

**Corporate Guideline**  
Guideline #CpK CG-001 – Integrity Code  
Updated , May 6 ,2013



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# Integrity Code

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## **1 RULES OF CONDUCT**

All employees are expected to contribute to a company culture that is characterized by cooperative working relationships based on tolerance and respect for one another.

CpK Interior Products (CpK) expects all of its employees to contribute to a cooperative working environment in which the dignity of each individual is respected. The conduct of management should set an example to promote positive employee morale and the open exchange of ideas.

### **1.1 RULES OF CONDUCT WHEN DEALING WITH THIRD PARTIES**

All employees must be aware that they represent the company with their behaviour. Their conduct affects both the external reputation of the company and its internal culture.

All employees are expected to treat others as they themselves expect to be treated, including customers and other external persons having business relations with the company. This also applies to employees of other firms working within the company.

### **1.2 COMMITMENT TO HIGH ETHICAL STANDARDS**

CpK is committed to high ethical standards in business transactions. CpK does not tolerate unethical or corrupt practices by its employees or its business partners.

Cpk strictly forbids engaging in or tolerating bribery or any other form of corruption.

Ensuring that high ethical standards are maintained requires hard work, courage and often presents difficult choices. The *Integrity Code*, while not all-inclusive, reflects the basic standards of ethical behaviour expected of CpK employees and should be read in conjunction with the company policies, guidelines and standards of conduct that also apply to CpK employees. These materials are available in the Human Resources Dept.

### **1.3 QUALITY**

CpK's commitment to quality and quality improvement processes is essential to its growth and prosperity. Employees should strive to exceed customer expectations, both internal and external, and continuously improve the quality of CpK products and services.

### **1.4 PROTECTION OF THE ENVIRONMENT**

CpK is dedicated to protecting the environment for current and future generations and to complying with all applicable environmental laws and regulations. The company expects and encourages the active support and participation of its employees in pursuing new products and manufacturing technologies that promote resource conservation, facilitate recycling, eliminate pollution, and preserve the natural environment.

## **2 EMPLOYEE RESPONSIBILITY**

Each employee has a responsibility to be familiar with and comply with the letter and spirit of the CpK Integrity Code and the company's policies, guidelines and standards of conduct.

### **2.1 OBEY THE LAW**

The basic policy underlying the CpK Integrity Code is the company's commitment to conduct its business in full compliance with applicable law. This includes avoiding unauthorized copying of substantial portions of magazines, periodicals, books, or other copyrighted publications. Employees are responsible for understanding and conforming their conduct to the legal requirements relevant to their jobs and communicating this standard to those they supervise. This communication should include the direction to contact their HR Manager in the event that there is a risk of criminal conduct or non-compliance.

### **2.2 COMPANY REPUTATION**

Protecting CpK's reputation means abiding by the Integrity Code around the clock. Even off the job, employees are perceived by others as a representative of CpK. It is also important that employees encourage each other to uphold the CpK Integrity Code and cooperate with the company in enforcing its provisions. The reputation and viability of CpK may be at stake.

### **2.3 SCOPE OF APPLICATION**

The nature of some of CpK's objectives may require standards of conduct more specific than those set forth in this Integrity Code. In those cases, supplemental standards for certain business units, regions or individual operations may be developed in cooperation with Human Resources.

### **2.4 CONFIDENTIAL REPORTING OF INAPPROPRIATE ACTIVITIES**

In the event that an Employee believes there is inappropriate activities taking place within the company ( ie violations of any CpK Policy or local / Federal law ) they are encouraged to report details to their Supervisor or HR Manager. In the event they are not comfortable making this contact, then they can provide **anonymous** information to the Chrysler Business Practices Office at 1-800-543-1391 or email [bpoffice@chrysler.com](mailto:bpoffice@chrysler.com). Information submitted will be treated as confidential and Employees who submit will be protected from possible reprisals or victimization if they have reasonable belief that information was disclosed in good faith.

