



# **GUIDE TO BUSINESS ETHICS**

**&**

# **STANDARDS OF CONDUCT**



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## **WE ARE COMMITTED TO ETHICAL EXCELLENCE**

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As a company we are going through some very challenging times and are repositioning our businesses to move forward and be successful. We will demonstrate our ability to compete, delivering quality products at competitive prices.

To our credit as an organization and each of our employees, we have not wavered from our commitment to ethics during this difficult time.

Each of our businesses operates in a very competitive environment and we have set high financial and operational performance goals. We all have a responsibility to perform our jobs to the best of our ability. We must also ensure, however, that we, individually and as a company, continue to act in strict conformance with the law, customer requirements, and the highest standards of business ethics and business and financial reporting practices.

We know this is not easy. To help, we have various resources available to provide guidance and make sure we are able to make the right choices. These resources are detailed throughout this Guide and include our “hotline,” which we refer to as the **UCI Ethics & Compliance Line (800-735-0658)**, also available on-line at [www.uci.alertline.com](http://www.uci.alertline.com). When using the hotline, your confidentiality is protected and we will not tolerate any attempt to retaliate against anyone for raising issues in good faith.

Our ethics program is not just a book, or a poster, or a phone number, it exemplifies who we are and the way we run our business. We must continue to make sure our everyday actions support and demonstrate the highest level of business standards and conduct. Anything less is unacceptable.

Remember, it requires a team effort to achieve and maintain our objective of ethical excellence. We believe that complying with the information contained in this Guide as well as the training we receive and the guidance provided by our supervisors and others will allow us to say, with pride, that we are part of an organization that will succeed the right way.

Sincerely,

***The UCI Management Team***

## **OUR PERSPECTIVE -**

**WE ARE BUILDING WITH OUR EYES ON THE FUTURE – FOCUSED ON BEING A COMPANY THAT WILL SUCCEED WITH HARD WORK AND INTEGRITY.**

### ***Our Shared Values***

- *Uncompromising Integrity*
- *Long Term, Mutually Beneficial Relationships With Our Customers and Suppliers*
- *Individual Development and Growth*
- *Timely, Accurate and Complete Financial Reporting*
- *Continuous Improvement*
- *Safe, Healthy and Environmentally Friendly Operations*

### ***Our Business Objectives***

- *Enduring Customer and Supplier Partnerships*
- *Commitment to Our Employees*
- *Market Responsive Leadership*
- *Globally Focused Business Integration*
- *Consistent, Long-Term Profit Improvement*

## **OUR SHARED VALUES DEFINED**

### **Integrity**

We conduct our business guided by the highest ethical standards and recognize each individual's responsibility to ensure consistent compliance with these standards and related policies and procedures.

### **Customers**

We put the customer first and are committed to establishing and maintaining long-term relationships based on mutual trust, honesty and respect.

### **Suppliers**

We treat our suppliers fairly and honestly, recognizing they are an integral part of our business.

### **Employees**

We believe in our people and seek to provide ample opportunity for development and growth, open communications and sharing of ideas, and appropriate reward for individual and team achievements.

### **Quality**

We are dedicated to providing quality products that meet or exceed customer requirements. We continuously strive to improve product performance and work with our customers and suppliers to meet the needs of constantly changing markets and technology.

### **Reporting**

We strive to provide full, fair, timely, accurate and understandable financial reporting compliant with all legal and regulatory requirements.

### **Community**

We take pride in the communities in which we live and work, and acknowledge our responsibility to ensure safe, healthy and environmentally friendly conditions.

**INTEGRATING OUR VALUES,  
OUR STANDARDS OF BUSINESS CONDUCT, AND  
OUR BUSINESS OBJECTIVES TO BUILD LONG-TERM SUCCESS**

**Our Shared Values**

- **Serve to set the overall tone for how we conduct our business**
- **Reflect our character, culture and commitment to our company**



**Our Standards of Business Conduct**

- **Provide more specific guidance and resources as needed to resolve business ethics and compliance dilemmas**
- **Include our policies and procedures**



**Our Business Objectives**

- **Define the direction we, as a team, must go to achieve long-term success**
- **Our objectives must be accomplished while adhering to our Values and Standards of Conduct**

## **INTRODUCTION**

UCI considers compliance with our ethical standards and the law a top priority and essential to our long term success as a business. No business requirement ever justifies an illegal, unethical, immoral, or unprofessional act. Our success in business depends upon our maintaining the trust of our fellow employees, customers, other commercial partners, government authorities and the communities in which we live.

