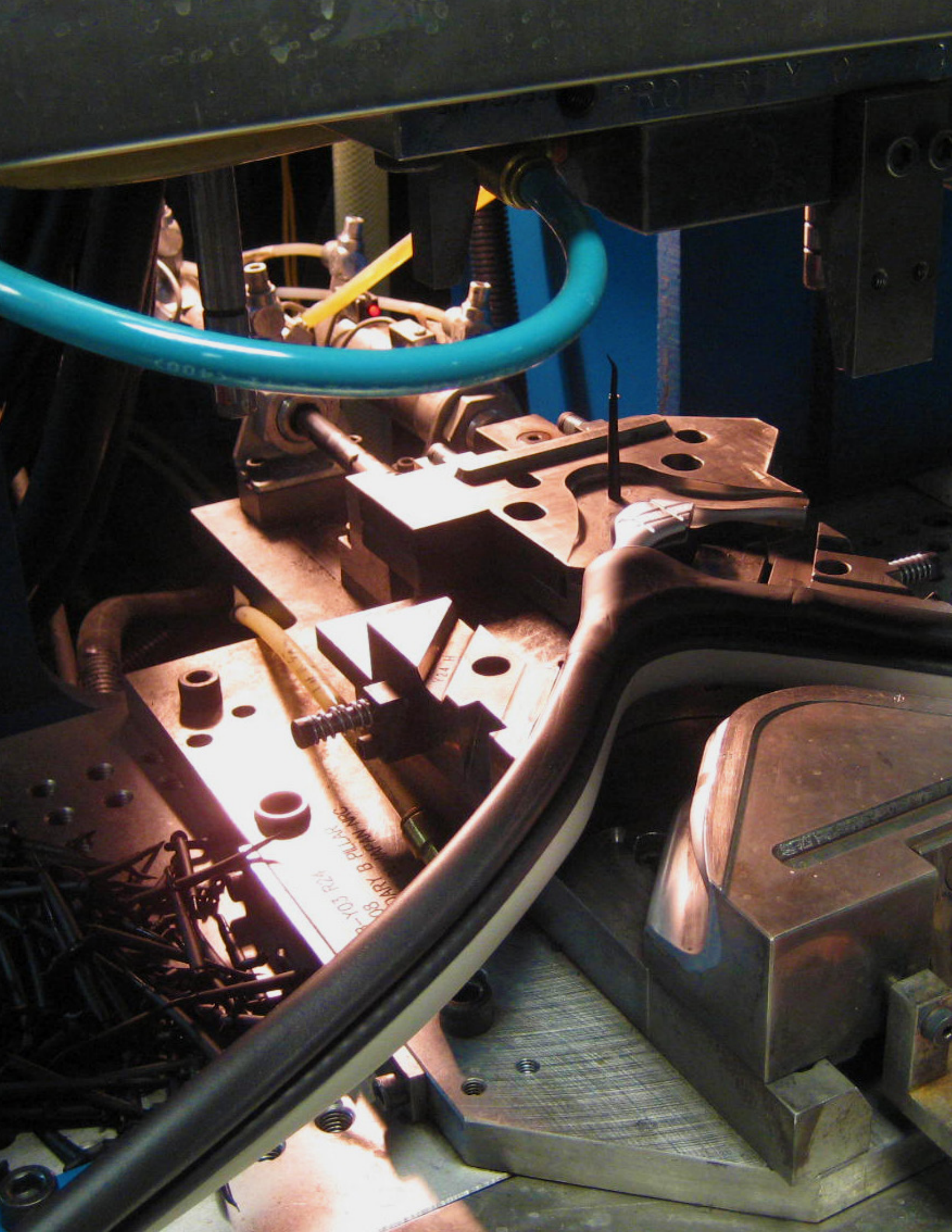




Code of Business Conduct and Ethics

HENNIGES
AUTOMOTIVE



President's Letter



At Henniges, we have a team of talented, experienced and engaged team members. Our company's reputation is one of our most valuable assets, and preserving it is essential to retaining our talented team members and loyal customers.

At Henniges, we strive for exceptional focus and flawless execution. We enjoy a reputation for high-quality products, problem solving and speed of execution. We look to continue to maintain the high level of confidence and excellence in all we do by employing the right people in the right jobs.

We recognize that our most important assets are our people. The company's mission is, "Through teamwork, talent and leadership our customer focused organization will:

- Develop, retain and attract exceptional people;
- Achieve global manufacturing and supply chain excellence;
- Diversify and broaden our customer base;
- Standardize and optimize our global business processes;
- Strive for process and product innovation."

To conduct our business with integrity in a lawful and responsible manner, we have to be alert to situations that pose ethical questions. We need to have a good understanding of our values and the laws that are

pertinent to the work we do and the decisions we make. And, most importantly, we must use good judgment in deciding what course of action is most appropriate.

Although it is important to grow our business, we cannot do so by compromising our Code of Business Conduct and Ethics or breaking the law, even unknowingly. In fact, as a leading global company, we must go a step further and avoid even the appearance of any impropriety.

The Code is not intended to cover every issue or situation you may face as a Henniges team member. The Code summarizes, and is supported by, the principles and policies that govern our company. You should use the Code, in conjunction with our corporate policies, to guide and inform your conduct. Please use the resources described in the Code to help answer your questions or address your concerns. In addition, managers should use the Code to foster and reward a culture of leadership, judgment, teamwork/collaboration, results-oriented, accountability, continuous improvement and integrity within their groups.

All Henniges team members are responsible for understanding and complying with the Code, Henniges policies, laws and regulations. We all have a responsibility to raise compliance and ethics violations, and we want to hear from you if you have a concern. Henniges prohibits retaliation against any team member who, in good faith, seeks guidance or reports a possible violation of the Code.

I expect all managers to review the Code with their team members and to make the Code a living part of our working teams to ensure full understanding and compliance.