### **3 POLITICAL CONTRIBUTIONS & GOVERNMENT OFFICIALS**

CpK is fully committed to conducting its business activities in full compliance with all applicable laws.

#### **3.1 POLITICAL CONTRIBUTIONS**

Payments, gifts, loans or services provided by CpK or its subsidiaries to any political party or committee or a candidate for, or a holder of a political office are permitted only if in compliance with applicable law and approved in accordance with company policy.

#### **3.2 PAYMENTS OR LOANS**

Payments or loans of corporate, subsidiary or personal funds or transfer of anything else of value to a government official or employee for the purpose of obtaining, retaining or directing business to CpK or any of its subsidiaries or affiliates or other persons are prohibited, unless such action is permitted under applicable laws and government ethics rules and in accordance with company policy.

#### **3.3 FOREIGN GOVERNMENTS & CUSTOMERS – INTERNATIONAL TRADE LAWS**

CpK is committed to complying fully with antibribery, export control, customs and antiboycott laws.

Anti-bribery laws prohibit providing, directly or indirectly, anything of value not only to domestic, but also foreign governmental, political or military officials or representatives of international organizations (such as the United Nations and the World Bank) to obtain or retain business or to gain an unfair advantage. CpK's record keeping and internal accounting and control policies are designed to ensure integrity and accuracy in the recording and reporting of all business transactions.

Export control and custom laws regulate where and how Cpk may sell goods, technology or exchange information. In some cases, these laws may prohibit doing business with certain countries, or impose requirements for licenses before goods or technology may be exported or exchanged. Customs laws require accurate documentation and proper reporting and valuation of goods.

Anti-boycott laws may prohibit participation in foreign boycotts and limit disclosure of information about business activities and personnel, and may require the reporting of certain types of requests for information or participation in boycotts.

International trade laws are complex. The penalties for noncompliance can be severe and could include personal liability and imprisonment. In addition, compliance with various CpK internal regulations and procedures on international trade is also essential to maintaining CpK's worldwide reputation. Any new business outside of Chrysler Group LLC requires approval from

Business Development, Purchasing, as well as from Legal Counsel prior to any quotes being issued.

If employees discover any business dealings with prohibited countries, suspect export control violations or have questions about how these laws relate to their job responsibilities they should contact their Human Resources Department to seek clarification.

## **4 SUPPLIER, DEALER, CUSTOMER & OTHER BUSINESS RELATIONSHIPS**

Employees must avoid personal interests or financial activities that conflict, or appear to conflict, with CpK's interests or that influence, or appear to influence, their judgment or actions in performing their duties as employees. In particular, employees must comply with the following guidelines dealing with gifts, meals, entertainment, and other benefits and business partners.

### **4.1 BUSINESS ACTIVITIES**

CpK employees should never request or solicit offers for entertainment, meals, gifts or other gratuities, or personal services or favours from business partners.

Business meals as the guest of a business partner may be accepted if they are offered voluntarily, have a legitimate business purpose and are an integral part of the work agenda (e.g. lunch during a seminar or meeting, cocktail reception following meetings or dinner incorporated into a continuing work period). An employee should not accept more than one such meal a week overall, and should not accept more than one such meal a month from the same business partner, unless there are extenuating circumstances. Employees have a responsibility to inform their supervisors on an ongoing basis about the frequency and nature of meals and entertainment paid for by business partners.

Travel and overnight accommodations paid for by business partners are not allowed. Exceptions are permitted for business travel in a business partner's plane with the prior approval of an immediate supervisor and at least a Senior Vice President. If a business partner pays for accommodations or provides "in-house" accommodations, employees should determine the fair market value, make appropriate payment to the business partner, and arrange for reimbursement via their expense report.

Attendance at sports events and activities, shows or other appropriate entertainment or social activities as the guest of the same business partner is not allowed more than twice a year. A representative of the hosting company must be present.

If employees use CpK suppliers, dealers or customers to provide goods or perform services of a personal nature, fair market value must be paid for the goods or services, and the payment must be documented.

Solicitation or acceptance of personal financial assistance of any kind from a supplier, dealer or a customer is prohibited.