This Guide presents the basic expectations and general principles guiding how UCI conducts business. We are each responsible for upholding the Guide in our daily activities and for seeking help when the proper course of action is unclear. If we have a question concerning how UCI's standards and principles apply to a specific situation, we should ask and keep on asking until there is resolution. A simple, early question often clarifies and avoids larger, potentially more troubling situations.

The Guide does not attempt to address every situation or answer every question.

If you have questions about the Guide, concerns about someone's workplace conduct or question whether a proposed course of action is consistent with the Guide, we provide you with multiple choices to get help as detailed starting on **page 35**.

UCI and our employees are subject to the laws of many countries and other jurisdictions around the world. We are expected to comply with the Guide and with all applicable laws, rules and regulations.

UCI customers and suppliers may also use the resources provided herein to get help.

### **FOUR KEY TAKEAWAYS TO REMEMBER:**

- 1. WE TAKE ETHICS AND COMPLIANCE ISSUES VERY SERIOUSLY.**
- 2. WE PROVIDE THE RESOURCES NEEDED TO GET YOU HELP WHEN YOU NEED IT.**
- 3. WHEN IN DOUBT, ASK BEFORE YOU ACT.**
- 4. WE ARE ALL RESPONSIBLE FOR PROTECTING THE INTEGRITY OF OUR BUSINESSES.**



## **OUR RELATIONSHIP WITH OUR CUSTOMERS AND COMPETITORS**

*We will always strive to meet or exceed customer expectations for quality, price and delivery. We will build long lasting relationships with our customers based on mutual trust, integrity and honesty. We are sensitive to customer schedules, quality and costs and recognize the vital importance of supporting our customers' needs.*

### **We Provide Quality Products and Services**

We strive to provide products and services that meet or exceed our customers' expectations for quality, integrity, and reliability.

**Question:** My supervisor told me we are behind schedule on a very important order for a key customer. He told me to "**do whatever it takes**" to deliver the product by month-end. I am concerned that our process and quality standards may not be followed. What should I do?

**Answer:** First, talk to your supervisor to voice your concerns and to clarify his instructions. If you are not satisfied, immediately talk to another member of management, your Human Resources representative or call the **UCI Ethics & Compliance Line (800-735-0658)**; also available on the internet at [www.uci.alertline.com](http://www.uci.alertline.com).

### **We Make Contract Terms Clear and Concise**

We will communicate clearly and precisely so that our customers and we share a common understanding of the terms of our contracts including performance criteria, costs and schedules.

## **OUR RELATIONSHIP WITH OUR CUSTOMERS AND COMPETITORS**

### **We Do Not Provide or Accept Gifts or Gratuities**

Gifts and gratuities are always a high-risk area where the underlying motives for such activities can easily be misinterpreted.

Our basic rule is to avoid giving or accepting any gifts or gratuities.

We should never give or accept any entertainment or gifts that would adversely impact or appear to impact our job performance, cause embarrassment to the Company, or compromise our integrity or independence.

We will not offer or accept from any of our existing or potential customers cash gifts in any amount, or non-monetary gifts or gratuities with a fair market value of more than \$50.

***We will never give any gifts or gratuities to federal, state or local government employees or their representatives, domestically or internationally.***

**Question:** One of our suppliers sent me an expensive gift basket for the holidays. What should I do?

**Answer:** If it is not possible to return the gift basket, you should donate it to a local charity on behalf of the supplier. Employees are prohibited from accepting any gifts with a value of more than \$50. You should make sure all suppliers are aware of our policy regarding gifts so this situation is avoided in the future

### **We Permit Reasonable Business Entertainment**

We permit reasonable business entertainment, including traditional promotional events, as long as what is offered:

- is consistent with usual business practice,
- is infrequent,
- cannot be construed as a bribe or payoff,
- is not in violation of any law,
- will not knowingly place any participant in conflict with his or her organization's ethics guide.
- will not embarrass the Company or ourselves if publicly disclosed.

