

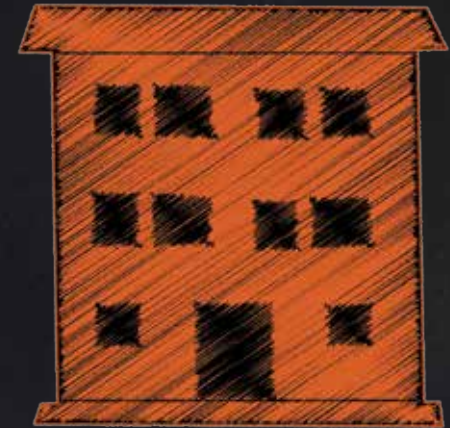


# Code of Ethics and Conduct





# MESSAGE FROM THE BOARD OF DIRECTORS



# At Luís Simões we want to go further...

## to where the future goes!



Our inspiring motto is based in one of our main pillars: **business ethics**. Considering the growth and widespread geographical distribution of the Luís Simões companies (hereinafter "LS"), which may increase the chance of risks and challenges, we believe the time is right to bring our values together in a single document - Code of Ethics and Conduct, in order to ensure the value and growth of LS and how we are living up to our responsibilities in practise. The economic, social and environmental sustainability of LS can only be achieved through the commitment towards an ethical and transparent management. The Board of Directors of LS believe that our commitment to live up to these powerful values and to demonstrate our high ethical standards in all that we do,

will more than ever ensure that LS is seen as an exemplary organization one which inspires trust and respect. The code is applied to all of us, wherever we work and whatever our job is in the company. Read this code carefully. Live It. Pass it on. Respect it. This code is a living and shared document based on high ethical standards in all that we do at LS. This is a commitment undertaken by each one of us to in the exercise of our activities, in order to strengthen the corporate policies and values. We expect that this Code of Ethics can be an inspiration to each employee, so they can convert their own conduct as an example to be followed by everyone else, we are certain that ethics is a general commitment that will lead us further... to where the future goes!

### Board of Directors

JOSÉ LUÍS SIMÕES

LEONEL SIMÕES

JORGE SIMÕES

CELESTE SANTOS

DANIELA SIMÕES

FERNANDA SIMÕES

RUI SIMÕES

# MISSION AND VALUES OF LUÍS SIMÕES





**LS Mission** is to provide effective and competitive Transportation, Logistics and Auxiliary Services solutions, promoting the satisfaction of both Customers and Society as a whole in terms of economy, society and the environment. LS professionals are guided by a set of Values that allow us to be the benchmark in the Iberian Peninsula regarding service quality in the Transportation and Logistics sector.

### Customer Focus

Exceeding Customers expectations by providing added-value services, based on flexible, innovative and technologically advanced solutions.

### Respect for people

Ensuring continuous qualification of all Employees, developing skills for achieving a different and challenging performance of the activities, with quality and safety.

### Sustainability

Promoting the sustained development of the organization by ensuring an ethically and socially responsible and transparent conduct.

### Trust

Guiding the Group's actions, and those of its Employees, by the respect for Co-workers, Customers and Suppliers, believing in each one's ability to work and defending LS values.

### Loyalty

Basing each day's work in professionalism, accuracy of operations and transparency of relations, placing the Group's interests above any personal interests, thus protecting credibility and a proper institutional image.

### Innovation

Focusing management in structured processes, supported by modern technological systems, contributing to the development of competitive market advantages.

### Environment

Implementing good environmental practises, reducing the adverse effects arising from the activity and protecting the environment.

### Safety concern

Based on preventive actions, ensuring the best working conditions thus eliminating any risks inherent to the activity and safeguarding the well-being of the Employees.

### Assets

Maintaining the quality of the facilities, equipment and brands, ensuring the value and respect for all, in particular the Employees, dignifying their work locations.







# GOALS AND SCOPE OF THE CODE OF ETHICS AND CONDUCT



## Goals and scope of the **code of ethics and conduct**

This Code of Ethics and Conduct (hereinafter “the Code”) defines and establishes the ethical principles and rules of conduct to be complied with when carrying out any activity developed by any of LS companies.

