

TFI INTERNATIONAL INC.

Anti-Corruption and Anti-Bribery Compliance Policy

1. Introduction.

Applicability. This Anti-Corruption and Anti-Bribery Compliance Policy (this “*Policy*”) covers TFI International Inc. and its subsidiaries (collectively, the “*Corporation*”) and applies to all of the Corporation’s directors, officers, employees, contractors and agents (the “*Corporation’s personnel*”).

This Policy supplements and is to be interpreted in a manner compatible with the Code of Ethics and the employee handbooks of the Corporation. In the event of any inconsistency in the requirements under these documents, or with applicable anti-corruption and anti-bribery legislation, the most stringent requirements will be followed.

Combating Bribery and Corruption. The Corporation conducts business in jurisdictions that have both foreign and domestic "anti-corruption" legislation including the Canadian *Corruption of Foreign Public Officials Act ("CFPOA")* in Canada and the U.S. *Foreign Corrupt Practices Act ("FCPA")* in the United States.

The purpose of this Policy is to reaffirm the Corporation's compliance with applicable domestic and foreign anti-corruption legislation where it conducts business, and its commitment to such compliance, by establishing rules and providing guidance for conducting business in accordance with such legislation.

This Policy contains information intended to prevent corruption and bribery from occurring in the Corporation’s activities. The Corporation strictly prohibits all forms of bribery and corruption and will take all necessary steps to ensure that it does not occur in its business activities.

The Legal Framework. Under anti-corruption legislation, it is illegal for companies and their subsidiaries, directors, officers, employees and agents to bribe foreign public officials.

Violations of the anti-corruption legislation can also result in violations of other laws as well, including the Criminal Code, laws relating to anti-money laundering, mail and wire fraud and conspiracy. The penalties for violating the anti-corruption legislation are severe. In addition to being subject to Corporation disciplinary policies, individuals who violate the anti-corruption legislation may also be subject to fines and imprisonment.

2. Compliance with Law.

In conducting their work for the Corporation, Corporation’s personnel are required to comply with all applicable laws and regulations, including those relating to anti-bribery, anti-corruption and recordkeeping.

3. Prohibited Payments.

Corporation’s personnel are prohibited from directly or indirectly making, promising, authorizing or offering “anything of value” (as defined below) on behalf of the Corporation (including to a “foreign government official”, as defined below) to secure an improper advantage, obtain or retain business or direct business to any other person or entity. This prohibition includes payments to third-parties knowing that the third-party will use any part of the payment for bribes. Corporation’s personnel are also prohibited from accepting any bribes.

Anything of Value. For the purpose of this Policy, “*Anything of value*” includes, without limitation:

- payment of or reimbursement for travel, meals, lodging and entertainment;
- gifts and gift cards;
- loans;
- non-arms length transactions;
- political contributions;
- charitable donations and sponsorships;
- facilitation payments; and
- solicitation and extortion.

Foreign Government Official. For the purpose of this Policy, Foreign Government Official includes, without limitation:

- officers or employees of a foreign government or any department, agency or instrumentality of a foreign government;
- officers or employees of a company or business owned in whole or in part by a government;
- officers or employees of a public international organization;
- foreign political parties or officials of foreign political parties; and
- candidates for political office
- the spouse, children and other immediate family members of the foregoing person.

Corporation checks shall not be written to “cash,” “bearer” or anyone other than the party entitled to payment.

4. Permitted Payments.

Certain payments to foreign government officials are permitted, such as:

- (a) *Facilitating Payments.* The payments made to low-level government officials to ensure or speed the proper performance of a government official’s routine, non-discretionary duties or actions.
- (b) *Promotional Hospitality and Marketing Expenses.* Payment of reasonable cost of a foreign government official’s meals, lodging or travel if, and only if, the expenses are *bona fide*, reasonable and directly related to the promotion, demonstration or explanation of Corporation services or the execution of a contract with a foreign government or agency.
- (c) *Promotional Gifts.* Promotional gifts of nominal value may be given as a courtesy in recognition of services rendered or to promote goodwill. These gifts must be nominal in value and should generally bear the trademark of the Corporation.

