

# CODE OF CONDUCT

*We are One Nexteer*

# A Message from our President, Robin Milavec



**ROBIN MILAVEC**  
President

At Nexteer, we foster a positive culture focused on our people, operational excellence, and enterprise growth. We have a well-earned reputation for innovation and for doing business with integrity, which is essential to our success. We each have a role to play in ensuring we continue to uphold that reputation.

Our Code of Conduct is a guide for acting in a way that is consistent with the law, our policies, and our One Nexteer Culture. While the Code may not cover every situation we will face, it helps to steer us in the right direction as we work to achieve our vision of being the leading motion control technology company, accelerating mobility to be safe, green, and exciting.

I expect everyone to read, understand and commit to comply with our Code. I also expect you to speak up if you are ever unsure about the right direction to take, or if you see something that doesn't comply with our Code, the policies, or the law.

I am excited about our future, and I am confident we will achieve our mission by working together in our One Nexteer Culture to ensure we are the supplier and employer of choice for all our stakeholders around the world.

Sincerely,

Robin Milavec



*People*  
**Act as  
One Nexteer**



*Operational Excellence*  
**Live and Lead  
Excellence**



*Enterprise Growth*  
**Relentlessly  
Innovate and Grow**

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Resources



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**We are One Nexteer**

# Our Vision, Mission and Culture



## Our Vision

We are the Leading Motion Control Technology Company, Accelerating Mobility to be Safe, Green and Exciting.

## Our Mission

### BE A MODEL GLOBAL COMPANY

Nexteer is admired and credible. Customers and suppliers perceive us as a business partner of choice that delivers world-class products while demonstrating operational excellence.

### ACHIEVE PROFITABLE AND BALANCED GLOBAL GROWTH

We create value through innovation. While partnering with winning automotive OEMs, we can continue to grow our company and achieve geographic, customer and vehicle platform diversity.

### DEVELOP A POSITIVE CULTURE

We foster a culture that focuses on our people, operational excellence, and enterprise growth.

## Our One Nexteer Culture



### PEOPLE

We hire talented people and then empower them to act according to their best judgment. Constructive communication is fostered both within and across teams. And thanks to our global footprint and extensive in-house resources, employees can develop unique personal growth plans that match their long-term career goals.



### OPERATIONAL EXCELLENCE

A passion for perfect quality guides us. Integrity, accountability, and clear, timely decision-making are expected of everyone.



### ENTERPRISE GROWTH

Our business growth is the result of relentless innovation, collaborative relationships, and a focus on our customers' needs. But growth alone isn't enough; it must be sustainable. This requires an eye toward the future and mindfulness of how we impact our environment, employees, and communities.



# About our Code



We work together around the world as One Nexteer to move people and to be the leader in motion control technology. Our culture and our Code of Conduct (“Code”) help to steer us in the right direction when it comes to our daily decisions and actions. While it may not cover every possible situation we will encounter, our Code along with our Company policies provides guidance on:

- acting as One Nexteer,
- complying with all applicable laws, rules, and regulations, and
- speaking up if we see something that doesn’t seem right.

Throughout the Code you will find additional resources, examples, and links to Company policies to further illustrate how to put these principles into action every day.

The principles and standards in our Code apply to all employees, officers, and members of the Board of Directors of Nexteer Automotive Group Limited and its subsidiaries, referred to in this document as the “Company”.



# Our Responsibilities



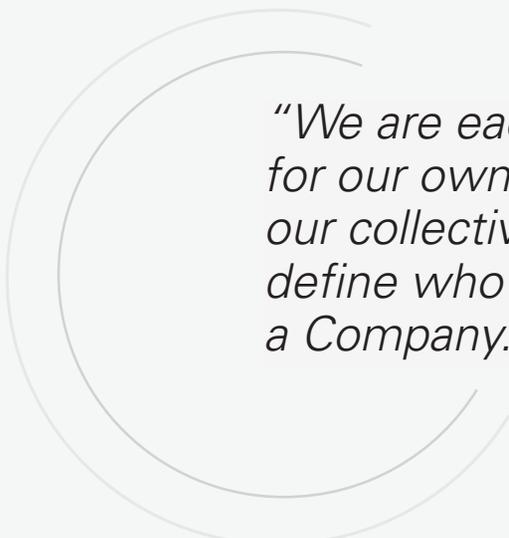
We foster a positive culture that focuses on our people, operational excellence, and enterprise growth. We do this by acting as One Nexteer wherever we are in the world.

We are each responsible to:

- be honest and do business with integrity
- complete any required training and read, understand, and certify our commitment to the Code annually
- seek advice from Company resources if we are ever unsure about the right course of action
- comply with the law, this Code and Company policies
- hold ourselves and each other accountable for our decisions and actions and speak up if we see something that doesn't seem right
- cooperate fully in any investigation into a possible violation of our Code, Company policies or the law

Leaders are expected to demonstrate daily what it means to act as One Nexteer. We expect leaders to:

- model the right behavior, leading by example
- clearly communicate ethics and compliance expectations with others
- promote a positive culture where people are treated with respect and are comfortable raising concerns and different perspectives without fear of retaliation



*“We are each responsible for our own actions, and our collective actions define who we are as a Company.”*

# Choosing the Right Path Forward



We hire talented people and then empower them to act according to their best judgment. However, when faced with a challenging situation, the right path forward may not always be clear. In those situations, ask yourself these questions:

Is it consistent with our culture, the law, Company policies, and our Code?

YES  NO

Do I have the authority to make this decision or take this action?

YES  NO

Is it something a model global company would do?

YES  NO

Will it reflect well on Nexteer?

