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TEGMA Gestão Logística

Individual and consolidated financial statements

December 31, 2023
with Independent Auditor's Report

Contents

INDEPENDENT AUDITOR REPORT ON INDIVIDUAL AND CONSOLIDATED FINANCIAL STATEMENTS

To the

Shareholders, Advisors, and Directors of

Tegma Gestão Logística S.A.

São Bernardo do Campo - SP

Opinion on the Individual and Consolidated Financial Statements

We have reviewed the individual and consolidated financial statements of **Tegma Gestão Logística S.A. ("Company")** , identified as Parent Company and Consolidated, respectively, which comprise the individual and consolidated balance sheets as of December 31, 2023 and the respective individual and consolidated statements of income, comprehensive income, changes in net equity and cash flows for the year then ended, as well as the corresponding explanatory notes, including material accounting policies and other clarifying information.

In our opinion, the aforementioned accounting statements adequately present, in all material respects, the individual and consolidated equity and financial position of **Tegma Gestão Logística S.A.** as of December 31, 2023, the individual and consolidated performance of its operations and its individual and consolidated cash flows for the year then ended, in accordance with accounting practices adopted in Brazil and the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB).

Basis for opinion on the Individual and Consolidated Financial Statements

Our audit was conducted in accordance with Brazilian and international auditing standards. Our responsibilities, in accordance with those standards, are described in the section below entitled "Auditor's Responsibilities for the Audit of Individual and Consolidated Financial Statements". We are independent in relation to the Company and its subsidiaries, in accordance with the relevant ethical principles set forth in the Code of Professional Ethics for Accountants and in the professional standards issued by the Brazilian Federal Accounting Council (CFC), and we comply with other ethical responsibilities in accordance with these standards. We believe that the audit evidence obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key Audit Matters (KAM) are those that, in our professional judgment, were the most significant in our audit of the current year. These matters were addressed in the context of our audit of the individual and consolidated financial statements as a whole and in forming our opinion on these individual and consolidated financial statements, and, therefore, we do not express a separate opinion on these matters. We have determined that the matter described below is the main audit matter to be communicated in our report.

Impairment assessment of property, plant and equipment and intangible assets, especially those with indefinite useful lives

As disclosed in Notes 10 and 11 to the individual and consolidated financial statements, the Company has property, plant and equipment and intangible assets in the amount of R$ 75,627,000 (parent company) and R$ 231,525,000 (consolidated) and R$ 169,510,000 (parent company) and R$ 176,780,000 (consolidated), respectively, on December 31, 2023. Most of the assets and rights involved pertain to the commercial operations of the CGUs and include goodwill paid for expected future profitability, with recoverable amount to be evaluated annually, as required by Technical Pronouncement CPC 01(R1)/IAS36 - Asset Impairment. As for the other assets in the event that there is evidence of impairment, as mentioned in the aforementioned explanatory notes, the Company and its subsidiaries carry out an impairment test, which involves a high degree of judgment of estimates by Management, based on the discounted cash flow method, which takes into account several assumptions, such as: discount rate, inflation forecast, economic growth, among others. Therefore, this matter was considered by the audit as a risk area due to the uncertainties inherent to the process of determining the estimates and judgments involved in the preparation of future cash flows discounted to the present value, such as market demand forecasts, operating margins, and discount rates that can significantly change the expected realization of said assets.

Audit response on the matter

Our audit procedures included, among others:

- Assessment of internal or external indications that could provide evidence of asset devaluation;
- Review of the asset impairment test, assessing the assumptions and methodology used by the Management of the Company and its subsidiaries based on the analysis reports presented;
- Continuous challenging of the assumptions used by Management in order to identify whether there are any assumptions that are not consistent and/or that should be revised, such as: growth in revenues, costs and expenses, and various other indicators of inflation and prices;
- Review of the parameters for defining the weighted average cost of capital (WACC) rate;
- Recalculation of the recoverability test; and
- Assessing whether the disclosures required in the individual and consolidated financial statements were appropriate.

Based on the procedures performed, we consider that the assumptions and methodologies used by the Company to assess the recoverable amount of said assets are reasonable, and the recoverability test calculation is consistent with the parameters determined by the **Company**, and as such the information presented in the individual and consolidated financial statements is appropriate in the context of the financial statements taken as a whole.

Other matters

Statements of Added Value

The individual and consolidated Statements of Added Value (DVA, *Demonstrações de Valor Adicionado*) for the year ended on December 31, 2023, prepared under the responsibility of the Management of the Company and its subsidiaries, and presented as supplementary information for IFRS purposes, were subjected to audit procedures performed in conjunction with the audit of the individual and consolidated financial statements. In order to form our opinion, we evaluated whether these statements are reconciled with the financial statements and accounting records, as applicable, and whether their form and content are compliant with the criteria defined in CPC Technical Pronouncement 09 - Statement of Added Value. In our opinion, these statements of added value, both individual and consolidated, have been properly prepared, in all material respects, in accordance with the criteria defined in this technical pronouncement and are consistent with the individual and consolidated financial statements taken as a whole.

Other information accompanying the individual and consolidated financial statements and the auditor's report

The Management of the Company and its subsidiaries is responsible for this other information that comprises the Management Report.

Our opinion on the individual and consolidated financial statements does not cover the Management Report and we do not express any form of audit conclusion on this report.

Regarding the audit of the individual and consolidated financial statements, our responsibility is to read the Management Report and, in doing so, consider whether this report is materially inconsistent with the individual and consolidated financial statements – or with our knowledge obtained in the audit – or whether it otherwise appears to be materially misstated. If, based on the work performed, we conclude that there is a material misstatement in the Management Report, we are required to communicate this fact.

Responsibilities of Management and governance for the Individual and Consolidated Financial Statements

Management is responsible for the preparation and adequate presentation of the individual and consolidated financial statements, in accordance with accounting practices adopted in Brazil and with the International Financial Reporting Standards (IFRS), issued by the International Accounting Standards Board (IASB) and the controls that it has determined to be necessary to enable the preparation of financial statements free from material misstatements, whether due to fraud or error.

In preparing the individual and consolidated financial statements, Management is responsible for evaluating the ability of the Company and its subsidiaries to continue operating, disclosing, when applicable, matters related to its going concern and the use of this accounting basis in the preparation of the financial statements, individual and consolidated, unless Management intends to liquidate the Company and its subsidiaries or to cease operations, or in case it has no realistic alternative to avoid closing operations.

Those responsible for the governance of the Company and its subsidiaries are responsible for supervising the process of preparing the financial statements.

Auditor responsibilities for the audit of the individual and consolidated financial statements

Our goals are to obtain reasonable assurance that the individual and consolidated financial statements, taken as a whole, are free from material misstatements, whether caused by fraud or error, and to issue an audit report containing our opinion. Reasonable assurance is a high level of assurance, but not a guarantee that the audit performed in accordance with Brazilian and international auditing standards shall always detect any material misstatements that exist. Misstatements may result from fraud or error and are considered material when, individually or jointly, they may influence, within a reasonable perspective, the economic decisions taken by users based on the aforementioned financial statements.

As part of the audit performed in accordance with Brazilian and international auditing standards, we exercised our professional judgment and maintained professional skepticism throughout the audit. Furthermore:

- We identified and assessed the risks of material misstatements in the individual and consolidated financial statements, whether caused by fraud or error, planned and performed audit procedures in response to such risks, and obtained sufficient and appropriate audit evidence on which to base our opinion. The risk of not detecting material misstatements resulting from fraud is greater than the risk of not detecting those arising from error, as fraud may involve the acts of circumventing internal controls, collusion, falsification, omission or intentional misrepresentation;
- We obtained an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company 's and its subsidiaries' internal controls;
- We evaluated the adequacy of the accounting policies used and the reasonableness of the accounting estimates and respective disclosures made by Management;
- We concluded on the adequacy of the use, by Management, of the going concern basis of accounting and, based on the audit evidence obtained, whether there is any material uncertainty in relation to events or conditions that may raise significant doubt in relation to the Company's and its subsidiaries' ongoing ability to continue their activities. If we conclude that any material uncertainty exists, we must draw attention in our auditor's report to the related disclosures in the individual and consolidated financial statements, or include a modification of our opinion, if the disclosures are inadequate. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the Company and its subsidiaries to no longer operate as a going concern;
- We have evaluated the overall presentation, structure and content of the financial statements, including the disclosures, and whether the individual and consolidated financial statements represent the corresponding transactions and events in a manner consistent with the goal of fair presentation;
- We obtained sufficiently appropriate audit evidence regarding the financial information of the group's entities or business activities to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit and, consequently, for the audit opinion.

We communicated with those charged with governance regarding, among other things, the planned scope, timing of the audit, and significant audit findings, including any significant deficiencies in internal controls that we identify in the course of our work.

We also provided those in charge of governance with a statement that we have complied with relevant ethical requirements, including applicable independence requirements, and informed any relationships or matters that could materially affect our independence, including, where applicable, related safeguards.

Of the matters that were the subject of communication with those in charge of governance, we determined those that were considered to be most significant in the audit of the financial statements for the current year and that, therefore, those that constitute the main audit matters. We describe these matters in our audit report unless a law or regulation prohibits public disclosure of the matter, or when, in extremely rare circumstances, we determine that the matter should not be communicated in our report because the adverse consequences of such communication could, within a reasonable perspective, outweigh the benefits of communication for the public interest.

São Paulo, March 11, 2024

BDO

BDO RCS Auditores Independentes SS Ltda.
CRC 2 SP 013846/O-1

Jairo da Rocha Soares

Accountant CRC 1 SP 120458/O-6

In thousands of reais

Assets	Grade	Parent company December 31, 2023	Parent company December 31, 2022	Consolidated December 31, 2023	Consolidated December 31, 2022
Current assets					
Cash and cash equivalents	5	141,442	131,031	232,539	190,299
Accounts receivable from customers	6	293,294	268,382	345,505	314,053
Inventories (warehouse)		499	500	810	1,004
Income tax and social contribution	17	987	987	2,398	2,263
Taxes and contributions recoverable	7	2,627	2,182	11,040	24,726
Other accounts receivable	8	11,521	9,053	14,485	15,269
Related parties:	26	1,500	949	292	181
Prepaid expenses		3,884	4,332	5,663	4,922
Total current assets		**455,754**	**417,416**	**612,732**	**552,717**
Non-current assets					
Long-term receivables					
Other accounts receivable	8	616	25	1,628	1,485
Income tax and social contribution	17	17,096	13,842	17,096	13,842
Taxes and contributions recoverable	7	1,621	1,517	20,400	19,812
Related parties:	26	1,115	1,115	1,115	1,115
Deferred tax assets	17	-	-	4,708	5,654
Court deposits	16	17,413	15,914	20,256	18,781
			-		
Total long-term assets		**37,861**	**32,413**	**65,203**	**60,689**
Investments	9	354,266	300,704	49,347	47,950
Property, plant, and equipment	10	75,563	107,896	230,500	225,154
Intangible assets	11	169,510	168,995	176,780	176,104
Right of use	13	63,000	52,813	65,149	48,466
Total non-current assets		**700,200**	**662,821**	**586,979**	**558,363**
Total assets		**1,155,954**	**1,080,237**	**1,199,711**	**1,111,080**

Management's explanatory notes are an integral part of the financial statements of the parent company and consolidated.

In thousands of reais (continued)

Liabilities and equity	Grade	Parent company December 31, 2023	Parent company December 31, 2022	Consolidated December 31, 2023	Consolidated December 31, 2022
Current liabilities					
Loans and financing	12	12,477	59,172	12,759	59,172
Lease	13	22,751	26,995	29,340	33,050
Suppliers		5,832	15,618	9,400	18,017
Freight payable		33,919	25,510	40,220	31,389
Taxes payable	14	22,672	17,898	25,863	21,043
Salaries and social charges	15	27,042	23,544	30,229	26,361
Other accounts payable	18	29,766	28,310	36,632	39,126
Related parties:	26	1,316	1,546	731	806
Income tax and social contribution	17	10,254	8,952	12,920	11,401
Total current liabilities		**166,029**	**207,545**	**198,094**	**240,365**
Non-current liabilities					
Loans and financing	12	77,568	42,568	88,840	42,568
Lease	13	45,416	30,674	41,330	20,513
Related parties:	26	504	504	524	524
Deferred tax liabilities	17	3,888	5,404	3,888	8,875
Provisions for lawsuits	16	24,904	24,627	28,015	28,382
Actuarial liability		2,475	2,726	2,475	2,726
Total non-current liabilities		**154,755**	**106,503**	**165,072**	**103,588**
Total liabilities		**320,784**	**314,048**	**363,166**	**343,953**
Net equity	19				
Capital stock		318,524	318,524	318,524	318,524
Profit reserves		471,347	410,601	471,347	410,601
Treasury shares		(343)	(343)	(343)	(343)
Equity valuation adjustment		(1,833)	(2,156)	(1,833)	(2,156)
Additional dividends proposed		47,475	39,563	47,475	39,563
		835,170	**766,189**	**835,170**	**766,189**
Non-controlling interest		-	-	1,375	938
Total net equity		**835,170**	**766,189**	**836,545**	**767,127**
Total liabilities and net equity		**1,155,954**	**1,080,237**	**1,199,711**	**1,111,080**

Management's explanatory notes are an integral part of the financial statements of the parent company and consolidated.

In thousands of reais

		Parent company		Consolidated	
	Grade	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Net revenue from services provided	21	1,314,644	1,128,360	1,583,468	1,370,509
Cost of services provided	22	(1,052,847)	(906,495)	(1,271,713)	(1,095,830)
Gross profit		**261,797**	**221,865**	**311,755**	**274,679**
General and Administrative Expenses	22	(94,384)	(80,718)	(96,818)	(82,464)
Business expenses	22	(658)	(515)	(2,404)	(1,815)
(Loss) due to impairment of accounts receivable	22	(549)	(215)	(1,134)	(407)
Other net operating revenues (expenses) net	23	(3,087)	(4,540)	(1,117)	616
		(98,678)	(85,988)	(101,473)	(84,070)
Operating profit		**163,119**	**135,877**	**210,282**	**190,609**
Equity income	9	55,478	56,431	16,256	10,573
Financial income	24				
Financial revenues		25,939	14,827	36,586	28,703
Financial expenses		(25,334)	(18,899)	(27,647)	(21,990)
		605	(4,072)	8,939	6,713
Profit before taxes		**219,202**	**188,236**	**235,477**	**207,895**
Income tax and social contribution	**17**				
Current		(39,391)	(29,171)	(57,691)	(42,882)
Deferred		1,601	231	4,126	(5,349)
		(37,790)	(28,940)	(53,565)	(48,231)
Net income for the period		**181,412**	**159,296**	**181,912**	**159,664**
Attributable to:					
Controlling shareholders				181,412	159,296
Non-controlling shareholders				500	368
				181,912	**159,664**
Net profit per share:	**25**				
Profit per share - basic (in BRL)				2.75	2.42
Profit per share - diluted (in BRL)				2.75	2.42

Management’s explanatory notes are an integral part of the financial statements of the parent company and consolidated.

In thousands of reais

	Parent company		Consolidated	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Net income for the period	181,412	159,296	181,912	159,664
Other comprehensive income:				
Establishment of actuarial liabilities	251	186	251	186
Deferred taxes on actuarial liabilities	(85)	(63)	(85)	(63)
Others	157	(3)	157	(3)
Total comprehensive income	**181,735**	**159,416**	**182,235**	**159,784**
Attributable to:				
Controlling shareholders			181,735	159,416
Non-controlling shareholders			500	368
			182,235	**159,784**

Management's explanatory notes are an integral part of the financial statements of the parent company and consolidated

In thousands of reais

	Attributable to the entities controlling Tegma Gestão Logística S.A.										
			Profit reserves								
	Capital stock	Treasury shares	Legal reserve	Tax incentive reserve	Profit retention	Accumulated profits	Equity valuation adjustment	Additional dividends proposed	Total	Non-controlling interest	Total net equity
Balance on January 1, 2022	**318,524**	**(342)**	**37,980**	**73,723**	**230,786**	**-**	**(2,276)**	**22,339**	**680,734**	**567**	**681,301**
Comprehensive income	-	-	-	-	-	159,296	-	-	**159,296**	368	**159,664**
Establishment of actuarial liabilities	-	-	-	-	-	-	186	-	**186**	-	**186**
Deferred taxes on actuarial liabilities							(63)	-	**(63)**	-	**(63)**
Payment of additional dividends	-	-	-	-	-	-	-	(22,339)	**(22,339)**	-	**(22,339)**
Tax incentives	-	-	-	21,298	-	(21,298)	-	-	**-**	-	**-**
Establishment of reserves	-	-	7,965	-	90,473	(98,438)	-	-	**-**	-	**-**
Others	-	(1)	-	-	-	3	(3)	-	**(1)**	3	**2**
Dividends and interest on equity paid	-	-	-	-	(51,624)	(39,563)	-	39,563	**(51,624)**	-	**(51,624)**
Balances on December 31, 2022	**318,524**	**(343)**	**45,945**	**95,021**	**269,635**	**-**	**(2,156)**	**39,563**	**766,189**	**938**	**767,127**
Comprehensive income	-	-	-	-	-	181,412	-	-	**181,412**	500	**181,912**
Other comprehensive income	-	-	-	-	-	-	157	-	**157**	-	**157**
Establishment of actuarial liabilities	-	-	-	-	-	-	251	-	**251**	-	**251**
Deferred taxes on actuarial liabilities	-	-	-	-	-	-	(85)	-	**(85)**	-	**(85)**
Payment of additional dividends	-	-	-	-	-	-	-	(39,563)	**(39,563)**	-	**(39,563)**
Tax incentives	-	-	-	25,294	-	(25,294)	-	-	**-**	-	**-**
Establishment of reserves	-	-	9,071	-	99,572	(108,643)	-	-	**-**	-	**-**
Dividends and interest on equity	-	-	-	-	(73,191)	(47,475)	-	47,475	**(73,191)**	(63)	**(73,254)**
Balances on December 31, 2023	**318,524**	**(343)**	**55,016**	**120,315**	**296,016**	**-**	**(1,833)**	**47,475**	**835,170**	**1,375**	**836,545**

Management’s explanatory notes are an integral part of the financial statements of the parent company and consolidated.

In thousands of reais (continued)

		Parent company		Consolidated	
	Grade	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Net income for the period		**181,412**	**159,296**	**181,912**	**159,664**
Adjustments for:					
Depreciation and amortization	22	16,686	17,081	24,342	22,125
Amortization right of use	22	25,467	26,432	30,422	30,970
(Gain) loss on sale of assets	23	118	50	176	184
Provision for lawsuits		1,783	6,362	2,112	6,852
Gain on purchase/sale of shareholding interest		-	(847)	-	(847)
Loss due to impairment of accounts receivable		549	215	1,134	407
Equity	9	(55,478)	(56,431)	(16,256)	(10,573)
Interest, monetary variations and exchange variations on loans and debentures	12	12,337	11,580	12,620	11,580
Interest on lease	24	8,353	4,665	9,572	5,252
Extemporaneous tax credits	23 and 24	-	-	-	(15,341)
Deferred income tax and social contribution	17	(1,601)	(231)	(4,126)	5,349
		189,626	**168,172**	**241,908**	**215,622**
Changes in assets and liabilities					
Accounts receivable		(25,461)	(51,787)	(32,589)	(11,811)
Taxes recoverable		34,168	45,426	54,395	57,831
Court deposits		(1,044)	(695)	(1,023)	14
Other assets		(1,020)	(3,660)	1,684	(7,673)
Suppliers and freight payable		11,468	(13,239)	9,755	(13,336)
Salaries and social charges		3,498	2,371	3,868	1,890
Related parties:		(781)	2,583	(186)	551
Other obligations and taxes payable		9,077	7,854	5,173	13,468
		29,905	**(11,147)**	**41,077**	**40,934**
Cash generated by operating activities		**219,531**	**157,025**	**282,985**	**256,556**
Interest paid on loans and financing	12	(14,032)	(11,294)	(14,032)	(11,294)
Interest paid on debentures	12	-	-	-	-
Interest paid on leases	13	(9,337)	(5,637)	(9,297)	(7,023)
Lawsuits paid	16	(1,803)	(9,326)	(2,773)	(9,576)
Income tax and social contribution paid		(33,269)	(8,787)	(40,447)	(20,873)
Net cash flow from operating activities		**161,090**	**121,981**	**216,436**	**207,790**

Management's explanatory notes are an integral part of the financial statements of the parent company and consolidated.