## **OUR RELATIONSHIP WITH OUR CUSTOMERS AND COMPETITORS**

### **We Prohibit Improper Payments**

We strictly prohibit bribes, kickbacks or any other form of improper payment to any customer or government representative. We also strictly prohibit any employee from accepting such payments.

All contacts and dealings with our customers will be conducted so as to avoid even the appearance of impropriety or violation of any applicable law or regulation, or these standards of business conduct.

**We are committed to ensuring ethical behavior in all of our business relationships and we welcome questions directly from our customers.**

### **We Deal With Our Competitors in A Legal and Ethical Manner**

We may collect, share and use information about our competitors, but care must be taken to ensure it is done properly. Just as the Company values and protects its own nonpublic information, we respect the nonpublic information of other companies.

### **Acceptable Intelligence Gathering**

It is acceptable to collect competitive intelligence through publicly available information or ethical inquiries. For example, we may gather and use information from sources such as:

- Publicly available filings with government agencies
- Public speeches of company executives
- Annual reports
- News and trade journal articles and publications

We also may ask third parties about our competitors, or accept competitive intelligence offered by a third party, as long as there is no reason to believe that the third party is under a contractual or legal obligation not to reveal such information.

## **OUR RELATIONSHIP WITH OUR CUSTOMERS AND COMPETITORS**

### **Prohibited Activities**

The following basic restrictions apply to our ability to gather competitive intelligence:

- We do not accept, disclose or use competitive information that we know or have reason to believe was disclosed to us in breach of a confidentiality agreement between a third party and one of our competitors.
- We do not disclose or use, without consulting Company legal counsel, competitive information that is, or we believe should have been, marked “proprietary” or “confidential.”
- We do not engage in any illegal or illicit activity to obtain competitive information.

You should also refer to page **28** regarding our compliance with Antitrust laws.

**TO OUR CUSTOMERS: Your questions can be directed through your usual contacts with UCI or the UCI Ethics & Compliance Line (800-735-0658), also available on the internet at [www.uci.alertline.com](http://www.uci.alertline.com).**

## **OUR RELATIONSHIP WITH OUR SUPPLIERS, VENDORS AND SUBCONTRACTORS**

*We are committed to dealing fairly with our suppliers, vendors and subcontractors. We will emphasize fair competition without discrimination or deception, in a manner consistent with long lasting relationships. We will purchase all equipment, services and supplies based on merit. Our suppliers, vendors and subcontractors will be treated with fairness and integrity.*

### **We Treat All Suppliers, Vendors and Subcontractors Fairly**

We will treat all suppliers, vendors and subcontractors fairly and uniformly when we purchase goods or services. In deciding among competing suppliers, vendors or subcontractors, we will impartially weigh all factors and avoid even the appearance of favoritism.

### **We Do Not Provide Or Accept Gifts Or Gratuities**

Our basic rule is to avoid giving or accepting any gifts or gratuities. We will not be influenced by or attempt to influence suppliers or potential suppliers by accepting or providing gifts or gratuities.

We will not accept from or provide to our suppliers, vendors or subcontractors cash gifts in any amount, or non-monetary gifts or gratuities with a fair market value of more than \$50.

### **We Permit Reasonable Business Entertainment**

Reasonable business entertainment is permitted, including traditional promotional events, as long as what is offered:

- is consistent with usual business practice,
- is infrequent,
- cannot be construed as a bribe or payoff,
- is not in violation of any law, and
- will not embarrass the Company or ourselves if publicly disclosed.

## **OUR RELATIONSHIP WITH OUR SUPPLIERS, VENDORS AND SUBCONTRACTORS**

### **We Make Contract Terms Clear And Concise**

We will communicate clearly and concisely so our suppliers, vendors and subcontractors understand the terms of our purchase orders and contracts, including price, quantity, performance criteria and schedules.

### **We Prohibit Improper Payments**

We strictly prohibit bribes, kickbacks or any other form of improper payment to any supplier, vendor or subcontractor. We also strictly prohibit any employee from accepting such payments.