YES  NO

Would I be proud if my action was made public?

YES  NO

If you answered no to any of these questions, or if you still aren't sure about the right path forward, seek advice from Nexteer Compliance.



Speaking up about a possible violation of the Code, Company policies, or the law is the right thing to do. This includes possible violations by our employees, suppliers, business partners, or anyone else acting on behalf of our Company. The sooner we know about a problem, the sooner we can correct it and live up to our commitment to maintaining a positive culture. While it may seem easier not to get involved, we must take accountability and speak up so that the matter can be properly addressed.

We encourage you to speak up directly to your manager, but you may also ask questions or raise concerns to:

- any member of management
- your Human Resources representative
- the Legal, Internal Audit, or Security Departments
- the Nexteer Ethics Line

The Nexteer Ethics Line is administered by an independent company to allow for confidential communication online or through the telephone 24 hours a day in your preferred language. You may make an anonymous report (as permitted by local law) but identifying yourself along with your report will assist any investigation that follows. If you choose to remain anonymous, please provide as much detail regarding your concern as possible and return to the Nexteer Ethics Line periodically to answer any follow up questions or receive updates on the status of your report. Details for using the Nexteer Ethics Line can be found in the Resources section of this Code.

We will not tolerate retaliation against anyone for raising a concern in good faith or for participating in an investigation. If you feel that you or someone else has been retaliated against in this way, you should report it through the Nexteer Ethics Line.

- **Retaliation** means any adverse conduct taken against a person who raises a concern or participates in a Company investigation of misconduct. It can include shunning or harassing the person, making threats intended to intimidate them, or taking an employment action against them because of their report or participation in an investigation.
- **Good Faith** means that to your knowledge, the information you are providing is complete, truthful, and accurate.

#### • THE RIGHT DIRECTION...

#### **What happens when someone reports a concern about a possible violation of the Code?**

We take all reports seriously and we follow up as appropriate. If it is determined that an investigation is necessary, one will be conducted in a timely, fair, objective, thorough and thoughtful manner. We are committed to keeping your information confidential to the extent possible under the circumstances and applicable law. We expect anyone involved in an investigation to cooperate fully by providing all the information they believe in good faith to be truthful and accurate. We prohibit retaliation against anyone for raising a concern in good faith or for participating in an investigation. Violations of our Code, our policies, or the law will result in disciplinary action up to, and including, termination of employment.



A group of diverse people, including men and women of various ethnicities, are smiling and talking outdoors. The background is bright and slightly blurred, suggesting an outdoor setting like a park or a public square. The overall mood is positive and collaborative.

# People

*We hire talented people and then empower them to act according to their best judgment. Constructive communication is fostered both within and across teams. And thanks to our global footprint and extensive in-house resources, employees can develop unique personal growth plans that match their long-term career goals.*

# We Promote a Safe, Secure and Healthy Workplace



Our people are at the center of our One Nexteer culture, and we are committed to protecting the health & safety of each employee, visitor and contractor on our premises through proactive programs to achieve safe and healthy working conditions.

To make this a reality, it takes the commitment of each one of us to ensure we:

- complete all required safety training, and understand the proper safety procedures for our jobs;
- follow all applicable environmental, health and safety laws, regulations, and Company policies;
- comply with all access controls for entering Company facilities;
- do not tolerate any acts or threats of violence, intimidation, or bullying;
- do not bring weapons onto Company premises;
- do not work under the influence of illegal drugs, alcohol, cannabis, or misused prescription medications;
- do not use, possess, distribute or sell alcohol or drugs on Company premises; and
- SPEAK UP promptly if we see anything that could pose a risk to the health, safety, and security of our people or our workplace and encourage others to do so.

On occasion, alcohol may be served at events outside of standard work hours such as a business dinner. Only legal, moderate consumption of alcohol at these events is acceptable. We must never drink to excess, and we must take appropriate measures to ensure we, and others in our group, get home safely. Driving under the influence of alcohol or other drugs outside of legal limits is strictly prohibited.

## GO THE EXTRA MILE...

- [Employee Handbook](#)
- [Health and Safety Policy](#)
- [Health & Safety Procedures](#)

## THE RIGHT DIRECTION...

**My manufacturing facility has a major order to fulfill. We are running at 100% capacity and are under a great deal of pressure to get the shipment out. One of the plant machines seems to be operating incorrectly and may not be safe, but if we shut down the machine, we will miss the shipment deadline. What should I do?**

Speak Up. You need to immediately report the issue to a supervisor or a member of the EH&S team and ensure the equipment is safe prior to continuing production. Safety always comes first!

**I frequently entertain clients with another co-worker, Bruce. This often involves discussing potential sales over dinner and drinks. I have noticed that Bruce drinks to excess at these events, and I have had to call him a ride-share on more than one occasion to make sure he gets home safely. I don't want to get Bruce in trouble, but I am concerned he may have a problem. What should I do?**

You should talk to a Human Resource Business Partner about your concern, and they can follow up with Bruce to determine the best course of action.



# **SAFETY** IS EVERYONE'S JOB

**nexteer**  
**GOAL = 0** TOTAL INJURY CASES

## KEY 6 STRATEGIES



Safety Management System



Design-In Safety



Training



High Technical Information Systems for Data Management



Corrective Actions & Root Cause Analysis



Management Commitment



## MAKE TOMORROW BETTER THAN TODAY

Global Health & Safety Vision Strategy

- Proactive vs. reactive
- Personal accountability
- Every employee at every level
- Preventing re-occurrence
- "Speak up" safety culture
- New mindset with rigor & discipline
- Visual transparency

# **ALL ACCIDENTS** ARE PREVENTABLE

## SPEAK UP

To Eliminate Unsafe Acts & Conditions



### HEALTH & SAFETY POLICY

Nexteer is committed to protecting the health & safety of each employee, visitor and contractor on our premises through proactive programs to achieve safe and healthy working conditions. The implementation of actions from identified risks and opportunities to help individuals realize a healthy, injury free environment is a leadership responsibility. Continuing support of this effort is the responsibility of everyone.