	Parent company	Consolidated

	Grade	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Cash flows from investing activities					
Reduction (increase) of capital in subsidiaries	9	-	16,314	-	-
Cash and cash equivalents - Catlog Logística de Transportes S.A.		-	-	-	524
Dividends received	9	32,207	51,317	14,702	6,682
Acquisition of intangible assets	11	(6,639)	(7,201)	(7,027)	(7,736)
Acquisitions of property, plant and equipment	10	(23,244)	(19,050)	(35,667)	(22,365)
Receipt due to the sale of goods		326	1,337	1,335	622
Payments on the acquisition of investments		(3,003)	(1,866)	(3,003)	(5,866)
Net cash originating from (used in) investing activities		**(353)**	**40,851**	**(29,660)**	**(28,139)**
Cash flows from financing activities					
Dividends and interest on equity paid		(112,754)	(73,963)	(112,817)	(73,963)
Acquired loans and financing		45,000	32,568	56,271	32,568
Payment of loans and financing	12	(55,000)	(60,000)	(55,000)	(60,000)
Lease payment	13	(27,572)	(30,341)	(32,990)	(35,085)
Net cash used in financing activities		**(150,326)**	**(131,736)**	**(144,536)**	**(136,480)**
Net increase in cash and cash equivalents		**10,411**	**31,096**	**42,240**	**43,171**
Cash and cash equivalents at the start of the Period		131,031	99,935	190,299	147,128
Cash and cash equivalents at the end of the Period		141,442	131,031	232,539	190,299
Net increase (decrease) in cash and cash equivalents		**10,411**	**31,096**	**42,240**	**43,171**

Management's explanatory notes are an integral part of the financial statements of the parent company and consolidated.

In thousands of reais

	Grade	Parent company December 31, 2023	Parent company December 31, 2022	Consolidated December 31, 2023	Consolidated December 31, 2022
Revenue					
Gross sales of services, net of discounts	21	1,552,137	1,327,986	1,866,398	1,609,169
Other revenues		1,453	2,166	1,607	11,367
Loss due to impairment of accounts receivable		(549)	(215)	(1,134)	(407)
		1,553,041	**1,329,937**	**1,866,871**	**1,620,129**
Inputs purchased from third parties					
Cost of services provided		(893,807)	(768,310)	(1,065,520)	(908,125)
Materials, energy, third-party services and other operational services		(123,263)	(114,559)	(154,184)	(147,570)
		(1,017,070)	**(882,869)**	**(1,219,704)**	**(1,055,695)**
Gross added value		**535,971**	**447,068**	**647,167**	**564,434**
Depreciation and amortization	22	(16,686)	(17,081)	(24,342)	(22,125)
Amortization right of use	22	(25,467)	(26,432)	(30,422)	(30,970)
		(42,153)	**(43,513)**	**(54,764)**	**(53,095)**
Net added value produced by the Company		**493,818**	**403,555**	**592,403**	**511,339**
Added value received in transfers					
Equity income	9	55,478	56,431	16,256	10,573
Financial revenues	24	25,939	14,827	36,586	28,703
		81,417	**71,258**	**52,842**	**39,276**
Total added value to be distributed		**575,235**	**474,813**	**645,245**	**550,615**

Management's explanatory notes are an integral part of the financial statements of the parent company and consolidated.

In thousands of reais (continued)

	Grade	Parent company December 31, 2023	Parent company December 31, 2022	Consolidated December 31, 2023	Consolidated December 31, 2022
Added value distribution					
Personnel and charges					
Direct remuneration		117,524	95,769	133,068	114,304
Benefits		26,819	20,460	30,679	25,563
Severance Pay Indemnity Fund (FGTS)		6,789	5,555	7,747	6,775
		151,132	**121,784**	**171,494**	**146,642**
Taxes, fees and contributions					
Federal		103,614	79,898	131,821	112,751
State		103,228	86,933	118,327	97,982
Municipal		4,078	2,780	6,564	5,854
		210,920	**169,611**	**256,712**	**216,587**
Remuneration of third-party capital / Financiers					
Interest and exchange variations		25,334	18,899	27,648	21,990
Rents		6,437	5,223	7,480	5,732
		31,771	**24,122**	**35,128**	**27,722**
Equity remuneration					
Dividends and interest on equity		73,191	51,624	73,191	51,624
Retained earnings of controlling shareholders		108,221	107,672	108,221	107,672
Participation of non-controlling shareholders		-	-	500	368
		181,412	**159,296**	**181,912**	**159,664**
Added value distributed		**575,235**	**474,813**	**645,246**	**550,615**

Management's explanatory notes are an integral part of the financial statements of the parent company and consolidated.

(In thousands of Reais, unless otherwise stated)

1 Operational context

Tegma Gestão Logística S.A. ("Parent Company") and its Subsidiaries ("Company") have among their main goals the provision of services focused on the areas of logistics management, transportation, and storage in various industries, such as: automotive, consumption, chemicals and appliances.

The Company is a publicly traded corporation, headquartered in São Bernardo do Campo, State of São Paulo, registered in the special segment of the B3 stock market, called Novo Mercado, under the trading code TGMA3, and is bound by arbitration at the Market Arbitration Chamber, pursuant to the arbitration clause contained in its Bylaws.

The Company is made up of two divisions: automotive logistics and integrated logistics.

The Company's services in the automotive logistics division comprise:

- **Road transport:** Transfer and distribution of brand new and used vehicles; and port transfers
- **Logistics services:** Management of vehicle assembly stocks and yards and vehicle preparation services for sale.

The Company's services in the integrated logistics division comprise:

- **Road transport:** *milk run* (programmed material collection system, which uses a single transport equipment of the logistics operator, to carry out the collections at two or more suppliers and deliver the materials to the final destination, always at pre-established times); *full truck load* (it is the type of homogeneous cargo, usually with sufficient volume to completely fill a dump truck or armored truck), solid/liquid bulk and parts transfer between customer and supplier sites;
- **General and bonded storage:** encompassing storage and management of parts and components, cross docking (distribution system in which goods received, at a warehouse or Distribution Center, are not stored but immediately prepared for delivery loading), order picking and preparation (at warehouse collection of certain products, which may be different in category and quantities, according to a customer's request, in order to meet it), handling and preparation, storage of liquid and solid chemical bulk, in-house storage (in customer structure), vehicle storage and bonded storage within structures appropriate to the customs warehouse legislation (through joint venture GDL Gestão de Desenvolvimento em Logística Participações S.A);
- **Logistics management**: involving stock control, just in time production line supply, returnable packaging management, parts and components management, stock management of national and imported goods, and reverse logistics.

On May 30, 2023, some of the Company's servers and those of its subsidiaries suffered cyber attacks. The companies promptly reestablished their activities in order to guarantee the maintenance of services, without impact on results.

2 List of subsidiaries, associates and joint ventures

The Company has the following investments:

	Interest		
Direct and indirect subsidiaries and joint venture	December 31, 2023	December 31, 2022	Relationship
Tegma Cargas Especiais Ltda. ("TCE")	100%	100%	Direct subsidiary
Tegma Logística de Armazéns Ltda. ("TLA")	100%	100%	Direct subsidiary
Tegmax Comércio e Serviços Automotivos Ltda. ("Tegmax")	100%	100%	Direct subsidiary
Tegma Logística de Veículos Ltda. ("TLV") (i)	-	100%	Direct subsidiary
Niyati Empreendimentos e Participações Ltda. ("Niyati")	100%	100%	Direct subsidiary
TegUp Inovação e Tecnologia Ltda. ("TegUp")	100%	100%	Direct subsidiary
Tech Cargo Plataforma de Transportes Ltda. ("Tech Cargo")	100%	100%	Direct subsidiary
Catlog Logística de Transportes S.A. ("Catlog") (i) (ii)	100%	100%	Direct subsidiary

(In thousands of Reais, unless otherwise stated)

GDL Gestão de Desenvolvimento em Logística Participações S.A. ("GDL")	50%	50%	Joint venture
Fastline Logística Automotiva Ltda ("Fastline")	83%	83%	Indirect subsidiary
Rabbot Technologies Ltd (iii)	16%	16%	Indirect affiliate

(i) Continuing the plan of simplifying the corporate structure and obtaining operational and financial gains in its use of assets, in January 2023 the subsidiary Tegma Logística de Veículos Ltda. was merged into subsidiary Catlog Logística de Transportes Ltda.

(ii) On September 15, 2022, the Company acquired a 51% interest in the affiliate Catlog Logística de Transporte S.A., totaling 100% of the equity interest, making it a direct subsidiary of the Company. Catlog was responsible for vehicle logistics operations until 2014, the year in which the company's main and only contract was terminated and, since then, the company has remained inactive. The acquisition of the remaining Catlog shares is part of a corporate simplification and asset utilization plan. To this end, in January 2023, with the merger of the subsidiary TLV, vehicle logistics operations were resumed.

(iii) In April 2022, TegUp, the Company's direct subsidiary, converted the debentures it held from Rabbot Serviços de Tecnologia Ltda. in shares, and later acquired shares from other investors, increasing its stake in Rabbot, as described in note 9 item (iii)

3 Bases for preparation and material accounting policies

a. Declaration of Conformity (Regarding IFRS and CPC Standards)

The individual and consolidated financial statements were prepared in accordance with accounting practices adopted in Brazil (CPC) and also in accordance with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB).

The issuance of the financial statements was authorized by the Board of Directors on March 11, 2024.

The changes listed in the material accounting policies are described in Note 3.1 (a).

All relevant information pertaining to the financial statements, and only these, are being evidenced, and correspond to those used by Management in its activities.

b. Functional currency and presentation currency

These financial statements are presented in Reais, which is the Company's functional currency. All balances have been rounded to the nearest thousand, unless otherwise indicated.

c. Use of estimates and judgments

In preparing these financial statements, Management used judgments, estimates and assumptions that affect the application of the Company's and its subsidiaries' accounting policies and the reported amounts of assets, liabilities, income, and expenses.
Estimates and assumptions are continually reviewed. Revisions to estimates are recognized prospectively.

The estimates and assumptions that present a significant risk, likely to cause a material adjustment in the carrying amounts of assets and liabilities for the next fiscal year, are contemplated below:

Explanatory Note No. 4.e – sensitivity analysis of financial instruments;

Explanatory Note No. 6 - recognition and measurement of estimated credit losses;

Explanatory Notes No. 9 and 11 - impairment test of intangible assets and goodwill;

Explanatory Notes No. 10 and 11 – definition of the useful life of property, plant and equipment and intangible assets;

Explanatory Note No. 13 – recognition and measurement of leases;

Explanatory Note No. 16 – recognition and measurement of provisions for lawsuits;

Explanatory Note No. 17 – recognition of deferred tax assets.

d. Fair value measurement

Several accounting policies and disclosures of the Company and its Subsidiaries require the determination of fair value, both for financial and non-financial assets and liabilities.

The Company and its Subsidiaries established a control structure related to fair value measurement. An appraisal team is responsible for reviewing all significant fair value measurements, including Level 3 fair values. The valuation team regularly reviews significant unobservable data and valuation adjustments. If third-party information, such as quotes from brokers or pricing services, is used to measure fair value, the valuation team shall analyze evidence obtained from third parties to support the conclusion that such valuations meet the requirements of CPC/IFRS, including the level in the fair value hierarchy at which such valuations should be classified.

The fair value calculation method used by the Company and its Subsidiaries consists of forecasting the future value based on the contracted conditions and later calculating the present value, discounting the curves established in each agreement.

For further details on fair value measurement levels, see Note 4 (g).

3.1 Material accounting policies

The material accounting policies adopted by the Company and its Subsidiaries are described in the specific explanatory notes related to the items presented. Those related to different aspects of the financial statements are described below.

These policies have been applied consistently in all the years presented, unless otherwise stated. It should be noted that accounting policies for intangible transactions were not included in the financial statements.

Changes in main accounting policies

A series of new standards or amendments to standards and interpretations were effective in 2023, but none of them led to impacts on the Company's processes. The list now follows:

- Insurance Contracts – comprehensive accounting model for insurance contracts that is more useful and consistent for insurers (Changes to IFRS 17/CPC 50);
- Change in standard IAS 08/CPC 23 – accounting policies, changes in estimates and error correction. They clarify the definition between changes in accounting estimates, changes in accounting policies and error correction.
- Changes to IAS 1/CPC 26(R1) – presentation of financial statements. The changes are meant to help entities provide more useful accounting policy disclosures by replacing the requirement for entities to disclose their “significant” accounting policies with a requirement to disclose their “material” accounting policies.
- Amendment to IAS 12/CPC 32- Taxes on Profit, on deferred tax related to assets and liabilities resulting from a simple transaction. They narrow the scope of the initial recognition exception so that it no longer applies to transactions that generate equal taxable and deductible temporary differences, such as leases and decommissioning liabilities.
- Amendment to IAS 12/CPC 32- Taxes on Profit, on international tax reform, rules and template for pillar two. The changes were introduced in response to OECD Pillar Two rules on BEPS and include
  - ➢ A mandatory temporary exception to the recognition and disclosure of deferred taxes arising from jurisdictional implementation of Pillar Two model rules; and
  - ➢ Disclosure requirements for affected entities to help users of financial statements better understand an entity's exposure to Pillar Two income taxes arising from this legislation, especially before the effective date.

a New standards and interpretations that are not yet effective

A series of new standards or amendments to standards and interpretations will be effective for years beginning on or after January 1, 2024. The Company and its subsidiaries did not early adopt these amendments in the preparation of these financial statements.

The amended standards and interpretations mentioned below should not have a significant impact on the financial statements of the Company and its Subsidiaries.

- Amendment to IFRS standard 16/CPC 06 – Leases, to specify the requirements that a seller-lessee uses in measuring the lease liability arising from a sale and leaseback transaction, in order to ensure that the seller-lessee does not recognize any amount of gain or loss that relates to the right of use they hold.

- Amendment to IAS 01/CPC 26(R1) – presentation of financial statements, on the classification of liabilities as current or non-current. In January 2020 and October 2022, the IASB issued amendments to paragraphs 69 to 76 of IAS 1 (equivalent to CPC 26 (R1) – Presentation of financial statements) to specify the requirements for classifying liabilities as current or non-current.

- Amendment to IFRS 7/CPC 40(R1) – Financial Instruments and IAS 7/CPC 03(R2) – Cash Flow Statements, to clarify the characteristics of supplier financing agreements and require additional disclosures of these agreements. The disclosure requirements in the amendments are intended to help users of financial statements understand the effects of financing arrangements with suppliers on the obligations, cash flows and liquidity risk exposure of a Consolidation Basis.

- Demand for Sustainability disclosure issued by the International Sustainability Standards Board ("ISSB") IFRS S1 and IFRS S2 - According to the publication of Resolution 193, on October 20, 2023 ("Resolution 193"), the CVM sets out the disclosure of a report of sustainability-related financial information based on the international standard: IFRS S1 (General Requirements for Disclosure of Sustainability-related Financial Information) establishes general requirements for companies to disclose information about significant risks and opportunities related to sustainability;

- IFRS S2 (Climate-related Disclosures) focuses on climate-related risks and opportunities and incorporates the recommendations of the Task Force on Climate-related Financial Disclosures ("TCFD") and metrics derived from SASB standards that refer to disclosures in financial statements about material information related to risks and opportunities in climate and sustainability topics.

  Key aspects

  IFRS S1 – It should be reported any information that may reasonably affect, in the short, medium or long term: i. Prospective cash flows; ii. Access to financing; iii. Capital cost; iv. Investments or divestments

  IFRS S2 -Material information (qualitative + quantitative) related to climate risks and opportunities must be disclosed, meeting investors' information needs i. Physical Risks and ii. Transition Risks

  Companies will be able to adopt this disclosure voluntarily starting on January 2024. The Company's Management and its subsidiaries carried out a preliminary analysis of these standards and are coordinating an internal assessment of their impacts, as well as the necessary adjustments to their processes aimed at adopting and publishing the new pronouncements. Mandatory disclosure is expected for the years ending December 31, 2026, as set out in CVM Resolution 193.

(i) ***Subsidiaries and investments in entities accounted for using the equity method***

The consolidated financial statements include the financial statements of the Company and its Subsidiaries. Control is obtained when the Company has the power to control the financial and operating policies and to appoint or remove the majority of the members of the executive board or Board of Directors of an entity to obtain benefits from its activities.

The Company's Management, based on the bylaws and shareholders' agreements, controls the companies listed in Note 2 – List of controlled entities – and, therefore, performs the full consolidation of these companies, with the exception of GDL Gestão de Desenvolvimento em Logística Participações S.A. ("GDL") considered a joint venture with income accounted for in the consolidated financial statements based on the equity method.

In the Company's individual financial statements, the financial statements of subsidiaries and joint ventures are recognized using the equity method. Investments in subsidiaries and joint ventures are presented in Note 9 – Investments.

(ii) ***Transactions eliminated on consolidation***

Intra-group balances and transactions, and any unrealized income or expenses arising from intra-group transactions, are eliminated. Unrealized gains arising from transactions with investees recorded using the equity method are eliminated against the investment in proportion to the Group's interest in the investee. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment loss.

b Foreign currency

(i) ***Foreign Currency transactions***

Transactions with foreign currencies are converted into the functional currency (Real), using the exchange rates prevailing on the transaction or valuation dates, in which the items are remeasured. Exchange gains and losses resulting from the settlement of these transactions and from the translation at year-end exchange rates, relating to monetary assets and liabilities in foreign currencies, are recognized in the income statement. Exchange gains and losses related to loans, cash and cash equivalents and others are presented in the income statement as financial income or expenses.

c Financial instruments

(i) ***Initial recognition and measurement***

Trade accounts receivable and debt securities issued are initially recognized on the date on which they were originated. All other financial assets and liabilities are initially recognized when the Company and its Subsidiaries become party to the contractual provisions of the instrument.

A financial asset (unless it corresponds to trade receivables without a significant financing component) or financial liability is initially measured at fair value, plus, for an item not measured at fair value through profit or loss (VJR), the transaction costs that are directly attributable to their acquisition or issuance. Accounts receivable from customers without a significant financing component are initially measured at the transaction price.

(ii) ***Classification and subsequent measurement***

On initial recognition, a financial asset is classified as measured: at amortized cost; fair value through other comprehensive income (VJORA) – debt instrument; fair value through other comprehensive income (VJORA) – equity instrument; or at fair value through profit or loss (VJR).

Financial assets are not reclassified subsequent to initial recognition, unless the Company and its Subsidiaries change the business model for the management of financial assets, in which case all affected financial assets are reclassified on the first day of the subsequent reporting period according to the change in the business model.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as measured at fair value through profit or loss:

- it is held within a business model with the purpose of holding financial assets in order to receive contractual cash flows; and

- its contractual terms generate, on specific dates, cash flows that are related only to the payment of principal and interest on the outstanding principal amount.

A debt instrument is measured at the fair value through other comprehensive income (VJOR) if it meets both of the following conditions and is not designated as measured at fair value through profit or loss(VJR).

- it is maintained within a business model with goals achieved both by receiving contractual cash flows and by selling financial assets; and

- its contractual terms generate, on specific dates, cash flows that are only payments of principal and interest on the outstanding principal amount.

Upon initial recognition of an investment in an equity instrument that is not held for trading, the Company may irrevocably choose to present subsequent changes in the fair value of the investment under the “Other comprehensive income” heading. This choice is made according to each investment.

Upon initial recognition, the Company and its Subsidiaries may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at fair value through other comprehensive income (VJORA) as at fair value through income (VJR) if this eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets - Business model assessment

The Company and its Subsidiaries carry out an assessment of the objective of the business model in which a financial asset is held in a portfolio because this better reflects the way in which the business is managed and the information is provided to Management. The information considered includes:

– the policies and objectives stipulated for the portfolio and the practical functioning of these policies. They include the issue of whether management's strategy is focused on obtaining contractual interest income, maintaining a particular interest rate profile, matching the duration of financial assets to the duration of related liabilities or expected outflows. cash flow, or the realization of cash flows through the sale of assets;

– how the performance of the portfolio is evaluated and reported to the Company's Management;

– the risks that affect the performance of the business model (and the financial asset held in that business model) and the way in which those risks are managed;

– the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations on future sales.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales, consistent with the ongoing recognition of the assets of the Company and its Subsidiaries.

Financial assets held for trading or managed with performance evaluated based on fair value are measured at fair value through the assessment of profit or loss.

Financial assets – assessment of whether contractual cash flows are principal and interest payments only

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset at initial recognition. 'Interest' is defined as consideration for the time value of money and the credit risk associated with the principal amount outstanding over a given period of time and for other basic borrowing risks and costs (e.g. liquidity risk and administrative expenses), as well as a profit margin.

