

Revised and Reissued August 2015

**TAP AUTOMOTIVE HOLDINGS, LLC  
TAP WORLDWIDE, LLC / TAP MANUFACTURING, LLC  
Code of Conduct and Business Ethics**

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THIS POLICY DOES NOT CREATE AN EXPRESS OR IMPLIED EMPLOYMENT CONTRACT. ALL EMPLOYEES OF COMPANY ARE EMPLOYED "AT WILL." THIS MEANS THAT AN EMPLOYEE IS FREE TO END HIS/HER RELATIONSHIP WITH THE COMPANY AT ANY TIME FOR ANY REASON, AND THAT COMPANY IS ALSO FREE TO END THE RELATIONSHIP AT ANY TIME, WITH OR WITHOUT CAUSE. COMPANY RESERVES THE RIGHT TO CHANGE, REPLACE, OR WITHDRAW THIS POLICY AT ANY TIME.

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In achieving our business objectives, we must always adhere to the highest standards of business integrity and ethics, as well as respect and comply with all applicable laws and regulations.

The Code applies to every employee of the Company. It applies in every business transaction. It is our mutual responsibility to read and understand it.

Senior management must ensure that, within their respective areas of responsibility, this Code is distributed and receives the appropriate attention and follow-up.

This Code plays an important part in building the foundation for the Company's long-term success. Its principals are designed to be clear and must be the context in which all Company business decisions are made. No financial objective, no sales target, no effort to outdo the competition, outweighs this commitment to integrity.

Employees are strongly encouraged to report to the Company any activity or requested action that they believe to be in violation of the law or this Code.

**We count on, and require, your active cooperation.**



**Greg Adler**

Chief Executive Office



**Ken Cleveland**

Chairman of the Board

# Code of Conduct and Business Ethics

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## GENERAL POLICY

TAP Automotive Holdings, LLC, TAP Worldwide, LLC and TAP Manufacturing, LLC dba (collectively “the Company”) have established a Code of Conduct and Business Ethics (“Code”) which applies to all directors, officers and employees of the Company. It is the Company’s policy to comply fully with all relevant laws, regulatory requirements and applicable codes in the countries in which we do business and to conduct business affairs according to the highest level of legal and ethical standards.

This Code requires a high degree of integrity in all interactions with our shareholders, employees, customers, suppliers, local communities, government, and the general public, and it encourages all of us to conduct business as a good corporate citizen.

## LEGAL AND ETHICAL CONDUCT

**All Company employees must be honest, objective and diligent in the performance of their duties and responsibilities. They are trusted by the Company to exhibit professionalism in all matters to all of the Company’s affairs and not to participate in any illegal or improper activity.**

### **Every Employee shall:**

- Avoid any knowing involvement in acts known to be illegal, unethical or otherwise improper.
- Have a reasonable, practical working knowledge of the laws, regulations and corporate policies affecting their responsibilities.
- Seek guidance from the Company’s General Counsel when in doubt about responsibilities or how to apply this Code in a specific situation.
- Report possible violations of law, policy, or Code.
- Act as ambassadors for Company in all interactions.
- Avoid conflicts of interest.

### **Managers have the following additional responsibilities:**

- Ensure that Employees understand this Code and their responsibilities.
- Take reasonable steps to maintain a workplace environment that encourages the highest levels of integrity and the reporting of possible violations without concern for retaliation.
- Take actions when a concern is identified to ensure that Employees under their supervision understand and are complying with this Code.

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## **PERSONAL INTEGRITY**

### **Conflicts of Interest**

The Company understands and respects its employees' right to engage in activities outside of their jobs. These activities, however, should not create or appear to create a conflict between your personal interests and the interests of the Company. Gifts, courtesies or other payments offered or received may compromise or appear to compromise judgment, and as such may create a conflict of interest.

*Employees cannot seek to profit from confidential information or business opportunities that are available to them as a result of their position within the Company. Neither should they use this information in a manner which can be detrimental to the Company.*

Examples (non-exhaustive) of potential conflicts of interest include:

- Contracting with a supplier managed by a close friend or family member.
- Working independently as a consultant to a supplier, customer or competitor.
- Using confidential Company information or improperly using Company assets for personal benefit or the benefit of others.
- Outside work that interferes with performance at the Company.
- Accepting gifts that could influence business decisions.
- Financial investments that may affect impartiality.

*Before undertaking an activity that may create a potential conflict of interest, you must first obtain written approval from the Company's General Counsel.*

### **Inside Information and Share Trading**

Employees are prohibited from using inside information to buy or sell shares of any publicly traded company doing business with the Company. Inside information is precise information which relates to particular securities or an issuer of securities that has not been disclosed to the public and which would, if it were made public, be likely to have a significant effect on the price of any securities. It is a criminal offence to deal in securities while in possession of inside information, to encourage others to do so or to disclose such information to others.