Sincerely,

Larry Williams
President, Board Member & CFO

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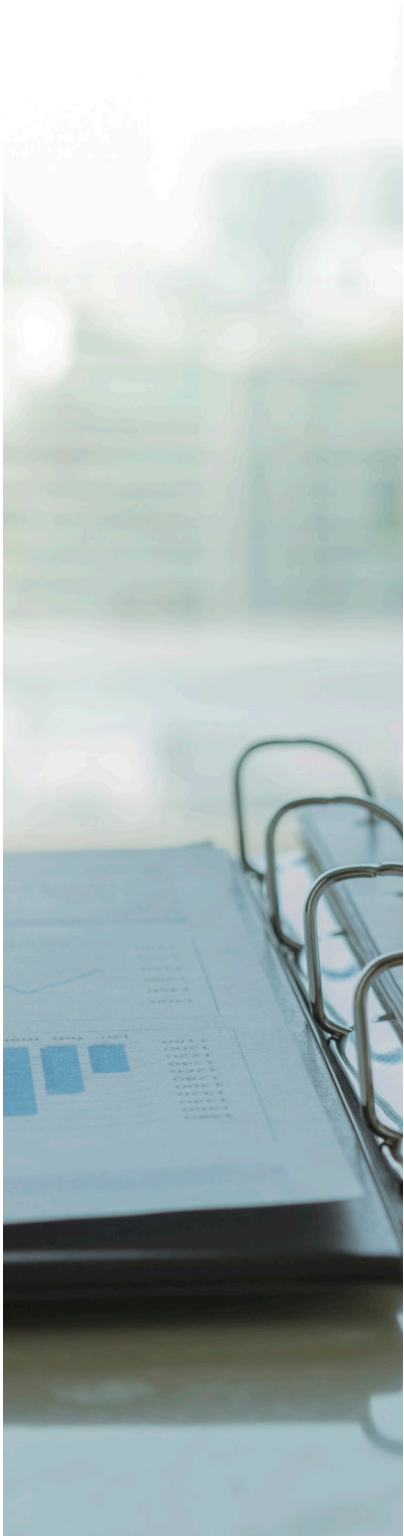
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Section 1

Introduction

OVERVIEW

Henniges Automotive (the “Company”) has adopted this Code of Business Conduct and Ethics (the “Code”) to reflect our commitment to appropriate business behavior and to manage all areas of ethical risk. This Code is intended to provide guidance to each of us regarding Henniges’ standards of integrity and compliance in all our business dealings. Our Code is an integral element of the Henniges culture and its associated behaviors. It describes the basic rules of conduct that we are expected to follow. It provides helpful resources in the event we have a question or concern about proper conduct. Our Code is an integral element to Henniges business conduct.

WHO IS REQUIRED TO FOLLOW THE CODE

This Code establishes a basic set of principles to guide all team members, officers, directors, agents and contract workers including those of our subsidiaries and/or controlled affiliates (collectively referred to in this Code as “team members”). This also includes any appropriate business partners working on Henniges’ behalf, namely suppliers and contractors. While this Code covers a wide range of business practices and procedures, it cannot possibly cover every issue that may arise. We may adopt more specific or restrictive practices and procedures with respect to particular activities or situations. In accordance with this Code, all employees of Henniges must conduct themselves with honesty and integrity, and must seek to avoid even the appearance

of improper behavior. Violations of this Code, any Henniges policies or applicable local laws may result in severe consequences to Henniges, our brand and to you. Disciplinary actions could result in your termination from the Company.

LEADERSHIP HAS ADDED RESPONSIBILITY

Henniges leadership (officers, vice presidents, directors, managers, supervisors, etc.) has an additional duty to foster a culture of integrity and compliance. This means you should serve as ambassadors and role models for ethical behavior in all of your interactions. Direct supervisors are usually the first people that team members turn to with questions and concerns. Every Henniges leader is expected to know this Code, model proper behavior on a day-to-day basis and make sure team members know what’s expected of them. It also means that as leaders you must ensure that colleagues who report to you feel comfortable raising questions and concerns without fear of retaliation, that any issue will be addressed in a professional and timely manner and that we will not compromise our standards to obtain business results.

Henniges leadership also should consider the character and behavior of colleagues whom they are considering for promotion. Promotions are a privilege extended only to those who exemplify the Henniges culture in a manner consistent with this Code.

Lastly, Henniges leaders have a duty to report any violations of our Code. If you are aware of any violation of law, regulation, fraud or deficiency in design of Company controls, you must report it to the Compliance Committee.

YOUR RESPONSIBILITY

- Understanding the Code and Compliance Policies and abiding by their requirements.
- Seeking guidance if you are unsure about legal or ethical issues.
- Reporting any suspected violations to an appropriate Company resource (as described below).
- If you are a manager, setting a good example and maintaining a strong ethical tone throughout the organization.
- Using good judgment and taking responsibility for your actions.

HENNIGES’ RESPONSIBILITY

- Provides workplace training on its ethics and compliance standards.
- Offers ways for employees or third parties to report concerns about possible violations of the Code or policies or to seek guidance on ethics and compliance matters.
- Keeps reports confidential to the extent reasonably possible.
- Strictly prohibits retaliation against those making good-faith reports.
- Conducts professional investigations, takes remedial actions and imposes discipline for violations, as appropriate.

Our culture

We foster an environment where team members contribute to the success of our company by:

- Contributing to the safety and well-being of one another, society and the environment
- Operating with a sense of urgency and a positive attitude in everything we do
- Managing by fact with strong team member involvement, commitment and accountability
- Creating an open and learning environment that drives quality and continuous improvement
- Conducting business with impeccable ethics, honesty and integrity



COMPLIANCE WITH THE LAW

Our business should be conducted in accordance with applicable laws, rules and regulations and in an ethical manner. Obeying the law, both in letter and in spirit, is the foundation on which the Company's ethical standards are built. You must respect and obey the laws of the cities, states and countries in which Henniges does business. Although you are not expected to know the details of all applicable laws, it is important that you know enough to determine when to seek advice from a supervisor, a representative of the Human Resources (HR) department or other appropriate Henniges personnel. This applies to all transactions whether between Henniges and its subsidiaries, between subsidiaries or with third parties.