All contacts and dealings with suppliers or potential suppliers, vendors or subcontractors will be conducted so as to avoid even the appearance of impropriety or violation of any applicable law or regulation, or these standards of business conduct.

**Question:** A company we are considering for a supply contract has offered me and my family luxury box seats to a major sporting event. Is this a problem?

**Answer:** Yes, it is a problem. We select our suppliers solely on legitimate business reasons. We must avoid any action that would create or appear to create a conflict of interest.

When in doubt, you should consult the Company policy on meals and gifts and contact your supervisor, another member of management or **the UCI Ethics & Compliance Line (800-735-0658)**, also available on the internet at [www.uci.alertline.com](http://www.uci.alertline.com).

### **We Require Ethical Behavior Of Our Consultants And Contractors**

Consultants and contractors providing services to UCI must adhere to the same high standards of behavior and excellence required of UCI employees. They must not act on behalf of the Company in any manner that is inconsistent with the highest standards of business conduct, Company policies or any applicable laws and regulations.

**We are committed to ensuring ethical behavior in all of our business relationships and we welcome questions directly from our suppliers, vendors, subcontractors or consultants.**

**TO OUR SUPPLIERS, VENDORS, SUBCONTRACTORS AND CONSULTANTS:** Your questions or issues can be directed to your usual contacts with UCI or the UCI Ethics & Compliance Line (800-735-0658), also available on the internet at [www.uci.alertline.com](http://www.uci.alertline.com).

## OUR RELATIONSHIP WITH THE COMPANY AND EACH OTHER

*We are committed to treating each other fairly and to maintaining employment practices based on equal opportunity for all employees. We will respect each other's privacy and treat each other with dignity and respect. We are committed to providing safe and healthy working conditions and an atmosphere of open communications.*

### OUR ETHICAL RESPONSIBILITY

#### • UCI SENIOR MANAGEMENT

- Set the right "Tone at the Top" through guidance and personal actions.
- Provide the proper resources.
- Define direction of the business.
- Define and communicate policies.

#### • BUSINESS MANAGEMENT AND SUPERVISION

- Exemplify the UCI ethics program; Lead by example.
- Communicate the direction of the business.
- Define and communicate procedures necessary to implement UCI policies.
- Make decisions based on what is right, not what is easy.
- Communicate with employees openly and honestly; Listen.
- Promote the UCI ethics program; encourage people to use the resources.

#### • ALL EMPLOYEES

- Maintain positive relationships with all with whom we come in contact.
- Speak up, ask questions.
- Unselfishly work as a team focusing on meeting our objectives.
- Embrace the program outlined in this Guide.
- Know and follow company policies and procedures

## **OUR RELATIONSHIP WITH THE COMPANY AND EACH OTHER**

### **We Are An Equal Opportunity Employer**

We are an equal employment opportunity company that values the diversity of its workforce. Our goal is to provide challenging, meaningful and rewarding opportunities for employment and personal growth to all employees without regard to race, religion, color, national origin, age, gender, sexual orientation, physical or mental disability or status as a disabled veteran or other protected group.

### **We Maintain A Drug-Free Workplace**

We prohibit the manufacture, distribution, sale, purchase, transfer, possession or use of alcohol, illegal drugs or the misuse of prescription drugs in the workplace.

We also prohibit employees from being at work when their behavior, judgment or performance is or may be impaired.

### **We Prohibit All Forms Of Harassment**

We forbid all forms of harassment by fellow employees, employees of outside contractors or visitors. This includes but is not limited to demeaning, insulting, embarrassing or intimidating behavior directed at any employee because of his or her race, religion, color, national origin, age, gender, sexual orientation, physical or mental disability or status as a disabled veteran or other protected group.

We ban sexual advances or physical contact, sexually oriented gestures or statements, and the display or circulation of sexually oriented pictures, cartoons or jokes in the workplace.

This applies worldwide to all employees. In some locations, local statutory requirements may require employers to conform to additional locally mandated, more restrictive norms.

This standard applies not only to our employees, but also to anyone else we do business with or who is present on our worksites.

We also prohibit retaliation against anyone who rejects, protests or complains about sexual harassment.

### **We Believe In Your Right To Privacy**

We respect our employee's privacy and therefore maintain only those historical and current employee and medical records needed for business, legal or contractual purposes, restricting access and knowledge of the contents to those with a legitimate need to know.