# We Value our Differences



We are a diverse, dedicated global team committed to a culture of Respect, Inclusion, Support, and Equity (RISE). We create value through innovation, and we value our differences as a source of innovation and creativity that is critical to our success.

We RISE by:

- valuing our differences including race, gender, background, language, education, experience, and expertise;
- being inclusive, listening to new ideas without bias, and supporting others to ensure everyone is heard; and
- treating each other with mutual respect.

## THE RIGHT DIRECTION...

**When I was recruited, I was told my unique background, skills, and experience would really add value to the team, but now I feel like every time I offer a different perspective, it is ignored or even viewed by some negatively. I would like to go along with the team, but I really believe that my different views can help us be successful. What should I do?**

We believe in an inclusive culture where diverse experiences and different opinions are sources of innovation and creativity. We encourage you to talk to your co-workers and your manager about your feelings. They may just need you to raise their awareness. If you are uncomfortable doing that, seek advice from your Human Resource Business Partner.



# We Treat Each Other with Respect



We strive to create and maintain a workplace where everyone is treated with dignity, fairness, and respect. We hire and promote talented people based solely on their ability to perform their job and then empower them to act according to their best judgment to advance the Company's goals. We do not tolerate discrimination or harassment of any kind, including sexual harassment.

We treat each other with respect when we:

- provide all employees and job applicants equal opportunity when making decisions that involve recruiting, hiring, training, assigning work, promoting, compensating, or any other term or condition of employment;
- never discriminate on the basis of race, color, age, gender, sexual orientation, gender identity and expression, ethnicity or national origin, disability, pregnancy, religion, political affiliation, union membership, veteran status, genetic information, marital status, or any other characteristic protected by law;
- are professional and courteous in our interactions and communications; and
- do not engage in or tolerate conduct – whether verbal, physical or visual – that could be intimidating, hostile, offensive or demeaning.

## THE RIGHT DIRECTION...

### What is considered harassment?

Harassment is any unwelcome conduct that might reasonably be expected or perceived to cause offense or humiliation to another person or interfere with their ability to do their work.

Be alert for behavior that would have a negative impact on our workplace such as:

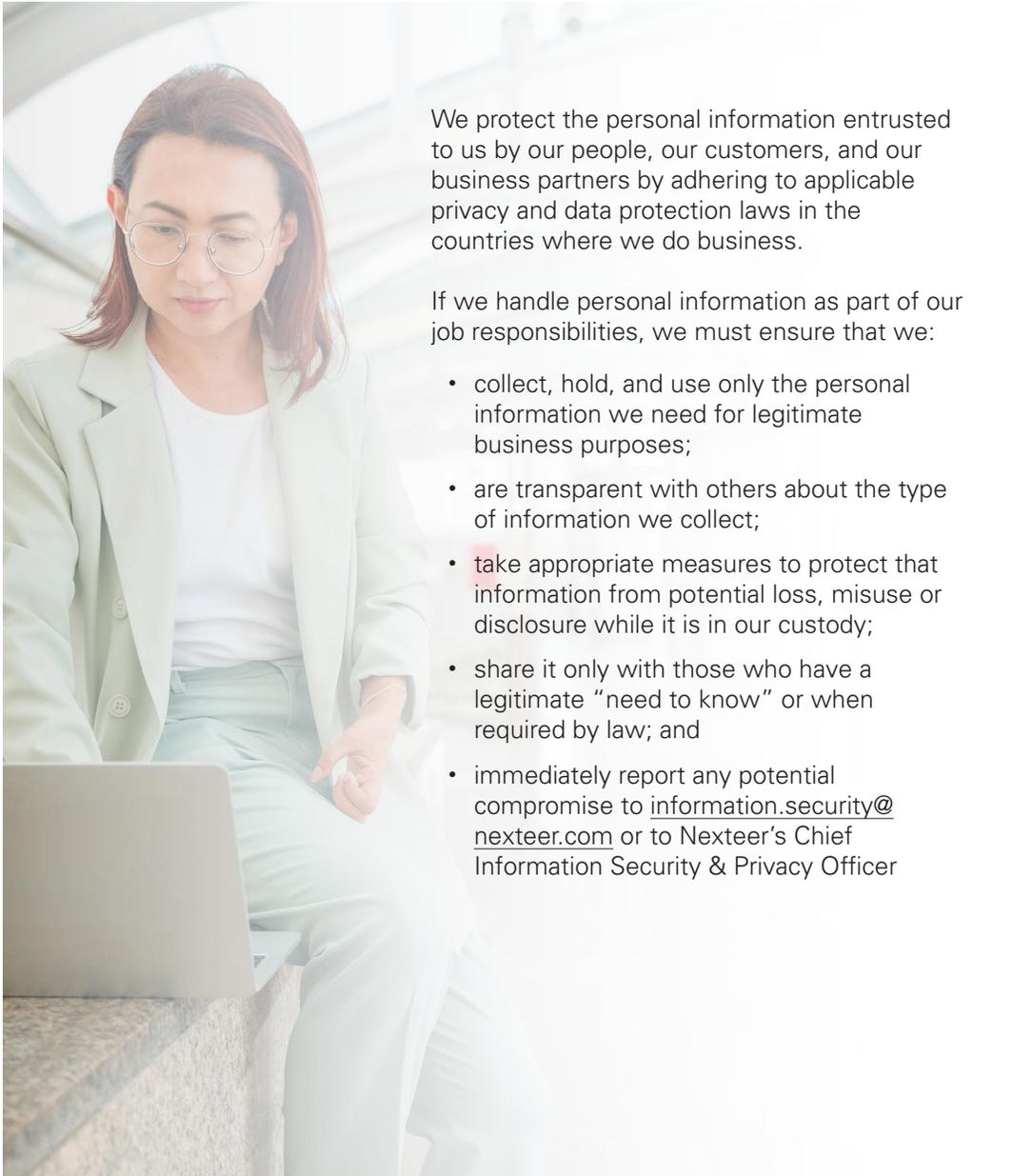
- Making slurs, inappropriate jokes, negative remarks, or stereotyping anyone
- Targeting or singling someone out for ridicule, exclusion, or other harmful treatment
- Displaying or sharing material that could be offensive to others
- Making unwanted romantic or sexual advances
- Abusing a position of power or authority to coerce sexual contact
- Inappropriate touching of others