### **Substance Abuse**

The Company is committed to providing a safe place for employees to work and supplying our customers with the highest quality products and service possible. The use, sale, possession, manufacture, distribution, dispensation or purchase of drugs, alcohol, or other controlled substances on Company property or during working time is prohibited. Reporting to work or working under the influence of drugs, alcohol or other controlled substances is prohibited. We recognize that alcohol and drug use at work can seriously endanger the safety of employees and jeopardize our ability to supply top-quality products and service. Employees of the Company are required to comply with the Company's Substance Abuse Policy, as set forth in the Company's

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Personnel Handbook. Violation of this policy will result in disciplinary action up to and including termination.

Since certain prescription medications can render an associate unfit to work, Employees should inform medical practitioners of the nature of their work when prescribed new medication so that appropriate information on the possible side effects related to workplace safety can be addressed.

## **Confidentiality and Asset Protection**

Employees of the Company may have access to trade secrets, intellectual property, confidential lists, and suppliers' names, general methods of operation and marketing, and other business information and secrets that belong to the Company. This type of confidential and/or proprietary information is considered a key asset of the Company and must be preserved and protected against improper disclosure.

All improvements and inventions, conceived or made during employment with the Company, whether at work or at home, but which relate in any way to the Company's business, are considered the exclusive property or assets of the Company. The Company's assets also include property, equipment, and supplies.

*All Directors, Officers and Employees should protect Company assets and ensure their efficient use. They cannot use Company assets, funds, facilities, personnel or other resources for private purposes unless authorized to do so.*

*Company assets also include your time at work and work product, as well as the Company equipment and vehicles, computers and software, Company information and trademarks and name. All Company assets should be used for legitimate business purpose only.*

## **EMPLOYMENT RELATIONSHIPS**

### **Equal Opportunity**

It is the Company's policy to recruit, employ, train, promote and compensate individuals based on merit, job related qualifications, requirements of the job and requirements of the organization. The Company is committed to providing its Employees with equal opportunities in all aspects of employment.

### **Diversity**

The Company values the differences among its Employees. Individual differences enrich the workplace and improve the Company's ability to attract Employees and work with customers and suppliers. A work environment which values individual differences and encourages the full contribution of every associate strengthens the Company.

### **Harassment**

Any kind of harassment by or against Company Employees is strictly prohibited. This includes demeaning, insulting, embarrassing, sexual or intimidating behavior directed at any associate related to gender, race, ethnicity, sexual orientation, physical or mental disability, age, pregnancy, religion, veteran status, national origin or any other legally protected status.

### **Relationships Between Employees**

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The Company encourages positive interaction between employees. While it is understood that many long-term relationships are formed at work, the Company must be careful to avoid the perception of an improper relationship between management and anyone in their reporting chain, particularly where work assignments, career advancement or compensation can be directly or indirectly influenced. Should such a relationship develop, the manager in charge of the business or function must consider the potential perception of coercion, favoritism, or other conflict of interest and discuss appropriate actions with the Company's General Counsel.

## **Privacy**

The Company respects Employee privacy and therefore will collect, use, and retain information only where there is a valid business or employment reason. Internal disclosure is limited and personal data is protected against unauthorized or accidental disclosure, modification or destruction.

## **Safety, Health & Environmental**

The Company is committed to providing a safe work environment for all Employees and making every reasonable effort to prevent accidents, protect Employees from injury, and promote their health and safety.

All Company Employees have a personal duty of care to themselves and their fellow Employees. Employees are expected to follow safety work practices. Under no circumstance will the Company Employees bring weapons or inherently dangerous substances of any kind on Company property.

## **RELATIONSHIPS WITH CUSTOMERS, SUPPLIERS AND OTHERS**

### **Honesty and Fair Dealing**

The Company competes in the marketplace on the basis of its products, technology, quality, service, price and similar competitive factors. The Company does not seek to gain any improper advantage through the use of manipulation, concealment, abuse of privileged information, misrepresentation of facts, or any other unfair dealing practice.

Each Employee of the Company is required to deal honestly, ethically, and fairly with each other as well as with the Company's customers, suppliers and competitors. Stealing or illegally appropriating proprietary information, disclosing proprietary information without authorization, possessing trade secret information improperly obtained, or inducing such disclosures from past or present Employees of other companies is strictly prohibited.

