where circumstances warrant granting a waiver. Waivers of the Code for directors and executive officers may be made only by the Board of Directors as a whole or the Audit Committee of the Board of Directors and must be promptly disclosed as required by law or regulation. Any waiver given shall not constitute a waiver for future purposes or bind the Company to give any such waiver in the future.

## **No Rights Created**

The Code is a statement of the fundamental principles and key policies and procedures that govern the conduct of the Company's business. It is not intended to and does not create any obligations to or rights in any employee, director, customer, supplier, competitor, shareholder or any other person or entity.

**Remember**

Ultimate responsibility to ensure that we as a Company comply with the many laws, regulations and ethical standards affecting our business rests with each of us. You must become familiar with and conduct yourself strictly in compliance with those laws, regulations and standards and the Company's policies and guidelines pertaining to them.

**I hereby acknowledge that I have read and understand the Swift Transportation Company Code of Business Conduct and Ethics and that as of the date of my execution hereof, I am in compliance and I am not aware of any violations of any of the provisions contained therein.**

\_\_\_\_\_

Name:

\_\_\_\_\_

Date:

Title: