



# **TuSimple Holdings Inc. Code of Conduct**



# CONTENT

- 1. INTRODUCTION ..... 1
- 2. MISSION AND VALUES ..... 1
- 3. DATA PROTECTION ..... 1
  - 3.1 WE SAFEGUARD CONFIDENTIAL INFORMATION AND PROTECT EMPLOYEE PRIVACY ..... 2
  - 3.2 BASIC RULES TO CONSIDER WHEN HANDLING SENSITIVE OR CONFIDENTIAL DATA ..... 2
- 4. RESPECT FOR OTHERS ..... 3
  - 4.1 WE OPERATE WITH HONESTY AND INTEGRITY ..... 3
  - 4.2 WE TREAT OTHERS FAIRLY AND RESPECTFULLY ..... 4
  - 4.3 WE UPHOLD HUMAN RIGHTS ..... 4
  - 4.4 WE ARE COMMITTED TO A SAFE AND HEALTHY WORKPLACE ..... 4
  - 4.5 WE DEAL FAIRLY ..... 4
  - 4.6 WE RESPECT THE ENVIRONMENT ..... 5
- 5. LEGAL COMPLIANCE..... 5
  - 5.1 WE ARE RESPONSIBLE AND LAW ABIDING ..... 5
  - 5.2 WE DO NOT PERMIT BRIBERY ..... 5
  - 5.3 WE MAINTAIN ACCURATE AND COMPLETE BUSINESS AND FINANCIAL RECORDS ..... 5
  - 5.4 WE PROHIBIT INSIDER TRADING ..... 6
- 6. CONFLICTS OF INTEREST ..... 6
  - 6.1 WE AVOID CONFLICTS OF INTEREST ..... 6
  - 6.2 WE RESPECT CORPORATE OPPORTUNITIES ..... 7
  - 6.3 WE PROTECT AND PROPERLY USE TUSIMPLE ASSETS ..... 7
- 7. PUBLIC INTERACTIONS..... 7
  - 7.1 WE REPRESENT TUSIMPLE TO THE PUBLIC ONLY WHEN AUTHORIZED ..... 7
  - 7.2 WE USE SOCIAL MEDIA WISELY ..... 8
- 8. APPLYING THE CODE ..... 8
  - 8.1 WAIVERS OF THE CODE OF CONDUCT ..... 8
  - 8.2 VIOLATIONS OF THE CODE, TUSIMPLE POLICIES, OR THE LAW ..... 8
  - 8.3 WE USE COMMON SENSE AND ASK QUESTIONS IF NECESSARY ..... 9
  - 8.4 REPORT VIOLATIONS ..... 9
  - 8.5 COMPLIANCE HOTLINE ..... 9
  - 8.6 NO RETALIATION ..... 9
  - 8.7 REPORTING ISSUES OUTSIDE THE UNITED STATES ..... 10





## 1. INTRODUCTION

This Code of Conduct and our company values represent the standards by which we all must operate. All employees of TuSimple Holdings Inc. or any subsidiary of TuSimple Holdings Inc. (collectively, “TuSimple”), as well as TuSimple’s officers and Board members, must abide by this Code of Conduct. We also expect TuSimple’s contractors, consultants, suppliers, and agents to abide by our Code of Conduct in connection with their work for TuSimple.

## 2. MISSION AND VALUES

TuSimple’s mission is to improve the safety, efficiency and environmental impact of the trucking industry. TuSimple’s values support this mission and define how we conduct our business with employees, customers, partners and suppliers. They are:

- Safeguard
- Own
- Communicate
- Collaborate
- Innovate

TuSimple expects that each of us will follow both the letter and spirit of these values and this Code of Conduct, including the following specific principles.

## 3. DATA PROTECTION



### **3.1 We safeguard confidential information and protect employee privacy.**

We are committed to protecting the confidential, proprietary, and private information of our employees, customers, partners, and others with whom we do business, including the financial and operational information of our customers submitted in connection with use of our services. We respect and safeguard the private information and intellectual property entrusted to us by our fellow employees, customers, and third parties, using it only for legitimate business purposes and in accordance with all applicable laws and governing contracts.

TuSimple may require a prior security assessment of an outside party that may receive or have access to confidential information. We are all also responsible for protecting TuSimple’s confidential information. Disclosure of TuSimple confidential information should be on a “need to know” basis and only under a non-disclosure agreement. The loss of confidential information can be extremely damaging to TuSimple. We do not disclose any confidential TuSimple information without a valid business purpose and proper authorization by our Legal Department. Our obligations in this respect continue even if our employment or other relationship with TuSimple ends. Even in our internal communications with other TuSimple employees and service providers, we only share confidential and sensitive information on a “need to know” basis.

Employees must follow all applicable security policies for safeguarding TuSimple and customer information. This includes protecting TuSimple’s network, laptops, mobile phones and other equipment that might have access to confidential information, as well as maintaining physical security.