The Company and its Subsidiaries consider the contractual terms of the instrument to assess whether the contractual cash flows amount only to payments of principal and interest. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows in such a way that it would not meet that condition. When making this assessment, the Company and its Subsidiaries consider:

- contingent events that change the value or timing of cash flows;

- terms that may adjust the contractual rate, including variable rates;

- prepayment and extension of the deadline; and

- the terms that limit the Company's access to cash flows from specific assets (e.g., based on the performance of an asset).

Prepayment is consistent with principal and interest payment criteria if the prepayment amount represents, for the most part, unpaid principal and interest amounts on the outstanding principal amount - which may include additional and reasonable compensation for the early termination of the contract. In addition, with respect to a financial asset acquired for an amount inferior to or greater than the face value of the contract, the permission or requirement of prepayment for an amount that represents the face value of the contract plus contractual interest (which also may include reasonable additional compensation for early termination of the contract) accrued (but not paid) are treated in accordance with these criteria if the fair value of the prepayment is negligible on initial recognition.

Financial assets - Subsequent measurement and gains and losses

Financial assets at fair value through profit or loss (VJR)	These assets are subsequently measured at fair value. Net income, including interest or dividend income, is recognized under the income heading. However, see the note for derivatives designated as hedging instruments.
Financial assets at amortized cost	These assets are subsequently measured at their amortized cost using the effective interest method. Amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized under the income heading. Any gain or loss on derecognition is recognized under the income heading.
Debt instruments at fair value through other comprehensive income (VJORA)	These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized under income. Other net income is recognized in Other comprehensive income (ORA). In derecognition, the accumulated income in Other comprehensive income (ORA) is reclassified according to the income.
Equity instruments at fair value through other comprehensive income (VJORA)	These assets are subsequently measured at fair value. Dividends are recognized as a gain in income, unless the dividend clearly represents a recovery of part of the cost of the investment. Other net income is recognized in other comprehensive income (ORA) and is never reclassified to income.

Financial liabilities - classification, subsequent measurement and gains and losses

Financial liabilities were classified as measured at their amortized cost or at fair value through profit or loss (VJR). A financial liability is classified as measured at fair value through profit or loss if it is classified as held for trading, if it is a derivative or of it is designated as such on initial recognition. Financial liabilities measured at FVR are measured at fair value through income (VJR), are measured at the fair value and the net result, including interest, is recognized under the income heading. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense, foreign exchange gains and losses are recognized in income. Any gain or loss on derecognition is also recognized in income.

(iii) ***Derecognition***

Financial assets

The Company and its Subsidiaries derecognise a financial asset when the contractual rights to the cash flows from the asset expire, or when the Company and its Subsidiaries transfer the contractual rights to receive the contractual cash flows on a financial asset in a transaction in which substantially all the risks and benefits of ownership of the financial asset are transferred or in which the Company neither transfers nor maintains substantially all the risks and benefits of ownership of the financial asset and also does not retain control over the financial asset.

The Company and its Subsidiaries carry out transactions in which they transfer assets recognized in the balance sheet, but retain all or substantially all of the risks and rewards of the transferred assets. In these cases, the financial assets are not derecognised.

Financial liabilities

The Company and its Subsidiaries derecognise a financial liability when their contractual obligation is withdrawn, canceled or expires. The Company and its Subsidiaries also derecognise a financial liability when the terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Upon derecognition of a financial liability, the difference between the extinguished carrying amount and the consideration paid (including transferred assets that do not carry cash or liabilities assumed) is recognized under income.

(In thousands of Reais, unless otherwise stated)

(iv) ***Compensation***

Financial assets or financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company and its Subsidiaries currently have a legally enforceable right to offset the amounts and intends to settle them on a net basis or realize the asset and settle the liability simultaneously.

d Provisions

A provision is recognized if, as a result of a past event, the Company and its Subsidiaries have a legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

e Value added statements

The Company and its Subsidiaries prepared value added statements (DVA) pursuant to technical pronouncement CPC 09 - Statement of Value Added, which are presented as an integral part of the financial statements according to the CPC applicable to publicly-held companies, while for IFRS they represent additional financial information.

4 Financial risk management

Risk management is carried out by the Company's central treasury, and strategies to protect against possible financial risks are evaluated and defined in cooperation with the Company's operating units. Management establishes principles for global risk management, as well as for specific areas, such as exchange rate risk, interest rate risk, credit risk, use of derivative and non-derivative financial instruments and investment of excess cash.

a. Market risk - Exchange rate

Exchange rate risk arises from future commercial operations and assets and liabilities recognized in operations with currencies other than the functional currency.

In July 2020, the Company obtained a credit line granted under the benefits of Law 4,131 referenced in US dollars, as described in Note 12.

b. Market risk - Basic interest rate

The interest rate risk of the Company arises from loans. Loans issued at variable rates expose the Company to the risk of interest rate variations and their impact on cash flow. Loans issued at fixed rates expose the Company to fair value risk associated with interest rates.

The Company's interest rate risk is represented by exposure to changes in the Interbank Certificate of Deposit (CDI) and the basic Selic interest rate. What follows is the interest risk exposure of the operations connected to these variations:

		Parent company		Consolidated	
	Grade	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Loans and financing	12	(90,045)	(101,740)	(101,599)	(101,740)
Financial investments	5	139,811	129,953	230,703	188,735
Net exposure		**49,766**	**28,213**	**129,104**	**86,995**

c. Credit risk

Credit risk arises from cash and cash equivalents, deposits with banks and financial institutions, as well as credit exposures to customers, including outstanding accounts receivable. For banks and financial institutions, only securities from independent entities with *a* rating classified as investment grade by at least 2 of the 3 main rating agencies (Standard & Poor's, Fitch Ratings and Moody's) are accepted. The investments are distributed among the various banking institutions, avoiding a concentration of more than 30% of cash in each of them. The credit analysis area assesses the customer's credit quality, taking into account their financial position, past experience and other factors. Individual client risk limits are determined based on internal ratings. Credit risk management practices including methods and assumptions are described in notes 5 and 6. The use of credit limits is regularly monitored.

(In thousands of Reais, unless otherwise stated)

. The Company's exposure is shown below:

		Parent company		Consolidated	
	Grade	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Cash and cash equivalents	5	141,442	131,031	232,539	190,299
Accounts receivable from customers	6	293,294	268,382	345,505	314,053
		434,736	**399,413**	**578,044**	**504,352**

d. Liquidity risk

The cash flow forecast is carried out in the operating entities of the Company and consolidated by the treasury department.

Through this forecast, the treasury monitors the availability of cash to meet the operational and financial needs of the Company, maintaining and contracting available lines of credit at adequate levels.

Cash is invested in conservative financial operations with very short-term liquidity to meet the aforementioned forecasts.

The following table illustrates the financial liabilities of the Company, by maturity ranges, corresponding to the remaining period in the balance sheet until the contractual maturity date. These amounts are undiscounted cash flows and include contractual interest payments and exclude the impact of netting arrangements:

		Parent company				
	Grade	Book value	Cash flow	Less than 1 year	Between 1 and 2 years	Between 2 and 16 years
Loans and financing	12	90,045	123,675	20,811	36,295	66,569
Lease	13	68,167	86,979	30,781	20,944	35,254
Suppliers and freight payable		39,751	39,751	39,751	-	-
Other accounts payable	18	29,766	29,766	29,766	-	-
Related parties:	26	1,820	1,820	1,316	504	-
as of December 31, 2023		**229,549**	**281,991**	**122,425**	**57,743**	**101,823**

		Parent company				
	Grade	Book value	Cash flow	Less than 1 year	Between 1 and 2 years	Between 2 and 16 years
Loans and financing	12	101,740	136,073	69,133	15,549	51,391
Lease	13	57,669	61,110	29,648	12,068	7,055
Suppliers and freight payable		41,128	41,128	41,128	-	-
Other accounts payable	18	28,310	28,310	28,310	-	-

(In thousands of Reais, unless otherwise stated)

Related parties:	26	2,050	2,050	1,546	504	-
as of December 31, 2022		**230,897**	**268,671**	**169,765**	**28,121**	**58,446**

		Consolidated				
	Grade	Book value	Cash flow	Less than 1 year	Between 1 and 2 years	Between 2 and 16 years
Loans and financing	12	101,599	123,675	20,811	36,295	66,569
Lease	13	70,670	87,642	37,128	19,927	30,586
Suppliers and freight payable		49,620	49,620	49,620	-	-
Other accounts payable	18	36,632	36,632	36,632	-	-
Related parties:	26	1,255	1,255	731	524	-
as of December 31, 2023		**259,776**	**298,824**	**144,922**	**56,746**	**97,155**

		Consolidated				
	Grade	Book value	Cash flow	Less than 1 year	Between 1 and 2 years	Between 2 and 16 years
Loans and financing	12	101,740	136,073	69,133	15,549	51,391
Lease	13	53,563	57,969	36,464	10,877	10,628
Suppliers and freight payable		49,406	49,406	49,406	-	-
Other accounts payable	18	39,126	39,126	39,126	-	-
Related parties:	26	1,330	1,330	806	524	-
as of December 31, 2022		**245,165**	**283,904**	**194,935**	**26,950**	**62,019**

e. Sensitivity analysis

The following table demonstrates the sensitivity analysis of financial instruments, which describes the risks that could generate material losses for the Company, taking into account that both the value invested and all of the Company's debts (loans, financing and debentures) are linked to the CDI (11.65% p.a. on December 31, 2023 and 13.65% p.a. on December 31, 2022) and Selic (11.75% p.a. on December 31, 2023 and 13.75% p.a. on December 2022).

According to Management's assessment, the most likely scenario (Scenario I) presents the impacts over a one-year horizon considering the conservation of the CDI and the Selic rate. Additionally, two other scenarios are demonstrated to present the impacts of a 25% and 50% increase in the risk variables (interest rate) considered. They are Scenarios II and III, respectively. Therefore, for this analysis, for the calculation of the risk of net exposure, we considered an increase in liabilities (debts), i.e. appreciation of the CDI and Selic in addition to the same impact on assets (financial investments), since the two are linked to the same indexers.

The table below shows the possible impacts on income and net equity based on the CDI and the Selic rate of the scenarios presented on December 31, 2023:

	Parent company			Consolidated		
	Probable Scenario (I)	Possible Scenario (II) 25%	Remote Scenario (III) 50%	Probable Scenario (I)	Possible Scenario (II) 25%	Remote Scenario (III) 50%
Financial investments	16,532	20,665	24,798	27,119	33,898	40,678
Revenue	**16,532**	**20,665**	**24,798**	**27,119**	**33,898**	**40,678**

(In thousands of Reais, unless otherwise stated)

NCE Bradesco	(1,319)	(1,620)	(1,920)	(1,319)	(1,620)	(1,920)
NCE Santander	(6,256)	(7,626)	(8,996)	(6,256)	(7,626)	(8,996)
Finame BNDES	(4,332)	(5,292)	(6,252)	(5,885)	(7,184)	(8,484)
Expenses	**(11,907)**	**(14,538)**	**(17,168)**	**(13,460)**	**(16,430)**	**(19,400)**
Net Effect on Income and Net Equity	**4,625**	**6,127**	**7,630**	**13,659**	**17,468**	**21,278**

f. Capital management

The Company monitors capital based on the financial leverage ratio, which corresponds to net debt divided by total capital. Net debt corresponds to total loans (including current and non-current loans, as shown in the balance sheet), minus the amount of cash and cash equivalents, and financial investments. It is worth noting that, in the case of the Company, its net debt is negative since the amount of cash and cash equivalents and financial investments exceeds the total of loans. Total capital, on the other hand, is calculated through the sum of net equity, as shown in the balance sheet, with net debt, as follows:

		Parent company		Consolidated	
	Grade	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Loans and financing	12	90,045	101,740	101,599	101,740
Cash and cash equivalents	5	(141,442)	(131,031)	(232,539)	(190,299)
Net Debt (Cash)		**(51,397)**	**(29,291)**	**(130,940)**	**(88,559)**
Total net equity		835,170	766,189	836,545	767,127
Total Capital		**783,773**	**736,898**	**705,605**	**678,568**
Financial leverage ratio		**(6.6%)**	**(4.0%)**	**(18.6%)**	**(13.1%)**

g. Classification of financial instruments

CPC 40 (R1) (IFRS 7) defines fair value as the exchange price that would be received for an asset or the price paid to transfer a liability (exit price) in the main market, or the most advantageous market for the asset or liability, in a normal transaction between market players on the measurement date, as well as establishing a three-level hierarchy to be used for fair value measurement, namely:

- **Level 1:** Quoted (unadjusted) prices in active markets for identical assets and liabilities.
- **Level 2:** Other information, except for the information included in Level 1, whereby quoted (unadjusted) prices are meant for similar assets and liabilities, (directly as prices or indirectly as derived from prices), in non-active markets, or other information that is available or that can be corroborated by information observed in the market.
- **Level 3:** Information that is not available due to little or no market activity and that is significant for defining the fair value of assets and liabilities (unobservable).

The methodology applied to calculate the fair value is to take the future value by the CDI or Selic curve considering the percentage of the contracted index and then bring it to present value by discounting 100% of the CDI or Selic curve, since when there are foreign currency transactions take the future value by the pre-contracted rate and bring to present value discounting the exchange coupon curve (difference between the internal interest rate and the exchange rate variation forecast) from the PTAX dollar selling rate of the business day prior to the base date of the calculation (known in the financial market as “Dirty Coupon”).

The classification of financial instruments is shown in the table below, and there are no instruments classified in categories other than those reported:

Parent company

(In thousands of Reais, unless otherwise stated)

	Grade	Book value (as of December 31, 2023)	Fair value (as of December 31, 2023)	Fair value hierarchy (as of December 31, 2023)	Book value (as of December 31, 2022)	Fair value (as of December 31, 2022)	Fair value hierarchy (as of December 31, 2022)
Assets							
Fair value through profit or loss							
Financial investments	5	139,811	139,811	Level 1	129,953	129,953	Level 1
Assets at amortized cost							
Bank and cash funds	5	1,631	1,631	Level 1	1,078	1,078	Level 1
Accounts receivable from customers	6	293,294	293,294	Level 2	268,382	268,382	Level 2
Related parties:	26	2,615	2,615	Level 2	2,064	2,064	Level 2
Other accounts receivable (i)	8	626	626	Level 2	598	598	Level 2
		437,977	**437,977**		**402,075**	**402,075**	
Liabilities							
Liabilities at amortized cost							
Loans and financing	12	(90,045)	(102,603)	Level 2	(101,740)	(105,617)	Level 2
Lease	13	(68,167)	(68,167)	Level 3	(57,669)	(57,669)	Level 3
Suppliers and freight payable		(39,751)	(39,751)	Level 2	(41,128)	(41,128)	Level 2
Other accounts payable	18	(29,766)	(29,766)	Level 2	(28,310)	(28,310)	Level 2
Related parties:	26	(1,820)	(1,820)	Level 2	(2,050)	(2,050)	Level 2
		(229,549)	**(242,107)**		**(230,897)**	**(234,774)**	

Consolidated

	Grade	Book value (as of December 31, 2023)	Fair value (as of December 31, 2023)	Fair value hierarchy (as of December 31, 2023)	Book value (as of December 31, 2022)	Fair value (as of December 31, 2022)	Fair value hierarchy (as of December 31, 2022)
Assets							
Fair value through profit or loss							
Financial investments	5	230,703	230,703	Level 1	188,735	188,735	Level 1
Assets at amortized cost							
Bank and cash funds	5	1,836	1,836	Level 1	1,564	1,564	Level 1
Accounts receivable from customers	6	345,505	345,505	Level 2	314,053	314,053	Level 2
Related parties:	26	1,407	1,407	Level 2	1,296	1,296	Level 2
Other accounts receivable	8	1,649	1,649	Level 2	2,342	2,342	Level 2
		581,100	**581,100**		**507,990**	**507,990**	
Liabilities							
Liabilities at amortized cost							
Loans and financing	12	(101,599)	(115,718)	Level 2	(101,740)	(105,617)	Level 2
Lease	13	(70,670)	(70,670)	Level 3	(53,563)	(53,563)	Level 3
Suppliers and freight payable		(49,620)	(49,620)	Level 2	(49,406)	(49,406)	Level 2
Other accounts payable	18	(36,632)	(36,632)	Level 2	(39,126)	(39,126)	Level 2
Related parties:	26	(1,255)	(1,255)	Level 2	(1,330)	(1,330)	Level 2

(In thousands of Reais, unless otherwise stated)

	(259,776)	**(273,895)**	**(245,165)**	**(249,042)**

5 Cash and cash equivalents

Accounting policy

Cash and cash equivalents are held for the purpose of meeting the commitments of the Company and its Subsidiaries, and do not constitute an investment aimed at earning gains. The item includes cash, bank deposits and other short-term highly liquid investments.

	Parent company		Consolidated	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Bank and cash funds	1,631	1,078	1,836	1,564
Financial investments	139,811	129,953	230,703	188,735
	141,442	**131,031**	**232,539**	**190,299**

Financial investments are short-term, liquid, convertible into a known amount of cash and subject to an insignificant risk of changes in value.

Financial investments are represented by operations with immediate liquidity and a grace period, with an average remuneration of 100.90% for the terms established on December 31, 2023 (100.95% on December 31, 2022) of the variation in the index of CDI.

(i) Immediate liquidity with a grace period of up to 90 days: 85.4% of the consolidated total.

(ii) Applicable grace period between 91 and 180 days: 14.6% of the consolidated total.

The Company adopts centralized cash management at the Parent Company, despite the consolidated cash being distributed among its Subsidiaries.

The Company's sensitivity analysis is disclosed in Note 4.e.

6 Accounts receivable from customers

Accounting policy

Accounts receivable from customers correspond to amounts arising from the provision of services in the normal course of the activities of the Company and its Subsidiaries. Accounts receivable from customers are initially recognized at the fair value of services, minus estimated losses when required.

The Company and its Subsidiaries assess at the end of each period whether there is evidence that the credit quality of the financial asset is considered impaired.

The Company considers in its assessments the approach to expected losses throughout the life of trade accounts receivable to set up expected losses, based on the history of losses incurred and the expectation of continuity of its customers.

Expected losses are recognized based on overdue accounts receivable (aging list) considering the Company's history of losses, as per CPC 48 – Financial instruments. As a rule, securities overdue for more than 180 days are fully provisioned. In this evaluation, customers who do not have a history of losses are excluded.

If the amount originally provisioned is received, the Company reverses the estimated loss. When there is no expectation of receipt of the amounts, the Company recognizes the effective loss of the securities, also reversing the provision established.

	Parent company		Consolidated	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022

(In thousands of Reais, unless otherwise stated)

National customers	294,342	269,179	347,303	315,085
Provision for expected credit losses (PCLD)	(1,048)	(797)	(1,798)	(1,032)
	293,294	**268,382**	**345,505**	**314,053**

As of December 31, 2023, the average collection period is approximately 55 days for the Parent Company and 55 days for the Consolidated (56 days for the Parent Company and 56 days for the Consolidated as of December 31, 2022).

The analysis of the maturities of these accounts receivable is presented below:

	Parent company		Consolidated	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Securities due	248,722	228,633	294,626	265,027
Securities overdue for up to 30 days	32,213	23,641	36,678	30,917
Securities overdue for 31 to 90 days	5,092	8,149	5,710	9,350
Securities overdue for 91 to 180 days	3,011	4,175	3,559	4,633
Securities overdue for more than 181 days	5,304	4,581	6,730	5,158
	294,342	**269,179**	**347,303**	**315,085**

The changes to the Company's provision for expected losses are as follows:

	Parent company		Consolidated	
	2023	2022	2023	2022
Balances on January 1st	**(797)**	**(835)**	**(1,032)**	**(931)**
Additions	(1,203)	(1,320)	(2,334)	(1,580)
Reversals	952	1,358	(1,568)	1,479
Balances on December 31	**(1,048)**	**(797)**	**(1,798)**	**(1,032)**

The maximum exposure to credit risk is the carrying amount of each class of accounts receivable mentioned above. The Company does not hold any security as collateral.