5. Record Keeping.

All transactions involving Corporation funds or assets must be recorded in reasonable detail and accurately and completely reflect the transactions and asset dispositions of the Corporation, regardless of the country in which the transaction takes place. Further, the purpose and amount of the expenditure for any transaction involving a foreign government official must be recorded.

Direct or indirect participation in any such “improper transaction” or deviation from established Corporation policies or accounting practices, including omitted or falsified expense reports, is strictly prohibited.

The Corporation will maintain a system of internal accounting controls, including periodic audits, in compliance with applicable law and internal policies.

6. Due Diligence and Monitoring of Third-Party Corporation Personnel.

Each of the Corporation's agents and consultants, as well as any other third-party representatives that have or are likely to have contact with foreign governments officials on the Corporation's behalf, must:

- commit in its contract with the Corporation to comply with this Policy; and
- not allow work to be subcontracted to another party without the Corporation's written approval and commitment from such subcontractor that it will comply with this Policy;

7. Duty to Comply.

Corporation's personnel must be familiar with, and perform their duties according to, the requirements set out in this Policy. Any Corporation's personnel who suspects that this Policy may have been violated must immediately notify the Corporation as specified in section entitled "Reporting Policy Violations" below. Any person who, in good faith, reports suspected legal, ethical or Policy violations will not suffer any adverse consequence for doing so. When in doubt about the appropriateness of any conduct, the Corporation requires that you seek additional guidance before taking any action that may subject the Corporation to potential anti-bribery or similar liability.

8. Duty to Cooperate.

The Corporation may at times undertake a more detailed review of certain transactions. As part of these reviews, the Corporation requires all Corporation's personnel to cooperate with the Corporation, outside legal counsel, internal and outside auditors or other similar parties. The Corporation views failure to cooperate in an internal review as a breach of the Corporation's personnel obligations to the Corporation, and will deal with this failure severely in accordance with any local laws or regulations.

9. Questions About the Policy.

Any questions relating to this Policy, can be addressed to the Corporation's Legal Department.

10. Reporting Policy Violations.

Potential violations of this Policy should be immediately reported to the Corporation's Legal Department or to a member of the TFI International Inc.'s Corporate Governance and Nominating Committee in writing at 500-8801, Trans-Canada Hwy, Saint-Laurent (Quebec) H4S 1Z6 or via email to legal@tfiintl.com.

In the event of any report received by a member of the Corporate Governance and Nominating Committee under this Policy, the recipient must promptly forward that report to the Legal Department of the Corporation.

11. Corporation Response.

The Corporation will investigate, respond to, and take appropriate action to remediate the underlying causes and effects of (including, when required or appropriate, by reporting misconduct to

governmental authorities), any actual or alleged violations of this Policy to the extent determined to be necessary by the Corporation's executive officers or their designees (acting in consultation with, or at the direction of, the Board of Directors and/or Audit Committee, if and as appropriate). If necessary, such action will include assessing and/or modifying internal controls, policies and procedures.

12. Consequences of Policy Violations.

Corporation's personnel who violate this Policy (or otherwise violate any applicable laws) are subject to disciplinary action, up to and including dismissal, in accordance with the Corporation's employee handbooks, its Code of Ethics and its other policies and procedures (or, in the case of third-party representatives, up to termination of all commercial relationships with the Corporation). Corporation's personnel may also be subject to civil or criminal prosecution.

13. Compliance Committee Responsibilities.

The Corporate Governance and Nominating Committee will as appropriate:

- cause the Corporation's directors, officers and employees to receive periodic training on the matters covered by this Policy;
- review this Policy annually and update it as needed for effectiveness, relevant developments in the field and evolving international and industry standards; and
- cause this Policy (and any material updates to this Policy) to be circulated to and acknowledged by appropriate the Corporation's personnel upon hiring/engagement (and after any such material updates).

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