### **3.2 Basic rules to consider when handling sensitive or confidential data.**

Examples of do’s and don’ts for handling information:



- **DO** treat all employee, client, partner and TuSimple proprietary information you receive or handle as sensitive and confidential.
- **DO** limit use of sensitive or confidential information to only as necessary for the intended business purpose.
- **DO** follow all guidelines from the IT, Security and other TuSimple teams on storage and handling of sensitive and confidential information.
- **DO NOT** store sensitive or confidential information on personal or other non-TuSimple equipment or hosted services.
- **DO NOT** access, use or transmit sensitive or confidential information unless specifically permitted to do so.
- **DO NOT** share confidential or sensitive information internally with others at TuSimple unless there is a valid business purpose or the recipient has a “need to know” the shared confidential or sensitive information.

#### **4. RESPECT FOR OTHERS**

##### **4.1 We operate with honesty and integrity.**

We are open, transparent, and honest. We keep our commitments to each other, to our customers, and to our partners. We endeavor to communicate with our customers, partners, fellow employees, and suppliers in an honest and unambiguous way, and to avoid making any misstatements of fact, making



misleading or exaggerated communications, or creating false impressions. We may make mistakes, but we quickly admit and correct them.

#### **4.2 We treat others fairly and respectfully.**

We foster a respectful work environment free from any form of discrimination, harassment, and intimidation. We provide equal opportunity in all aspects of employment. We do not tolerate discrimination, harassment, violence, or threatening behavior of any kind. We always treat everyone—fellow employees, customers, partners, and other stakeholders—with dignity and respect.

#### **4.3 We uphold human rights.**

We respect human rights, provide fair working conditions, and prohibit the use of any forced, compulsory, or child labor by or for TuSimple.

#### **4.4 We are committed to a safe and healthy workplace.**

We are committed to providing a clean, safe, healthy, secure, and drug-free workplace. Our employees have a responsibility for maintaining a safe and healthy workplace by following safety and health rules and practices and by reporting accidents, injuries and unsafe conditions, procedures, or behaviors. We do not tolerate violence and threatening behavior. We do not permit the use, possession, sale, or being under the influence of any illegal substance at TuSimple or when representing TuSimple in any capacity or conducting TuSimple business.

#### **4.5 We deal fairly.**

We endeavor to deal fairly with our customers, suppliers, competitors, and employees. We should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information,



misrepresentation, or any other unfair-dealing. Applicable laws specifically prohibit us from colluding with a competitor. When interacting with a competitor, questions about whether our actions are proper and in compliance with the law should be directed to our Legal Department.

#### **4.6 We respect the environment.**

We conduct our business in an environmentally responsible and sustainable manner, and we are committed to complying with all applicable environmental laws.

### **5. LEGAL COMPLIANCE**

#### **5.1 We are responsible and law abiding.**

We follow the law. This includes all applicable international, national, and local laws, rules, and regulations. We report wrongdoing, including fraud or illegal acts, if we encounter it.

#### **5.2 We do not permit bribery.**

TuSimple's policy against bribery is clear—we never make or accept bribes to advance our business. A bribe is something of value that is offered or given to improperly influence a decision. Bribes often consist of money, but they could also be disguised as gifts, trips, entertainment, charitable donations, favors, or jobs. We do not offer or give anything of value for an improper or corrupt purpose, whether in dealings with a government official or the private sector, and regardless of the norms of local custom. For more information, please consult TuSimple's Anti-Bribery Policy, which we are all required to review and follow.

#### **5.3 We maintain accurate and complete business and financial records.**



We create and maintain financial records in accordance with applicable legal requirements and generally accepted accounting practices. Our SEC reports, disclosures, and other public communications must be full, fair, accurate, timely, and understandable. Although financial reporting and controls are especially applicable to members of TuSimple’s Finance Department, we are each responsible for complying with all financial controls and policies. We each acknowledge our responsibility to make sure that appropriate Finance Department personnel are made aware in a timely manner of any fact or issue that might have a material impact on our financial statements or disclosures.

#### **5.4 We prohibit insider trading.**

Federal law prohibits both trading on the basis of material non-public information and “tipping” others by providing material nonpublic information to them. Material nonpublic information is information that has not been released to the public and which a reasonable investor would find useful in determining whether to buy or sell stock, e.g., financial results, sales results, acquisitions, customer wins or losses, or changes in senior management. We do not buy or sell stock on the basis of material nonpublic information, or pass such information to any others, including friends or family. For more information, please consult TuSimple’s Insider Trading Policy, which we are all required to review and follow.

## **6. CONFLICTS OF INTEREST**

### **6.1 We avoid conflicts of interest.**

We have a responsibility to make sound business decisions strictly on the basis of TuSimple's best interests without regard to our personal interests. A conflict of interest can occur when our personal activities, investments, or associations compromise our judgment or ability to act in the best interest of TuSimple. We avoid conflicts of interest, or even the appearance of a conflict of interest.





