

Roadrunner Transportation Systems
Anti-Corruption Policy
(Effective as of November 29, 2017)

Roadrunner Transportation Systems, Inc. and its subsidiaries and affiliated companies (collectively hereinafter referred to as “RRTS” or the “Company”) are committed to conducting its business in accordance with applicable laws, rules and regulations and the highest standards of business conduct. In all of its operations, RRTS seeks to avoid even the appearance of impropriety with respect to the actions of any of its officers, directors, employees, agents or representatives. This policy prohibits corrupt payments in all circumstances, whether in dealings with government officials or individuals in the private sector.

General Directives

It is the policy of RRTS to comply with all relevant Anti-Corruption laws including, but not limited to, the U.S. Foreign Corrupt Practices Act (“FCPA”).

Accordingly, RRTS prohibits anyone acting on behalf of the Company, directly or indirectly, from making or receiving improper payments.

Improper payments mean receiving or paying bribes or giving, offering, or promising to give money or anything else of value to any person, including any Government Official, to improperly influence any act or decision of a person, or to otherwise gain an improper benefit for the Company.

A Government Official may include, but is not limited to, any officer or employee of a non-U.S. government, a public international organization, a member of a non-U.S. political party, a candidate for non-U.S. political office, any non-U.S. government department or agency thereof, or any official or employee of a non-U.S. state-owned business enterprise.

The use of RRTS funds or assets for any illegal, improper, or unethical purpose is strictly prohibited.

Compliance with this Anti-Corruption Policy (the “Policy”) is required of all employees, officers, directors, and anyone acting on behalf of the Company. All employees are responsible for ensuring that third parties with whom they interact fully understand and follow the policy and associated procedures in their activities related to RRTS business.

Violations

Any employee or third party who violates this policy in connection with RRTS business will be subject to disciplinary measures, up to and including termination in the case of an employee, or termination of business relations in the case of a third party and, where appropriate, referral of the matter to relevant law enforcement authorities.

Implementation of Anti-Corruption Policy

To effectively implement this policy, RRTS shall maintain an effective risk-based Anti-Corruption Program (the “Program”) designed to prevent, detect, and remediate bribery and recordkeeping violations. As part of the Program, RRTS has adopted operating procedures specifically targeted to the corruption risks that exist for all of its operations, worldwide. Management in each affected area is responsible for ensuring that adequate resources are devoted to maintaining effective compliance programs. The Company’s Chief Compliance Officer has been given overall responsibility for the Program, and shall report regularly to the Governance Committee of the RRTS Board of Directors, which shall exercise reasonable oversight as to the implementation and effectiveness of the Program.

Reporting

Every employee or third party who has information that this policy or the related procedures may have been violated, or believes he or she is being asked to pay a bribe or receive a bribe, or otherwise act in contravention of this policy shall immediately report the event. Reports shall be made, and may be made anonymously to any of the following:

Contact information for making reports is below:

1. Employee supervisor
2. Company CEO, CFO, Controller or Head of Internal Audit
3. Chairman of the Governance or Audit Committees of RRTS
4. Chief Compliance Officer – Bob Milane at 414-486-8448 or bmilane@rrts.com;
5. Anonymous “Hotline” number -- 866-842-3758 or online at https://secure.ethicspoint.com/domain/en/report_company.asp?clientid=29585

Anyone who receives a report through any of the channels stated in this paragraph shall immediately forward the report to the Chief Compliance Officer or the Hotline or Ethics Point website.

Anyone who reports a suspected violation of this policy will not be subject to disciplinary action or retaliation for the act of making the report.