



Smart Modal Logistics

CODE OF CONDUCT

Introduction

In order to comply to the best practices of Corporate Governance, **TITO** is defining and formalizing its **Code of Conduct ("Code")**. The Code establishes a framework covering the relationships, activities and decisions that connect its employees, third party contractors, suppliers, clients, markets and wider society in terms of the way **TITO** conducts its day to day activities and runs its business affairs.

This Code thus sets out a framework of values and principles that has integrity as its base, and we expect everyone who is involved with **TITO** will familiarize themselves with and comply with its procedures, in Brazil as well as the other countries where the company operates.

We hope that every person and company who we work with, as well as our representatives and our employees, will understand and respect these policies.

A Public Code

1. The Code of Conduct will be communicated to all **TITO's** employees, collaborators, third party contractors and other relevant external stakeholders. This Code must be kept available for consultation at all times.
2. The Human Resources Department will inform any new employee, collaborator, third party contractor and other relevant external stakeholders about this Code, and, when necessary, will record their acknowledgment and agreement to abide by it.
3. Managers are responsible for the internal disclosure of the Code to all **TITO's** employees, collaborators and third party contractors, it being their responsibility to clarify any doubts and verify that everyone understands its content and practical purpose correctly.
4. This Code applies to contracts or documents issued by **TITO**, or by relevant third parties, to third party contractors, suppliers, clients and any other pertinent person or company, that form part of our contractual obligations.
5. The Code of Conduct will be available for consultation on our website: www.titonline.com

This Code, which will be regularly checked and edited, will be made available to the media, clients, to the markets and society as a whole, so that the standards of conduct that are part of **TITO's** business practice can be accessed by all.



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1- Work Environment

1.1- Sexual harassment, discrimination and immoral conduct are crimes - these and any other form of constraint are incompatible with **TITO's** work environment.

1.2- All employees have a responsibility to maintain a health and safe working environment. It's prohibited to spread any information without having proper probes.

1.3- Anyone who reports or helps to solve issues related to ethical conduct will be heard fairly and without risk of reprisal.

1.4- It is the view of the company that we must conduct ourselves honestly and justly so that we can establish and maintain the trust of the companies and people with whom we have business relations.

1.5- We treat people respectfully – clients, employees or third parties – and this is a guiding value in all our business relations.

1.6- Apart from advertisements previously authorized by the Directors and placed on the appropriate information boards, the sale of any good or item is not permitted on **TITO's** premises.

1.7- Any information, action or event that may affect **TITO's** business and/or the normal conduct of its activities must be immediately communicated to the superior Manager and he/she should inform his/her superior and/or department immediately.

1.8- Use of the company's premises for illicit purposes or for unethical or improper conduct is strictly prohibited.

1.9- No conflict of interests between the activities of the company and the personal affairs of our employees or third parties will be allowed. In doubt, Human Resources Managers must be contacted, and if there is a conflict, the reporting managers must too.

1.10- It is permissible to contract professionals that have family affiliations with an existing employee, (i) as long as they do not perform any role that entails hierarchy subordination and/or work in the same area of the company and (ii) as long as they do not contravene any element of this Code due to a possible conflict of interest owing to family affiliations or personal relationships as set out in the Code.

Information regarding the contracting of these professionals and the nature of their relationships to any of **TITO's** employees will be submitted by the immediate superior to the board of Directors for the appropriate approval before contracts are issued.



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2- Confidentiality & Communication

2.1- All information handled by **TITO** will always be treated with the uttermost confidentiality; both that internally held and belonging to the company and especially that which belongs to its clients.

2.2- **TITO** does not disclose any information that belongs to its clients.

2.3- Our managers as well as our third party contractors will sign a Confidentiality Agreement before undertaking their responsibilities and/or providing their services.

2.4- It is exclusive to **TITO's** Directors to conduct or provide any external communication to the press or any other type of media, as well as to institutions and authorities.

3- Complying with Legal Procedures

3.1- **TITO**, its employees, third party contractors, suppliers and any other relevant person or company, promise to respect and comply with all current legislation that applies to the activities of the company, at all levels of public administration (federal, state and municipal), as well as that of other countries where the company conducts its business.