Sponsorship by a supplier, dealer or other customer of CpK events, of birthday, retirement or other company parties is not allowed. Similarly, neither an employee nor an employee on behalf of the company should solicit or accept supplier participation in employee or company sponsored charitable or quasi-charitable endeavors. Such participation could introduce variables other than cost, quality and delivery into the supplier selection process.

Employees and their families should never solicit gifts or accept other personal benefits from CpK suppliers, dealers or other customers. Promotional material and other items of value up to \$30 or less may be accepted if made voluntarily and there is no reasonable likelihood the gifts will influence an employee's judgment or actions in performing his or her duties. Gifts above this value should not be accepted and the giver should be advised of the Cpk policy.

If employees have questions (e.g. in an international setting where rejection of the gifts would be considered culturally discourteous) they should review the matter with their supervisor or CpK's Human Resources Department.

Employees may take advantage of discounts and other promotions offered by Cpk suppliers, dealers or customers, provided such discounts are available to all Cpk employees. Discounts that have been solicited or bargained for in connection with obtaining or providing goods or services on behalf of CpK or that are only offered to a limited group of employees are prohibited.

To prevent exposure to conflict of interest situations employees are required to maintain a Meal and Entertainment log. The Log needs to include all meals and entertainment received from supplier, dealers, customers, and any potential business partners.

The Log needs to include, at a minimum, the following:

- a) Employee's name;
- b) Employee's supervisor;
- c) Employee's location and department;
- d) Date log created;
- e) Date of event;
- f) Name of hosting company;
- g) Name of hosting representative
- h) Name of establishment;
- i) Business purpose;
- j) Explanation of event and estimated cost;
- k) Other CpK employees in attendance.

The Log needs to be submitted and reviewed on a quarterly basis to your next level of management and maintained for five years.

## **4.2 OUTSIDE ACTIVITIES**

Employees may not serve on boards of directors of companies operated for profit without CpK's approval. Employees may not engage in recurring private business activities that interfere with their CpK duties and may not, without prior approval, work or otherwise perform services for hire for business partners or competitors. In their personal capacities, employees may participate in community, government, educational and civic organizations and may serve on the boards of

directors of private clubs, educational institutions, charities and hospitals, provided that such participation or service does not interfere with their duties as CpK employees.

#### **4.3 SHARE OWNERSHIP**

CpK employees and their immediate family members may not hold directly or indirectly, any undisclosed share ownership interest in business partners or other concerns having current or proposed business relationship with Cpk. Excepted are ownership interests that do not influence the performance of duties of CpK employees and are otherwise permitted under company policy.

#### **4.4 REPRESENTING CPK**

Employees who participate in or serve on the boards of community government, educational, civic or other non-profit organizations as representatives of the company must obtain the prior written approval from Human Resources and the CpK Board of Directors.

Members of CpK's management are periodically asked by outside concerns to participate in interviews, give speeches or write articles expressing the views of the company or discussing its activities. Employees should ensure that both the occasion and content of any interview, speech or article have been approved by their management, are consistent with company's interests and programs, and have received the concurrence of the Human Resources Department. Any honorariums, fees, expense reimbursements or other remuneration associated with these activities are to be paid or made payable to CpK.

#### **4.5 Support of local charitable groups**

All business related donations to charities or political parties require the written approval of CpK's President.

Any solicitation of CpK Employee's for support of charitable groups requires approval of the Human Resource Manager before commencing on company property.

### **5 PROTECTING THE COMPANY**

Employees must protect CpK's property whether tangible, intangible or electronic and maintain effective controls.

## **5.1 PROTECTION OF ASSETS AND INFORMATION**

Employees have a responsibility to protect CpK's property against loss, theft, abuse and unauthorized use, access or disposal. Employees may use company assets only for purposes related to their CpK job responsibilities. Confidential information (non-public information about the company or its products) is to be held in strict confidence during, as well as after, an employee's term of employment.

