



INTEGRITY CODE

Scope

AGS Automotive Systems is committed not just to following the law, but also in doing what is right. In a complex and competitive world, what is "right" is not always clear. This Code is intended to set out guidelines which will assist the Company's employees in understanding what is expected so that unethical practices are neither accepted nor permitted to develop here at AGS.

All AGS employees are required to be familiar with and to comply with both the letter and the spirit of this Code as well as all the Company's other policies. In addition, all employees should encourage one another to comply with this Code.

General Rules of Conduct

- Treat others as you would like to be treated.
- Be honest, courteous, and professional and treat others with dignity and respect.
- Conduct yourself ethically and in a way which demonstrates that you are accountable for your actions.
- Behave in a way which fosters cooperation and teamwork.
- Understand and conform to legal requirements relevant to your job and hold accountable those who report to you to do the same.
- Do not behave in a way which may be harmful to you, your co-workers, or the Company.
- Be familiar with and comply with all of the Company's policies and guidelines at all times.
- Review all Company policies not less frequently than annually.
- Actively support and participate in the Company's endeavor to promote conservation, encourage recycling, prevent pollution, and preserve the environment.

When Dealing with Third Parties

- Recognize you represent the Company when dealing with third parties.
- Safeguard the Company's reputation and do not engage in any behavior that might be viewed unfavorably or which could harm the Company's reputation.
- Treat customers with the utmost respect. Customers are the Company's lifeblood.
- Maintain an arms' length relationship in all dealings.
- In any actual or potential business relationship between the Company and a third party which involves someone who is related to you (including through marriage and/or a common law relationship), or with whom you are personally acquainted, you must disclose such relationship to your manager.
- Base relationships with suppliers on fairness and mutual respect and require our suppliers to deal with us on the same basis.
- Payments to agents or distributors on the Company's behalf must always be for a reasonable amount and in return for legitimate services that have actually been provided.
- Refamiliarize yourself with the Company's Soliciting and Receiving Gifts from Suppliers Policy and comply with it at all times.
- Be truthful in dealings with third parties and do not direct or encourage anyone to provide false or misleading information to any person or regulatory authority. Employees must not alter or destroy records relevant to any regulatory investigation or encourage any other employee to do so.
- Do not respond to or provide any information to any inquiry from the media concerning any of the Company's business or affairs. Immediately inform your manager or the Company's Legal Department of any such enquiry.

Outside Activities

- You may not engage in any activities which may interfere with your duties at the Company, unless provided for by the Company's policies, i.e. approved or legislative leaves.

Company Property

- Use Company property only for purposes related to your job responsibilities or for the Company's business purposes.
- Protect the Company's property and ensure that it is used appropriately and in a way that is not wasteful.
- Do not make or use unauthorized copies of software.
- Refamiliarize yourself with the Company's Electronic Communication Policy and comply with it at all times.

Anti-Corruption, Extortion & Bribery

- Work against corruption in all its forms, including extortion and bribery. The Company prohibits employees from giving or promising to give anything of value to other employees, customers or representatives of foreign governments, governmental agencies, political parties, or to political candidates, for the purpose of obtaining or retaining business.

Privacy

- Wherever possible put in place appropriate measures to respect privacy, to protect personal data against loss and unauthorized/unauthorized access or use, and to comply with relevant privacy and information security laws and regulations.

Financial Responsibility/Accurate Records

- It is expected that all business dealings be performed in a transparent manner and that the Company's financial records accurately reflect transactions.

Confidential Information

- Do not disclose the Company's confidential information to anyone outside the Company without prior written approval and take diligent and reasonable precautions to store Company and project information. Even within the Company, only those with a "need to know" should have access to confidential information of the Company. Confidential information includes but is not limited to financial information, process know how, operating metrics and other similar information and includes information of third parties, especially customers, to whom the Company may have contractual or implied obligations of confidentiality.
- More specifically, as it relates to customers, all AGS Automotive employees shall hold and maintain confidential or proprietary information provided to AGS by its customers in confidence for use only in connection with the project or program in connection with which the Confidential Information was provided to AGS and shall carefully restrict access to Confidential Information to those with a "need to know" for the purposes for which such Information was provided to it.