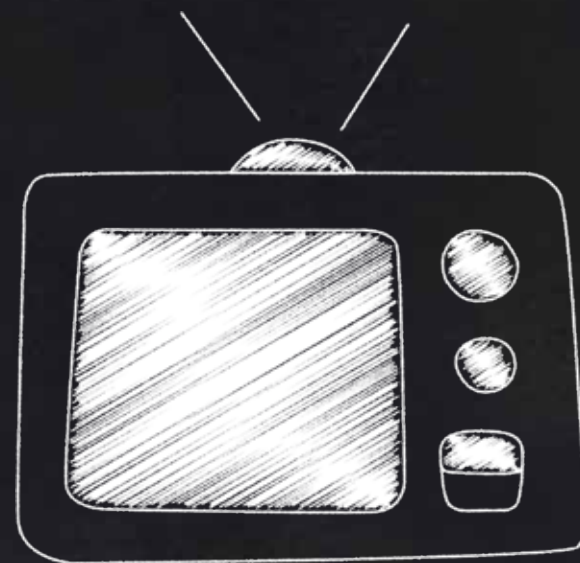
Its main goal is to promote a **culture of compliance** at LS, as well as **preventing any risk** of ethical malpractice and protecting and ensuring the integrity and reputation of LS companies.

The Code applies to all LS Employees, regardless of their contract type, function or role and of where he/she operates.





# THE CODE IN PRACTICE





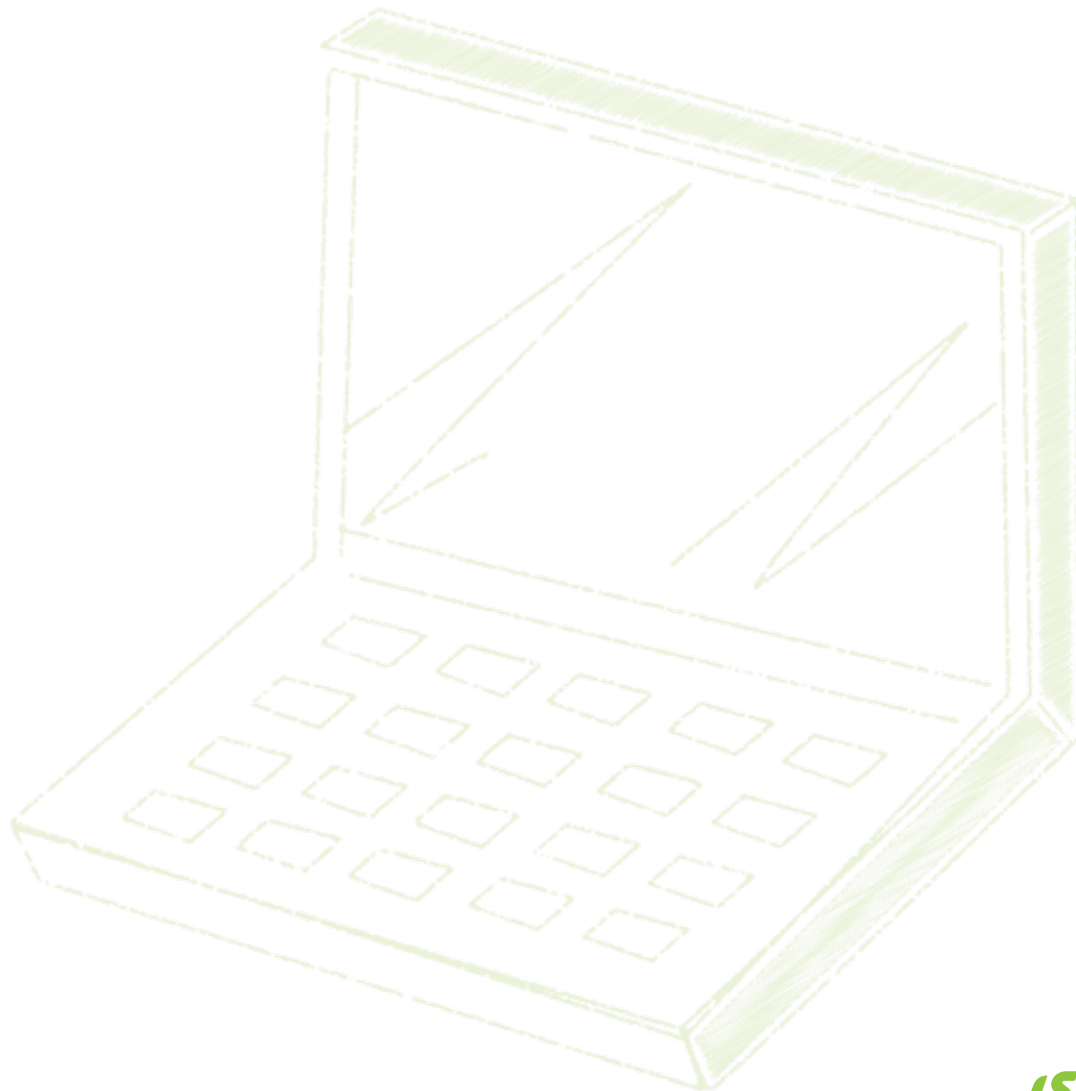


## The code **in practice**

LS has been operating for over 65 years. We interact daily with a wide range of Customers, Suppliers and Third-parties. On a day to day basis, we take decisions that can affect our image and therefore any action must be preceded of a **simple exercise**, based on the following questions:

- Is my action legal and in line with LS policies and procedures?
- Have I adopted the most ethical behaviour considering the other options available?
- Is my action free of any conflicts of interest?
- If my decision would be in the media would I feel comfortable with it?