This type of behavior will not be tolerated. If you ever experience, see, or suspect behavior that violates our commitment to a respectful workplace free from discrimination and harassment, speak up.

## GO THE EXTRA MILE...

[Employee Handbook](#)

# We Protect Private Information



We protect the personal information entrusted to us by our people, our customers, and our business partners by adhering to applicable privacy and data protection laws in the countries where we do business.

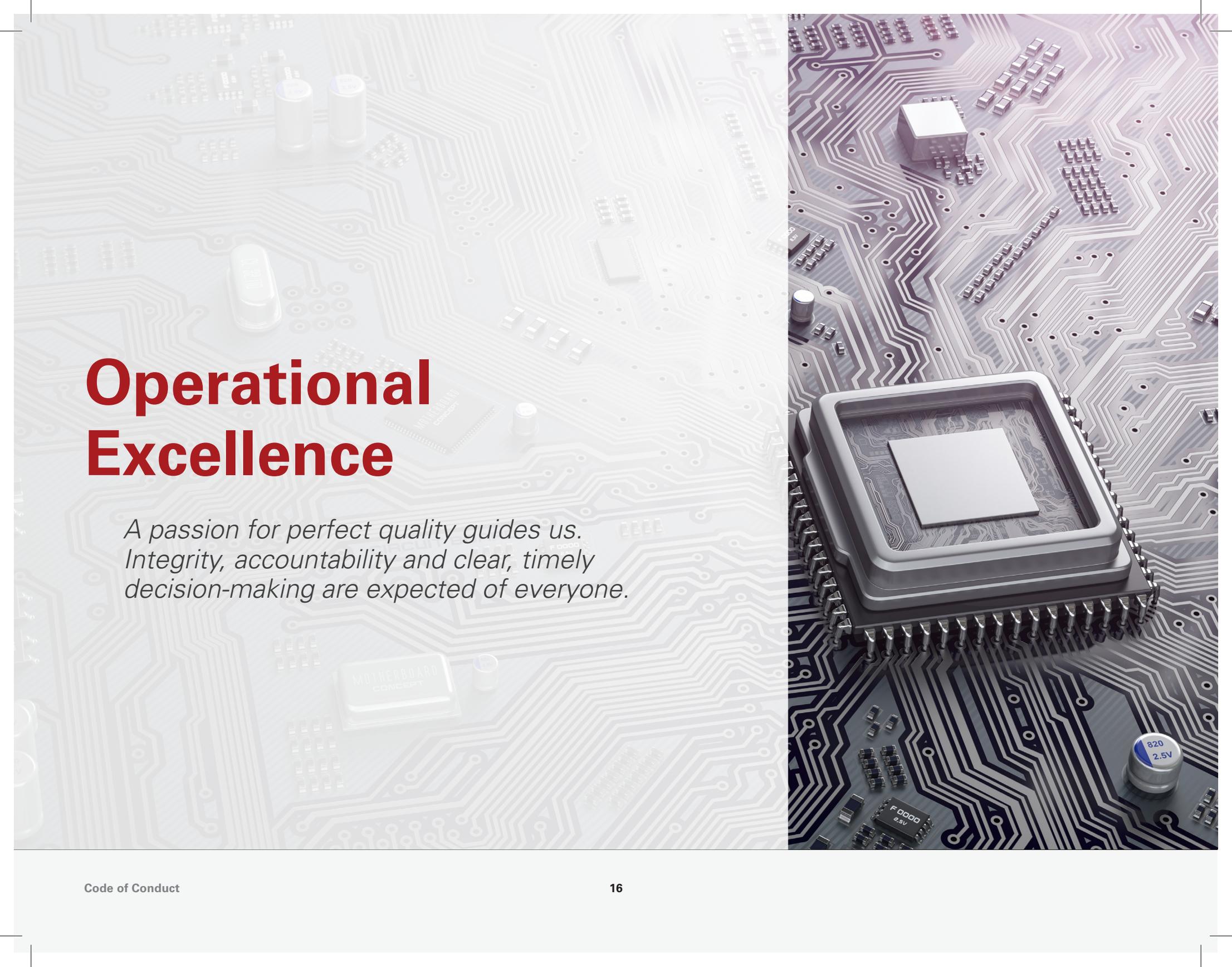
If we handle personal information as part of our job responsibilities, we must ensure that we:

- collect, hold, and use only the personal information we need for legitimate business purposes;
- are transparent with others about the type of information we collect;
- take appropriate measures to protect that information from potential loss, misuse or disclosure while it is in our custody;
- share it only with those who have a legitimate “need to know” or when required by law; and
- immediately report any potential compromise to [information.security@nexteer.com](mailto:information.security@nexteer.com) or to Nexteer’s Chief Information Security & Privacy Officer

- **Personal information**, some of which may be considered sensitive, includes such things as telephone numbers, email addresses, banking or financial information, government identification numbers, medical information, biometrics, race, and ethnicity among other things. The definition of personal information differs by country, so it is important to work with the Legal team to understand the definition of personal information in that country and what additional considerations may apply.