If a law conflicts with a policy in this Code, you must comply with the law; however, if a local custom or practice conflicts with this Code, you must comply with this Code. If you have any questions about potential conflicts, please seek assistance from your direct supervisor, HR or another senior leader. Any questions regarding applicable legal requirements should be referred to your local HR department, the Internal Audit Department or the Compliance Committee.

MAKING GOOD DECISIONS

While working on behalf of Henniges, you may encounter difficult situations. In most situations, common sense, good judgment, the Code and our policies and procedures will assist you in making good decisions. However, there may be times

when you need additional guidance to make the right decision. In such cases, you have several resources available to you. Please contact your direct supervisor, your local HR department or the Compliance Committee.

WHO TO CONTACT

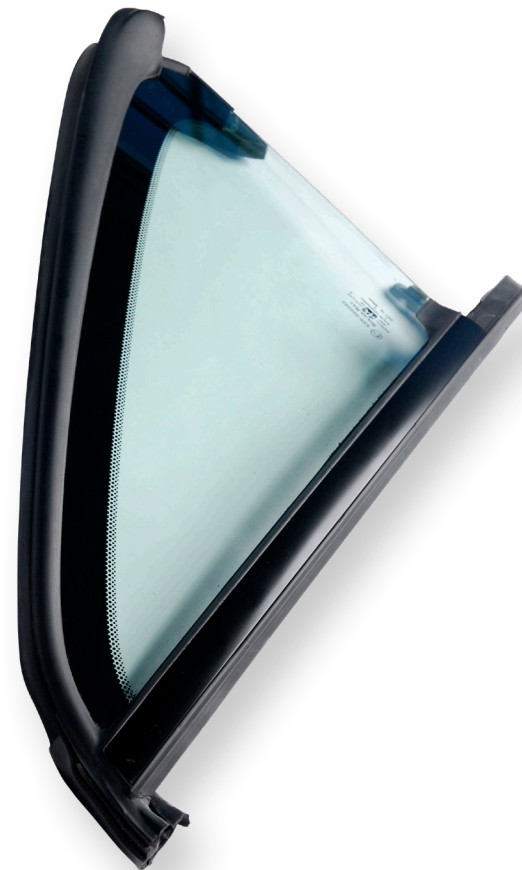
If you become aware of a situation that may involve a violation of this Code, Company policy or any applicable law or regulation, you have a responsibility to report it. Please note that failure to comply with our Code and policies can have serious consequences that may include disciplinary action, up to and including termination, as well as possible civil or criminal penalties. Henniges treats all reports with as much confidentiality as reasonably permitted.

To report a violation of the code, please contact your direct supervisor, HR manager or the Compliance Committee right away. A waiver of this Code for any team member may only be made by the Compliance Committee.

We believe this Code should be an evolving set of business standards, subject to refinement over time as circumstances warrant. Violation of the standards in this Code will be subject to disciplinary action, up to and including dismissal.

These reporting procedures are additional methods made available to you and do not replace the channels existing under the applicable law in each country.

If you want to file a complaint under the Code, follow the reporting procedures outlined in this document.



keeping integrity front and center



Complaints can be submitted in person or anonymously using any of the following methods:

COMPLAINT REPORTING FORM

<https://hennisphere.hennigesautomotive.com/CodeOfConduct>

Available on the Company's intranet, "Hennisphere."

MAIL

**Henniges Automotive
C/O Internal Audit**
2750 High Meadow Circle
Auburn Hills, MI 48326

EMAIL

Complete Report A Violation Form and email to HR.Violations@hennigesautomotive.com

EXTERNAL OR ANONYMOUS REPORT

<https://www.surveymonkey.com/r/HennCodeViolationReportForm>

CALL

Your manager or supervisor, your HR representative or Henniges' Compliance Line at:

+1 248-340-4100 (Option #3)

You may anonymously report using any of these above methods. Please provide as much detail as possible so that the complaint can be thoroughly investigated. All information will be handled in strict confidence.

Section 2

Respect for Each Other

Promote a Positive Work Environment

EQUAL OPPORTUNITY

We are committed to equal opportunity in employment and to fostering diversity in our workforce. We afford equal employment opportunities to all qualified individuals, without regard to race, color, ancestry, religion, sex (including pregnancy, childbirth, or related medical conditions), sexual orientation, national origin, age, reproductive status, physical or mental disability, citizenship status, veteran status, gender identity or expression or any other characteristic or status protected by law. Violations of the Company’s equal opportunity policies may result in disciplinary action, up to and including termination. Please see the EEO Policy for further guidance.

ANTI-HARASSMENT

Diversity is an asset to Henniges. We are committed to providing a work environment free of harassment, where employees are evaluated based on their abilities and quality of work. We do not tolerate harassment, psychological abusive tone or language, or undesired physical contact. We also prohibit offensive racial, ethnic, religious, age-related, or sexual jokes or insults; distributing or displaying offensive pictures or cartoons; or using voicemail, email, or other electronic devices to transmit derogatory or discriminatory information. Additionally, we do not tolerate unwelcome sexual advances, requests for sexual favors, or other physical or verbal conduct of

a sexual nature. We also do not tolerate violence or threats of violence in our workplace. Violations of our Anti-Harassment Policy will result in disciplinary action, up to and including termination or release. Please see the Discrimination, Harassment, Workplace Violence Policy for further guidance.

ANTI-RETALIATION

You must report violations of this Code without fear of retaliation. All submissions to the Compliance Committee will be handled in a responsible manner and in compliance with applicable law. We strictly prohibit retaliation of any kind for good faith reports of violations. However, the wrongful use of these procedures exposes the perpetrator to disciplinary action or prosecution. For reports involving conduct attributable to designated persons, it is preferable if you identify yourself. Your identity will be kept confidential.

PROTECTING PERSONAL DATA

At Henniges, we are committed to promoting a work environment and operation in a manner that fosters confidence and trust. To accomplish this goal, we must properly manage the personal data provided to us by our colleagues, customers, suppliers and others. “Personal data” includes any information that may identify an individual. Examples of personal data include name, physical address, email address, team member identification number or any combination of information that might identify someone. We should only collect, access, use or disclose personal data for appropriate business

purposes. In addition, we should use the minimum amount of personal data needed to accomplish a task. We must not share this information with anyone, either inside or outside our Company, who does not have a business need to know it. Further, we must take steps to properly secure such data at all times.