We will comply with all applicable laws regulating the disclosure of personal information about employees.



## OUR RELATIONSHIP WITH THE COMPANY AND EACH OTHER

### **We Are Careful When Hiring Closely Related Persons**

We will not discourage the tradition of family service and may employ persons related to UCI employees. However, we will avoid placing family members in direct reporting relationships to the extent practical. The overriding considerations in this matter are fairness and the avoidance of any perception of favoritism.

### **We Strive For A Safe And Healthy Work Environment**

We are committed to high standards of safety and employee protection. Meeting this commitment is the collective responsibility of all UCI employees. To that end, we will comply with all applicable government safety, health, and environmental regulations, and establish systems to provide a safe and healthy workplace.

Safety rules and procedures are mandated in all of our plants, offices, and work sites. Each of us must perform his or her job following these health and safety rules, and must promptly report any concerns, safety violations or incidents.

We must not use, possess, manufacture, or transfer illegal drugs on company property. We are not allowed to work if affected by alcohol or using illegal drugs. Misusing legal drugs in the workplace is not allowed. We will not allow someone to work if we believe that person's use of legal drugs could create an unsafe condition.

We must know, understand, and comply with all safety rules and regulations. We must know that no task is more important than our personal safety and that of our fellow employees.

We are responsible for working safely to avoid risk to ourselves and colleagues, immediately identifying and reporting unsafe working conditions or breaches of security, and communicating ideas that will reduce injuries and workplace hazards.

**Question:** I think one of my co-workers may be drinking on the job. What should I do?

**Answer:** This represents a potentially serious safety issue and you should immediately consult with your supervisor or other management member, your Human Resources representative or **the UCI Ethics & Compliance Line (800-735-0658)**; also available on the Internet at [www.uci.alertline.com](http://www.uci.alertline.com).

## **OUR RELATIONSHIP WITH THE COMPANY AND EACH OTHER**

### **We Protect Our Company's Assets**

We are all responsible for protecting the Company's assets and ensuring their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability.

All Company assets, including information systems, networks, computers, and data must be used for legitimate business purposes only and control procedures, including passwording, must be followed to ensure adequate safeguarding. Consistent with local laws, we reserve the right to monitor the use of information technology resources and to take appropriate disciplinary actions in cases of misuse.

**Question:** I have seen a co-worker stealing supplies from our Company. What should I do?

**Answer:** Promptly contact your supervisor or other management member, your Human Resources representative or **the UCI Ethics & Compliance Line (800-735-0658)**; also available on the Internet at [www.uci.alertline.com](http://www.uci.alertline.com).

### **We Protect Our Confidential Information And Trade Secrets**

We may learn facts about the Company's business plans or "secrets of success" that are not known to the general public or to our competitors. Sensitive information such as customer lists, the terms or pricing offered to particular customers, marketing or strategic plans, and proprietary or product systems developments are examples of the Company's confidential information and trade secrets. Similarly, we may have access to information concerning transactions with other companies or confidential information about other companies.

We may not disclose, without proper approval, any confidential information or trade secrets of UCI to others or use any such information for our own or someone else's benefit.

Within our Company, we should disclose confidential information and trade secrets only to employees who need the information to carry out their business responsibilities.

In other cases, we may develop inventions or create original works that are not part of our specific job-related responsibilities but that arise from information or resources that are available to us in connection with our employment and these must also be assigned to the Company to the extent permitted by law.

## **OUR RELATIONSHIP WITH THE COMPANY AND EACH OTHER**

Creations involving Company information or processes, whether or not patentable or protectable by copyright, trade secret or trademark, belong to the Company.

When we leave UCI, for whatever reason, we must return any and all of the Company's intellectual property and other work products that are in our possession, including any copies.

### **If you have any questions or issues:**

- call Sam Stahl, UCI General Counsel (313-465-7566),
- or call **the UCI Ethics & Compliance Line (800-735-0658)**,
- or login to the Internet at [www.uci.alertline.com](http://www.uci.alertline.com).