## GO THE EXTRA MILE...

- [Overarching Information, Security & Privacy Policy](#)
- [Data Management and Classification Policy](#)



# Operational Excellence

*A passion for perfect quality guides us. Integrity, accountability and clear, timely decision-making are expected of everyone.*

# We Produce Quality Products



We deliver protection, performance, and passion in driving. Product safety and quality have always been embedded in our culture and are critical to our success. Our shared commitment to Operational Excellence means we continuously strive to deliver products of the highest quality, safety, and performance to our customers. We are each accountable for the quality of our work and to comply with the applicable rules and regulations that govern product safety and quality; as well as to immediately speak up about anything that doesn't meet our standards.

## GO THE EXTRA MILE...

[Quality Policy](#)

*"Take action for quality, it's everyone's job."*

# We Support Fair Competition



We comply with the laws that protect fair competition around the world. These laws, also called antitrust laws, prohibit conduct that may restrict competition such as agreements among competitors on:

- prices,
- terms of sale to customers, or
- allocating markets or customers.

We must always be careful when we interact with our competitors so that there can be no perception that we are engaged in any improper discussions or agreements. It is important to remember this when attending trade shows or other events where competitors are present. In these circumstances, information should only be shared after it has been reviewed and approved by the Legal department.

We succeed because of the quality of our products and our reputation for dealing fairly with our customers, competitors, and suppliers. We do business with integrity and do not engage in any unethical practices such as dishonesty, manipulation, or coercion.

## THE RIGHT DIRECTION...

If you are involved in a proposal process, a benchmarking activity, or participating in a trade show where competitors are present, stop and ask yourself:

- Is anyone suggesting something that may unfairly eliminate competition or reduce the customer's choices?
- Have I been asked to share pricing or other competitively sensitive information with a competitor or someone representing them?
- Would I be disclosing any information that the Company considers confidential without a non-disclosure agreement (NDA) in place?

If you are unsure or answered yes to any of these questions, you should not proceed, and should seek advice from the Legal department on appropriate next steps. If you wish to conduct benchmarking studies or other analysis of information which is not publicly available, you must clear these in advance with the General Counsel.

## GO THE EXTRA MILE...

[Antitrust and Fair Competition Policy](#)  
[Gifts and Entertainment Policy](#)

# We Prohibit Bribery and Corruption



We promote transparency and compliance with the laws that prohibit bribery and corruption in the many jurisdictions where we operate. We never offer anything of value to a government official or a commercial partner to obtain or retain business, or to improperly influence a business or government decision. On occasion, government officials may seek facilitating or grease payments to complete routine or official government actions, such as providing permits. We do not make such payments.

Transparency is an important part of doing business with integrity and complying with anti-corruption laws. All expenses incurred by the Company must be completely and accurately recorded; we must never conceal the true nature of an expense.

These rules also apply to anyone doing business on our behalf such as third-party agents, business partners and suppliers. Since we may be responsible for acts these third-parties conduct on our behalf, we must be diligent in selecting only third-parties, suppliers, and business partners who are committed to the same ethical standards.

- A **bribe** is anything of value offered or given with the intent to improperly obtain influence, business, or some other advantage. It can be in the form of money, gifts, hospitality, expense reimbursement, favors, political or charitable contributions, or any other direct or indirect benefit. There is no set monetary threshold that defines a payment as a bribe, and the bribery does not have to result in the intended advantage being received to be considered a bribe. It is the intent that matters.
- A **government official** is defined more broadly than someone who is elected or appointed to public office. Some other examples include:
  - customs or tax officials
  - regulatory agency officials
  - political candidates
  - military personnel
  - members of a royal family
  - employees of government-owned or government-controlled businesses

It also includes the family members of these officials and anyone acting on their behalf.

## GO THE EXTRA MILE...

[Anti-Corruption Policy](#)  
[Gifts and Entertainment Policy](#)

# We Exchange Business Gifts and Hospitality Responsibly



Business courtesies such as gifts, meals, entertainment, and travel can be appropriately used to strengthen business relationships, but they should never be used to improperly influence a business decision. We must always remain independent and impartial in our business relationships and cannot let gifts and hospitality affect, or appear to affect, our business judgment or create a conflict of interest.

Extra care must be taken when interacting with government officials. We may not give gifts, meals, or entertainment of any kind to a government official, an employee of a government agency, or an employee of a state-owned entity (including businesses) at any time without prior written approval from the Legal Department.

## THE RIGHT DIRECTION...

Before offering or accepting any gift or hospitality, make sure it meets the following criteria:

- ✓ Is not cash, a gift card, or other cash equivalent
- ✓ Is modest in value (less than USD\$250.00) or prior permission is granted pursuant to the Gifts and Entertainment Policy
- ✓ Is infrequent and consistent with good business practices
- ✓ Is given and received openly and transparently
- ✓ Does not give the appearance of influencing or attempting to influence a business decision
- ✓ Has not been solicited
- ✓ Does not violate the law or company policy for either party
- ✓ Does not create a conflict of interest

If you are offered or receive a gift that does not fit these criteria, it must be promptly reported to the General Counsel, consistent with the Gifts and Entertainment Policy.

## GO THE EXTRA MILE...

[Gifts and Entertainment Policy](#)

# We Avoid Conflicts of Interest



We must always act in the best interests of the Company and avoid any conflicts of interest. A conflict of interest can arise when we let our personal or financial interests (or those of our family or close friends) divide our loyalties and influence the decisions or actions we make on behalf of the Company.

A real or perceived conflict of interest can harm our reputation for doing business with integrity, so we are expected to avoid even the appearance of such a conflict. If we believe a potential conflict of interest exists, we must be transparent and disclose it to our manager and the Legal Department so they can provide guidance. If promptly disclosed, many conflicts of interest can be managed or resolved so they don't result in a violation of the Code.

## THE RIGHT DIRECTION...

Some things to consider when thinking about a possible conflict of interest are:

Do I (or anyone I have a close personal relationship with) work for, or have an ownership interest in, a competitor, supplier, or customer of the Company?

Do I have a second job or board position that interferes with my work at the Company, or have I used Company assets for personal gain?

Do I have a family or close personal relationship with someone who directly or indirectly reports to me?

Am I involved in the selection process of a new employee, supplier, or other business partner when the applicant is a family member or someone with whom I have a close personal relationship?

Do I hold a public office that may require me to handle issues of interest to the Company?

Have I competed with the Company or received improper personal benefits because of my connection to the Company?

Is there anything else that may cause me to act in a way that is not in the best interests of the Company?

## GO THE EXTRA MILE...

- [Conflict of Interest Policy](#)
- [Financial Assistance Policy](#)
- [Gifts and Entertainment Policy](#)

If the answer is yes to any of these, you must disclose the situation to your manager and the Legal Department. Since it can be hard to sort out what is a conflict of interest and how best to handle it, keeping the right people informed is the best way to ensure that you are fulfilling your responsibility.

# We Comply with Global Trade Requirements



## GO THE EXTRA MILE...

[Screening Policy](#)

As a global leader in intuitive motion control products and systems, we work with customers, suppliers, and business partners around the world. Every Nexteer operation must comply with the terms of economic sanctions imposed under U.S., European Union, and other laws. These regulations prohibit dealing with designated countries, governments, entities, and people that threaten national security or foreign policy interests. Examples include parties that support terrorism, traffic in narcotics, engage in the proliferation of weapons of mass destruction, or suppress human rights.

You may not do business or facilitate business, either directly or indirectly, with any country, government, entity or person sanctioned under these laws. Examples would include:

- altering Nexteer procedures to permit a prohibited transaction by a foreign person
- referring business opportunities from a person, government or organization under U.S. sanction to a non-U.S. person
- providing accounting, financing or warranty support for a prohibited transaction

Trade regulations are complex and subject to change, and violations can be costly. If you have any questions on the right path forward, seek advice from the Trade Compliance or Legal Department before taking action.

# We Safeguard Company Assets and Confidential Information



We have a duty to safeguard our Company's assets - protecting them from loss, damage, theft, waste, and misuse and using them only for business purposes and not for personal benefit. These assets include things like equipment, vehicles, computers, software, funds, work time, and confidential information.

Confidential information is not known to the public and includes our intellectual property (copyrights, trademarks, patents), unpublished financial information, supplier lists, collection methods, employee compensation lists, business practices, plans, policies, processes, records, specifications, and secret inventions among other things. Some of us may have access to confidential or proprietary information about a business partner, customer or supplier. If so, we should exercise the same care to safeguard that information.

We safeguard Company assets and information by:

- using them responsibly and efficiently, never using them for personal gain or in a way that would violate Company policy
- ensuring all expenses are reasonable, for business purpose, properly approved and recorded
- providing fair benefit for our time at work
- keeping all confidential information in a safe and secure place, only sharing it with those who have a business "need to know"
- using strong confidential passwords, taking appropriate caution when accessing the internet, installing only authorized software, being alert for phishing or other potential cyber-attacks, and promptly reporting any unusual or suspicious activities

## THE RIGHT DIRECTION...

### How will I know if the information I am working with is confidential?

Usually such information is marked confidential or proprietary. If it isn't, ask yourself these questions:

- Does it belong to a customer or business partner?
- Could our Company or a business partner be disadvantaged if the information became public?
- Is it subject to a non-disclosure agreement?

If the answer is yes, the information should be treated as confidential and properly protected. If our employment with the Company ends for any reason, we must return all confidential information in our possession. Our obligation to protect confidential information continues even after we leave the Company.

## GO THE EXTRA MILE...

- [Overarching Information Security & Privacy Policy](#)
- [US Travel and Expense Procedure](#)
- [Financial Assistance Policy](#)
- [Non-Disclosure Agreement Procedure](#)
- [Business System Manual](#)
- [Data Management and Classification Policy](#)

# We Keep Accurate Records and Manage them Properly



As part of our commitment to Operational Excellence, we keep accurate books and records to ensure the integrity of our financial reporting and comply with the law.

We each have a responsibility to:

- maintain complete, accurate, and timely books and records related to our areas of responsibility
- follow all internal controls and applicable accounting policies
- manage the storage, retention, and destruction of records in accordance with the Records Management Policy or legal hold instructions
- cooperate fully with internal or external auditors, investigators, or regulators
- report any actual or suspected error or irregularity in the records or violation of internal controls to the Nexteer Ethics Line

Intentionally misrepresenting, falsifying, or concealing information in any Company record or to an accountant, auditor, investigator, or regulator is a violation of our Code and could have serious consequences for our Company and any individuals involved.

## THE RIGHT DIRECTION...

**My predecessor left behind several old documents and emails that have passed their retention period according to the Company's retention schedule. Is it okay for me to destroy them?**

Maybe. You are right that we must follow the records retention schedule; however, sometimes records may need to be held longer if they are relevant to an investigation, legal matter or dispute. Records that are subject to such a legal hold cannot be destroyed until the legal hold is properly released, even if the normal retention period has expired. If you are unsure whether these records are subject to a legal hold, you should check with the Legal Department before taking any action.

**A person on my team has committed to spending \$50,000 with a supplier for services in the next year. Since his spending authority is only \$30,000, he asked me to create two purchase orders for \$25,000 each so he could avoid asking for higher approval. Is that okay?**

No, this action would enable your co-worker to violate important internal controls that are in place to ensure all transactions are properly authorized. You should explain this to them and discuss it with your manager to be sure it doesn't happen again.

## GO THE EXTRA MILE...

[Anti-Fraud Policy](#)

[Corporate Treasury Policy](#)

[Continuous Disclosure Policy](#)

[Records Management Policy](#)

[Records Retention Schedule](#)

[Business Systems Manual](#)

# We Do Not Trade on Inside Information



Inside information is material information that is not yet available to the public and that a reasonable investor would consider important when making a decision to buy or sell stock. Examples of inside information are unpublished financial results, merger or acquisition activity, potential significant contracts, and new products or innovation among other things. During the course of our work, we may have access to such information about our Company or our business partners. It is important to remember:

- we cannot buy or sell stock in any company, or tell anyone else to buy or sell stock in a company, if we have inside information
- we cannot “tip” anyone else by telling them the inside information
- we must avoid even the appearance of violating these rules

Trading on inside information is against the law and Company policy.

## THE RIGHT DIRECTION...

**I am working on a team that is developing an innovative system for a new product our customer is preparing to launch. The customer has told me that they expect the new product to be very successful and significantly boost their company’s earnings. It is very exciting to be a part of the project, so I shared it with a friend over dinner. I may have suggested it would be a good time to buy stock in the company before the new product launches. Is that okay?**

No. The information you have about our customer is inside information. It is illegal and a violation of our policy to trade or to “tip” someone else to trade based on that information.

## GO THE EXTRA MILE...

[Insider Trading Policy](#)

# We are Careful in our Communications



As part of our One Nexteer culture, we foster constructive communication both within and across our teams. We communicate with each other, our customers, and business partners in a variety of ways, including emails, instant messages, text messages, and voicemail. We should always be careful to be professional, respectful, and factual in our communications. We must never communicate in a way that may be offensive or violate our Code or Company policies.

Social media is another way to communicate with each other, our customers, and our communities. Only authorized and designated spokespersons can post about the Company on social media. It is important to remember that as ambassadors for Nexteer, anything we say about the Company can impact its reputation. If we use social media platforms personally, we must be clear that our opinions are our own, and we are not representing the Company.

On occasion, members of the media, the finance community, or other outside parties may make requests for information about our Company. To ensure the information we communicate about the Company is accurate, reliable and consistent, only those authorized by the Company to speak on its behalf may do so. If you receive a request for information from outside the Company, direct the inquiry to the Director of the Strategic Marketing, Communications & Branding Team. If you receive a request for information from the government, immediately contact the Legal Department to ensure the proper process is followed. If you receive a request for information from the investors, direct the inquiry to the Executive Director of Board Affairs & Investor Relations Team.

## THE RIGHT DIRECTION...

**One of my co-workers is active on social media and sometimes she tells stories about things that happened at work. Is that okay?**

It depends. If your co-worker is talking about her work, she must be clear that she is speaking for herself and not on behalf of the Company; and that what she posts does not violate our Code or any Company policy.

**Someone from the local news media called me to ask if the rumor about a plant expansion was true. They were hoping it would bring new jobs to the area. I am working on the project and know it is true, but I don't think I am allowed to speak for the Company. What should I do?**

You should refer the caller to the Regional Communications/ Media Relations Manager and provide them with the appropriate contact information. It is important that only those authorized to speak on the Company's behalf respond to such requests to ensure the information provided is appropriate, accurate and consistent.

## GO THE EXTRA MILE...

- [Employee Handbook](#)
- [External Global Communications Policy](#)

# We Do Business with Ethical Partners



We aspire to be the business partner of choice with our customers and suppliers. We have a reputation for operating with integrity and accountability, and we expect the same from our business partners.

We work with partners who share our commitment to:

- ethical business practices,
- product quality and safety,
- promote a safe, secure, and healthy workplace,
- respect human rights and fair employment practices, and
- follow all applicable laws and regulations.

We are each responsible to know our suppliers and to conduct appropriate due diligence to ensure anyone acting on our behalf is living up to the standards outlined in the applicable policies. We will not knowingly conduct business with anyone involved in illegal activities such as bribery, fraud, terrorist financing, or money laundering. We should notify the Legal Department if we believe a business partner is not meeting these expectations.

## THE RIGHT DIRECTION...

**I saw a story in the news about one of our suppliers. It suggested they may have been involved in a corruption scandal in another country, but I am not sure about the facts. Should I let someone know?**

Yes, if there is even a possibility of improper or illegal behavior, you should report your concern to the Legal Department or through the Ethics Line so it can be appropriately investigated. We want to be sure we are doing business with suppliers who share our commitment to legal and ethical business practices.