Fair Competition and Anti-Trust

- Employees should uphold standards of fair business dealing and conduct business in accordance with all applicable anti-trust or anti-competition laws and regulations.

Conflict of Interest

- Avoid conflicts of interest. A conflict of interest arises when an employee has interests that make it difficult to perform their duties in an objective or effective way. Also avoid situations which may give the *appearance* of a conflict of interest as such appearance may suggest impropriety.

Counterfeit Parts

- Take reasonable steps to help safeguard against the risk of a counterfeit product being shipped to or by the Company. Counterfeit product is defined as items that are, or contain, unlawful or unauthorized reproductions, substitutions or alterations that have been knowingly mismarked, misidentified or otherwise misrepresented to be an original manufacturer's part.

Intellectual Property

- Respect valid intellectual property rights and use commercially reasonable practices to protect the transfer and use of confidential technology and know-how.

Export Controls and Economic Sanctions

- Comply with applicable restrictions on the export or re-export of goods, software, services and technology, as well as with applicable restrictions on trade involving certain countries, regions, companies or entities and individuals.

Protection of Identity, Whistleblowing and Non-Retaliation

- The Company supports a work environment in which our employees and other stakeholders may report legal and other concerns without fear of retaliation. Employees are encouraged to adhere with processes which allow concerns to be raised anonymously with confidentiality and without retaliation. Retaliation includes and is not limited to being disciplined, demoted, suspended, harassed, or threatened.

AGS's Commitment to its Employees

In addition, AGS makes the following commitments to its employees and is also striving to ensure that members of its supply chain make similar commitments:

- The Company shall comply with all applicable human rights laws and regulations. In particular:
 - child labor shall not be tolerated and only persons at or above the age of employment in accordance with applicable law shall be hired.;
 - Any form of forced or compulsory labor, including modern slavery, shall not be tolerated.
- The Company values its workforce and is an equal opportunity employer and makes its employment related decisions based on merit. We are committed to providing equal opportunity for all employees and do not discriminate on the basis of race, ancestry, place of origin, creed, colour, ethnic origin, citizenship, sexual orientation, gender identity, gender expression, age, record of offences, marital status, family status, disability or any other prohibited grounds under human rights law.
- All wages and benefits shall comply with applicable laws.
- Working hours shall comply with applicable laws regarding hours of work and break periods.
- Employees shall be free to communicate openly with management regarding working conditions without fear of reprisal, intimidation, or harassment. Employees shall also have freedom of association, the right to join labor unions, seek representation and collectively bargain and to join workers' councils, all in accordance with applicable law.

Each employee is responsible for adhering to the company's health & safety policies, processes, and practices, including identifying and reporting any unsafe situations to management. In addition, several of our customers have safety speak-up programs which encourage their employees and the employees of their suppliers to identify opportunities to improve safety. The Company supports our Customers' safety programs.

Enforcement of the Code

- The matters set out in this Code do not fully deal with all ethical issues which might arise. As a result, you may have questions about this Code or about ethical issues from time to time. Where guidance is required or if you are unsure about any ethical issue, you should discuss the matter with your supervisor or manager.
- Alternatively, questions should be directed to your HR Department or the Company's Legal Department. Employees can make any such referral on a confidential basis if they prefer. If uncertain, always seek advice *before* acting.
- You have a duty to report to the Company any situation which you honestly believe constitutes a breach of this Code, including potential conflicts of interest. No employee will be penalized for a report made honestly and in good faith. Employees may make any such report to their manager, any member of senior management, the Company's General Counsel or a member of the HR Department, and if they prefer, they may make it anonymously by leaving a voice mail message for any of the above persons.
- Violation of this Code may result in disciplinary action, up to and including termination of employment and civil or criminal proceedings. Managers and supervisors are responsible to ensure that those who report to them also comply with the Code and failure to fulfill this responsibility may also result in disciplinary action up to and including termination and legal proceedings.
- You are required to comply with this Code, as it may be amended from time to time. You will be given prior notice of any amendments to the Code.