3.2- We respect the intellectual property of third parties, including copyright, patents and original documents, whenever legally corroborated by legal instruments and by prevailing ethical standards.

3.3- Our accounts and reports provide a record of all the company's transactions as well its credit/debit status. We do not allow any payment to go in or out of our accounts without it being properly recorded in its respective register, and we always respect all the relevant national and international regulations relating to accounting procedures.

4- Our Attitudes towards Clients, Suppliers and Competitors

4.1- We will not discriminate against or privilege any section of our client base, and will ensure all clients will always receive the highest quality service.

4.2- **TITO** guarantees the fulfillment of contracts signed with clients, employees, third party contractors and suppliers.

4.3- We provide our clients with full, clear and precise information about our services and the conditions of commerce.

4.4- We do not obtain advantages through any sort of favors or from any other form of incentive or undue benefit.



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4.5- When selecting our suppliers and third party contractors, we consider not only their commercial conditions and the quality of their products and services, but also their ethical behavior.

4.6- Negotiations with suppliers and third party contractors are conducted transparently, professionally and ethically, and only by authorized professionals. These negotiations will always follow the specific legal and ethical guidelines in place in each of geographical areas where **TITO** operates (Argentina, Brazil, Mexico, USA and others).

4.7-Our employees are prohibited from obtaining personal gain when conducting negotiations with clients, suppliers and third party contractors, such as, incentives, bribes or any other forms of compensation.

4.8- It is **TITO's** policy not to disseminate any information or issue statements that could be prejudicial to the business interests and image of the company as well as those of its clients, suppliers and competitors.

5- Gifts, Contributions and Donations

5.1- We do not accept presents, gifts (unless they are institutional gifts offered to the market as a whole) or private services, of any value or characteristic, from suppliers, third part contractors, commercial partners or from any third party.

6- Using the Company's Resources

6.1- **TITO's** resources – its assets, properties, equipments, information systems, personal data, databases – must not be used for any other purposes than those defined by the company.

6.2- Our employees must not hold shares in companies that are owned by **TITO's** suppliers, clients or by direct and indirect competitors.

6.3- Our employees must not provide consultancy services or technical assistance to **TITO'S** suppliers, clients, direct and indirect competitors, and third party contractors.

6.4- Our employees must not get involved in parallel activities that conflict with their working hours or interfere with their working responsibilities while at **TITO**.

6.5- **TITO's** name cannot be used by its employees for their own benefit.



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7- Systems and Information

7.1- The intellectual property of our business – programs, plans, “know-how”, trade secrets, projects and software – developed within and for the company, belongs to TITO, even after the termination of contract between **TITO** and the employee who has developed it, who is prohibited from handing it over to third parties under any reason or circumstance.

7.2- Computing Resources (Information Technology) must not be used for the propagation of email or documents carrying contents that are indecent, discriminatory, defamatory or illegal.

7.3- The installation and use of software without the previous authorization by the Information Technology Manager or to the infringement of the copyright licenses negotiated by the company is not allowed.

7.4- Our third party contractors must use the internet responsibly, knowing beforehand that for security reasons TITO monitors all traffic, and allows or denies access to specific sources (sites, blogs, downloads, etc).

7.5- It is prohibited to copy any system, database, customer register, archive or program that belongs to the company or its clients.

8- Social Responsibility

8.1- We respect the environment while in the pursuit of our business activities.

8.2- Our employees and third party contractors must act with responsibility and in accordance with the ethical principles for the preservation of **TITO's** image and reputation, whenever they participate in any community and social activity and at all times.

8.3- We do not accept the use of child or slave labor or any other illegal labor on our company premises or in that of our suppliers and third party contractors.

8.4- We do not admit, support or pass on any donation requests to suppliers and/or third party contractors which seek financial resources and/or materials for promotions, events, campaigns or activities with social intent.

9- Responsibility for the fulfillment of the Code of Conduct

Every **TITO** employee and third party contractor is obliged to abide by this Code.

The violation of these norms and procedures is subject to disciplinary action, including contract termination, under the pertinent legislation in place in each country in which **TITO** operates.



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