Many countries have their own legal requirements governing the collection and use of personal data, and Henniges must comply with those laws. Contact a member of your local HR department if you have questions.

Company policies, practices and training programs are designed to assure that only authorized personnel access personal data. If you believe that your personal data may have been disclosed or used inappropriately, you should contact the Compliance Committee immediately.

HEALTH, SAFETY AND ENVIRONMENT

The Company is committed to protecting your health and safety while at your workplace as well as the environment. Safety is one of the most important factors in any decision. As stated in the Company’s Environment, Health and Safety (EHS) Policy:

Henniges Automotive is committed to protecting the environment and the health and safety of employees, customers, contractors and the communities in which we conduct business.

As a globally responsible corporate citizen, we are committed to complying with all applicable governmental regulations and, to conduct our business with impeccable ethics, honesty and integrity. We will incorporate our EHS policy with the continuous improvement of our operations, procedures and processes.

Henniges Automotive is committed to:

- Ensuring a safe work environment for all of our team members.
- Operating in an efficient and conscientious manner to minimize the impact on the environment and to protect the health and safety of our employees and our community.
- Valuing our natural resources by minimizing waste, conserving energy and recycling when possible.
- Complying with all applicable environmental, health and safety regulations and any other relevant laws.
- Continuously improving our EHS program by measuring our performance to ensure we reach our objectives and targeted goals.

When it comes to health and safety concerns, compliance with legal requirements represents a minimum. When necessary and appropriate, we establish and comply with standards of our own, which may go beyond legal requirements. In seeking ways to protect health and safety, the issue of cost should not rule out consideration of any reasonable alternative. For additional guidance, please visit the Global Environmental Health and Safety page on Hennisphere.

SUBSTANCE ABUSE

Substance abuse poses a threat to all of us in virtually every aspect of our lives, including the workplace. For the protection of all, it is imperative that the workplace be free from substance abuse, including use or possession of illegal or illicit drugs and alcohol abuse. You may not use, possess, manufacture, distribute, dispense, transport, promote, or sell illegal or illicit drugs or drug paraphernalia while on Company business or on Company premises. You are prohibited from being at work or on Company business while under the influence of, or impaired by, alcohol or illegal or illicit drugs.

The Company encourages anyone having substance abuse problems to seek appropriate assistance. Team members should check the local appendix for country-specific team member assistance services that are available to you. Use of assistance services will not jeopardize your status with Henniges, provided that you maintain acceptable levels of performance and conduct. Please see the Substance Abuse Policy for further guidance.



Our people are our most important priority. We will continue to promote a positive work environment as we have detailed here in Section 2 through our respect for one another. We will continue to regularly review our compensation and benefit practices to ensure competitiveness, and comply with all local laws and agreements regarding working hours, child labor, compensation, overtime, equal employment opportunity and non-harassment, and other terms and conditions of employment. We recognize and respect that our team members can associate freely and communicate openly with management about working conditions. We will continue to comply with any and all laws with respect to union organizing and collective bargaining.

Section 3

Working in the Best Interest of Henniges

CONFLICTS OF INTEREST

At times, you may be faced with situations where the business actions you take on behalf of Henniges may conflict with your own personal interests. We owe a duty to Henniges Automotive to advance its legitimate interests when the opportunity to do so arises. We must never use Henniges property or information for personal gain or personally take for ourselves any opportunity that is discovered through our position with the Company.

All team members must avoid activities or relationships that conflict with Henniges interests or adversely affect the Company's reputation. The types of activities and relationships that team members must avoid may include, but are not limited to:

- Having a personal interest, financial interest or potential gain in any Henniges Automotive transactions; this includes favoring family members and friends.
- Consulting with or employment by a competitor, supplier, or our customer as well as serving as an officer, director or board member of a customer, supplier or competitor.
- Accepting any gifts, cash, discounts, honorariums, entertainment, favors, or services that are more than modest in value from any customer/potential customer, vendor, competitor, or supplier.
- Using team members, materials, equipment or other assets of Henniges Automotive for any unauthorized purpose.
- Having a financial interest in any

transaction involving the purchase or sale by Henniges Automotive of any products, materials, equipment, services or property, other than through Company-sponsored programs.

- Improperly using or disclosing confidential Company information.

Each team member is responsible for avoiding conflicts of interest as well as the appearance of such conflicts. Team members who are unsure whether they are involved in a conflict of interest or whether an action might create a conflict of interest must discuss the issue with their direct supervisor or local HR department. A conflict of interest or potential conflict of interest may sometimes be resolved or avoided if it is appropriately disclosed and approved. However, in other instances, disclosure may not be sufficient and Henniges Automotive may require that the conduct be stopped or that actions taken be reversed where possible.

BUSINESS WITH FRIENDS AND FAMILY MEMBERS

Business relationships with family members and friends can result in a conflict of interest, or the appearance of a conflict. For this reason, you should never be involved with or attempt to influence the bidding, negotiating or contracting process between yourself, a family member or a close friend and Henniges. This rule applies even in indirect situations where you, your family member or close friend owns or works on behalf of another company with which Henniges does, or is considering doing, business.

IMPROPER PERSONAL BENEFIT

A conflict of interest also may arise when a director, officer or team member, or a member of his or her immediate family receives improper personal benefits because of his or her position at Henniges. Such benefits may include gifts or loans from an entity or person with whom our Company does business. We must avoid accepting any such improper benefit.

In addition, a conflict of interest arises if a Henniges team member assists a competitor to Henniges' detriment. For example, providing confidential information to a spouse or partner who works for a competitor would constitute a conflict of interest and violate our Code.

CORPORATE OPPORTUNITY

In order to make objective business decisions on behalf of Henniges, we must never compete with our Company. This means we may not take for ourselves any business or investment opportunities that we discover through our position at Henniges or through Company property or information. In addition, we must never help anyone else take such business or investment opportunities for personal gain. This includes our family members and friends.