If the answer is “Yes”, then your action or choice complies with the principles defined in this Code and will surely be the right one. If the answer is “no”, you should contact your superior before taking any action or making any decision.





# COMMITMENT TOWARDS THE EMPLOYEES





## Respect for Human Rights

All our internal and external relations are governed by mutual respect, as part of our corporate culture.

Respecting the Human Rights, as defined in the Universal Declaration of Human Rights and in the International Law of Human Rights is a principle we will not waive. We will not tolerate any discriminatory behaviours, whether of a religious, sexual, gender, ethnical or social, age, marital status, physical and mental condition, political or union nature that may affect the individual's dignity.

**If I come across or witness any situation deemed discriminatory, how should I proceed and who should I contact?**

**You should contact the Compliance and Risk Management Department.**

## Safety and well-being at the work place

At LS, we are certain that safety and well-being at the work place is a critical factor for our success. We are actively committed towards this principle and we provide all resources necessary for the prevention of occupational hazards and for improving the safety, hygiene and well-being conditions required for a proper performance of activities.

Furthermore, we promote the health of our Employees, preventing working under the influence of alcohol or any other substances that may affect the proper performance of the tasks.

## Personal and professional development

We foster the satisfaction, motivation and participation of Employees through the implementation of skills development processes that allow professional valorisation and progression. The respect for the principle of equality of rights and opportunities and the right to a private life are also undertaken by LS for each Employee.

Each one should seek to achieve the best professional performance and aim to a constant and regular updating of knowledge and skills, enhancing the performance of the activities and jobs carried out and complying with the duties foreseen in the applicable law.

**How can I consult or clarify my questions regarding the training policy?**

**You should contact the Human Resources Manager of your area.**

**A LS professional is characterised by the integrity, rigour, competency and independence of his/her actions.**



# COMMITMENT TOWARDS THE SHAREHOLDERS





## Complying with the Law, regulations and internal standards

At LS we promote full compliance and respect for all procedures and legal and regulatory requirements, as well as any internal standards related to the activities carried out. The relevant superiors should be immediately informed regarding any non-compliance with such procedures and requirements, whether by LS employees or by any third-parties.

**If I come across an issue that may violate any law or internal regulation, what should I do? Who should I contact?**

**The situation must be reported to your superior. Should that not be possible, you should contact the Compliance and Risk Management Department.**

## Duty of integrity and honesty

We undertake to govern our professional behaviour in accordance with the highest integrity and honesty standards. When performing our jobs, we will not offer nor accept any offer or payment deemed to be (or that may be understood as deemed to be) a bribery or a form of corruption.

It is our obligation to prevent any individual situations that may cause any conflict of interests, such as situations where the Employee has a personal interest in a case where the decision may negatively affect LS.

## Protect LS assets

LS assets should be used in a responsible manner. We should all care for the Group's assets, whether they are tangible, such as facilities, uniforms, equipment or vehicles, or intangible, such as computer systems, operational processes, technical skills, the LS brand, etc..

**The LS brand identifies the organization and its products and services and integrates our values and principles, acknowledged inside and outside the company and which contribute for making it stand out from the other companies. It is the sum of what we are! LS brand is our most precious asset. It may take years for a brand to be recognised but an ill-considered action may destroy it in a few hours.**

At LS we work actively to implement safety measures in our facilities that allow us to protect the assets which are entrusted to us by our Customers.

## Creation of value for Shareholders

The commitment towards the creation of value for the shareholders is not only recognized but also enforced, promoting a sustainable growth and the return on investment.

**Employees from Luís Simões Group must follow an ethically exemplary conduct.**





COMMITMENT TOWARDS  
OUR BUSINESS PARTNERS  
AND SOCIETY



## Gift policy

At LS we do not promote the acceptance of gifts, such as presents, travels or invitations for entertainment, cultural or sports events. Gifts may influence management decisions that should be unbiased and objective.