7 Taxes and contributions recoverable

	Parent company		Consolidated	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
National Institute of Social Security (INSS) tax to be recovered	1,889	1,832	4,978	4,861
Withheld income tax (IRRF) on financial investments	797	467	1,353	842
Withheld income tax (IRRF) on services and others	2	-	12	104
Social Integration Program (PIS) and Contribution to Social Security Financing (COFINS) (i)	1,120	1,243	24,235	37,990
Others	440	157	862	741
	4,248	**3,699**	**31,440**	**44,538**

(In thousands of Reais, unless otherwise stated)

Current	2,627	2,182	11,040	24,726
Non-current	1,621	1,517	20,400	19,812
	4,248	**3,699**	**31,440**	**44,538**

(i) The credits arising from the exclusion of ICMS tax from the PIS and COFINS tax calculation basis represent the highest amount of the Company's recoverable taxes.

The Parent Company Tegma Gestão Logística S.A. obtained a favorable final and unappealable ruling on a legal action, which took place in July 2019, which guaranteed the right to exclude the value of ICMS tax highlighted in its tax documents from the PIS and COFINS tax calculation base, with the effects of this decision being retroactive to August 2003. The value of the credit determined by the Parent Company in the total amount of R$ 103,406 has already been recorded and fully compensated by offsetting federal tax debts, with this use ending in October 2022.

In the subsidiary company Catlog, there was also a favorable ruling on this action, in 2020, which made it possible to exclude the ICMS highlighted in its tax documents from the PIS and COFINS tax calculation base. With the full shareholding acquisition of Catlog in 2022, the credit amounts determined, totaling R$ 23,890, were recorded during the year 2022 itself. With the resumption of the company's operations in February 2023, the amounts of these credits began to be offset with payments of federal tax debts. The balance of these credits on December 31, 2023 is R$ 16,564 (R$ 23,890 on December 31, 2022) in the Subsidiary.

In its subsidiary TCE, a lawsuit was filed questioning the constitutionality of the levying of PIS and COFINS tax on the ICMS tax values highlighted in its tax documents, which covers the period starting on August 2003. In 2021, before the final ruling on this action, based on an internal analysis and the analysis of its external advisors on the favorable consolidation of the thesis, the Subsidiary collected all the values of these credits starting on August 2003 and carried out the respective accounting record during the year of 2021 in the amount of R$ 11,266, with the amount being updated on December 31, 2022. In May 2023, a favorable ruling was granted on the matter, which is why the values of these credits already recorded began to be used to offset federal taxes. The current status of these credits on December 31, 2023 is R$ 5,601 (R$ 11,266 on December 31, 2022) in the Subsidiary.

8 Other accounts receivable

	Parent company		Consolidated	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Indemnity asset	6	25	1,018	1,485
Advance to suppliers	10,735	7,530	13,570	13,370
Advance to employees	776	950	894	1,042
Other credits	620	573	631	857
	12,137	**9,078**	**16,113**	**16,754**
Current	11,521	9,053	14,485	15,269
Non-current	616	25	1,628	1,485
	12,137	**9,078**	**16,113**	**16,754**

9 Investments

Subsidiaries and Joint Ventures

	Parent company					
	as of December 31, 2023			as of December 31, 2022		
	Investment	Net goodwill	Total	Investment	Net goodwill	Total
Subsidiaries						
Tegma Cargas Especiais Ltda. (TCE)	75,399	6,363	81,762	62,977	6,363	69,340
Tegma Logística de Armazéns Ltda. (TLA)	25,078	-	25,078	15,708	-	15,708
Niyati Empreendimentos e Participações Ltda. (Niyati)	134,605	-	134,605	105,659	-	105,659

(In thousands of Reais, unless otherwise stated)

Tech Cargo Plataforma de Transportes Ltda (Tech Cargo)	1	-	1	1	-	1
Tegmax Comércio e Serviços Automotivos Ltda. (Tegmax)	1,415	-	1,415	1,374	-	1,374
Tegma Logística de Veículos Ltda. (TLV) (i)	-	-	-	44,534	-	44,534
TegUp Inovação e Tecnologia Ltda. (TegUp)	6,833	-	6,833	7,542	-	7,542
Catlog Logística de Transportes S.A. (Catlog) (i) (ii)	61,371	-	61,371	15,485	-	15,485
	304,702	**6,363**	**311,065**	**253,280**	**6,363**	**259,643**
Joint ventures						
GDL Gestão de Desenvolvimento em Logística Participações S.A. (GDL)	26,508	16,693	43,201	24,368	16,693	41,061
	26,508	**16,693**	**43,201**	**24,368**	**16,693**	**41,061**
	331,210	**23,056**	**354,266**	**277,648**	**23,056**	**300,704**

	Consolidated					
	as of December 31, 2023			as of December 31, 2022		
	Investment	Net goodwill	Total	Investment	Net goodwill	Total
Joint ventures						
GDL Gestão de Desenvolvimento em Logística Participações S.A. (GDL)	26,508	16,693	43,201	24,368	16,693	41,061
Indirect affiliate						
Rabbot Technologies Ltd (iii)	840	5,306	6,146	1,583	5,306	6,889
	27,348	**21,999**	**49,347**	**25,951**	**21,999**	**47,950**

(i) In January 2023, the subsidiary Tegma Logística de Veículos Ltda. merged with the subsidiary Catlog Logística de Transporte S.A. as mentioned in explanatory note no. 2, items (i) and (ii).

(ii) As described in note 2 item (ii) the Company acquired 51% of the shares of Catlog Logística de Transporte S.A., increasing its ownership to 100%, and consequently making it a direct subsidiary. The Company classifies the acquisition as an asset purchase, considering that the investee did not have ongoing business. Thus, as of September 2022, the Company began to hold 100% of the shares and thus consolidated Catlog Logística de Transporte S.A. The income via equity equivalence began to be recorded in its entirety. The amount of the period between January and August 2022 referring to the result of 49% interest in the period prior to the acquisition, remains recorded under equity.

What follows are the fair values of this transaction, which are the amounts recorded as of August 31, 2022 used as the basis for the acquisition.

Assets		**Liabilities**	
Cash and cash equivalents	525	Suppliers	5
Accounts receivable from customers	(20)	Taxes payable	3
Taxes and contributions recoverable	8,456	Salaries and social charges	15
Other accounts receivable	1	Other accounts payable	543
		Related parties:	6
Court deposits	116		
		Deferred tax liabilities	1,495

(In thousands of Reais, unless otherwise stated)

		Provisions for lawsuits	453
Total assets	**9,078**	**Total liabilities**	**2,520**
		Total net equity	**6,558**

The fair value of the net assets acquired was higher than the consideration negotiated, generating a positive result on the purchase, as shown in Note 23 item (iii) and shown below:

Share in net assets acquired 51%	3,345
Consideration	2,498
Positive income	**847**

Thus, as of September 2022, the Company will hold 100% of the shares and thus consolidate Catlog Logística de Transporte S.A. The income via equity equivalence is now recorded in its entirety. The income statement amounts for the period under control, considered for consolidation on December 31, 2022, are shown below:

Income Statement	
General and Administrative Expenses	(976)
Other operating revenues	5,807
Operating profit	**4,831**
Financial income	
Financial revenues	6,369
Financial expenses	(297)
Financial income	6,072
Profit before taxes	**10,903**
Income tax and social contribution	(1,976)
Net income for the period	**8,927**

The amount of R$ 99 referring to the result of 49% interest in the period prior to the acquisition, remains recorded in the equity income from January to August 2022.

(iii) According to the minutes of the Meeting of the Company's Board of Directors on April 20, 2022, the corporate venture TegUP converted the debentures it held from Rabbot (learn more at https://rabbot.co/), and that were issued in August 2019, into shares for an amount of R$ 3,200.

Furthermore, on May 9, 2022, TegUp acquired shares from previous Rabbot investors for a total amount of R$ 4,000, which resulted in a 16.2% stake in the startup. The Company's intention is to maintain a relevant stake and exercise political and governance rights in the investee.

Rabbot's capitalization process also includes a “Series A” investment round involving the innovation arm of a major financial institution. The holding company Rabbot Technologies Ltd. is headquartered in the Cayman Islands.

Rabbot has shown consistent growth with its plans and conquering a market that has great growth potential, either because of the growth of company fleets, or the need for greater control of the routine of these pieces of equipment and vehicles.

The Company classifies its investment in Rabbot Technologies Ltd., as an indirect affiliate, through its subsidiary TegUP Inovação e Tecnologia Ltda. due to having significant influence through participation in the Board of Directors, as well as the right to participate in decisions on dividends and other distributions of the investee pursuant to CPC 18 / IAS 28 – Investment in Affiliates, Subsidiaries and Jointly Controlled Undertakings.

(In thousands of Reais, unless otherwise stated)

Investment transactions

									Parent company	
	TCE	TLA	Niyati	Tech Cargo	Tegmax	TLV	TegUp	Catlog	GDL	Total
Balance on January 1, 2022	**72,576**	**14,650**	**109,416**	**1**	**1,343**	**63,142**	**6,698**	**3,115**	**36,958**	**307,899**
Equity	17,365	1,058	5,383	-	31	13,340	(556)	9,025	10,785	56,431
Acquisition of equity interest	-	-	-	-	-	661	-	-	-	661
Capital Increase (Decrease)	-	-	-	-	-	(17,714)	1,400	-	-	(16,314)
Dividends	(20,600)	-	(9,140)	-	-	(14,895)	-	-	(6,682)	(51,317)
Other (ii)	(1)	-	-	-	-	-	-	3,345	-	3,344
Balance on December 31, 2022	**69,340**	**15,708**	**105,659**	**1**	**1,374**	**44,534**	**7,542**	**15,485**	**41,061**	**300,704**
Balance on January 1, 2023	**69,340**	**15,708**	**105,659**	**1**	**1,374**	**44,534**	**7,542**	**15,485**	**41,061**	**300,704**
Equity	12,169	6,643	3,368	-	72	257	(709)	16,679	16,999	55,478
Increase in capital (i) (vi)	253	2,727	27,468	-	-	-	-	-	-	30,448
Dividends (iii) (vii)	-	-	(1,890)	-	(31)	-	-	(15,584)	(14,702)	(32,207)
Others (iv) (v)	-	-	-	-	-	(44,791)	-	44,791	(157)	(157)
Balance on December 31, 2023	**81,762**	**25,078**	**134,605**	**1**	**1,415**	**-**	**6,833**	**61,371**	**43,201**	**354,266**

(i) Refers to the capital increase carried out in the subsidiary Niyati Empreendimentos e Participações Ltda. through the transfer of assets, as mentioned in explanatory note no. 10 item (ii)

(ii) Amount added to the consolidated due to the acquisition of Catlog's stake, as described above.

(iii) Dividends from subsidiaries Tegmax Comércio e Serviços Automotivos Ltda and Catlog Logística de Transporte Ltda and Niyati Empreendimentos e Participações Ltda. were received in July 2023.

(iv) Tegma Logística de Veículos Ltda. was merged with Catlog Logística de Transporte S.A. as mentioned in explanatory note no. 2 items (i) and (ii).

(v) The amount of R$ 157 refers to other comprehensive payments at GDL Gestão de Desenvolvimentos em Logistica Participações S.A.

(vi) Refers to the advance for future capital increase made in the subsidiary Tegma Logistica de Armazens Ltda, through the transfer of packages.

(vii) Dividends from the jointly-owned subsidiary GDL Gestão de Desenvolvimentos em Logistica Participações S.A. were received in 2023.

							Consolidated
			2023				2022
	GDL	Rabbot	Total	Catlog	GDL	Rabbot	Total
Balance on January 1st	**41,061**	**6,889**	**47,950**	**3,115**	**36,958**	**-**	**40,073**
Equity	16,999	(743)	16,256	99	10,785	(311)	10,573
Dividends received	(14,702)	-	(14,702)	-	(6,682)	-	(6,682)
Acquisition of equity interest	-	-	-	-	-	7,200	7,200
Others	(157)	-	(157)	(3,214)	-	-	(3,214)
Balance on December 31	**43,201**	**6,146**	**49,347**	**-**	**41,061**	**6,889**	**47,950**

(In thousands of Reais, unless otherwise stated)

Interest of the Parent Company in the income of direct Subsidiaries, all of which are limited liability companies, as well as in the total of its assets, liabilities and income:

	TCE	TLA	Niyati	Tech Cargo	Tegmax	TLV	TegUp	Catlog
as of December 31, 2023								
Assets	118,091	27,679	134,872	1	1,516	-	6,833	74,272
Liabilities	42,692	2,602	267	-	101	-	-	12,901
Net equity	75,399	25,078	134,605	1	1,415	-	6,833	61,371
as of December 31, 2022								
Assets	85,148	18,883	105,945	1	1,473	55,408	7,543	24,544
Liabilities	22,171	3,175	286	-	99	10,874	1	9,058
Net equity	62,977	15,708	105,659	1	1,374	44,534	7,542	15,486

	December 31, 2023						
	TCE	TLA	Niyati	Tegmax	TLV	TegUp	Catlog
Net revenue from services provided	102,257	34,235	6,532	-	3,041	-	103,173
Cost of services provided	(83,700)	(24,468)	(2,987)	-	(3,101)	(2)	(91,054)
Gross profit	18,557	9,767	3,545	-	(60)	(2)	12,119
General and Administrative Expenses	(461)	(146)	(340)	(8)	(1)	(1)	251
Other (expenses) revenues net	(1,369)	(121)	-	1	-	-	3,311
	(1,830)	(267)	(340)	(7)	(1)	(1)	3,562
Operational profits (losses)	16,727	9,500	3,205	(7)	(61)	(3)	15,681
Equity income	-	-	-	-	449	(744)	1,994
Financial income	533	225	1,329	105	2	51	4,127
Profit (loss) before taxes	17,260	9,725	4,534	98	390	(696)	21,802
Income tax and social contribution	(5,092)	(3,083)	(1,166)	(26)	(133)	(13)	(5,121)
Net profit (loss) for the Period	**12,168**	**6,642**	**3,368**	**72**	**257**	**(709)**	**16,681**

(In thousands of Reais, unless otherwise stated)

	December 31, 2022						
	TCE	TLA	Niyati	Tegmax	TLV	TegUp	Catlog
Net revenue from services provided	109,239	7,702	8,043	-	105,680	-	-
Cost of services provided	(85,821)	(5,245)	(2,488)	-	(88,083)	-	-
Gross profits (losses)	23,418	2,457	5,555	-	17,597	-	-
General and Administrative Expenses	(455)	(76)	(2)	(45)	(127)	(65)	(976)
Other net expenses	(410)	(96)	-	2	(42)	-	5,807
	(865)	(172)	(2)	(43)	(169)	(65)	4,831
Operational profits (losses)	22,553	2,285	5,553	(43)	17,428	(65)	4,831
Equity income	-	-	-	-	1,774	(311)	-
Financial income	2,276	761	1,082	84	(93)	(301)	6,072
Profit (loss) before taxes	24,829	3,046	6,635	41	19,109	(677)	10,903
Income tax and social contribution	(7,464)	(1,988)	(1,252)	(10)	(5,769)	121	(1,976)
Net profit (loss) for the Period	**17,365**	**1,058**	**5,383**	**31**	**13,340**	**(556)**	**8,927**

Below we present the total balances of the equity and income accounts (100%) of the affiliates and the company under common control, respectively:

	GDL
as of December 31, 2023	
Assets	87,390
Liabilities	34,373
Net equity	53,017
as of December 31, 2022	
Assets	69,173
Liabilities	20,438
Net equity	48,735

(In thousands of Reais, unless otherwise stated)

	December 31, 2023	December 31, 2022	
	GDL	Catlog (i)	GDL
Net revenue from services provided	160,450	-	117,636
Cost of services provided	(98,962)	-	(76,718)
Gross profit	61,488	-	40,918
General and Administrative Expenses	(11,882)	(152)	(8,661)
Other operating expenses, net	-	11	-
	(11,882)	(141)	(8,661)
Operational profits (losses)	49,606	(141)	32,257
Financial income	716	345	117
Profit before taxes	50,322	204	32,374
Income tax and social contribution	(16,244)	-	(10,805)
Net income for the period	**34,078**	**204**	**21,569**

(i) The amount presented refers to the net profit for the period from January to August 2022.

10 Property, plant, and equipment

Accounting policy

Property, plant and equipment items are stated at historical cost minus accumulated depreciation. Historical cost includes expenses directly attributable to the acquisition of the items. Historical cost also includes, where applicable, financing costs related to the construction of qualifying assets. Subsequent costs are included in the carrying amount of the asset or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow and the cost of the item can be reliably measured.

The book value of replaced items or parts is written off. All other repairs and maintenance are charged to income for the year, when incurred.

Depreciation of assets is calculated using the straight-line method, considering their costs and their residual values over their estimated useful lives, as follows:

	Annual %	
	2023	**2022**
Buildings	4.0	4.0
Computers and Peripherals	20.0	24.0
Installations	10.0	11.0
Vehicles	12.0	13.0
Machines and equipment/tools	10.0	12.0
Improvements to third-party property	23.0	20.0
Furniture and utensils and packaging and others	32.0	33.0

Depreciation methods, useful lives and residual values are reviewed at each balance sheet date and adjusted if appropriate.

Gains and losses on sales are determined by comparing the proceeds with the book amount and are recognized under "Other expenses, net" in the income statement.

(In thousands of Reais, unless otherwise stated)

Fixed Asset Changes

	Land	Buildings	Computers and Peripherals	Installations	Vehicles	Machines, Equipment, and tools	Improvements to third-party property	Furniture, utensils, packaging and others (i)	Property, plant and equipment in progress	Total
										Parent company
Net balances on January 1, 2023	**11,429**	**24,832**	**2,250**	**4,961**	**44,767**	**2,716**	**4,808**	**11,955**	**178**	**107,896**
Acquisitions	-	94	559	1,733	1,283	623	3,159	1,326	2,010	**10,787**
Disposals	-	-	-	-	(1,720)	-	-	-	-	**(1,720)**
Transfers (ii)	(9,107)	(18,298)	-	(39)	-	(24)	-	-	24	**(27,444)**
Depreciation	-	(366)	(932)	(824)	(2,697)	(539)	(1,890)	(3,726)	-	**(10,974)**
Other (iii)	-	-	-	-	-	-	-	(2,980)	(2)	**(2,982)**
Net balances on December 31, 2023	**2,322**	**6,262**	**1,877**	**5,831**	**41,633**	**2,776**	**6,077**	**6,575**	**2,210**	**75,563**
Balances on December 31, 2023										
Cost	2,322	11,334	16,853	10,935	77,400	13,526	62,145	27,680	2,210	**224,405**
Accumulated depreciation	-	(5,072)	(14,976)	(5,104)	(35,767)	(10,750)	(56,068)	(21,105)	-	**(148,842)**
Net balances on December 31, 2023	**2,322**	**6,262**	**1,877**	**5,831**	**41,633**	**2,776**	**6,077**	**6,575**	**2,210**	**75,563**

	Land	Buildings	Computers and Peripherals	Installations	Vehicles	Machines, Equipment, and tools	Improvements to third-party property	Furniture, utensils, packaging and others (i)	Property, plant and equipment in progress	Total
										Parent company
Net balances on January 1, 2022	**11,429**	**24,237**	**2,703**	**4,073**	**27,282**	**2,721**	**3,919**	**12,164**	**178**	**88,706**
Acquisitions	-	1,990	473	1,583	20,800	565	2,529	4,961	-	**32,901**
Disposals	-	-	-	-	(703)	(15)	(13)	(5)	-	**(736)**
Depreciation	-	(1,394)	(926)	(695)	(1,830)	(555)	(1,627)	(5,166)	-	**(12,193)**
Others	-	-	-	-	(782)	-	-	-	-	**(782)**
Net balances on December 31, 2022	**11,429**	**24,833**	**2,250**	**4,961**	**44,767**	**2,716**	**4,808**	**11,954**	**178**	**107,896**
Balances on December 31, 2022										
Cost	11,429	36,407	16,294	9,324	82,754	13,022	58,986	43,053	178	**271,447**
Accumulated depreciation	-	(11,574)	(14,044)	(4,363)	(37,987)	(10,306)	(54,178)	(31,099)	-	**(163,551)**
Net balances on December 31, 2022	**11,429**	**24,833**	**2,250**	**4,961**	**44,767**	**2,716**	**4,808**	**11,954**	**178**	**107,896**

(i) The additions in furniture, utensils, packaging and others in the year ended are substantially represented by packaging materials (integrated logistics division - industrial segment).

(ii) Refers to the capital increase carried out in the subsidiary Niyati Empreendimentos e Participações Ltda. through the transfer of assets, as mentioned in explanatory note no. 9.

(iii) The main amount of R$ 2,727 refers to packaging write-offs at the parent company for a future capital increase in the subsidiary Tegma Logistica de Armazéns Ltda.