Employees must follow CpK's use, access and security guidelines for software and information technology, email, inter-/intra-/extranet and voice mail systems. Moreover, personal data protection rights, where applicable, must be strictly observed.

## **5.2 INTERNAL CONTROL SYSTEMS/REPORTS/RECORDS**

CpK's policy is to maintain effective internal control systems to ensure compliance with laws and corporate policies, protect and prevent misuse of company assets, and assure appropriate authorization for company transactions and other corporate activities. CpK's internal controls enable it to provide timely and accurate external reports, including financial statements that fairly represent its financial position. To achieve this standard, employees are expected to maintain accurate and complete internal records of all business activities and arrange for appropriate authorization and documentation of transactions and commitments with business partners. In particular, employees are required to report business expenses in an accurate and timely manner. Company records are the sole property of CpK and should be created and maintained in a manner consistent with applicable policies.

## **5.3 INSIDER TRADING**

Inside information is information that could reasonably be expected to affect the price of securities, before its public dissemination. It is a violation of CpK's policy and may be a violation of law, to buy or sell publicly traded securities of its business partners while in possession of material, inside information or to disclose such information to others.

## **6 COMPETITOR & BUSINESS PARTNER RELATIONSHIPS**

In collecting information about its business partners and competitors, CpK uses all legitimate sources, while avoiding any actions that are illegal or could cause liability to the company.

Cpk is committed to complying fully with all applicable competition and trade laws and related laws pertaining to fair pricing, fair competition and consumer protection.

These laws regulate CpK's relations with its competitors, suppliers and dealers, distributors and retail customers. They generally prohibit agreements and other activities that fix or coordinate prices or price formulas, divide sales territories or customers, or unreasonably restrict free and open competition. They also restrict CpK's ability to share proprietary or cohesively sensitive information and to deal exclusively with suppliers or other business partners. These laws also establish requirements for consumer disclosures and the resolution of customer issues.

## 7 CONTACT INFORMATION & SANCTIONS

The integrity code does not cover every situation an employee may face. If there is a question or double standard about a situation, seek guidance.

### 7.1 QUESTIONS ABOUT THE INTEGRITY

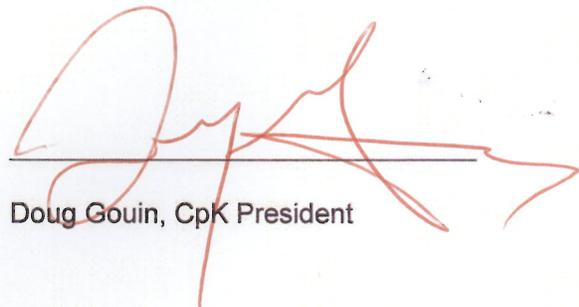
Questions about the CpK Integrity Code or other business ethics situations may arise from time to time. If employees are unsure about the right thing to do, they can discuss it with their supervisor. Their question may be answered by referring to the CpK Integrity Code or by contacting their Human Resources representative.

### 7.2 SANCTIONS

Violations of the CpK Integrity Code or any other CpK policy, guideline, standard of conduct or procedure may result in disciplinary action, up to and including discharge and legal proceedings.

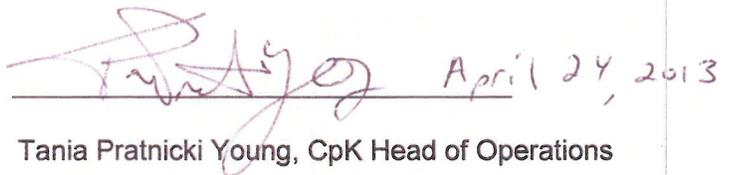
All CpK supervisors and management personnel are responsible for ensuring that all employees are familiar with the contents of the Cpk Integrity Code and that they obey the rules. Failure to fulfill these responsibilities may also subject a supervisor or manager to disciplinary action and legal consequences.

CpK reserves the right to amend and interpret the terms of the CpK Integrity Code.



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Doug Gouin, CpK President



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Tania Pratnicki Young, CpK Head of Operations