OUTSIDE EMPLOYMENT

It is a conflict of interest for you to simultaneously work for Henniges and be employed by a competitor, customer or supplier of Henniges. In addition, you are not permitted to work for a competitor, customer or



supplier as a consultant or serve as a board member (or in an equivalent position). In general, the best policy is to avoid any direct or indirect business connection with significant customers, suppliers or competitors of Henniges unless that association is for Company business.

FINANCIAL INTEREST

Each of us is expected to act with the highest sense of integrity and in a manner that protects and enhances the Company's reputation. You should not enrich yourself or others while conducting Company business. In order to ensure that team members and the Company are not placed in a situation where a team member has a conflict of interest in conducting Company business, all salaried team members must report certain financial interests held by them or a family member.

SAFEGUARDING PROPERTY AND INFORMATION

Theft, damage, carelessness and waste have a direct impact on our Company's success. We must therefore commit to protecting our Company's physical assets from theft, damage, loss or misuse. This

"We must protect confidential information at all times"

includes our facilities, vehicles, business equipment, merchandise and suppliers. If you suspect any form of fraud or theft, you should report it to your direct supervisor immediately.

Authorized occasional personal use of certain Company equipment, such as telephones or internet, is sometimes appropriate. However, we must ensure our personal use is limited, does not interfere with our ability to do our work for Henniges and does not violate Company policy or law. You also must return any Company property you possess at the end of your employment.

CONFIDENTIAL INFORMATION

We are each entrusted with our Company's confidential information. We must protect this sensitive information at all times. This generally includes any nonpublic information that might be of use to competitors or others, which may be harmful to the company if disclosed. Examples include business or marketing plans, supplier information, product design, manufacturing processes, existing and future product information and team member information.

You must never allow others to access Henniges' confidential information or leave technologies (including computers, laptops, cell phones, PDAs and software) containing such information unattended. If you lose Company equipment or an item containing confidential Henniges information (for example, a Henniges laptop, iPhone, thumb drive or the like), you should report the loss immediately to Henniges' Information Technology department.

In addition, we may not discuss this information where it might be overheard by those who do not have a need to know it. This includes public places such as airport terminals, trains and restaurants. It also includes open areas at Henniges, such as restrooms, common areas and hallways. You may only grant access to confidential information to coworkers who have a legitimate business need to know it. You must never use confidential information about the Company for personal gain or disclose it to others for their gain.

INTELLECTUAL PROPERTY

We value the work product that we produce and create. We must diligently work to protect Henniges' intellectual property. This includes any patents, trademarks, copyrights, know-how or other intangible assets, such as ideas, inventions, processes or designs created on Company time, at Company expense, using Company resources or within the scope of our job duties or that is within the scope of Henniges' current business. You must identify any new ideas, inventions, process or designs you make and direct them to the VP of Engineering for review for patent or trade-secret protection. You should report any suspected misuse of our Company's intellectual property to the Compliance Committee.

RECORDS RETENTION

Our records should always be retained or destroyed according to our Records Management Policy and Records Retention schedule. It is our shared responsibility to retain Henniges business records as long

as they are needed for business purposes or longer, if required by tax, regulatory or other standards, or to dispose of them when appropriate. We encourage you to review your records on a regular basis and to purge old documents in accordance with the Records Management Policy.

COMMUNICATIONS AND PROPER USE OF COMPUTERS

All team members of Henniges Automotive are responsible for protecting the Company’s assets and ensuring that they are used for Company business purposes and in accordance with Company policies. Resources such as computers, telephones, mobile/smart phones, internet access, electronic mail (e-mail), instant messaging, reproduction equipment, facsimile (fax) machines, and similar technologies are provided to enable you to perform your work in support of Company business. All electronic data stored on Company computers or similar assets are the property of Henniges Automotive. You should have no expectations of privacy when using Company computers or other Company resources. The Company has the right to monitor or access documents, emails or data on its systems and equipment at any time, within the limits of existing laws and agreements. In some countries, local laws may give personnel limited privacy rights for personal data. Please contact your local HR department if you have any concerns regarding appropriate use of communications and computers. For further guidance, please see the Acceptable Use of Communications and Computer Policy.

SOCIAL MEDIA AND NETWORKING SITES

Social media has changed the way we share information on a daily basis. While social media creates a new opportunity for communication and collaboration, such media also brings additional responsibilities that we must understand and follow. Social media encompasses a vast array of websites and online resources. These include social networking sites (such as Facebook, Twitter and LinkedIn), blogs, photos and video sharing sites, forums and chat rooms, among others. If your role requires posting on such sites, you must only post information for authorized Henniges business purposes and only information that complies with the Code. In your personal social media interactions, act responsibly and be careful to protect Henniges’ reputation at all times. Never post confidential information about Henniges or Henniges colleagues, customers, suppliers or business partners on any such sites.

INSIDER TRADING

While working for Henniges, you may have access to information about the Company, or to the business information of other companies, that has not yet been made available to the general public. This is known as “insider information” or “inside information.” As part of our Code, and as a matter of law, you may not use such information for your own financial gain, or disclose it to others for their financial gain. Specifically, you may not buy or sell stock in a company if you learn of confidential information that a reasonable investor would deem important in

deciding whether to buy or sell the stock of that company at the price offered. This means that if you have such non-public information about the Company (or another company), you must not buy or sell shares of stock of the affected company, or disclose that information to others, until the information has been made known publicly. This restriction is equally extended to the passing on of information of other people, such as family, friends, etc. Some examples of the types of information that are likely to be considered insider information include: possible acquisitions or mergers; earnings estimates, material changes in sales, liquidity issues, or other financial information; significant changes in production schedules; significant changes in operations; government investigations; significant lawsuits or settlements; and changes in senior management.

Michael, a Henniges engineer, is in a debate on Facebook with his friend John about the automotive industry, and to prove his point he shares a Henniges' presentation image that includes confidential information.



Q&A

Q: Can Michael be held accountable for posting this confidential information on his personal Facebook page?

A: Yes, any posts that are derogatory about the company, releases confidential information or hinder the reputation of Henniges, violate the Compliance Code.

