

## **Roadrunner Transportation Systems, Inc. (the "Company")**

### **WHISTLEBLOWER POLICY**

**(Amended and Restated as of October 25, 2019)**

#### **Introduction**

The Company has adopted a Code of Business Conduct and Ethics applicable to all employees that urges employees promptly to discuss with or disclose to their supervisor, senior corporate officers, or the Chairman of the Audit Committee events of questionable, fraudulent, or illegal nature. In addition, the Company has adopted a Code of Ethics for the Chief Executive Officer and Senior Financial Officers that, among other things, requires prompt internal reporting of violations of that Code, the Code of Business Conduct and Ethics, fraud, and a variety of other matters.

The Company, the Board of Directors, and senior management are committed to maintaining the highest standards of ethical, moral, and legal business conduct and are serious about adherence to the Company's Code of Business Conduct and Ethics and its Code of Ethics for the Chief Executive Officer and Senior Financial Officers and that fostering a workplace conducive to open communications to report concerns or complaints regarding accounting, internal controls or auditing matters are an important tool in achieving this goal.

As an additional measure to support our commitment to ethical conduct, the Audit Committee of our Board of Directors has adopted the following policies and procedures for (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

#### **Reporting of Concerns or Complaints Regarding Accounting, Internal Controls, or Auditing Matters**

Taking action to prevent problems is part of the Company's culture. If you observe possible unethical or illegal conduct, you are encouraged to report your concerns. Employees and others involved with the Company are urged to come forward with any such information, without regard to the identity of position of the suspected offender.

Employees and others may choose any of the following modes of communicating suspected violations of law, policy, or other wrongdoing, as well as any concerns regarding questionable accounting or auditing matters (including deficiencies in internal controls):

- Report the matter to your supervisor; or
- Report the matter to the Company's Chief Executive Officer, Chief Financial Officer, Chief Compliance Officer, Chief Audit Executive or the Ethics Committee; or
- Report the matter to the Chairman of the Audit Committee at Roadrunner Transportation Systems, Inc., 1431 Opus Place, Suite 530, Downers Grove, Illinois 60515; or
- Report the matter to the anonymous whistleblower "hotline" at 866-842-3758; or
- Report the matter (anonymously if desired) online at [https://secure.ethicspoint.com/domain/en/report\\_company.asp?clientid=29585](https://secure.ethicspoint.com/domain/en/report_company.asp?clientid=29585)

If an individual brings his or her complaint to an outside regulator or other governmental entity, that individual is protected by the terms of this Policy as if that individual directed the complaint to the Audit

Committee, the Chief Executive Officer, Chief Financial Officer, Chief Compliance Officer, Chief Audit Executive, or the Ethics Committee. All matters reported will be reviewed by the Audit Committee.

### **Confidentiality**

The Company will treat all communications under this Policy in a confidential manner, except to the extent necessary (a) to conduct a complete and fair investigation, or (b) for reviews of Company operations by the Company's Board of Directors, its Audit Committee, and the Company's independent public accountants.

### **Protections**

Any individual who in good faith reports a possible violation of the Company's Code of Business Conduct and Ethics, the Code of Ethics for the Chief Executive Officer and Senior Financial Officers, or of law, or any concerns regarding questionable accounting or auditing matters, even if the report is mistaken, or who assists in the investigation of a reported violation, will be protected by the Company. In the performance review process, employees may be rewarded for top performance and satisfying the stated values, business standards, and ethical standards of the Company. Retaliation in any form against these individuals will not be tolerated. Executives of the Company may be subject to criminal penalties, including imprisonment, for retaliation against these individuals. Any act of retaliation should be reported immediately and will be disciplined appropriately.

It is both illegal and against this Policy to discharge, demote, suspend, threaten, intimidate, harass or in any manner discriminate against whistleblowers. Specifically, the Company will not discharge, demote, suspend, threaten, harass, or in any other manner discriminate or retaliate against any employee in the terms and conditions of the employee's employment because of any lawful act done by that employee to either (a) provide information, cause information to be provided, or otherwise assist in any investigation regarding any conduct that the employee reasonably believes constitutes a violation of any Company code of conduct, law, rule, or regulation, including any rule or regulation of the Securities and Exchange Commission or any provision of Federal law relating to fraud against shareholders, or (b) file, cause to be filed, testify, participate in, or otherwise assist in a proceeding filed or, to the employee's knowledge, about to be filed relating to an alleged violation of any such law, rule, or regulation. If an employee is subject to an adverse employment decision as a result of that employee's complaint or report, the employee must file a complaint with the U.S. Department of Labor within 90 days of the alleged violation (a failure to report such claims within the 90-day window does not foreclose any other available legal remedy).

Under this Policy, the minimum award to a successful whistleblower uncovering corruption, fraud and/or similar unlawful activities at the Company shall be \$5,000.

### **Publicly Available**

This Whistleblower Policy shall be posted on the Company's website.