(In thousands of Reais, unless otherwise stated)

Consolidated

	Land	Buildings	Computers and Peripherals	Installations	Vehicles (ii)	Machines, Equipment, and tools	Improvements to third-party property	Furniture, utensils, packaging and others (i)	Property, plant and equipment in progress	Total
Net balances on January 1, 2023	**63,138**	**67,753**	**2,342**	**8,241**	**60,005**	**4,049**	**6,862**	**12,124**	**640**	**225,154**
Acquisitions	-	94	559	2,036	12,528	732	7,150	1,407	2,032	**26,538**
Disposals	-	-	-	-	(2,788)	-	-	-	-	**(2,788)**
Transfers	-	-	-	-	(144)	-	144	-	24	**24**
Depreciation	-	(3,369)	(966)	(1,369)	(3,921)	(776)	(3,250)	(4,775)	-	**(18,426)**
Others	-	-	-	-	-	-	-	-	(2)	**(2)**
Net balances on December 31, 2023	**63,138**	**64,478**	**1,935**	**8,908**	**65,680**	**4,005**	**10,906**	**8,756**	**2,694**	**230,500**
Balances on December 31, 2023										
Cost	63,138	82,529	20,076	16,990	115,389	19,880	85,221	31,660	2,694	**437,577**
Accumulated depreciation	-	(18,051)	(18,141)	(8,082)	(49,709)	(15,875)	(74,315)	(22,904)	-	**(207,077)**
Net balances on December 31, 2023	**63,138**	**64,478**	**1,935**	**8,908**	**65,680**	**4,005**	**10,906**	**8,756**	**2,694**	**230,500**

Consolidated

	Land	Buildings	Computers and Peripherals	Installations	Vehicles	Machines, Equipment, and tools	Improvements to third-party property	Furniture, utensils, packaging and others (i)	Property, plant and equipment in progress	Total
Net balances on January 1, 2022	**63,138**	**69,413**	**2,797**	**7,484**	**41,813**	**3,699**	**5,517**	**12,406**	**614**	**206,881**
Acquisitions	-	1,863	518	1,964	22,112	1,122	3,816	5,004	37	**36,436**
Disposals	-	-	-	-	(905)	(15)	(29)	(74)	(11)	**(1,034)**
Depreciation	-	(3,523)	(973)	(1,207)	(3,015)	(757)	(2,442)	(5,212)	-	**(17,129)**
Net balances on December 31, 2022	**63,138**	**67,753**	**2,342**	**8,241**	**60,005**	**4,049**	**6,862**	**12,124**	**640**	**225,154**
Balances on December 31, 2022										
Cost	63,138	89,638	19,519	15,041	112,163	19,246	77,928	43,973	640	**441,286**
Accumulated depreciation	-	(21,885)	(17,177)	(6,800)	(52,158)	(15,197)	(71,066)	(31,849)	-	**(216,132)**
Net balances on December 31, 2022	**63,138**	**67,753**	**2,342**	**8,241**	**60,005**	**4,049**	**6,862**	**12,124**	**640**	**225,154**

(i) The additions in furniture, utensils, packaging and others in the year ended are substantially represented by packaging materials (integrated logistics division - industrial segment).

(ii) In 2023, the company Tegma Cargas Especiais Ltda. renewed part of its fleet for R$ 10,125.

(In thousands of Reais, unless otherwise stated)

Depreciation and amortization amounts were recorded as follows:

	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Cost of services provided	(12,953)	(13,279)	(20,237)	(18,283)
General and Administrative Expenses	(3,733)	(3,802)	(4,105)	(3,842)
	(16,686)	**(17,081)**	**(24,342)**	**(22,125)**

Depreciation and amortization amounts segregated between costs and expenses were recorded as follows:

	Parent company		Consolidated	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Depreciation	(10,974)	(12,193)	(18,426)	(17,129)
Amortization	(5,712)	(4,888)	(5,916)	(4,996)
	(16,686)	**(17,081)**	**(24,342)**	**(22,125)**

11 Intangible assets

Accounting policy

Recognition and Measurement

Goodwill

Goodwill is represented by the positive difference between the amount paid or payable and the net amount of the fair value of the acquired entity's assets and liabilities, being recorded as "Intangible assets" in the consolidated financial statements. Goodwill is tested annually for probable impairment and recorded at cost minus accumulated impairment losses, which are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold. For impairment test purposes, goodwill is allocated to Cash Generating Units (CGUs) or to groups of Cash Generating Units that should benefit from the business combination from which the goodwill originated, duly segregated, in accordance with the operating segment.

Goodwill is measured at cost, minus accumulated impairment losses.

Software licenses

Acquired software licenses are capitalized based on the costs incurred to acquire the software and get it ready to use. These costs are amortized over their estimated useful life of three to five years. Costs associated with software maintenance are recognized as an expense, as incurred. Development costs that are directly attributable to the design and testing of identifiable and exclusive software products, controlled by the Company and its Subsidiaries, are recognized as intangible assets when the recognition criteria are met. Software development costs recognized as assets are amortized over their estimated useful lives.

(In thousands of Reais, unless otherwise stated)

Changes to the intangible assets

	Parent company									
	2023					2022				
	Nortev	Boni Amazon	Goodwill	Software	Total	Nortev	Boni Amazon	Goodwill	Software	Total
Net balances on January 1st	**120,877**	**32,791**	**153,668**	**15,327**	**168,995**	**120,877**	**32,791**	**153,668**	**12,298**	**165,966**
Acquisitions	-	-	**-**	6,251	**6,251**	-	-	**-**	7,932	**7,932**
Transfers	-	-	**-**	(24)	**(24)**	-	-	**-**	-	**-**
Amortization	-	-	**-**	(5,712)	**(5,712)**	-	-	**-**	(4,888)	**(4,888)**
Others	-	-	**-**	-	**-**	-	-	**-**	(15)	**(15)**
Net balances on December 31	**120,877**	**32,791**	**153,668**	**15,842**	**169,510**	**120,877**	**32,791**	**153,668**	**15,327**	**168,995**
Balances on December 31										
Cost	120,877	34,851	**155,728**	64,163	**219,891**	120,877	34,851	**155,728**	57,937	**213,665**
Accumulated amortization	-	(2,060)	**(2,060)**	(48,321)	**(50,381)**	-	(2,060)	**(2,060)**	(42,610)	**(44,670)**
Net balances on December 31	**120,877**	**32,791**	**153,668**	**15,842**	**169,510**	**120,877**	**32,791**	**153,668**	**15,327**	**168,995**

	Consolidated											
	2023						2022					
	Nortev	Boni Amazon	TCE	Goodwill	Software	Total	Nortev	Boni Amazon	TCE	Goodwill	Software	Total
Net balances on January 1st	**120,877**	**32,791**	**6,364**	**160,032**	**16,072**	**176,104**	**120,877**	**32,791**	**6,364**	**160,032**	**12,521**	**172,553**
Acquisitions	-	-	-	**-**	6,616	**6,616**	-	-	-	**-**	8,562	**8,562**
Transfers	-	-	-	**-**	(24)	**(24)**	-	-	-	**-**	-	**-**
Amortization	-	-	-	**-**	(5,916)	**(5,916)**	-	-	-	**-**	(4,996)	**(4,996)**
Others	-	-	-	**-**	-	**-**	-	-	-	**-**	(15)	**(15)**
Net balances on December 31	**120,877**	**32,791**	**6,364**	**160,032**	**16,748**	**176,780**	**120,877**	**32,791**	**6,364**	**160,032**	**16,072**	**176,104**
Balances on December 31												
Cost	120,877	34,851	6,364	**162,092**	65,598	**227,690**	120,877	34,851	6,364	**162,092**	59,007	**221,099**
Accumulated amortization	-	(2,060)	-	**(2,060)**	(48,850)	**(50,910)**	-	(2,060)	-	**(2,060)**	(42,935)	**(44,995)**
Net balances on December 31	**120,877**	**32,791**	**6,364**	**160,032**	**16,748**	**176,780**	**120,877**	**32,791**	**6,364**	**160,032**	**16,072**	**176,104**

(In thousands of Reais, unless otherwise stated)

Loss due to impairment

Goodwill is allocated to Cash Generating Units (CGU), identified according to the operating segment. Goodwill tests to verify impairment were performed for the following investments considered relevant:

	2023	2022
Nortev (automotive)	120,877	120,877
TCE/Boni Amazon (integrated logistics)	39,155	39,155
GDL Gestão de Desenvolvimento em Logística Participações S.A	16,693	16,693
Rabbot Technologies Ltd	5,305	5,305

The recoverable amount of a CGU is determined based on value-in-use calculations. These calculations use cash flow projections, based on financial budgets approved by Management. The main assumptions used in calculating the value in use on December 31, 2023 and 2022 are as follows:

	2023	2022
GDP (i)	1.88%	1.69%
Annual inflation (ii)	3.58%	3.52%
Perpetuity growth (iii)	3.50%	2.00%
Discount rate (iv)	13.23%	15.10%
Discount rate (v)	16.68%	14.42%

(i) Average forecast of Gross Domestic Product (GDP) growth for the next 5 years in 2023 (5 years in 2022), according to information released by the Central Bank of Brazil;

(ii) Average growth forecast of the broad consumer price index (IPCA) for the next 5 years in 2023 (5 years in 2022), according to forecasts disclosed by the Central Bank of Brazil;

(iii) Growth rate based on Gross Domestic Product (GDP) growth forecasts;

(iv) Nominal discount rate determined according to the company's cost of capital assessment (Nortev and TCE/Boni).

(v) Nominal discount rate determined according to the company's cost of capital (GDL) assessment.

The recoverable amount calculated based on the value in use of the three CGUs was higher than the book value, even considering a scenario with the discount rate increasing by 1 pp and the perpetuity growth rate reducing by 1 pp for the three CGUs. In this sense, there was no need to recognize an impairment loss in 2023.

The Company reviews goodwill impairment tests annually.

12 Loans and financing

Accounting policy

The loans and financing are initially recognized at fair value, net of transaction costs incurred, and subsequently are stated at amortized cost. Any difference between the amounts raised (net of transaction costs) and the total redemption amount is recognized in the income statement during the period in which the loans are ongoing, using the effective interest rate method.

Borrowings are classified as current liabilities unless the Company and its Subsidiaries have an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

(In thousands of Reais, unless otherwise stated)

	Parent company		Consolidated	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Loans and financing - local currency				
NCE - Export Credit Note (a.i)	57,352	20,710	57,352	20,710
Law 4.131 (a.ii)	-	42,905	-	42,905
CCB (a.iii)	-	5,315	-	5,315
Finame (a.i)	32,693	32,810	44,247	32,810
	90,045	**101,740**	**101,599**	**101,740**
Current	12,477	59,172	12,759	59,172
Non-current	77,568	42,568	88,840	42,568
	90,045	**101,740**	**101,599**	**101,740**

Considering bank loans, the average total cost of the Company's gross debt on December 31, 2023 was CDI + 1.55% (CDI + 1.97% on December 31, 2021).

a. Loans and financing

i. NCE – Export Credit Note

In March 2019, the Company entered into a loan agreement in Reais with Banco Bradesco S.A., without a real security, in the amount of R$ 30,000, with principal maturities in 3 equal installments (March 2022, March 2023 and April 2024) and semi-annual interest payments starting in September 2019. In March 2022, the first installment of the principal was paid, leaving a remaining amount of R$ 20,000. The negotiated interest rate was the CDI for the period plus 1.14% per annum. The interest rate on this contract as of December 31, 2023 is 12.79% per annum (14.79% as of December 2022). This operation does not have any covenants.

In August 2023, the Company entered into a loan agreement in Reais with Banco Santander S.A., without a real security, in the amount of R$ 45,000, with principal maturities in 2 equal installments (August 2025 and August 2026) and semi-annual interest payments starting in February 2024. The negotiated interest rate was the CDI for the period plus 1.65% per annum. The interest rate on this contract as of December 31, 2023 is 13.30% per annum. This operation does not have any covenants.

ii. Law No. 4,131 of September 3, 1962

In July 2020, the Company entered into a loan agreement in Reais with Banco Santander SA in the amount of R$ 40,000, with semi-annual interest payments starting in January 2021, principal payment at the end of the agreement in July 2023, without an attached real guarantee and CDI interest rate for the period plus 2.66% p.a. The operation implicitly includes the contracting of a derivative financial swap instrument to eliminate any exchange exposure. This operation is subject to early maturity if the following indebtedness and interest coverage ratios are not maintained:

- Net Debt/EBITDA (i) equal to or less than 2.50; and,
- EBITDA/net financial expense greater than or equal to 1.50.

(i) EBITDA - net income for the last 12 months, plus taxes on income, financial expenses net of financial income and depreciation, amortization and depletion.

(ii) In July 2023, this contract was fully settled, as per the contractual maturity.

iii. CCB – Bank credit note

In July 2020, the Company entered into a loan agreement in Reais with Banco Safra SA in the amount of R$ 5,000, with semiannual interest payments starting in February 2021, principal payment at the end of the agreement in August 2023, without an attached real guarantee and CDI interest rate for the period plus 2.91% p.a. (the operation is exempt from tax on financial operations (IOF) according to

Decree 10,414 of 7/2/2020). In August 2023, this contract was fully settled, as per the contractual maturity.

iv. BNDES Finame

TGL – Tegma Gestão Logística S.A.

In November 2022, the Company entered into a loan agreement in Reais with the BNDES (National Bank for Economic and Social Development) in the Finame Direct modality with approved credit in the amount of R$ 45,000 for the acquisition of domestically manufactured capital assets.

In December 2022, part of the credit line amounting to the principal amount R$ 32,568 was offered, upon proof of investments, for the renewal of its own truck fleet. For this portion of funding, the interest rate negotiated was SELIC + 1.50% per year, and interest is semiannual with a grace period of two (2) years. After the grace period, principal amortization will be monthly and maturity will occur in December 2032. Considering the aforementioned index, the interest rate for this contract is 13.25% per year on December 31, 2023.

The transaction is subject to early maturity if the following debt and interest coverage ratios are not maintained:

- Net Debt/EBITDA (i) equal to or less than 2.50; and,
- EBITDA/net financial expense greater than or equal to 1.50.

(i) EBITDA - net income for the last 12 months, plus taxes on income, financial expenses net of financial income and depreciation, amortization and depletion.

On December 31, 2023, the Company was compliant with these clauses.

TCE – Tegma Cargas Especiais Ltda.

In September 2023, Tegma Cargas Especiais Ltda. entered into a loan agreement in Reais with the BNDES (National Bank for Economic and Social Development) in the Finame Direto modality with approved credit in the amount of R$ 20,000 for the acquisition of domestically manufactured capital assets.

During this same period, part of the value of the credit line was cleared in the principal amount of R$ 11,271, upon proof of investments made in the acquisition of silo trailers, intended for the transportation of chemical products. For this portion of funding, the interest rate negotiated was SELIC + 1.69% per year, and interest is semiannual with a grace period of three (3) years. After the grace period, principal amortization will be monthly and maturity will occur on September 2039. Considering the indicator index, the interest rate for this contract is 13.44% per year on December 31, 2023.

The transaction is subject to early maturity if the following debt and interest coverage ratios are not maintained:

- Net Debt to EBITDA Ratio at a level equal to or less than two integers and five tenths (2.5); and
- EBITDA/Net Financial Expenses at a level equal to or greater than one integer and five tenths (1.5).

On December 31, 2023, the Company was compliant with these clauses.

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(In thousands of Reais, unless otherwise stated)

Maturity schedule

The installments falling due present the following maturity schedule of loans and financing:

	Parent company		Consolidated	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
From 1 to 12 months	12,477	59,172	12,759	59,172
From 13 to 24 months	26,571	10,000	26,571	10,000
From 25 to 36 months	26,571	4,071	26,723	4,071
From 37 to 48 months	4,071	4,071	4,933	4,071
From 49 to 60 months	4,071	4,071	4,933	4,071
From 61 to 72 months	4,071	4,071	4,933	4,071
From 73 to 84 months	4,071	4,071	4,933	4,071
From 85 to 96 months	4,071	4,071	4,933	4,071
From 97 to 108 months	4,071	4,071	4,933	4,071
From 109 to 120 months	-	4,071	861	4,071
From 121 to 132 months	-	-	861	-
From 133 to 144 months	-	-	861	-
From 145 to 156 months	-	-	861	-
From 156 to 168 months	-	-	861	-
From 169 to 180 months	-	-	861	-
From 181 to 192 months	-	-	782	-
	90,045	**101,740**	**101,599**	**101,740**
Current	12,477	59,172	12,759	59,172
Non-current	77,568	42,568	88,840	42,568
	90,045	**101,740**	**101,599**	**101,740**

Changes in loans, financing and debentures

These were the changes for the year:

	Parent company		Consolidated	
	2023	2022	2023	2022
Loans and financing				
Balance on January 1st	**101,740**	**128,886**	**101,740**	**128,886**

(In thousands of Reais, unless otherwise stated)

Fundraising	45,000	32,568	56,271	32,568
Appropriate interest	12,337	11,580	12,620	11,580
Principal payment	(55,000)	(60,000)	(55,000)	(60,000)
Interest paid	(14,032)	(11,294)	(14,032)	(11,294)
Balance on December 31	**90,045**	**101,740**	**101,599**	**101,740**

13 Lease and right of use

Accounting policy

The recognition and measurement of the rightful asset and the leasing liability are carried out in accordance with accounting pronouncement CPC 06 (R2) on Leasing Operations.

The main leases consist of third-party properties, vehicles and equipment related to the operation and have different maturity dates, with the last maturity being April 2029.

The Company and its parent companies took advantage of the exemptions provided, short-term leases and low-value asset contracts continue to be accounted for as “Rents and leasing” and can be observed in explanatory note No. 22.

The initial measurement of lease contracts was recognized at the present value of their consideration at a discount rate and the right-of-use asset in an amount equivalent to this liability. The nominal rate used for the calculation includes the base of risk-free interest rates observed in the Brazilian market and the Company's debt spread.

The re-measurement of the lease liability and the right-of-use asset is carried out for contracts that undergo changes and/or updates, and its re-measurement is recognized in the lease liability and the right-of-use asset in the same amount. For contracts that are readjusted annually by inflation indexes and have not changed their contractual terms and scope, the initial rates are maintained. For new contracts, contract renewals and/or changes in scope, the rate is revised and applied to each contract, considering the risk-free rate for the period of each contract, plus the Company's debt spread at the time of the change.

The table below shows the rates used in new contracts and renewals, taking into account the contractual terms:

Contract terms	December 31, 2023	December 31, 2022
from 1 to 12 months	13.49%	8.80%
from 12 to 24 months	15.11%	11.63%
from 25 to 36 months	15.43%	14.86%
from 37 to 48 months	15.41%	15.96%
from 49 to 60 months	15.22%	15.87%
from 61 to 72 months	14.75%	16.01%
from 73 to 84 months	-	16.01%

When there are changes in the lease that reduce the scope of the contract, there is a re-measurement of the right-of-use asset and the lease liability reflecting the partial or total termination of the contract; thus, the gain or loss is recognized in the statement of income.