Section 4

How We Do Business with Our Customers

Compliance with International Competition Laws

ANTITRUST LAWS

Antitrust laws in the United States, the European Union and other countries in which we do business govern permissible dealings with our competitors. Antitrust laws or competition laws were developed to protect consumers from predatory business practices by ensuring fair competition exists in an open market. Antitrust laws cover a variety of business practices including: market allocation, bid rigging and price fixing. Severe criminal and civil penalties may be imposed on Henniges and you, if you authorize or participate in a violation of applicable anti-competition laws. Therefore, it is important to understand and strictly comply with Henniges policies governing unethical and illegal anti-competitive practices. You may not reach a formal or informal understanding or agreement with a competitor to limit competition by setting price levels or terms/conditions or sale, limit production or establish joint procedures relating to distribution, sales territories or customers.

Certain arrangements that involve exclusive dealing, tie-in sales or other restrictive agreements with customers or suppliers and certain communications with competitors that relate to pricing, production, customer information, product development, sales goals and certain other matters also may violate the law. You are encouraged to contact

the Compliance Committee with any questions or concerns regarding the nature or application of applicable anti-competition laws. You also may reference the Antitrust Policy for further guidance.

EXPORTING OUR PRODUCTS

Henniges is committed to compliance with all applicable trade laws. This includes import and export control laws and restrictions set by local jurisdictions in the countries in which we do business.

Export control laws govern the transfer of goods, services and technology to another country. Note that export controls govern many types of exchanges of information across national borders, including email transmission and web access to different servers that could contain export controller technical data. The U.S. also controls the transmission of certain export-controlled technical data to non-U.S. persons within the United States.

Export controls regulations apply to the following:

- Direct exports from the U.S.
- Re-exports of certain U.S.-origin commodities and technical data from countries outside the U.S. to third-party countries.
- U.S. origin parts and components used in the manufacture of non-U.S. end product for export or re-export.
- Non-U.S. produced direct products that result from U.S.-origin technical data.

"Severe criminal and civil penalties may be imposed if you authorize or participate in a violation of applicable anti-competition laws"

Import laws and regulations govern importation of goods. Such laws ensure only admissible goods enter into the importing country and that the correct amount of duties and taxes are paid on those goods. Henniges must maintain, among other things, accurate information on the commodity/nomenclature, commercial value and country of origin of all imported goods.

As we continue to globally expand, we will have to comply with applicable regulations. This includes import and export laws, technology control plans, the conditions and provisions of export license authorizations that may apply to their business or facility, and Henniges Trade Compliance policy.

If you become aware of possible violations of applicable export control or embargo laws or have a concern regarding a particular country, individual or organization with which we conduct business, you should seek advice from the Compliance Committee.

Doing Business Openly and Honestly

ANTI-CORRUPTION

Henniges is committed to conducting business fairly, honestly and with utmost integrity and in compliance with all applicable laws. Bribery is illegal and can expose the Company and its leaders to fines and other penalties, including imprisonment. Bribes and corruption payments are strictly prohibited. A detailed guideline has been established to address the various components of anti-corruption compliance.

The U.S. Foreign Corrupt Practices Act (FCPA) prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to influence business decisions. Henniges prohibits making illegal payments to government officials of any country and requires that you carefully review each potential transaction and conduct the appropriate due diligence to ensure that there is not a potential FCPA violation. While FCPA allows certain expediting payments for obtaining permits, processing visas, providing police services or providing utility or cargo services, the Compliance Committee must assess any potential expediting payments to ensure that it will not create a potential violation of the FCPA or the law of another country. Facilitation payments are strictly prohibited. "Facilitation payment" is the term given to an illegal or unofficial payment made in return for services which the payer is legally entitled to receive without making such pay-

ment. It is normally a relatively minor payment made to a public official or person with a certifying function in order to secure or expedite the performance of a routine or necessary action, such as the issue of a visa, work permit or customs clearance. Although facilitation payments are often regarded as different in nature to, for example, a bribe paid to win business, they are illegal in most locations and therefore should be prohibited by the organization's anti-corruption policy. In addition, governments in regions in which we operate have a number of additional laws and regulations regarding business gratuities to United States government personnel. The promise, offer of delivery of a gift, favor or other gratuity to an official or employee of the United States government in violation of these rules would not only violate Henniges policy but also may be a criminal offense.

RESPECTING CUSTOMER PROPERTY

Often times, our customers may share their confidential information with us so that we may provide them with products and services. It is our responsibility to use, store and carefully safeguard any such information in a manner that complies with all applicable laws. We all must take the necessary steps to secure this information and ensure it is only used for approved business purposes.

GIVING GIFTS

Giving gifts, just like receiving gifts, can harm the Company's reputation by creating the appearance of impropriety. In some situations, giving gifts

or favors also can violate the law; for example, when dealing with government officials. Giving gifts to our customers can raise issues of preferential or unfair treatment that can affect morale and create perceptions of favoritism. For these reasons, it is important to follow the Acceptable Gifts and Entertainment Policy. When giving gifts or favors to those who do, or seek to do, business with the Company, several criteria must be met. (Remember that "favors" include meals and entertainment). Any gift or favor must: (a) be part of normal Company-approved sales promotions, advertising or publicity; and (b) be of limited value and not risk the appearance of impropriety. Giving gifts or favors to certain business contacts may have additional legal limitations. Any time you are working with a government official or union representative, be sure that you understand any limitations that may apply.

Regarding gifts or favors to customers: neither a Henniges department nor a Henniges team member may give gifts or favors paid for by the Company to customers or their family members without an approved exception.

Q&A

Q: What is a bribe?

A: Bribery is the act of offering, promising or giving a financial or other advantage to another person with the intent to influence improper performance of a business or public function.

Section 5

How We Do Business with Our Suppliers

We value our relationships with our supply base. It is imperative that we conduct ourselves in a way that is above reproach. We will enter into representation of supplier agreements only with companies that we believe have demonstrated a record and commitment to integrity. We never take unfair advantage of our suppliers through abuse of confidential information, misrepresentation of material facts or any other unfair dealing practice.