## **We Protect Our Trademarks, Copyrights And Patents**

In performing our responsibilities, we sometimes may create or develop information, practices, methods or inventions. We must assign any and all such creations to the Company to the extent permitted by law, whether such creation consists of improvements, designs, technologies, written materials, programs or other works. Such "intellectual property" might not be tangible like our buildings or equipment, but it is among the most valuable of our assets.

## **We Should Never Be Afraid To Ask Questions Or Raise Issues**

Remember, we should never hesitate to raise a concern or ask a question.

The foundation of our compliance effort is openness, accessibility and discussion within the UCI community.

We encourage you to present ideas, raise concerns and ask questions – especially those of a legal or ethical nature, but also those relating to quality of work.

All managers and supervisors are personally responsible for supporting this policy and maintaining an "open door" for their direct reports and other employees who may reach out to them.

## **OUR REPORTING INTEGRITY**

***We are fully committed to conducting our business affairs with honesty and integrity and in full compliance with all applicable laws, rules and regulations.***

### **We Provide Proper Reporting**

We are committed to providing Company information to the public in a manner that is consistent with all applicable legal and regulatory requirements.

Our reports and documents must include full, fair, accurate, timely and understandable disclosure.

We are responsible for protecting the confidentiality of non-public information about UCI, its subsidiaries, our customers, and our suppliers that we have obtained or created, and preventing the unauthorized disclosure of such information unless required by applicable law or regulation or legal or regulatory process.

**Question:** I hear a lot of discussion these days in the media regarding “**corporate fraud.**” What is fraud and what should I do if I suspect fraud in our Company?

**Answer:** Fraud is any dishonest act by an individual or individuals with the intent of gaining an improper benefit.

Fraud can take many forms including, but not limited to, false or intentionally misleading financial entries, theft of property, and intentionally inaccurate expense reports. Fraud can occur at any level of the organization.

We will promptly investigate any allegations of fraud and any employee who commits fraud will be subject to strong disciplinary action up to and including termination of employment and criminal prosecution.

If you suspect fraud or theft, you are required to immediately report it to any of the following: your supervisor or other member of management, or **the UCI Ethics & Compliance Line (800-735-0658)**, also available on the Internet at [www.uci.alertline.com](http://www.uci.alertline.com).

## **OUR REPORTING INTEGRITY**

### **We Maintain Accurate And Reliable Records**

Ensuring accurate and complete business and financial records is everyone's responsibility, not just a role for our accounting and finance personnel. Accurate record keeping and reporting reflects on the Company's reputation and credibility, and helps ensure that the Company meets its legal and regulatory obligations.

#### **We must:**

- Always record and classify transactions in the proper accounting period and in the appropriate account and department. We do not delay or accelerate the recording of revenue or expenses to meet budgetary or other goals.
- Support estimates and accruals with appropriate documentation and based on our best judgment.
- Ensure that all reports to regulatory authorities are full, fair, accurate, timely and understandable.
- Never falsify or improperly alter any document.
- Never distort the true nature of any transaction.

Transactions between the Company and outside individuals and organizations must be promptly and accurately entered into our books in accordance with generally accepted accounting principles and practices and company accounting guidance.

Misrepresenting facts or falsifying records for any reason is illegal and will not be tolerated.

If we have any reason to believe that any of the Company's books and records are not being maintained in an accurate or complete manner, we must report this immediately to any one of the following:

- Our supervisor or other member of management
- The **UCI Ethics & Compliance Line (800-735-0658)**, also available on the Internet at [www.uci.alertline.com](http://www.uci.alertline.com).

## **OUR REPORTING INTEGRITY**

**Comment:** When the pressure is on to meet goals and projections for the business, it's hard to deal with rules, controls and paperwork.

**Answer:** It's true, there is a lot of pressure to perform and produce. But no matter how much emphasis our Company puts on making the numbers, the Company does not want you to do it by cutting corners.

Rules, controls and policies are put in place to ensure that our Company complies with the law, external standards and our values.

If you feel you or others are crossing the line or about to cross it, promptly contact your supervisor or other management member, your Human Resources representative or **the UCI Ethics & Compliance Line (800-735-0658)**, also available on the Internet at [www.uci.alertline.com](http://www.uci.alertline.com).

Don't wait.