We always disclose any relationships, associations, or activities that may create actual, potential, or perceived conflicts of interest to TuSimple's Legal Department as soon as we become aware of any potential for such conflict.

## **6.2 We respect corporate opportunities.**

We may not take for ourselves opportunities that are discovered through the use of TuSimple property, information, or position, and we will not use TuSimple property, information, or position for personal gain, or compete with TuSimple in any manner. We owe TuSimple a duty to advance its legitimate business interests when business opportunities arise.

## **6.3 We protect and properly use TuSimple assets.**

Theft, carelessness, and waste have a direct impact on our profitability. We use TuSimple assets for legitimate business purposes, and in particular, will use TuSimple's information systems assets in a responsible manner.

# **7. PUBLIC INTERACTIONS**

## **7.1 We represent TuSimple to the public only when authorized.**

Only those authorized to do so may speak to the press and members of the financial community about TuSimple. Authorized individuals are the Executive Chairman, CEO, CFO, Chief Legal Officer, Chief Technology Officer, Chief Product Officer, most senior member of the Company's marketing function and most senior member of the Company's investor relations function (if any) and other individuals as may be



designated by the Executive Chairman, CEO, CFO, Chief Legal Officer, Chief Technology Officer and Chief Product Officer. For more information, please consult TuSimple's Investor Relations and Communication Policy.

## **7.2 We use social media wisely.**

We use social media appropriately and responsibly. We do not disclose confidential TuSimple information or the confidential information of our customers, suppliers, business partners, or other employees. Only those authorized may speak for TuSimple, including through social media channels. For more information, please consult TuSimple's Social Media Guidelines.

## **8. APPLYING THE CODE**

### **8.1 Waivers of the Code of Conduct.**

Waivers of our Code of Conduct must be approved in writing. Waivers for Board members and executive officers require Board approval and must be disclosed as required, while waivers involving any other employee, agent, or contractor require the approval of our Executive Chairman, CEO, CFO or Chief Legal Officer.

### **8.2 Violations of the Code, TuSimple Policies, or the Law.**

Anyone who violates the law, our Code of Conduct, or other TuSimple policies or procedures may be disciplined, including termination of employment and/or his or her business relationship with TuSimple, in accordance with local legal requirements. Certain violations of this Code of Conduct may be violations of the law, which may result in civil or criminal penalties, and TuSimple will cooperate fully with the appropriate authorities in these situations.



### **8.3 We use common sense and ask questions if necessary.**

We use common sense in our business dealings and in upholding this Code of Conduct. If we have any questions regarding the matters discussed in this Code of Conduct, we promptly contact our manager or our Legal Department for answers.

### **8.4 Report Violations.**

If we witness—or even suspect—a violation of our Code of Conduct, TuSimple policies, or the law, we promptly report it to our manager, our Legal Department, Human Resources Department or via our compliance hotline.

### **8.5 Compliance Hotline.**

TuSimple has established a compliance hotline that we may use to make an anonymous report. To make a good-faith, anonymous report, we may:

- Send an email or letter to our Legal Department at [legal@tusimple.ai](mailto:legal@tusimple.ai) or 9191 Towne Centre Drive, Suite 600, San Diego, CA 92122 Attn: Chief Legal Officer; or
- Report on our ethics or compliance hotline (anonymously or not) by phone at 1 (877) 900-3251 or online at <https://www.whistleblowerservices.com/tusimple>.

For more information, please consult TuSimple’s Compliance Reporting Policy.

### **8.6 Safety Hotline.**

TuSimple’s top priority is the safety of our employees and those with whom we share the roads. TuSimple has established a safety hotline that we may use to make an anonymous report. To make a good-faith, anonymous report, we may:

- Use the Secure Web Form at <https://www.whistleblowerservices.com/tusimple-safety->



[hotline](#); or

- Report on the safety hotline (anonymously or not) by phone 877-510-0171

For more information, please consult TuSimple's Legal page on Confluence.

## **8.7 No Retaliation.**

TuSimple takes its non-retaliatory culture very seriously and will not allow anyone to take adverse action, threaten, intimidate, or retaliate if one of us reports a violation or suspected violation in good faith, or



cooperates in an investigation. TuSimple considers retaliation itself a violation of this Code of Conduct and will respond accordingly.

#### **8.8 Reporting Issues Outside the United States.**

In some locations outside of the United States, anonymous reporting of certain types of issues may not be allowed by local law. If local law prohibits or restricts anonymous reporting, you should reveal your identity when making a report. In those situations, your identity will be kept confidential (unless prohibited by local law), and you will have a right to access and modify your report. If you are in doubt about the requirements of your local law, please contact our Legal Department.

Rev. January 27, 2022