Furthermore, we foster an environment where our suppliers fairly compete on the quality of their products and services. We will not be influenced by gifts or favors of any kind from our suppliers or potential suppliers. An occasional meal or entertainment in normal course of business relations may be permissible, as long as:

- The representative of the supplier is in attendance.
- Such hospitality is not considered excessive or unusual in nature.
- The hospitality complies with applicable laws and is not otherwise prohibited by our Code.

In addition, when practical, hospitality should be reciprocated.

For more information, see the “Receiving Gifts” section of our Code.

PROTECTING SUPPLIER ASSETS

We treat supplier confidential information with the same care as we treat Henniges confidential information. We will not reproduce software provided to us by a supplier, nor will we incorporate it in to our own internally developed software unless we are expressly permitted to do so by license.

RECEIVING GIFTS

Each of us is expected to act in a way that promotes the Company’s best interests. Personal relationships with suppliers, dealers and customers must not affect your ability to act in a manner that is best for the Company. Those relationships must not harm the Company’s reputation by creating the appearance of impropriety. One good test is to ask yourself how others might view your actions if they were disclosed to Company management or reported in the media. Accepting gifts or favors from a business contact, such as a supplier or dealer, can cloud your judgment when making decisions for the Company, or give the appearance that the supplier or dealer is “buying” favorable treatment. Always follow the Company’s limitations and conditions on accepting gifts or favors from individuals or organizations that do business with the Company, or that are actively seeking to do business with the Company. Please see our Acceptable Gifts and Entertainment policy for additional guidance.

ENTERTAINMENT

Socializing with suppliers, dealers and other business contacts (referred to below simply as “suppliers”) can be helpful in cultivating a good working relationship, but there are limitations on what types of entertainment and social events are acceptable. You must always remember to act in a way that promotes the Company’s best interests, and that protects the Company’s reputation. Social activities with business associates must be appropriate and limited. You should only accept invitations that are business-related and freely offered. You should never accept an invitation that would create an appearance of impropriety. Always follow the Company’s limitations on attending supplier-paid activities.



Q&A

Sue Martin, a Henniges buyer, is currently accepting quotes for a new program launch. Sealing Industries is one of the companies submitting a bid for the work. Rick Sampson is the sales representative for Sealing Industries. In hopes of winning the contract at Henniges, he offers Sue hard to get tickets to the basketball tournament. Sue isn’t a really big basketball fan, but she would love to get tickets for the football playoffs. These tickets are very hard and expensive to get. Rick was quick to comply with Sue’s request and got her the tickets.

Q: Is it appropriate for Sue to request and accept the tickets?

A: No, Sue is in direct violation of the Code. She is not allowed to request or accept any gift of significant value (greater than \$250) from a potential supplier.



Section 6

How We Treat Our Shareholders

Honest and Accurate Books and Records

Our customers, suppliers and Board of Directors rely on us to maintain accurate and complete books and records. These documents form the basis for all of our audit disclosures and filings, which aim to provide an accurate view of our Company’s operations and financial standing. In addition, Henniges uses these documents to analyze Company operations and make important business decisions.

We have a legal obligation to make sure that the information we submit in all Company records is complete, accurate and understandable. This includes, but is not limited to, all the information we provide in the following records:

- Accounting and financial records
- Payroll documents
- Timecards and time-recording systems
- Travel and expense reports
- Measurement, product testing and performance records
- Customer and supplier records
- Design and engineering records
- Export and import declarations records

Honest and accurate books and records play a significant role in our Company’s reputation. You are to act responsibly without compromising your independent judgment. You are not to make any false or misleading entries in our books and records,

including causing the books to be inaccurate or misleading by omission. You may never alter, destroy or conceal Company records, except as authorized by the Henniges Records Management Policy. You are mandated to adhere to all Company policies and procedures. Our Company’s transactions will be executed only in accordance with management’s general or specific authorizations. See our Delegations of Authority Policy and Schedule of Executive Approvals for information.

FINANCIAL DISCLOSURES AND FRAUD

Team members with finance and accounting responsibilities have a special duty to ensure that our Company’s financial statements are true and fair. Since Henniges is a U.S.-based company, we must submit various financial reporting and other filings to U.S. regulatory authorities and other local regulatory requirements in various countries in which Henniges does business. It is critical that these documents are accurate and timely. Therefore, if you have related responsibilities, you must comply with the legal and regulatory requirements that govern these reports. You also must know and follow Henniges’ internal controls that govern the same. Inaccurate, incomplete or untimely records or reporting may result in legal liability for those involved.

Anyone found to have engaged in financial fraud will be subject to disciplinary action and could face substantial civil and criminal liability. You must report any suspected accounting or auditing irregularities immedi-

ately to the Compliance Committee. Henniges will not tolerate retaliation against you for disclosing in good faith, questionable or improper accounting or financial matters.

INQUIRIES FROM MEDIA

We work to provide clear and accurate information to the media, financial analysts and general public. This helps us maintain integrity in our relationships with our external stakeholders, which in turn strengthens our corporate reputation. Since accurate information is so crucial, only certain individuals may communicate with the media and financial analysts. If you receive a request for information from the media, forward it to the Global Vice President, Human Resources and review our Media Contact Policy.

AUDITS AND INVESTIGATIONS

We all have a responsibility to cooperate with external and internal audits and investigations. This means you must provide auditors and investigators the information to which they are entitled and maintain the confidentiality of the investigation or request. In addition, you may never attempt to improperly interfere with an internal review. Refusal to cooperate with an internal Henniges or government investigation may result in disciplinary action. If you have any questions about what information an auditor or investigator is requesting and entitled to obtain, consult the Internal Audit department. If a governmental investigation occurs, management must contact the Internal Audit department as soon as possible before proceeding.

You may contact Internal Audit by following the link compliance.committee@hennigesautomotive.com.

RESPECTING HUMAN RIGHTS

Our Code, along with our policies, establishes behaviors and standards that address a broad range of human rights and workplace issues. Henniges respects and values the diversity reflected in our various backgrounds, experiences and ideas. Together, we provide each other an inclusive environment that fosters respect for all of our coworkers and business partners.