## GO THE EXTRA MILE...

- [AML and Anti-Terrorism Policy](#)
- [Ethical Purchasing and Forced Labor Policy](#)
- [Corporate Social Responsibility Supplier Principles](#)

# Enterprise Growth

*Our business growth is the result of relentless innovation, collaborative relationships, and a focus on our customers' needs. But growth alone isn't enough; it must be sustainable. This requires an eye toward the future and mindfulness of how we impact our environment, employees, and communities.*

# We Support Human Rights



As a model global company, we are committed to lead and to serve as a catalyst for action in our commitment to human rights and dignity by:

- maintaining a safe, healthy, and respectful workplace;
- providing for fair compensation, benefits, and working hours;
- recognizing the rights of employees to freedom of association and collective bargaining; and,
- prohibiting discrimination, child labor, and all forms of modern slavery, including forced labor and human trafficking.

We require our suppliers and other business partners to share our commitment to these responsible business practices.

## THE RIGHT DIRECTION...

**After visiting the facility of one of our suppliers, a co-worker suggested that the supplier may be violating wage and hour laws. Since they weren't really sure, they didn't want to report it. What should I do?**

You should explain to your co-worker that our suppliers are expected to follow the law, and it is our responsibility to raise any concerns we may have to your manager, Human Resource Business Partner or through the Ethics Line so the concern can be properly investigated.

## GO THE EXTRA MILE...

- [Employee Handbook](#)
- [Ethical Purchasing and Forced Labor Policy](#)
- [Corporate Social Responsibility Supplier Principles](#)

# We Respect the Environment

Resources



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SPEAK UP



Our objective of Enterprise Growth recognizes that growth alone isn't enough - that it must be sustainable, with an eye toward the future and our impact on the environment.

We respect the environment by:

- designing our products, processes, and services for continuous improvement and striving to conserve resources, reduce pollutants, and recycle materials where possible
- working to meet or exceed all applicable regulatory compliance obligations; and continually improving upon our systems to ensure better performance
- encouraging environmentally sustainable behavior in ourselves, our customers, suppliers, and other business partners

## GO THE EXTRA MILE...

[Global Environmental Policy](#)

# We Give Back to our Communities



We have a well-established history of giving back to the communities in which we live and work. We promote a culture of collaboration by supporting community-based initiatives that engage our employees and make a difference in the lives of others with a particular focus on Science, Technology, Engineering, and Math (STEM) educational opportunities. Company contributions to charitable or political causes require prior written approval from the Legal Department.

We support and encourage employee involvement in company-endorsed community activities. However, if we choose to personally participate in charitable or political activities, we must

- do so on our own time,
- with our own funds,
- be clear that we are acting as individuals and do not represent the Company, and
- we may not use Company resources, including funds, time, property, equipment, or personnel for these personal charitable or political activities.

## THE RIGHT DIRECTION...

**A friend of mine is involved with a local charity and asked me if the Company would sponsor a table at its upcoming event. If it's for a good cause and I have some extra money in my budget to cover the expense, can I do it?**

Maybe. You cannot donate to a charitable cause on the Company's behalf without the appropriate approvals. If you think the sponsorship is something that would be good for the Company, you should contact the Legal department for guidance.

## GO THE EXTRA MILE...

[Charitable Giving Procedure](#)

Search



# Resources

# Key Contacts and Nexteer Ethics Line Information



This Code addresses the most common issues you might encounter, but it can't cover everything. If you have questions about this Code, its interpretation, applicability or scope, please contact the Nexteer Legal Department or e-mail [compliance@nexteer.com](mailto:compliance@nexteer.com).

## Key Contacts

[Regional Communications / Media Relations Manager](#)

[Information Security / Data Privacy](#)

## Nexteer Ethics Line

The Nexteer Ethics Line can be used to ask a question or raise a concern online or by phone if you are uncomfortable reporting directly to a Company representative, if you have reported to a Company representative and do not feel your report was handled properly, or for any other reason. This service is run by a third party, is confidential, and available 24 hours a day, 7 days a week in many languages.

To access online:  
[www.Nexteer.ethicspoint.com](http://www.Nexteer.ethicspoint.com).

To access by phone:

Country	Dialing Instructions
USA	1-855-405-4744
China	4008801409
Australia	1-800-60-6596
Brazil	0800-892-0661
France	0800-90-0028
India	000-800-100-1689
Italy	800-784920
Korea	00308 133014
Mexico	001-855-411-2669
Poland	0-0-800-151-01 33
Germany	Access Code: 0-800-225-5288 then at the prompt, dial 855-405-4744

Data privacy laws in several countries, amongst them many European Union Member States, provide for specific rules on the reporting of Code violations, especially with respect to reporting by telephone and online reporting. Where necessary, there may be specific rules for filing a report from within a country that has such restrictions or where the report refers to an incident that happened in a country that has such restrictions.

# Administration, Waivers, Disclaimer



## Administration

Nexteer's Audit and Compliance Committee of the Board of Directors (the Nexteer Audit Committee) is responsible for setting the standards of ethical business conduct contained in this Code and for updating these standards as it sees necessary.

The Nexteer Legal Department is responsible for obtaining certification of compliance from all Nexteer employees, officers, and directors on an annual basis.

## Waivers

Any waiver of any part of this Code for a member of Nexteer's Board of Directors or a Nexteer officer must be approved in writing by Nexteer's Board of Directors. Any waiver of any part of this Code for any other employee must be approved in writing in a meeting of Nexteer's Audit Committee.

Any such waivers shall be subject to the HKSE Listing Rules, and other applicable laws, rules and regulations, and the advice of legal counsel.

## Disclaimer

This Code is not intended to and does not create any rights not otherwise provided by law. Nothing contained in this Code alters the terms or conditions of employment with Nexteer. It does not constitute an employment contract or an assurance of continued employment.