### **Entertainment, Gifts and Other Courtesies**

Other than in the case of government contracts and companies that prohibit these practices, minor gifts, entertainment and other courtesies may be offered to and accepted from current and prospective customers and suppliers when they are ordinary and customary in the context of industry standards, comply with local, country specific or any other applicable laws and regulations, and do not create a conflict of interest. If you are unclear whether or not a gift meets the standards provided above, please discuss the matter with the Company's General Counsel.

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The Company recognizes that identifying a potential conflict of interest may be difficult. You shall not accept anything of material value, if it may compromise your independence or judgment, or could induce you to award or offer services in a biased or non-competitive fashion. In giving or offering gifts, gratuities or other courtesies, you should consider whether the other party's receipt of such is likely to limit their ability to render impartial decisions, and in the case that it may or would appear to others to limit such ability, the gift should not be offered.

In dealings with government officials or government contractors and companies that prohibit these practices, the above standard is not applicable. Offering gifts, gratuities, entertainment, or other courtesies to such person may constitute a bribe. Infrequent common hospitality of very low value (i.e., soft drinks, coffee or light snacks at business meetings) or advertising or promotional items of very low value (i.e., calendars, pens or coffee cups) is generally acceptable.

Further, in dealings with foreign (non-US) government officials or government contractors, all Employees must comply with the Foreign Corrupt Practices Act ("FCPA"). The FCPA makes it illegal for the Company or any of its officers, directors, employees, and agents to bribe foreign officials in order to obtain or retain business or to secure any improper advantage. Specifically, the FCPA prohibits payments, offers or gifts of money or anything of value, with corrupt intent, to a "foreign official." Because of the FCPA's strict prohibitions, Employees should not make or authorize any gift, payment or offer anything of value to any foreign official, whether on the local, regional or national level, unless prior written authorization is obtained from the Company's General Counsel.

## **Improper Payments**

Payment or acceptance of bribes, kickbacks or other improper payments while conducting Company business is strictly prohibited. This prohibition applies to dealings with current or potential customers, suppliers, representatives, consultants or other parties in, or seeking to establish, a relationship with the Company.

In any dealings with a customer, supplier, or other person or entity, no Employee of the Company shall request, accept, offer to give, or give any payment or other significant thing of value, the purpose or result of which is, or could be interpreted as being, intended to influence bona fide business decisions or relationships affecting the Company and such person or entity.

## **Representatives**

The Company's representatives, including agents, advisors, consultants, dealers and distributors, are an extension of the Company and should be chosen and monitored carefully. All such representatives are required to comply with applicable laws and regulations, applicable Company policies and this Code.

## **Accuracy of Records, Reporting and Books**

*It is essential that the integrity, accuracy and reliability of the Company's books, records and financial statements be maintained.*

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*No transaction shall be entered into with the intent of being documented or recorded in a deceptive manner. No false or artificial documentation or book entry shall be made for any transaction.*

*Similarly, all funds, assets and transactions must be disclosed and recorded in the appropriate books and accounted for properly and punctually.*

*All payments should be made through official bank transfer or by sending checks directly to the official beneficiary's company address.*

It is the Company's policy to assure that all internal and external reports and documents constitute full, fair, accurate, timely, and understandable disclosures. Employees required to do so are to keep accurate records for their time. All government record keeping requirements must be strictly adhered to. Financial transactions must be lawful and made for the purposes stated and authorized by the Company. Forging or altering documents belonging to the Company is fraudulent and prohibited.

## **Anti-Competitive Behavior**

The Company is committed to complying with all trade and competition laws applicable in the countries where we do business.

Anti-trust, trade and competition laws prohibit agreements and practices that are anti-competitive and undermine fair competition. Directors, officers and Employees are prohibited from making formal or informal agreements or having discussions with competitors regarding price setting, allocating customers, or allocating markets or territories in which competitive products are sold, customer or supplier boycotts, excluding competitors from the marketplace, or unfairly restricting trade.

## **RELATIONSHIPS WITH THE COMMUNITY**

It is the Company's desire to minimize the social and environmental impacts and risks associated with its products and services. All managers are expected to minimize these impacts by monitoring key performance indicators and making improvements where possible by working closely with both internal and external resources. The Company is committed to reducing our environmental impact (for example, carbon footprint and waste reduction) and ensuring corporate responsibility, sustainability, and cooperation with our communities.

## **REPORTING CODE VIOLATIONS**

Compliance is the individual responsibility of every Employee. Each Employee has the responsibility to bring violations of the Code to the Company's General Counsel. The Company strictly prohibits any form of retaliation or retribution against Employees reporting possible violations.

If an Employee has questions about his or her responsibilities under the Code or suspects a legal or ethical violation, they should speak to the Company's General Counsel.

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## **FAILURE TO COMPLY**

Failure to comply with this Code may result in disciplinary action, which may include warning, reprimand, demotion, suspension, and/or termination.