We do not condone or employ child labor. We will not employ anyone under the age of 18, even if authorized by local law. If local law is stricter than Company policy, we will comply with that law.

In addition, we will never use forced, indentured or involuntary labor in any of our operations. As part of our commitment to our communities around the world, Henniges will not tolerate any instances of human trafficking or other forced labor. We also will never conduct business with any third parties who engage in human trafficking or forced labor.

MAKING POLITICAL AND CHARITABLE CONTRIBUTIONS

Henniges understands the ways that the political process can benefit the community. With freedom of beliefs and conscience and fundamental rights, we are free to express our opinions verbally, in writing or in graphical form without threat of censorship. However, when we participate in these activities, we

should do so on our own time, at our own expense and ensure that our activities do not conflict with our Code. No gifts to charities should ever be made at the request of government officials or regulators as a means of securing action by that person.

You should not use Henniges property for personal political activities. In addition, we should never engage in any political activities on Henniges’ behalf, unless authorized by the Compliance Committee. Never coerce a coworker, especially those with whom you have a reporting relationship, to support your particular cause.

Henniges is dedicated to social responsibility in every step of the Company’s activities. Many times, Henniges supports charitable activities in our local communities. Henniges may engage in such charitable activities, so long as both the charity and the activity have been approved by the HR department or Global VP of HR. As a Henniges team member, we also encourage you to get involved in your local community. Please refer to the Charitable Giving Policy and Volunteer Time Off Policy and Program for additional guidance.

"You should not use Henniges property for personal political activities"



Section 7

Your Commitment to Our Code

We all have a personal responsibility to know and follow the Code and other Company policies, procedures and guidelines that apply to our job responsibilities at Henniges. Many of these are cited in appropriate sections of the Code. Others can be found in Henniges' policies manual. You must never ignore or seek to circumvent the Code for any reason. If you need help understanding our Code or a specific policy, procedure or guideline, or how they apply to your scope or responsibilities, seek guidance from any resource listed throughout our Code.



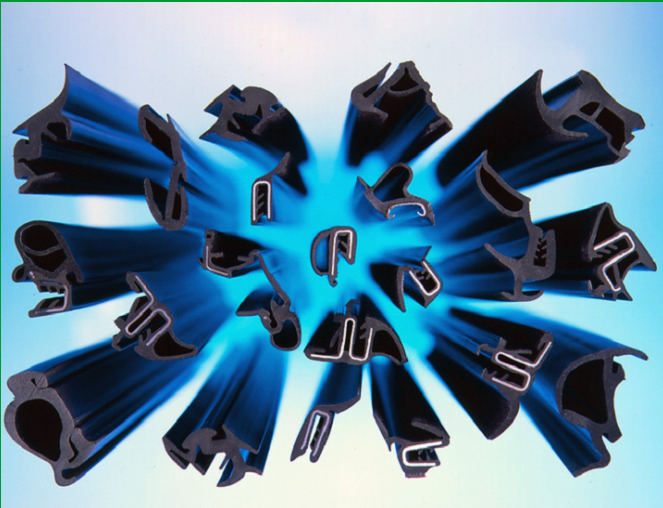
YOUR RESPONSIBILITY

- Understanding the Code and Compliance Policies and abiding by their requirements.
- Seeking guidance if you are unsure about legal or ethical issues.
- Reporting any suspected violations to an appropriate Company resource (as described below).
- If you are a manager, setting a good example and maintaining a strong ethical tone throughout the organization.
- Using good judgment and taking responsibility for your actions.

Section 8

Waiver of Our Code

In very restricted circumstances, Henniges may find it appropriate to waive a provision of our Code. Approval of any action not compliant with this Code must be sought in advance and may be granted by the President and the Compliance Committee. All waivers for members of the Board of Directors or for executive officers of Henniges require the pre-approval of the Board of Directors and will be promptly disclosed when required by regulation or law. When a waiver is granted, the Board or responsible Committee shall ensure that appropriate controls are in place to protect the Company and its shareholders.



HENNIGES' RESPONSIBILITY

- Provides workplace training on its ethics and compliance standards.
- Offers ways for employees or third parties to report concerns about possible violations of the Code or policies or to seek guidance on ethics and compliance matters.
- Keeps reports confidential to the extent reasonably possible.
- Strictly prohibits retaliation against those making good-faith reports.
- Conducts professional investigations, takes remedial actions and imposes discipline for violations, as appropriate.

Section 9

How to Report a Complaint

Complaints can be submitted in person or anonymously using any of the following methods:

COMPLAINT REPORTING FORM

<https://hennisphere.hennigesautomotive.com/CodeOfConduct>

Available on the Company’s intranet, "Hennisphere."

MAIL

Henniges Automotive
C/O Internal Audit
2750 High Meadow Circle
Auburn Hills, MI 48326

EMAIL

Complete Report A Violation Form and email to HR.Violations@hennigesautomotive.com

EXTERNAL OR ANONYMOUS REPORT

<https://www.surveymonkey.com/r/HennCodeViolationReportForm>

CALL

Your manager or supervisor, your HR representative or Henniges’ Compliance Line at: +1 248-340-4100 (Option #3)

You may anonymously report using any of these above methods. Please provide as much detail as possible so that the complaint can be thoroughly investigated. All information will be handled in strict confidence.



Section 10

Policies

COMMUNICATION AND
PROPER USE OF COMPUTERS

DATA PRIVACY POLICY

GENERAL PURCHASING
GUIDELINES

GIFTS AND ENTERTAINMENT
POLICY

INTELLECTUAL PROPERTY
GUIDELINES

RECORDS MANAGEMENT/
RECORDS RETENTION POLICY


SUBSTANCE ABUSE

SUPPLIER ETHICS



"The Code summarizes, and is supported by, the principles and policies that govern our company. You should use the Code, in conjunction with our corporate policies, to guide and inform your conduct."





Contact information:

Henniges Automotive
2750 High Meadow Circle
Auburn Hills, MI 48326

compliance.committee@hennigesautomotive.com

www.hennigesautomotive.com