



Gifts, Meals, Entertainment and Travel Policy

Ref Nexteer 14-1-2-9

POLICY AND PURPOSE

The exchange of business courtesies, such as gifts, meals, entertainment, and travel, can help strengthen business relationships and further business objectives. Where appropriate, Nexteer Automotive Group Limited and its global subsidiaries and affiliates (collectively, "Nexteer") permit the provision or receipt of business courtesies where the item provided is of modest value, is of the type customarily given in a business relationship and does not create the appearance of a conflict of interest.

This Gifts, Meals, Entertainment, and Travel Policy ("GME&T Policy") applies to all Nexteer directors, officers, and employees ("Nexteer Personnel"). Violations of this Policy will result in appropriate disciplinary action, up to and including termination.

This Policy does not apply to payments made to government employees and officials. Those payments are covered by the Nexteer Anti-Corruption Policy, which is provided separately. In addition to this GME&T Policy, Nexteer also maintains travel guidelines regarding travel and travel-related transactions. Those guidelines are consistent with this GME&T policy.

Any interpretation and the application of this Policy shall always be performed in accordance with applicable laws and regulations.

PERMITTED BUSINESS COURTESIES

Nexteer recognizes that it is customary for suppliers, customers, and other business associates to provide or receive business courtesies, provided that they: (1) are of modest value; (2) are not given in expectation of, or as an award for, obtaining or retaining business; and (3) are not given as a means of inducing a breach of trust or impartiality or to cloud business judgment.

Adherence to these expectations is important because improperly giving or accepting business courtesies could be construed as a violation of anti-corruption laws, such as the Foreign Corrupt Practices Act ("FCPA"), The Prevention of Bribery Ordinance ("POBO"), PRC Penal Code or the United Kingdom Bribery Act ("UK Bribery Act"). This includes business courtesies that are given to immediate family members.

This GME&T Policy provides rules regarding when business courtesies can be provided or accepted and when the receipt of such courtesies must be disclosed. As a general rule, the cut-off for action is at the \$250.00 level for an individual business courtesy. The receipt of any gift, meal, or entertainment that exceeds \$250.00 must be reported within fourteen days of its occurrence to Nexteer General Counsel.

GIVING OR RECEIVING GIFTS

Nexteer Personnel may give gifts to suppliers, customers, or other business associates, or receive them, provided the gift:

- is of a modest amount (less than \$250.00) or prior permission is granted



- is lawful under all applicable laws
- would not embarrass Nexteer if disclosed publicly
- does not imply the gift giver is entitled to preferential treatment
- would not influence, or appear to influence, the recipient's ability to act in the best interest of his or her company, or prevent the recipient from awarding business to one of the gift giver's competitors
- is disclosed within fourteen days (where required for the receipt of gifts).
- is lawful or permitted under a sunshine agreement or an anti-corruption agreement that Nexteer entered into with a customer.

The following gifts are never permitted:

- gifts given or received in the expectation of, or as a reward for, the provision of business
- gifts of cash or cash equivalents
- meals or entertainment given as a specific inducement to obtain or retain business or to reward the award of prior business
- gifts that are requested by the recipient
- any gift that would tarnish the reputation of Nexteer, including sexually oriented, unsavory, or unethical gifts

PROVIDING OR ACCEPTING MEALS AND ENTERTAINMENT

Nexteer Personnel can provide or accept meals and entertainment where it:

- is reasonable and appropriate in the context of the business occasion
- is of modest value (under \$250.00 per person) or prior permission is granted
- is lawful under all applicable laws
- is reasonably related to a legitimate business purpose, such as attending a business meal with a customer or supplier
- does not create the appearance that the recipient is entitled to preferential treatment
- would not influence, or appear to influence, the recipient's ability to act in the best interest of his or her company, or prevent the recipient from awarding business to one of the gift giver's competitors
- is disclosed within fourteen days (where required for the receipt of meals or entertainment)

The following meals and entertainment are not permitted:

- meals and entertainment that can be viewed as excessive and beyond business norms
- meals or entertainment given as a specific inducement to obtain or retain business, or to reward the award of prior business
- meals or entertainment that is requested by the recipient;
- meals or entertainment provided on a quid pro quo basis
- any form of entertainment that would tarnish the reputation of Nexteer, including sexually-oriented, unsavory, or unethical gifts.



These meals and entertainment guidelines apply to situations in which the host is present. Meals and entertainment that are provided without the host's attendance are gifts and must meet the requirements of the GME&T guidelines.

PROVIDING OR ACCEPTING TRAVEL EXPENSES

From time to time, it may be appropriate for customers, suppliers, or other business associates to pay for travel-related expenses for Nexteer Personnel, or for Nexteer Personnel to pay for the travel expenses of a business associate. Because such offers will almost always exceed the \$250.00 limit, offers to pay for or receive travel-related expenses always require the Nexteer employee to receive prior approval from Nexteer General Counsel and must be disclosed within fourteen days of receipt under the GME&T Disclosure Procedure.

In no event is it permissible to accept or provide a trip as a reward for obtaining or retaining business, or as a reward for the award of previous business. Paid-for travel for family members is also generally inappropriate.

RESPONSIBILITY

If any potential or actual violations of law or corporate policies are suspected, contact Nexteer's toll-free confidential hotline (1-855-405-4744). The hotline is administered by a third-party and is available 24 hours a day / 7 days a week. Calls can be anonymous, subject to applicable laws and regulations. A report may also be made online at www.nexteer.ethicspoint.com, which, in accordance with applicable laws and regulations may be made anonymous.