(In thousands of Reais, unless otherwise stated)

The changes to the right-of-use asset for the year are as follows:

							Parent company
				2023			2022
	Properties	Vehicles	Machines and equipment	Total	Properties	Vehicles	Total
Net balances on January 1st	**52,237**	**576**	**-**	**52,813**	**52,369**	**1,153**	**53,522**
Addition	36,555	640	976	38,171	27,866	127	27,993
Write-off	-	-	-	-	-	-	-
Amortization (i)	(27,149)	(667)	(168)	(27,984)	(27,988)	(704)	(28,702)
Net balances on December 31	**61,643**	**549**	**808**	**63,000**	**52,237**	**576**	**52,813**
Balances on December 31							
Cost	153,068	2,207	976	156,251	142,752	5,045	147,797
Accumulated amortization	(91,425)	(1,658)	(168)	(93,251)	(90,515)	(4,469)	(94,984)
Net balances on December 31	**61,643**	**549**	**808**	**63,000**	**52,237**	**576**	**52,813**
Balances on December 31							
Balances with third parties	35,785	549	808	37,142	24,783	576	25,359
Balance with related parties (ii)	25,858	-	-	25,858	27,454	-	27,454
Net balances on December 31	**61,643**	**549**	**808**	**63,000**	**52,237**	**576**	**52,813**

(In thousands of Reais, unless otherwise stated)

	2023				2022			Consolidated
	Properties	Vehicles	Machines and equipment	Total	Properties	Vehicles	Machines and equipment	Total
Net balances on January 1st	**47,841**	**625**	**-**	**48,466**	**60,199**	**1,256**	**370**	**61,825**
Addition	38,050	698	11,649	50,397	17,465	138	2,604	20,207
Write-off	-	-	(292)	(292)	-	-	-	-
Amortization (i)	(30,385)	(723)	(2,314)	(33,422)	(29,823)	(769)	(2,974)	(33,566)
Net balances on December 31	**55,506**	**600**	**9,043**	**65,149**	**47,841**	**625**	**-**	**48,466**
Balances on December 31								
Cost	168,156	2,371	11,312	181,839	147,208	5,154	9,662	162,024
Accumulated amortization	(112,650)	(1,771)	(2,269)	(116,690)	(99,367)	(4,529)	(9,662)	(113,558)
Net balances on December 31	**55,506**	**600**	**9,043**	**65,149**	**47,841**	**625**	**-**	**48,466**
Balances on December 31								
Balances with third parties	44,347	600	9,043	53,990	33,488	625	-	34,113
Balance with related parties (ii)	11,159	-	-	11,159	14,353	-	-	14,353
Net balances on December 31	**55,506**	**600**	**9,043**	**65,149**	**47,841**	**625**	**-**	**48,466**

(i) In accordance with CVM Instruction Circular Letter 2/2019, the equity balances presented in the amortization of the right of use are gross of taxes (PIS and COFINS), of which R$ 27,984 in the Parent Company and R$ 33,422 in the Consolidated on December 31, 2023 (R$ 28,702 in the Parent Company and R$ 33,566 in the Consolidated on December 31, 2022), while the amounts recorded in the statement of income are R$ 25,467 in the Parent Company and R$ 30,422 in the Consolidated on December 31, 2023 (R$ 26,432 in the Parent Company and R$ 30,970 in the Consolidated on December 31, 2022).

(ii) Includes R$ 14,699 on December 31, 2023 (R$ 13,102 on December 31, 2022), referring to the right to use the leasing of properties with the subsidiary Niyati Empreendimentos e Participações Ltda., as per Note 26.

The changes in lease liabilities for the year are as follows:

(In thousands of Reais, unless otherwise stated)

	2023				2022			
	Parent company							
	Properties	Vehicles	Machines and equipment	Total	Properties	Vehicles	Machines and equipment	Total
Balance on January 1st	**57,050**	**619**	**-**	**57,669**	**58,795**	**1,233**	**12**	**60,040**
Additions	36,555	640	976	38,171	27,866	127	-	27,993
Appropriate interest (i)	9,137	30	69	9,236	5,562	64	(12)	5,614
Principal payment	(26,703)	(722)	(147)	(27,572)	(29,637)	(704)	-	(30,341)
Interest payment	(9,234)	(34)	(69)	(9,337)	(5,536)	(101)	-	(5,637)
Balance on December 31	**66,805**	**533**	**829**	**68,167**	**57,050**	**619**	**-**	**57,669**
Current	21,830	533	388	22,751	26,376	619	-	26,995
Non-current	44,974	-	442	45,416	30,674	-	-	30,674
	66,804	**533**	**830**	**68,167**	**57,050**	**619**	**-**	**57,669**
Balance with third parties	38,357	533	829	39,719	28,466	619	-	29,085
Balance with related parties (ii)	28,448	-	-	28,448	28,584	-	-	28,584
	66,805	**533**	**829**	**68,167**	**57,050**	**619**	**-**	**57,669**

(In thousands of Reais, unless otherwise stated)

	Consolidated							
	2023				2022			
	Properties	Vehicles	Machines and equipment	Total	Properties	Vehicles	Machines and equipment	Total
Balance on January 1st	**52,913**	**650**	**-**	**53,563**	**68,012**	**1,324**	**391**	**69,727**
Additions	38,047	698	11,649	50,394	17,465	138	2,604	20,207
Write-offs	-	-	(292)	(292)	-	-	-	-
Appropriate interest (i)	7,977	33	1,282	9,292	5,485	71	181	5,737
Principal payment	(30,869)	(762)	(1,359)	(32,990)	(31,243)	(774)	(3,068)	(35,085)
Interest payment	(7,977)	(33)	(1,287)	(9,297)	(6,806)	(109)	(108)	(7,023)
Balance on December 31	**60,091**	**586**	**9,993**	**70,670**	**52,913**	**650**	**-**	**53,563**
Current	26,535	586	2,219	29,340	32,406	644	-	33,050
Non-current	33,555	-	7,775	41,330	20,507	6	-	20,513
	60,090	**586**	**9,994**	**70,670**	**52,913**	**650**	**-**	**53,563**
Balance with third parties	47,668	586	9,993	58,247	34,839	650	-	35,489
Balance with related parties (ii)	12,423	-	-	12,423	18,074	-	-	18,074
	60,091	**586**	**9,993**	**70,670**	**52,913**	**650**	**-**	**53,563**

(i) In accordance with CVM Instruction Circular Letter 2/2019, the equity balances presented in appropriate interests are gross of taxes (PIS and COFINS), of which R$ 9,236 in the Parent Company and R$ 9,292 in the Consolidated on December 31, 2023 (R$ 5,614 in the Parent Company and R$ 5,737 in the Consolidated on December 31, 2022), while the amounts recorded in the statement of income are R$ 8,353 in the Parent Company and R$ 9,572 in the Consolidated on December 31, 2023 (R$ 4,665 in the Parent Company and R$ 5,252 in the Consolidated on December 31, 2022

(ii) Includes R$ 16,025 on December 31, 2023 (R$ 13,464 on December 31, 2022), referring to property lease liability at the parent company, with the subsidiary Niyati Empreendimentos e Participações Ltda., as per Note 26.

(In thousands of Reais, unless otherwise stated)

The installments due have the following lease maturity schedule:

	Parent company		Consolidated	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
From 1 to 12 months	22,751	26,995	29,340	33,050
From 13 to 24 months	15,372	11,360	15,034	10,007
From 25 to 36 months	16,921	6,975	15,810	5,116
Over 37 months	13,123	12,339	10,486	5,390
	68,167	**57,669**	**70,670**	**53,563**
Current	22,751	26,995	29,340	33,050
Non-current	45,416	30,674	41,330	20,513
	68,167	**57,669**	**70,670**	**53,563**
Balance with third parties	39,719	29,085	58,247	38,444
Balance with related parties (i)	28,448	28,584	12,423	15,119
	68,167	**57,669**	**70,670**	**53,563**

The Company recognizes its lease liabilities at the present value of their gross consideration, including potential tax credits that they will enjoy upon settlement of each lease installment. Thus, the potential tax credit embedded in the lease liability and in the right-of-use asset is:

	as of December 31, 2023		as of December 31, 2022	
	Nominal	Present value	Nominal	Present value
Lease consideration	120,455	94,069	86,614	71,584
Potential PIS and COFINS (9.25%) (i)	3,113	8,004	7,871	5,940

(i) Vehicle contracts and contracts with individuals do not incur in PIS and COFINS credits.

Pursuant to CVM Instruction Circular Letter 2/2019, the Company and its Subsidiaries do not consider forecast future inflation in the present value of future payments for the measurement and remeasurement of their lease liabilities and right-of-use assets. Considering that the terms of lease agreements are of a maximum of 6 years, we do not estimate material impacts on the balances presented arising from the current interest rates in the Brazilian market.

(In thousands of Reais, unless otherwise stated)

14 Taxes payable

	Parent company		Consolidated	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Contribution to the financing of social security (COFINS)	4,920	3,496	5,821	4,583
Third-party withheld income tax (IRRF)	106	46	149	57
Urban land and property tax (IPTU)	414	392	422	392
Tax on the Circulation of Goods and Services (ICMS)	15,119	12,112	16,632	13,384
Service tax (ISS)	713	801	1,126	1,314
Social Integration Program (PIS)	1,064	754	1,263	975
Other taxes payable	336	297	450	338
	22,672	**17,898**	**25,863**	**21,043**

15 Salaries and social charges

Accounting policy

(i) Short-term employee benefits

Short-term employee benefit obligations are recognized as personnel expenses as the corresponding service is provided. The liability is recognized for the expected payment amount if the Group has a current legal or constructive obligation to pay this amount because of past service provided by the employee and the obligation can be reliably estimated. The Company and its Subsidiaries have a benefit plan for managers and employees, in the form of profit sharing and bonus plans.

The expectation is that profit sharing and bonus plans will be settled within twelve months and are presented at the amount expected to be settled.

	Parent company		Consolidated	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Vacation payable	12,011	10,933	13,860	12,561
National Institute of Social Security tax payable	3,043	2,631	3,465	3,002
Bonuses and profit sharing payable	9,386	7,970	9,898	8,444
Provision for 13th salary bonus	-	-	-	-
Payable time-of-service guarantee fund	861	713	984	820
Others	1,741	1,297	2,022	1,534
	27,042	**23,544**	**30,229**	**26,361**

(ii) Post-employment benefits

The Company and its Subsidiaries do not maintain private pension plans or any retirement plan for their employees and directors.

Law No. 9,656/98 provides that dismissed and/or retired employees who contribute to the cost of the private health plan have the right to use the same conditions of assistance coverage granted by the Company and its Subsidiaries pursuant to legal provisions.

On December 31, 2023, the Company has a provision balance for actuarial liabilities in the amount of R$ 2,475 (R$ 2,726 on December 31, 2022).

The main assumptions and demographic data used in the preparation of actuarial calculations are summarized below:

(In thousands of Reais, unless otherwise stated)

	2023	2022
Discount rate	9.71% p.a.	10.08% p.a.
HCCTR	7.12% pa	7.12% pa
Long-term inflation	4.0% pa	4.0% pa
Termination rate	66% per year	25% per year
General mortality table (adjusted by 10%)	AT-2000	AT-2000
Invalid mortality table	Álvaro Vindas	Álvaro Vindas
Disability entry table	Álvaro Vindas	Álvaro Vindas

The Company carried out the quantitative sensitivity analyses in relation to the significant assumptions for the following benefits on December 31, as shown below:

				2023
	Interest rate		Inflation	
	1.00%	(1.00%)	1.00%	(1.00%)
Actuarial Obligation	585	(786)	(800)	601

				2022
	Interest rate		Inflation	
	1.00%	(1.00%)	1.00%	(1.00%)
Actuarial Obligation	402	(518)	(529)	416

The Company recognizes actuarial losses arising from actuarial assumptions directly in shareholders' equity, as an asset valuation adjustment, net of deferred income tax only at the end of the year, when the actuarial calculation is made by an independent consultant.

16 Court deposits and provision for lawsuits

Accounting policy

Provisions are recognized when the Company and its Subsidiaries have a present obligation a result of a past event, it is likely that economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be carried out. The assessment of the probability of loss includes the assessment of available evidence, the hierarchy of laws, existing case law, the most recent decisions in the courts and their relevance in the legal system, as well as the assessment of external lawyers. Provisions are reviewed and adjusted to take into account changes in circumstances, such as applicable statute of limitations, conclusions of tax inspections or additional exposures identified based on new issues or court decisions. The same system applies to legal fees on administrative or judicial discussions on said obligations, that is, when the Company's success in a certain dispute is likely, the amounts to be paid as legal fees are subject to a provision. The expense relating to any provision is shown in the income statement, net of any reimbursement.

When the Company and its Subsidiaries expect the amount of a provision to be reimbursed, in whole or in part, for instance, under an insurance contract, the reimbursement is recognized as a separate amount, but only when the reimbursement is virtually certain. Judicial deposits are classified in non-current assets and are not offset against said provisions.

The Company is a party to labor, civil, tax and other lawsuits in progress that totaled, on December 31, 2023, R$ 801,909 (R$ 735,560 on December 31, 2022) in the Parent Company and R$ 817,241 (R$ 751,087 on December 31, 2022) in the Consolidated, and is discussing these issues, both at the administrative and judicial levels. When applicable, these cases are supported by court deposits. These values include all proceedings classified as probable, possible and remote. Provisions for any probable losses arising from these lawsuits are estimated and updated by Management to the extent that future disbursements are expected, based on the opinion of its external legal counsel.

The values mentioned above are classified as follows:

(In thousands of Reais, unless otherwise stated)

	Parent company		Consolidated	
Risk	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Probable	24,904	24,627	28,015	28,382
Possible	132,124	81,541	142,625	88,015
Remote	653,080	629,392	655,988	634,690
	810,108	**735,560**	**826,628**	**751,087**

Provisions constituted based on probable losses

The constituted provisions and corresponding court deposits, when applicable, are shown below:

	Parent company			
	Court deposits		Provisions for lawsuits	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Labor and social security	15,473	14,213	(14,287)	(13,160)
Tax	1,608	1,608	-	-
Civil (i)	332	93	(10,617)	(11,467)
	17,413	**15,914**	**(24,904)**	**(24,627)**

	Consolidated			
	Court deposits		Provisions for lawsuits	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Labor and social security	18,095	16,879	(17,098)	(15,728)
Tax	1,608	1,608	(135)	(122)
Civil (i)	553	294	(10,782)	(12,532)
	20,256	**18,781**	**(28,015)**	**(28,382)**

(i) Contains a provision arising from the sale of Direct Express, entered between the Company and 8M Participações, which establishes that the Company is obliged to indemnify 8M Participações for any legal claims corresponding to facts prior to the date of purchase that exceed R$ 40,000 in their aggregate value. On the other hand, 8M Participações undertakes to indemnify the Company for any legal claims corresponding to events after the date of purchase. In 2017, the number of obligations paid by 8M Participações indemnifiable by the Company exceeded the aggregate value. On December 31, 2023, the balance of existing provisions, referring to the Company's known contingencies, totals R$ 10,082 (R$ 10,987 on December 31, 2022).

(In thousands of Reais, unless otherwise stated)

These were the changes for the year:

	Parent company						
	2023				2022		
	Labor and social security	Tax	Civil	Total	Labor and social security	Civil	Total
Balance on January 1st	**13,160**	**-**	**11,467**	**24,627**	**14,546**	**13,256**	**27,802**
Constitution (reversal)	1,546	174	63	1,783	979	5,422	6,401
Establishment of INSS FAP	735	-	-	735	666	-	666
Lawsuits payable	-	-	(31)	(31)	-	(578)	(578)
Write-off of court deposits	(401)	-	(6)	(407)	(837)	-	(837)
Payment	(754)	(174)	(875)	(1,803)	(2,194)	(7,127)	(9,321)
Others (i)	-	-	-	-	-	494	494
Balance on December 31	**14,286**	**-**	**10,618**	**24,904**	**13,160**	**11,467**	**24,627**

	Consolidated							
	2023				2022			
	Labor and social security	Tax	Civil	Total	Labor and social security	Tax	Civil	Total
Balance on January 1st	**15,727**	**122**	**12,533**	**28,382**	**16,508**	**1**	**14,321**	**30,830**
Constitution (reversal)	2,335	163	(386)	2,112	1,366	9	5,437	6,812
Establishment of INSS FAP	839	-	-	839	1,433	-	-	1,433
Lawsuits payable	-	-	(31)	(31)	(105)	-	(578)	(683)
Write-off of court deposits	(508)	-	(6)	(514)	(1,380)	-	-	(1,380)
Payment	(1,296)	(150)	(1,327)	(2,773)	(2,430)	(5)	(7,141)	(9,576)
Others (i)	-	-	-	-	335	117	494	946
Balance on December 31	**17,097**	**135**	**10,783**	**28,015**	**15,727**	**122**	**12,533**	**28,382**

(i) In September 2022, the amount of R$ 453 was added to the consolidated due to the acquisition of a stake in Catlog, as described in Note 9 item (ii)

(In thousands of Reais, unless otherwise stated)

Possible losses not provisioned for in the balance sheet

The Company has tax, civil and labor lawsuits that have not been provisioned for, as they involve a possible loss risk classified by Management and its legal counsel, as shown in the amounts below:

	Parent company		Consolidated	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Labor and social security	8,146	21,906	11,076	25,277
Tax	115,062	49,916	122,554	52,778
Civil	8,916	9,719	8,995	9,960
	132,124	**81,541**	**142,625**	**88,015**

a. Labor and social security

These refer mainly to cases related to discontinued operations, as well as cases in which the Company is jointly and severally liable with outsourced service providers.

In this year of 2023, a new flow of consultation information was created to classify labor and social security claims, resulting in a change in the classification of probability risks between possible and remote causes.

b. Tax

The main types of tax discussions are:

- Issues relating to any non-payment of ISS and ICMS; and
- Issues regarding the origin of IRPJ, CSLL, PIS and COFINS credits used to offset tax debts.

The main claim arises from PIS and COFINS credits on all expenses incurred in subcontracting transport companies opting for the SIMPLES taxation regime. The origin of this dispute is based on the recognition of credits in December 2017. As a result of this fact, the Company corrected its Declarations of Debts and Credits of Federal Taxes (DCTF) of the 5 previous years to allocate these amounts of PIS and COFINS credits. During 2018, the Company and its subsidiary TCE received decision-making orders from the Federal Revenue of Brazil referring to the non-approval of tax debt offsets of these respective calculated credits. It is important to mention that, at the time, there was no questioning of the merits of the origin of the credit, but rather a discrepancy in the comparison of ancillary obligations. The Company presented statements of non-compliance at the administrative level during the 2018 fiscal year. These amounts were previously classified as having remote chances of loss, but were reclassified to possible, in accordance with the understanding of the Company's external advisors. The amount in the Parent Company is R$ 39,892 (R$ 36,808 on December 31, 2022) and in the Consolidated R$ 42,829 (R$ 39,516 on December 31, 2022). Furthermore, the Company became aware of the issuance of an infraction notice questioning the use of this full credit during the calendar year 2019, in the updated amount of R$ 10,063 in the Parent Company.

In February 2023, the Company became aware of a decision by the Federal Revenue Service that did not ratify part of the tax offsets made with PIS and COFINS credits arising from the lawsuit, already final and unappealable, which secured the right to exclude ICMS from its respective calculation bases. Of the amount of credit used of R$ 103,406 in offsets of tax debts, recognized in the fiscal years 2019 and 2020, R$ 18,607 were not approved on December 31, 2023, already with the incidence of fine and interest. The Company presented a timely defense against this decision.

In January 2018, the Company became aware of a charge made by the ISS inspection in the municipality of Mauá/SP through notices of infraction issued between December 2017 and January 2018. As of December 31, 2023, the restated amount of this portion of the claim is R$ 8,264 (R$ 7,571 as of December 31, 2022). This value is based only on the revenue earned by the Mauá/SP branch and not on the revenue mistakenly arbitrated by the inspection.

(In thousands of Reais, unless otherwise stated)

c. Civil

The main indemnity actions correspond to material damages, pain and suffering and pensions due to traffic accidents, involving freight companies subcontracted by the Company.

Remote losses not provisioned for on the balance sheet

The Company has tax, civil and labor lawsuits that have not been provisioned for, as they involve a remote loss risk classified by Management and its legal counsel, as shown in the amounts below:

	Parent company		Consolidated	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Labor and social security	27,545	15,618	28,806	16,194
Tax	621,625	610,886	622,801	615,158
Civil	3,910	2,888	4,381	3,338
	653,080	**629,392**	**655,988**	**634,690**

The claims demands are:

- The main claim in the tax sphere stems from a portion of a charge made by the ISS inspection in the municipality of Mauá/SP, as mentioned above, with a total amount of R$ 621,255 on December 31, 2023 (R$ 553,637 on December 31, 2022), in which the municipality mistakenly considered the total gross revenue earned by the Company, and not just that of the Mauá/SP branch that should be the basis of the respective inspection. In this context, based on the opinion of the lawyers, the Company considers the amount of R$ 612,991 as of December 31, 2023 (R$ 566,066 as of December 31, 2022) to be a remote loss. In February 2018, the Company's defense was presented at the administrative level and all additional supporting documentation was made available to the municipality. On July 4, 2019, the Municipal Finance Secretariat requested additional information, which was made available on August 15, 2019. In August 2021, the Company became aware of the decision of the 1st-level court that fully maintained the values of the notices of infraction. The Company lodged the respective administrative appeals together with an extensive probative report of all revenues earned by each branch during the audited period with the purpose of ruling out the arbitration on its gross revenue. In September 2022, the Company carried out a review of the updated calculation of the amounts discussed, which is why there was a partial decrease in the amounts disclosed. Currently, the Company awaits the judgment of these appeals by the second administrative level court of the Municipality of Mauá.