As such, LS Employees do not accept gifts from Customers, Partners or Suppliers, either current or potential (with the exception of merchandising items of a non-relevant value).

In case it is not possible to reject or return the gift, the Employee must immediately communicate this situation to his/her superior and the gift should be forwarded to the LS Communication Department which, in turn, shall forward it to a charitable institution deemed fit.

In case the gift is based on a professional reason, it can only be accepted after proper approval by the Executive Committee of the relevant business/corporate area.

### Can I accept a travel or an invitation from a potential Supplier?

**This may depend. In case of a travel (or invitation) of an entertainment, cultural or sports nature, it should be rejected. In case it is based on professional reasons (for instance, visiting the facilities of the Supplier or an invitation to a particular fair or exhibition), it may be accepted provided it has been authorized by the relevant Executive Committee.**

### If a Customer or a Supplier offers me a book, how should I proceed?

**First, you must try to reject it. If not possible, you should accept the book and forward it to the Communication Department, who will then forward it as deemed fit.**

Offering gifts to Customers (excluding LS merchandising items) is only authorised within the scope of any Commercial Promoting Plans, as approved by the Executive Committee of the relevant business area.

It should not be carried out personally nor be used for obtaining any undue benefits.

### Can I offer a travel to a potential Customer so he/she can visit our facilities?

**Yes, this is possible provided it is part of a Commercial Promoting Plan.**

### At LS it is not authorized to offer gifts to any current or potential Suppliers. Can I offer tickets to a Supplier for a Fair or Exhibit where LS is present?

**This is not possible. At LS we do not offer gifts of any kind to Suppliers.**





COMMITMENT TOWARDS  
OUR BUSINESS PARTNERS  
AND SOCIETY



## Relationship with external entities

LS relationship with external entities (such as Customers, Suppliers, Partners, Competitors, Public Bodies, Media or others) shall be ruled by the principles of integrity, honesty and confidentiality.

External entities shall be treated with professionalism and respect. All necessary information allowing Customers, Suppliers and Partners to take grounded and safe decisions should be provided.

It is the exclusive responsibility of the LS Communication Department to act before any entity or media, regardless of the manner and of the subject, provided it is related with LS, its Customers, Suppliers or Partners.

### **I was questioned by a Supplier who would like to promote its cooperation with LS in its website. What should I do?**

**You must provide the contacts of the LS Communication Department to the Supplier so that a proper request is made.**

**You should also send to the LS Communication Department your opinion, in writing, considering the request put forward by the Supplier.**

The participation of LS Employees as guest-speakers in Conferences and similar events, as well as the publishing of articles on matters related to the work carried out at LS, should comply with the institutional model and, considering the relevance, is subject to previous written authorization from the Employee's superior and a formal notification from the LS Communication Department.

### **I was invited to be a guest-speaker at an event related with my work at LS. What should I do?**

**First you must obtain information, as detailed as possible, on the relevant event and send it to the LS Communication Department which, along with the General or Corporate Management, will assess your participation and the selection of the proper spokesperson within the scope of the request made.**

LS undertakes to use social media and any other means of communication and information in an ethically responsible manner, thus contributing to strengthen LS image and the creation of value. Any remarks that may in any way affect the reputation of LS companies must be prevented.

### **I was invited for an interview in a technical magazine on my area of expertise. What should I do?**

**You should inform the LS Communication Department of such invitation, preferably in writing and as detailed as possible so that the decision of participating and the selection of the proper spokesperson within the scope of the request made can be assessed.**

In what concerns requests made by Public Entities, such as the Authority on Work Conditions, Municipalities, Social Security, Courts, National Republican Guard, the Police, Tax Authority, among others, the necessary actions shall be carried out so that a proper response is given within the legally defined timeframe.





COMMITMENT TOWARDS  
OUR BUSINESS PARTNERS  
AND SOCIETY



## Conflict of interests and business ethics

We ensure compliance with the Zero Tolerance Policy regarding fraud, corruption and bribery. LS will not accept any actions of this type, whether by its Employees or by individuals or entities it may be related to within the scope of its activities, always acting in a clear and transparent manner, free of any corruption or bribes and not influencing the decisions from business partners in any unlawful manner.

At LS we seek to implement incompatibilities, dissuasive actions and maintain an internal control system fit for the prevention and detection of irregularities in order to ensure complete eradication of conflicts of interests when taking management decisions.