- In December 2017, as part of the tax opportunities relating to PIS and COFINS credits, the Company calculated credits on expenses incurred on fixed assets items over the last 5 years of operations. The Company corrected its Declarations of Debts and Credits of Federal Taxes (DCTF) in order to allocate these amounts of PIS and COFINS credits. During 2018, the Company and its subsidiary TCE received decision-making orders from the Federal Revenue of Brazil referring to the non-approval of tax debt offsets of the respective credits. It is important to mention that there was no questioning of the merits of the origin of the credit, but rather a discrepancy in the comparison of ancillary obligations. The Company presented statements of non-compliance at the administrative level during the 2018 fiscal year. The Company's counsel classified the chances of loss as “remote”. The amount in the Parent Company is R$ 7,547 (R$ 6,961 on December 31, 2022) and in the Consolidated R$ 8,088 (R$ 7,460 on December 31, 2022).

Other topics

a. Constitutional third fraction for vacation pay

The Federal Supreme Court - STF finalized, on 08/28/2020, the judgment of Extraordinary Appeal 1,072,485/PR (Topic 985 of the General Repercussion) which considered the incidence of the employer's social security contribution (as a rule, 20%) on amounts paid to employees as a constitutional third fraction for vacation pay. Based on this decision, the Company made a court deposit of the unpaid amount of the contribution in the past in its own lawsuit to await the modulation of the effects of the STF judgment, resulting from a request made in the context of motions for clarification still pending judgment.

b. Contribution on maternity salary

The Company has a lawsuit, filed in 2005, for the purpose of securing its right not to pay the social security contribution on the amounts paid as maternity salary to its employees. With the judgment by the Federal Supreme Court, in August 2020, of the case with general repercussions on the subject favorable to the taxpayer, the Company will very possibly obtain a favorable judgment in its own case. Thus, the Company may, after a favorable decision in its lawsuit, refund and/or tax offsets of the amounts paid for this contribution in the past. These amounts are being raised by the Company based on supporting documents for statements and payments.

c. Search and seizure – Pacto Operation

On October 17, 2019, the Company was subject to a search and seizure warrant for data and documents authorized by the Court of the 1st Criminal Court of São Bernardo do Campo, due to an investigation that, until then, was not known to the Company, and which was initiated by a "Partial Leniency Agreement" signed by one of Tegma's competitors in the brand-new vehicle transport market. The investigation aims to determine an alleged concerted action in the transport of brand-ne vehicles imported to a client of the Company, from the port of Vitória to the Interior Customs Station, an operation that was closed by the company in 2015, and which already at that time represented an immaterial volume in relation to revenues. for the Company. The search and seizure in no way affected the Company's operations.

Due to the events described, the Board of Directors determined, in a meeting on November 1, 2019, the establishment of an Independent Committee, composed of three members and assisted by specialized law firms, to conduct a thorough and meticulous investigation of the facts attributed to the Company, object of the documentation contained in the Leniency Agreement that gave rise to the aforementioned search and seizure. On July 30, 2020, the Company's Board of Directors received the investigation's final report and opinion, which concluded that there is no evidence of anticompetitive practices, nor of any offense that could sustain the accusations that gave rise to the Pacto Operation.

In September 2022, a complaint was offered under said Operation. None of the defendants are part of the Company's staff, nor has any equity measure been determined against Tegma.

Regarding CADE, there was no evolution in the process, only an extension of the term of the Inquiry.

17 Income tax and social contribution

Accounting policy

Current income tax and social contribution

Current income tax and social contribution assets or liabilities are measured at the estimated amount to be offset or paid to the tax authorities. The tax rates and laws adopted for the calculation of the tax are those in effect on the balance sheet dates. The offset of tax losses and negative basis of social contribution is limited to 30% of the taxable income for the year.

Deferred income tax and social contribution

Deferred income tax and social contribution are calculated on the income tax loss carryforwards, the negative basis of social contribution and the corresponding temporary differences between the tax bases on assets and liabilities and the carrying amounts of the financial statements. The rates of these taxes, currently defined for the determination of deferred taxes, are 25% for income tax and 9% for social contribution.

Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available to be used to offset temporary differences, based on projections of future results prepared and based on internal assumptions and future economic scenarios that may, therefore, undergo changes. Deferred income tax assets are recognized for tax losses in proportion to the probability of realization of the respective tax benefit through future taxable income.

The carrying amount of deferred income tax and social contribution assets is reviewed at each balance sheet date and reduced, when applicable, by a provision, to the extent that it is no longer probable that there will be sufficient future taxable income to allow for their realization.

The income tax and social contribution expense comprises current and deferred income and social contribution taxes. Current tax and deferred tax are recognized in profit or loss unless they are related to the business combination or items recognized directly in equity or other comprehensive income.

The income tax and social contribution balances on the balance sheet are:

(In thousands of Reais, unless otherwise stated)

	Parent company				Consolidated			
	December 31, 2023		December 31, 2022		December 31, 2023		December 31, 2022	
	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities
Corporate income tax (IRPJ)	13,558	(7,104)	11,165	(6,293)	14,898	(8,924)	12,371	(7,969)
Social contribution on net income (CSLL)	4,525	(3,150)	3,664	(2,659)	4,596	(3,996)	3,734	(3,432)
	18,083	**(10,254)**	**14,829**	**(8,952)**	**19,494**	**(12,920)**	**16,105**	**(11,401)**
Current	987	(10,254)	987	(8,952)	2,398	(12,920)	2,263	(11,401)
Non-current (i)	17,096	-	13,842	-	17,096	-	13,842	-
	18,083	**(10,254)**	**14,829**	**(8,952)**	**19,494**	**(12,920)**	**16,105**	**(11,401)**

(i) In September of this 2021 the Full Panel of the Federal Supreme Court (STF) ended the virtual judgment of the Extraordinary Appeal No. 1.063.187, favorable to the interests of the taxpayers when considering the levying of IRPJ and CSLL on the Interest (SELIC) amounts received unconstitutional due to the repetition of an undue tax charge. The Parent company has its own action on this matter, still without a favorable decision and linked to the judgment in the STF. On this topic, the Parent company has amounts involved that can be recovered, especially with regard to taxation by the IRPJ and CSLL, which took place in 2019, on the updating of the amounts of PIS and COFINS credits recognized, arising from the final and unappealable decision of its action of repetition arising from the exclusion of ICMS from their respective calculation bases, as mentioned in note no. 7 item (i). Based on the outcome of the decision, the Parent company recognized in its balance sheet as of September 30, 2021 the amount of R$ 12,919. The balance is R$ 17,096 on December 31, 2023 (R$ 13,842 on December 31, 2022).

(In thousands of Reais, unless otherwise stated)

The reconciliation of the expense calculated by applying the combined nominal tax rates and the income tax and social contribution expense recorded in income is shown below:

	Parent company		Consolidated	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Profit before income tax and social contribution	219,202	188,236	235,477	207,895
Combined nominal rate on income tax and social contribution	34%	34%	34%	34%
Income tax and social contribution at the nominal rate	**(74,529)**	**(64,000)**	**(80,062)**	**(70,684)**
Permanent differences				
Equity income	18,863	19,187	5,527	3,595
Tax incentives	8,636	7,242	9,713	8,019
Interest on equity	9,640	6,231	9,640	6,231
Others	(400)	2,400	1,617	4,608
	36,739	**35,060**	**26,497**	**22,453**
Income tax and social contribution on income	**(37,790)**	**(28,940)**	**(53,565)**	**(48,231)**
Current income tax and social contribution	(39,391)	(29,171)	(57,691)	(42,882)
Deferred income tax and social contribution	1,601	231	4,126	(5,349)
	(37,790)	**(28,940)**	**(53,565)**	**(48,231)**
Effective rate	**17.2%**	**15.4%**	**22.7%**	**23.2%**

(In thousands of Reais, unless otherwise stated)

The breakdown of deferred income tax and social contribution balances is as follows:

	Parent company		Consolidated	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Tax loss				
Income tax with tax losses	-	-	2,885	4,751
Negative base of social contribution on net income	-	-	1,517	2,189
	-	**-**	**4,402**	**6,940**
Temporary asset differences				
Provisions for profit sharing and bonuses	3,191	2,710	3,355	2,860
Allowance for doubtful accounts (PCLD)	356	271	705	336
Provisions for lawsuits	8,467	8,373	9,525	9,494
Provisions for freight payable	719	544	1,048	1,044
Provision of tolls payable	920	731	1,021	813
Cut-off provision	3,421	2,585	3,421	2,585
Actuarial liability	2,475	2,726	2,475	2,726
Other (i)	5,796	4,651	7,765	6,185
	25,345	**22,591**	**29,315**	**26,043**
Temporary liability differences				
Amortization of tax goodwill (ii)	(20,459)	(20,459)	(20,459)	(20,459)
Depreciation rate difference (iii)	(7,283)	(6,130)	(10,947)	(8,807)
Others	(1,491)	(1,406)	(1,491)	(6,938)
	(29,233)	**(27,995)**	**(32,897)**	**(36,204)**
	(3,888)	**(5,404)**	**820**	**(3,221)**

(i) In September 2022, the amount of R$ 1,495 was added to the consolidated due to the acquisition of a stake in Catlog, as described in Note 9 item (ii).

(ii) This refers to deferred income tax and social contribution calculated on the acquisition of subsidiaries, already fully amortized.

(iii) This refers to deferred income tax and social contribution calculated on the difference in the depreciation of fixed assets by applying different depreciation rates for tax and accounting purposes.

The segregation of deferred income tax and social contribution between assets and liabilities by company is presented below:

(In thousands of Reais, unless otherwise stated)

	Consolidated			
	as of December 31, 2023			
	Assets	Liabilities	Net assets	Net liabilities
Tegma Gestão Logística S.A.	25,345	(29,233)	-	(3,888)
Tegma Logistica de Armazéns Ltda.	2,928	(7)	2,921	-
Tegmax Comércio e Serviços Automotivos Ltda.	48	-	48	-
Tegma Cargas Especiais Ltda.	3,777	(3,698)	79	-
TegUp Inovação e Tecnologia Ltda	2	-	2	-
Fastline Logística Automotiva Ltda.	472	45	517	-
Catlog Logística de Transportes S/A.	1,145	(4)	1,141	-
	33,717	**(32,897)**	**4,708**	**(3,888)**

	Consolidated			
	as of December 31, 2022			
	Assets	Liabilities	Net assets	Net liabilities
Tegma Gestão Logística S.A.	22,591	(27,995)	-	(5,404)
Tegma Logistica de Armazéns Ltda.	3,893	(5)	3,888	-
Tegmax Comércio e Serviços Automotivos Ltda.	59	-	59	-
Tegma Logística de Veículos Ltda	602	(10)	592	-
Tegma Cargas Especiais Ltda.	5,750	(4,772)	978	-
TegUp Inovação e Tecnologia Ltda	7	-	7	-
Fastline Logística Automotiva Ltda.	81	49	130	-
Catlog Logística de Transportes S/A.	-	(3,471)	-	(3,471)
	32,983	**(36,204)**	**5,654**	**(8,875)**

The changes in deferred net income tax and social contribution are the following:

	Parent company		Consolidated	
	2023	2022	2023	2022
Balances on January 1st	**(5,404)**	**(5,572)**	**(3,221)**	**3,687**
Constitution – result effect	1,601	231	4,126	(5,349)
Deferred taxes on actuarial liabilities	(85)	(63)	(85)	(63)
Others (i)	-	-	-	(1,496)
Balances on December 31	**(3,888)**	**(5,404)**	**820**	**(3,221)**

(i) In September 2022, the amount of R$ 1,495 was added to the consolidated due to the acquisition of a stake in Catlog, as described in Note 9 item (ii).

The Company has the following expectation of realization of deferred income tax and social contribution assets:

(In thousands of Reais, unless otherwise stated)

	Parent company		Consolidated	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
From 1 to 12 months	5,069	4,518	9,708	10,544
From 13 to 24 months	5,069	4,518	6,248	6,345
From 25 to 36 months	5,069	4,518	5,919	5,483
From 37 to 48 months	5,069	4,518	5,919	5,219
Over 48 months	5,069	4,519	5,923	5,392
	25,345	**22,591**	**33,717**	**32,983**

18 Other accounts payable

	Parent company		Consolidated	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Movement of vehicles and cargo	1,153	1,249	2,315	2,180
Toll	2,715	2,241	3,013	2,485
Rent	4,679	2,395	5,235	3,137
Insurance	6,579	8,841	7,103	9,681
Data and voice communication	193	186	201	198
Benefits (i)	5,387	4,954	5,649	5,469
Consulting services	2,543	2,052	3,751	4,295
Miscellaneous maintenance	1,700	1,747	2,059	2,114
Fuel	14	2	28	7
Taxes and fees	9	3	29	26
Surveillance	1,641	1,780	1,802	1,968
Other (ii)	3,153	2,860	5,447	7,566
	29,766	**28,310**	**36,632**	**39,126**
Current	29,766	28,310	36,632	39,126
	29,766	**28,310**	**36,632**	**39.126**

(i) In September 2022, the Company was successful in the lawsuit against a service provider in the “Benefits” area, thus the amount of the judicial deposit related to this civil contingency was deducted, as per explanatory note no. 16 item (i).

(ii) (ii) Includes in 2022, an amount of R$ 2,883 referring to the provision for payment of additional amount due in the full corporate acquisition of CATLOG Logística de Transportes S.A., as mentioned in explanatory note nº 23 item (iii)..

19 Net equity

Accounting policy

Common shares are classified under shareholders' equity. Incremental costs directly attributable to the issuance of new shares or options are shown in shareholders' equity in a capital reduction account, net of taxes.

The distribution of dividends and interest on capital referring to the mandatory minimum amount, according to the Company's Bylaws, is recognized as a liability in the financial statements at the end of the year. Any amount above the mandatory minimum is only recognized in liabilities on the date it is approved by the shareholders at the General Meeting, being highlighted in a specific account under the shareholders' equity heading called “Proposed additional dividend”. The tax benefit of interest on shareholders' equity is recognized in the income statement. When decided upon by the Board of Directors, interest on equity is calculated in dividends for the period.

(In thousands of Reais, unless otherwise stated)

a. Capital stock

The Company's fully paid-up capital is R$ 318,524, divided into 66,002,915 registered common shares with no par value.

The Company's shareholding structure is constituted as follows:

Category	Number of shares	% Total
Mopia Participações e Empreendimentos Ltda.	15,396,481	23%
Cabana Empreendimentos e Participações Ltda.	4,817,704	7%
Coimex Empreendimentos e Participações Ltda.	13,207,034	20%
Other shareholders (individuals)	515,073	1%
Administrators	101	-
Treasury	65,143	-
Controllers, administrators and treasury	**34,001,536**	**52%**
Outstanding shares	32,001,379	48%
Total shares	**66,002,915**	**100%**
Treasury	65,143	
	65,937,772	

b. Profit Reserves

Legal reserve

The legal reserve is constituted each year by the appropriation of 5% of the net income for the fiscal year and cannot exceed 20% of the share capital. The purpose of the legal reserve is to ensure the integrity of the share capital and can only be used to offset losses and/or increase capital.

Reserve of tax incentives

The Company has a presumed ICMS credit in the amount of 20% on the amount of the tax debit, pursuant to the CONFAZ ICMS Agreement 106/1996. The amount of credit calculated was R$ 25,294 in 2023 (R$ 21,298 in 2022). These amounts were equated to an investment subsidy, through Complementary Law No. 160/2017 and allocated to the tax incentive reserve, pursuant to art. 195-A of Law 6.404/76 and § 4 and 5 in article 30 of Law 12.973/2014.

Profit retention reserve

The profit retention reserve refers to the retention of the remaining balance of retained earnings, in order to meet the business growth project established in its investment plan and shareholder remuneration plan, according to the capital budget approved and proposed by the Company's managers, to be deliberated at the Shareholders' General Meeting, in compliance with article 196 of the Brazilian Corporation Law.

c. Treasury shares

On December 31, 2023 and December 31, 2022, the balance of treasury shares corresponds to 65,143 common shares, in the amount of R$ 343.

d. Dividends and interest on equity

The net income of each fiscal year, after the compensations and deductions provided for by law and according to the statutory provision, will be allocated as follows:

- 5% for the legal reserve, up to 20% of the paid-in share capital; and,
- 25% of the balance, after appropriation of the legal reserve, will be used to pay the mandatory minimum dividend to all shareholders.

Dividends more than this limit are recorded in a specific account in shareholders' equity called "Proposed additional dividend". When decided upon by the Board of Directors, interest on equity is calculated in dividends for the period.

(In thousands of Reais, unless otherwise stated)

At a meeting of the Board of Directors held on February 11, 2010, the adoption of the indicative policy for the distribution of dividends by the Company was approved, so that future distributions of dividends, including interest on own capital, are carried out at least in an amount equivalent to fifty percent (50%) of net income for the year, calculated in accordance with Articles 193 to 203 of Law No. 6,404/76, as amended, Brazilian accounting practices and the rules of the Brazilian Securities and Exchange Commission.

The calculation of dividends for the years 2023 and 2022 is shown as follows:

	2023	2022
Net income for the year	181,412	159,296
Legal reserve	(9,071)	(7,965)
Reserve of tax incentives	(25,294)	(21,298)
Calculation basis	**147,047**	**130,033**
Mandatory minimum dividend (25%)	**36,762**	**32,508**
Interim dividends paid	54,728	38,883
Interim interest on equity paid	18,463	12,741
Complementary dividends proposed	35,606	29,672
Complementary interest on equity proposed	11,869	9,891
	120,666	**91,187**
Percentage on the calculation base	**82%**	**70%**

At the Annual Shareholders' Meeting held on April 13, 2022, the Management proposal for the allocation of net income for the year ended December 31, 2021, was approved, which resulted in the distribution of additional dividends and interest on equity of R$ 22,339, to the Company's shareholders, of which R$ 16,754 in dividends and R$ 5,585 in interest on equity, both paid on April 27, 2022.

At a meeting of the Board of Directors held on August 3, 2022, there was an approval of the distribution of interim dividends in the amount of R$ 18,442 and interim interest on equity in the amount of R$ 6,147 for the first semester of the year 2022, both paid on August 18, 2021.

At a meeting of the Board of Directors held on November 3, 2022, there was an approval of the distribution of interim dividends in the amount of R$ 20,441 and interim interest on equity in the amount of R$ 6,593 for the third quarter of the year 2022, both paid on November 18, 2021.

At the Annual Shareholders' Meeting held on April 13, 2023, the Management proposal for the allocation of net income for the year ended December 31, 2022, was approved, which resulted in the distribution of additional dividends and interest on equity of R$ 39,563, to the Company's shareholders, of which R$ 29,672 in dividends and R$ 9,891 in interest on equity, both paid on April 24, 2023.

At a meeting of the Board of Directors held on August 3, 2023, there was an approval of the distribution of interim dividends in the amount of R$ 28,353 and interim interest on equity in the amount of R$ 9,231 for the first semester of the year 2023, both paid on August 17, 2023.

At a meeting of the Board of Directors held on November 6, 2023, there was an approval of the distribution of interim dividends in the amount of R$ 26,375 and interim interest on equity in the amount of R$ 9,231 for the third quarter of the year 2023, both paid on November 23, 2023.

At a meeting held on March 11, 2024, the members of the Company's Board of Directors expressed their favor on the proposed allocation of results for the year ending December 31, 2023, and recommended its approval to the Company's General Meeting.

e. Actuarial liability

Arises from gains and losses arising from the provision of post-employment benefits. This component is recognized as other comprehensive income in the equity valuation adjustments group.

20 information by business segment

Accounting policy

The Company classifies its business analysis into:

- **Automotive Logistics:** division that transfers and distributes brand new and used vehicles, port transfers, and inventory and yard management for vehicle assemblers and vehicle preparation services for sale, comprising the Parent Company and its Subsidiaries Tegmax, Tech Cargo, TLV, Niyati, Fastline, Catalog; and,

- **Integrated Logistics:** division that carries out transport, storage and inventory management operations for various market segments, such as chemicals, home appliances and consumer goods, made up of the parent company and its subsidiaries TCE and TLA. In 2018 , the Company inaugurated the Corporate Venture called TegUp; for disclosure purposes, we consider it in the integrated logistics division.