**A conflict of interests shall be understood as, whenever in the course of the activity, Employees are called to participate in decision processes that involve, either directly or indirectly, organizations with which they cooperate, or may have previously cooperated with, or people to whom Employees are related to, or may have been related to, be it for family reasons or cohabitation. Such situations are harmful for the company and must therefore be prevented in order to not affect LS in terms of finances or reputation.**

**I know you are looking for a new travel agency to establish a protocol with LS. Can I recommend an agency from a friend of mine?**

**Yes, you can recommend the agency for consultation as it can be a valid solution. However, after providing the contact to the Purchase Department, you must make sure that you will not participate in the negotiation process.**

## Confidentiality and professional secrecy

Information related to the performance of our job, or to any of LS companies (namely information regarding Customers, Partners, business, strategies or work methods) is strictly confidential. Any information that may come to our knowledge as a result of our job cannot be disclosed.

The principle of confidentiality and professional secrecy means that all information that is not in the public domain, and which may affect or harm LS companies, must be kept confidential.

**Confidential information shall be understood as any financial information, information related to LS organizational structure, namely information on strategic and business plans, corporate information, information related to industrial property and Human Resources, as well as any internal information on products and services, mergers and acquisitions, costs, prices and other information identified as such.**





COMMITMENT TOWARDS  
OUR BUSINESS PARTNERS  
AND SOCIETY



## Sustainable development

LS sustainability principles follow its Values, being their operability closely related to the policies already undertaken by the Group. LS has enhanced its businesses in order to make them profitable and sustainable whilst generating prosperity in the activities carried out with increasingly less adversity.

LS sustainability strategy allows taking a new perspective on its actions (always subject to improvement), making them more involving for stakeholders and inviting them to participate with LS in the creation of a more sustainable future.

**It is our responsibility to contribute towards a sustainable development, supported by a long-term vision in line with the creation of value and based on economic growth, social balance and environment protection.**

**Within the scope of a new activity, if I come across an issue that can raise an environmental issue, what should I do?**

**You should contact the Process & Quality Assurance Department and explain the situation so that the real environmental impact can be assessed and due precautions can be taken.**

## Quality of service provision

At LS innovation is understood as a surviving skill. Only by researching and developing new processes and new services will we be able to foresee the Customers' needs and obtain a competitive edge. We promote the participation of all Employees in the Continuous Improvement processes in effect at LS.

We undertake to comply with our Customers' requirements, providing high quality services governed by the principles and values that guide us.

## Competition Law

At LS we promote compliance with the principle of free market and free competition, aiming at the effective operation of the markets and the achievement of the best advantage for all stakeholders.

**LS sustainability strategy allows taking a new perspective on its actions (always subject to improvement), making them more involving for stakeholders and inviting them to participate with LS in the creation of a more sustainable future.**



# CODE ENFORCEMENT



## Dissemination

This Code is disseminated through the LS intranet, as well as the LS Group companies: [www.luis-simoes.com](http://www.luis-simoes.com), [www.reta.pt](http://www.reta.pt) and [www.diagonalseguros.pt](http://www.diagonalseguros.pt).

We understand that questions or doubts may arise regarding this Code, its interpretation or enforcement. As such, two actions are possible:

- Contact your direct superior; or
- Contact LS Compliance and Risk Management Department.

## How to report **any possible suspicion?**

In line with a logic of trust and transparency, all Employees, Suppliers and other Business Partners of LS must cooperate in complying with the rules established in the Code, immediately reporting any fact that violates, or may violate, this Code, in particular any situations of fraud, corruption, disregard for human or labour rights, environmental damages or other illegal or unethical practices.

Such reporting can be made **confidentially, addressed to the Compliance and Risk Management Department**, using one of the different means available: personally, by e-mail to: [etica@luis-simoes.com](mailto:etica@luis-simoes.com) or calling the general head office number (00351) 263 858 700, who will forward the call to the Compliance and Risk Management Department.

All reports will be subject to an independent and transparent assessment to establish the facts and provide the proper response. It is our duty to properly investigate all questions submitted, protecting the confidentiality and the rights of the one who has done the complain.

We shall not allow any retaliation to whoever may have, in good faith, showed his/her concern regarding a possible wrongful act. Should you believe you have been subject to any retaliation of any type, please notify the Compliance and Risk Management Department.

## Disciplinary action

Non-compliance with the procedures and standards defined herein shall be deemed a punishable disciplinary offense, without loss for any administrative, criminal or civil liability the originating facts may cause.

## Validity

This Code is in effect since June 27, 2016.

**Whenever an individual is sure  
of his/her ethical actions,  
his/her thoughts and energy are  
free for being used to maximum  
productivity and creativity.**





[www.luis-simoes.com](http://www.luis-simoes.com)

**LS** *Luis Simões*