(In thousands of Reais, unless otherwise stated)

What follows is a summary of the information by business segment:

	December 31, 2023			December 31, 2022		
	Automotive logistics	Integrated logistics	Total	Automotive logistics	Integrated logistics	Total
Assets						
Current assets	525,764	86,968	612,732	489,031	63,686	552,717
Non-current assets	521,544	65,435	586,979	511,321	47,042	558,363
	1,047,308	**152,403**	**1,199,711**	**1,000,352**	**110,728**	**1,111,080**
Liabilities						
Current liabilities	175,862	22,232	198,094	219,542	20,823	240,365
Non-current liabilities	142,340	22,732	165,072	99,320	4,268	103,588
Net equity	729,106	107,439	836,545	681,490	85,637	767,127
	1,047,308	**152,403**	**1,199,711**	**1,000,352**	**110,728**	**1,111,080**

	Consolidated			Consolidated		
	December 31, 2023			December 31, 2022		
	Automotive logistics	Integrated logistics	Total	Automotive logistics	Integrated logistics	Total
Net revenue from services provided	1,427,139	156,329	1,583,468	1,213,438	157,071	1,370,509
Cost of services provided	(1,113,980)	(107,714)	(1,221,694)	(941,963)	(105,268)	(1,047,231)
Operational expenses	(94,962)	(1,766)	(96,728)	(78,388)	(1,186)	(79,574)
Depreciation and amortization expenses (i)	(16,557)	(7,785)	(24,342)	(9,048)	(13,077)	(22,125)
Amortization right of use (ii)	(21,311)	(9,111)	(30,422)	(26,399)	(4,571)	(30,970)
Equity income	5,721	10,535	16,256	(212)	10,785	10,573
Financial income	8,140	799	8,939	1,972	4,741	6,713
Income tax and social contribution	(45,284)	(8,281)	(53,565)	(33,134)	(15,097)	(48,231)
Net income for the period	**148,906**	**33,006**	**181,912**	**126,266**	**33,398**	**159,664**

(In thousands of Reais, unless otherwise stated)

(i) R$ 20,238 in 2023 (R$ 18,283 in 2022) refers to the depreciation portion attributed to the cost of services provided and R$ 4,104 in 2023 (R$ 3,842 in 2022) attributed to general administrative expenses, totaling R$ 24,342 in 2022 (R$ 22,125 in 2022), as per Note 22.

(ii) R$ 29,782 in 2023 (R$ 30,316 in 2022) refers to the amortization portion attributed to the cost of services provided and R$ 640 in 2023 (R$ 654 in 2022) attributed to general administrative expenses, totaling R$ 30,422 in 2023 (R$ 30,970 in 2022), as per Note 22.

Revenues from the 7 largest customers represented approximately 79% of total revenues in 2023 (84% in 2022).

The services provided by the automotive logistics and integrated logistics division are all for customers based in Brazilian territory.

21 Net revenue from services provided

Accounting policy

The Company and its Subsidiaries provide services focused on the areas of logistics management, transportation, and storage in various industries, such as: automotive, consumption, chemicals and appliances. Transport revenue is recognized over time, based on the estimated duration of the trip (in proportion to the evolution of trips). Storage revenue is recognized in the period services are provided. Prices for services are determined based on agreements or pursuant to contracts. The Company bases its estimates on historical results, considering the type of customer, the type of transaction and the specifics of each sale. Revenue is presented net of taxes, returns, rebates and discounts, and after the elimination of intercompany sales.

The reconciliation of gross revenues to net revenues from services provided is as follows:

	Parent company		Consolidated	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Logistic services	1,646,955	1,404,806	1,965,943	1,687,357
Storage services	-	-	5,496	4,524
	1,646,955	**1,404,806**	**1,971,439**	**1,691,881**
Discounts, insurance and tolls	(94,818)	(76,820)	(105,041)	(82,712)
	1,552,137	**1,327,986**	**1,866,398**	**1,609,169**
Levied taxes	(237,493)	(199,626)	(282,930)	(238,660)
	1,314,644	**1,128,360**	**1,583,468**	**1,370,509**

(In thousands of Reais, unless otherwise stated)

22 Expenses by function and nature

The reconciliation of expenses by function is as follows:

	Parent company		Consolidated	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Cost of services provided	(1,052,847)	(906,495)	(1,271,713)	(1,095,830)
General and Administrative Expenses	(94,384)	(80,718)	(96,818)	(82,464)
Business expenses	(658)	(515)	(2,404)	(1,815)
Loss due to impairment of accounts receivable	(549)	(215)	(1,134)	(407)
	(1,148,438)	**(987,943)**	**(1,372,069)**	**(1,180,516)**

Expenses are presented in individual and consolidated results by type, as follows:

	Parent company		Consolidated	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Freight services – aggregated	(893,807)	(768,309)	(1,065,520)	(908,122)
Salaries	(86,468)	(69,467)	(97,942)	(83,507)
Social charges	(47,814)	(40,848)	(54,550)	(48,479)
Outsourced services (i)	(52,302)	(47,262)	(58,741)	(53,377)
Rent and leasing	(6,437)	(5,223)	(7,480)	(5,732)
Depreciation and amortization	(16,686)	(17,081)	(24,342)	(22,125)
Amortization right of use	(25,467)	(26,432)	(30,422)	(30,970)
Employee benefits	(26,447)	(20,140)	(30,289)	(25,228)
Variable costs	(5,487)	(6,148)	(17,487)	(14,385)
Other general expenses	(16,289)	(12,042)	(19,954)	(15,205)
Maintenance	(17,802)	(16,427)	(25,569)	(23,698)
Fuels and lubricants	(13,483)	(15,622)	(15,764)	(19,245)
Utilities	(3,445)	(3,150)	(3,894)	(3,501)
Communication	(2,217)	(2,358)	(2,396)	(2,539)
Other personnel expenses	(9,622)	(7,441)	(10,635)	(8,729)
Termination costs	(1,793)	(1,620)	(2,008)	(2,032)
Material	(3,447)	(3,383)	(3,674)	(3,616)
Travel expenses	(3,046)	(2,766)	(3,252)	(3,019)
Indemnity for loss	(770)	(459)	(895)	(459)
Contributions and donations	(3,177)	(725)	(3,216)	(740)
Loss due to impairment of accounts receivable	(549)	(215)	(1,134)	(407)
PIS/COFINS credit	88,117	79,175	107,095	94,599
	(1,148,438)	**(987,943)**	**(1,372,069)**	**(1,180,516)**

(i) This includes, in 2022, the amount of R$ 896 referring to attorney fees on the ICMS exclusion action in PIS and COFINS calculations, as mentioned in explanatory note No. 7 item (i).

23 Other net operating revenues (expenses) net

Parent company	Consolidated

	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Extemporaneous credits (i)	-	-	-	9,187
Expense recovery	1,453	1,319	1,607	1,333
inventory adjustments	(19)	(2)	(47)	(23)
(Loss) gain on sale of net property, plant and equipment	(118)	(50)	(176)	(183)
Right of use / lease write-off	-	-	-	-
Gain on share purchase	-	847	-	847
Creation of provisions for lawsuits and indemnities paid (ii)	(1,783)	(6,406)	(2,112)	(6,812)
Other operating revenues (expenses) (iii)	(2,620)	(248)	(389)	(3,733)
	(3,087)	**(4,540)**	**(1,117)**	**616**

(i) In December 2022, the subsidiary Catlog Logística de Transportes S.A. recorded an additional credit arising from the difference between the methodology for excluding the “highlighted” and “effectively paid” ICMS.

(ii) In September 2022, the Company made an additional provision for civil legal contingencies related to the former subsidiary Direct Express, in the amount of R$ 6,645, and this amount is included in the balance presented in note 16 item (i).

(iii) (ii) Includes in 2022, an amount of R$ 2,883 referring to the provision for payment of additional amount due in the full corporate acquisition of CATLOG Logística de Transportes S.A., as mentioned in explanatory note nº 23 item (iv).

24 Financial income

	Parent company		Consolidated	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Financial revenues				
Active interest (i)	4,403	3,390	6,104	9,474
INSS FAP inflation adjustment	862	626	966	1,393
Income from financial investment	20,465	10,610	29,290	17,632
Others	209	201	226	204
	25,939	**14,827**	**36,586**	**28,703**
Financial expenses				
Interest on bank financing	(12,337)	(11,580)	(12,620)	(11,580)
Bank expenses	(1,747)	(1,529)	(1,908)	(1,601)
Exchange losses	(711)	(591)	(711)	(591)
Lease interest	(8,353)	(4,665)	(9,572)	(5,252)
INSS FAP inflation adjustment	(862)	(626)	(966)	(1,393)
Liability interests	(116)	833	(175)	723
Other financial expenses	(1,208)	(741)	(1,695)	(2,296)
	(25,334)	**(18,899)**	**(27,647)**	**(21,990)**
	605	**(4,072)**	**8,939**	**6,713**

(i) Includes, in 2022, the amount of R$ 6,174 referring to the monetary restatement on the additional credit recorded in the subsidiary Catlog Logística de Transporte S.A., as per Note 7 item (i)

25 Earnings per share

a. Basic earnings per share

Basic earnings per share are calculated by dividing the loss attributable to the Company's shareholders by the weighted average number of common shares outstanding during the year:

	December 31, 2023	December 31, 2022
Earnings attributable to company shareholders	181,412	159,296
Weighted average number of common shares outstanding	65,937,772	65,937,772

(In thousands of Reais, unless otherwise stated)

Basic earnings per share in Reais	**2.75**	**2.42**

b. Diluted earnings per share

Diluted earnings per share are calculated by adjusting the weighted average number of common shares outstanding (excluding treasury shares) to assume conversion of all potential diluted common shares.

In 2023 and 2022, the Company does not have any dilution factor in relation to the base. Accordingly, the diluted earnings per share on December 31, 2023 and 2022 are equal to the basic earnings per share, of R$ 2.75 and R$ 2.42, respectively.

26 Related parties:

The Company carries out, in the normal course of its business, transport operations, property rental, delivery and pre-delivery inspection (PDI) with related parties at prices, terms, financial charges and other conditions compatible with market conditions. The Company also apportions operating costs and expenses.

a. Transactions with related parties

Balance sheet

	Parent company		Consolidated	
Assets	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Current Assets				
Related parties:				
Grupo Itavema (i)	188	-	188	3
Coimex Empreendimentos e Participações Ltda.	-	-	34	34
Tegma Cargas Especiais Ltda.	67	50	-	-
Tegma Logística de Armazéns Ltda.	52	35	-	-
Tegma Logística de Veículos Ltda	-	69	-	-
Catlog Logística de Transporte S.A.	-	1	-	-
Rabbot Serviços de Tecnologia S.A.	37	69	37	69
Fastline Logística Automotiva Ltda.	1,154	725	-	-
Others	2	-	33	75
	1,500	**949**	**292**	**181**
Total current assets	**1,500**	**949**	**292**	**181**
Non-current assets				
Long-term receivables				
Related parties:				
GDL Logística Integrada S.A. (iii)	1,115	1,115	1,115	1,115
Total long-term assets	**1,115**	**1,115**	**1,115**	**1,115**
Right of use				
GDL Logística Integrada S.A. (iv)	192	603	192	603
Niyati Empreendimentos e Participações Ltda	14,699	13,102	-	-
Pactus Empreendimentos e Participações Ltda. (ii)	10,967	13,750	10,967	13,750
	25,858	**27,455**	**11,159**	**14,353**

(In thousands of Reais, unless otherwise stated)

Total non-current assets	**26,973**	**28,570**	**12,274**	**15,468**
Total assets	**28,473**	**29,519**	**12,566**	**15,649**

	Parent company		Consolidated	
Liabilities	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Current liabilities				
Lease				
Niyati Empreendimentos e Participações Ltda	2,982	2,246	-	-
GDL Logística Integrada S.A. (iv)	105	564	105	564
Pactus Empreendimentos e Participações Ltda. (ii)	3,511	2,860	3,511	2,860
	6,598	**5,670**	**3,616**	**3,424**
Related parties:				
Grupo Itavema (i)	-	7	-	6
Catlog Logística de Transporte S.A.	212	-	-	-
Tegma Logística de Armazéns Ltda	17	154	-	-
GDL Logística Integrada S.A. (iii)	103	173	110	180
Tegma Logística de Veículos Ltda	-	100	-	-
Niyati Empreendimentos e Participações Ltda	429	529	-	-
Pactus Empreendimentos e Participações Ltda.	427	404	427	404
Tegma Cargas Especiais Ltda.	5	-	-	-
Rabbot Serviços de Tecnologia S.A.	120	179	194	216
Fastline Logística Automotiva Ltda.	3	-	-	-
	1,316	**1546**	**731**	**806**
Total current liabilities	**7,914**	**7,216**	**4,347**	**4,230**
Non-current liabilities				
Lease				
Niyati Empreendimentos e Participações Ltda	13,043	11,218	-	-
GDL Logística Integrada S.A. (iv)	-	51	-	51
Pactus Empreendimentos e Participações Ltda. (ii)	8,807	11,644	8,807	11,644
	21,850	**22,913**	**8,807**	**11,695**
Related parties:				
GDL Logística Integrada S.A. (iii)	504	504	524	524
Total non-current liabilities	**22,354**	**23,417**	**9,331**	**12,219**
Total liabilities	**30,268**	**30,633**	**13,678**	**16,449**

Income statement for the year

	Parent company		Consolidated	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Revenue from services rendered				
Grupo Itavema (i)	535	8	542	8

(In thousands of Reais, unless otherwise stated)

Fastline Logística Automotiva Ltda.	5,595	2,253	-	-
	6,130	**2,261**	**542**	**8**
General and Administrative Expenses				
Niyati Empreendimentos e Participações Ltda	(6,121)	(5,637)	-	-
GDL Logística Integrada S.A . (iii) (iv)	(1,301)	(593)	(1,343)	(593)
Tegma Cargas Especiais Ltda.	(5)	(5)	-	-
Tegma Logística de Armazéns Ltda	(57)	(684)	-	-
Tegma Logistica de Veículos Ltda.	-	(1,052)	-	-
Fastline Logística Automotiva Ltda.	(18)	(8)	-	-
Pactus Empreendimentos e Participações Ltda. (ii)	(5,587)	(4,817)	(5,587)	(4,817)
Rabbot Serviços de Tecnologia S.A.	(759)	(562)	(855)	(585)
Fundação Otacilio Coser (vi)	(100)	(113)	(100)	(183)
	(13,948)	**(13,471)**	**(7,885)**	**(6,178)**
Other operating revenues				
Itavema Group (i)	14	1	14	1
GDL Logística Integrada S.A. (iii)	-	263	-	291
Tegma Cargas Especiais Ltda.	408	2,087	-	-
Tegma Logística de Armazéns Ltda.	393	901	-	-
Fastline Logística Automotiva Ltda.	281	841	-	-
Tegma Logistica de Veículos Ltda.	-	328	-	-
Tegmax Com. Serv. Automotivos Ltda	-	2	-	-
Catlog Logística de Transporte S.A.	69	14	-	-
	1,165	**4,437**	**14**	**292**
Financial income				
Tegma Logistica de Veículos Ltda. (v)	-	1,367	-	-
Others	22.00	-	3	-
	(6,631)	**(5,406)**	**(7,326)**	**(5,878)**

(i) The Company maintains a service contract for the provision of vehicle storage, transport, inspection and delivery delivery, as well as for inspection, delivery and pre-delivery inspection (PDI) with some companies of the Itavema Group, related companies directly and/or indirectly with the Company, through its parent company Mopia Participações e Empreendimentos Ltda. (“Mopia”);

(ii) The Company maintains with Pactus Empreendimentos e Participações Ltda., a company under common control of the Company, a lease agreement for commercial properties located in São Bernardo do Campo-SP and Gravataí-RS, thus this agreement falls under the new CPC 06 standard (R2) Leasing Operations;

(iii) Pursuant to the negotiation between the Company and the Holding Silotec in the formation of the joint venture, part of the assets of the former subsidiary Tegma Logística Integrada S.A. shall be reimbursed to Tegma Gestão Logística SA as they are realized. Likewise, part of the liabilities must be paid by Tegma Gestão Logística S.A.

(iv) The Parent Company maintains a lease agreement with GDL Logística Integrada S.A., a company under common control of the Company, for commercial properties located in Cariacica-ES, and this agreement thus falls under the new CPC 06 (R2) Commercial Leasing Operations.

(v) On October 1, 2021 and May 27, 2022, Tegma Gestão Logística S.A., as lender, and Tegma Logística de Veículos Ltda., as borrower, entered into loan agreements in the amounts of R$ 28,974 and R$ 1,053 respectively . Both contracts were settled by June 30, 2022;

(vi) The Company made funds available to Fundação Otacilio Coser (FOCO). FOCO has been working since 1999 to strengthen links between communities, schools and companies through the Comunidades Sustentáveis, Rede Escolaí and Blend Program development programs. The Foundation is maintained by COIMEXPAR, the holding company of the COIMEX Group (controller of Tegma) and operates in communities in São Paulo and Espírito Santo.

b. Remuneration of key management personnel

Key management personnel include the president, board members, statutory officers and any persons related to indirect controlling shareholders. The remuneration paid or payable for services as employees is shown below:

(In thousands of Reais, unless otherwise stated)

	Parent Company and Consolidated	
	December 31, 2023	December 31, 2022
Salaries and charges	(7,894)	(7,120)
Board fees (Directors)	(3,877)	(3,599)
Profit sharing	(3,684)	(3,284)
	(15,455)	**(14,003)**

27 Insurance

The Company and its Subsidiaries maintain insurance, and the coverage contracted, as indicated below, is considered sufficient by Management to cover any risks to its assets and/or liabilities:

- Cargo transport - varying coverage depending on the nature and type of transport, coverage of up to R$ 1,700 for general cargo and for vehicles according to the transported model, effective from January 31, 2024 to January 31, 2025;
- Storage of goods, this coverage, varying depending on the location and type of goods, was stipulated equivalent to R$ 170,000, effective from September 15, 2023 to September 15, 2024;
- Civil liability against third parties' material, bodily, moral and personal damage damages and personal accidents - coverage up to R$ 1,000, and in the case of a third party fleet, the coverage is the same, effective from June 30, 2023 to June 30, 2024;
- Support fleet - hull collision, robbery and fire - 100% of the FIPE table market value, effective from January 25, 2024 to January 25, 2025;
- Other property, plant and equipment, fire, lightning, explosion, aggravated theft, electrical damage and others - comprehensive corporate coverage of R$ 54,100 effectives from September 15, 2023 to September 15, 2024;
- Civil liability of managers - coverage of R$ 80,000 effectives from December 29, 2023 to December 29, 2024;
- Environmental Risk Liability Insurance – Coverage R$ 5,000 effectives from October 30, 2023 to October 30, 2024; and
- Data Protection and Cyber Liability Insurance (Cyber Edge) - Coverage R$ 20,000, effective from October 30, 2023 to October 30, 2024.

The Company's Management, considering the financial costs involved in contracting insurance for its fleet of trucks and semi-trailers, as well as the probability of occurrence of claims and their eventual financial impacts on the operation, adopts the policy of not contracting this protection, maintaining, however, insurance for civil liability against third parties, as mentioned above.

28 Supplementary information from the cash flow statements

The preparation and presentation of the statements of cash flows, by the indirect method, is carried out in accordance with accounting pronouncement CPC 03 (R2) - cash flow statements.

What follows is the additional information:

	Parent company		Consolidated	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Unpaid property acquisitions	1,394	13,851	4,994	14,123

(In thousands of Reais, unless otherwise stated)

Property, plant and equipment acquisitions from prior periods paid in the current period	13,851	-	14,123	52
Revenue from the sale of fixed assets not received	1,276	344	1,276	344
Unpaid intangible asset acquisitions	343	731	415	826
Purchases of intangible assets from prior periods paid in the current period	731	-	826	-
Compensation of current income tax and social contribution	34,571	10,592	41,966	22,950
New lease agreements	38,171	7,376	50,394	9,933
INSS FAP inflation adjustment	735	626	839	1,393
Dividends not received	-	-	-	-
Capital contribution through assets	30,424	-	-	-
Acquisition of fixed assets and intangible assets	2	-	2	-

29 Subsequent event

Publication of Law 14,789 of December 29, 2023

Publication of Law 14,789 of December 29, 2023

Effective from January 1, 2024, Law 14,789 of December 29, 2023 established the taxation of any tax incentives, including the presumed ICMS tax credit. Furthermore, it revoked § 4 and 5 of Law No. 12,973/2014 that equated any ICMS tax benefits as “investment subsidies”.

In view of this scenario, the Company:

i) will submit its presumed ICMS tax credit to be taxed by income tax from January 2024.

ii) the amounts of presumed ICMS tax credits, which were until then considered as “investment subsidies” and allocated to the “Tax Incentive Reserve” account in the Company's Net Equity, under the terms set out in explanatory note 19, were subject to capital increase, as resolved and disclosed in the minutes of the Board of Directors Meeting on February 22, 2024. Therefore, the amounts in this Reserve will not be taxed.

TEGMA
Gestão Logística