## **OUR REPORTING INTEGRITY**

### **We Adhere To Company Policies And Procedures**

We comply with our administrative, accounting, operational and quality controls to assure that all reports are accurate and reliable, and that they fully and fairly disclose pertinent information.

Reasonable expenses incurred by employees in performing Company business travel will be reimbursed by filing expense reports, which must be documented accurately and completely and properly approved by management.

If we need help understanding or interpreting policies or procedures we can talk to:

- our supervisor or other management member, or
- call the **UCI Ethics & Compliance Line (800-735-0658)**, also available on the Internet at [www.uci.alertline.com](http://www.uci.alertline.com).

### **We Ensure Unrestricted Audit Access And Reporting**

Our auditors have unrestricted access to all operations, personnel and records necessary for the performance of their reviews.

No employee will knowingly misrepresent, omit or cause others to misrepresent or omit, material information about the Company to others, including the Company's independent and internal auditors.

Also, no action will be tolerated that has the effect of improperly influencing, manipulating, misleading or coercing the Company's external auditors for the purpose of rendering the Company's financial statements misleading.

## **OUR REPORTING INTEGRITY**

### **We Avoid Conflicts of Interest**

A conflict of interest occurs when our personal or family interests interfere – or appear to interfere – with our ability to make sound business decisions on behalf of UCI. We need to avoid any situation that creates even the appearance of bias.

It is important to understand that merely having a conflict is not a violation of our policy, but failing to disclose that conflict is.

We should never use our position with UCI, or information acquired during our employment, in a manner that may create a conflict – or the appearance of a conflict – between our personal interests and those of the Company.

#### **Examples of conflicts include:**

- Obtaining or seeking to obtain any personal benefit from the use or disclosure of information that is confidential or proprietary to UCI, or from the disclosure of confidential or proprietary information about another entity obtained in the course of our employment with UCI;
- Improper use of our authority or management position to gain personal benefit from a decision or action by UCI that we are in a position to influence;
- Steering business to a supplier or vendor based on family or personal relationships;
- Acquiring or attempting to acquire property (including real estate, patent rights, securities, or other properties) knowing that UCI has, or might have, an interest in the properties;
- Knowingly competing with UCI or diverting a business opportunity from UCI;
- Using UCI assets for other business or personal activities; or
- Allowing non-UCI business or personal activities to diminish our effectiveness on the job.

If we believe we have, or are about to enter into, a possible conflict of interest situation, we should immediately contact:

- Human Resources, or
- **the UCI Ethics & Compliance Line (800-735-0658)**, also available on the Internet at [www.uci.alertline.com](http://www.uci.alertline.com).



## **OUR REPORTING INTEGRITY**

### **We Do Not Allow Outside Employment and Activities to Interfere With Company Commitments**

Our primary work obligation is to UCI. Outside activities, such as a second job or self-employment, must be kept totally separate from UCI employment and not interfere with UCI job responsibilities or performance.

We respect the privacy of every employee in the conduct of his or her personal affairs. However, no employee may run a personal business on UCI's time or using UCI resources.

Similarly, no employee can allow such outside activities to detract from his or her job performance or require such long hours that the outside activity adversely affects the employee's physical or mental effectiveness.

Generally, no employee can perform services for, nor serve as an employee, consultant, officer, or director of any competitor, customer, or supplier of UCI.

### **We Protect UCI Property and Information**

Employees are responsible for protecting UCI property and equipment. This responsibility extends not only to tangible assets, but also to intangible property, such as business plans, trade secrets, computer programs, technologies, and other confidential or proprietary information of UCI or of others, including our customers and suppliers.

We treat company assets with the same care we would if they were our own.

Generally, UCI property must not be used for any purpose other than for UCI business. Employees must not borrow, give away, loan, sell, or otherwise dispose of UCI property regardless of condition without specific authorization.

Reasonable precautions must be taken to protect against theft, damage, or misuse of UCI property.

We do not destroy official company documents or records before the retention time expires, but unless otherwise directed with respect to specific items we will destroy documents when they no longer have a useful business purpose. Employees should contact their supervisor if they are unclear whether a document may or may not be destroyed.

Additional guidance regarding records retention can be obtained from Corporate Legal.

## **OUR REPORTING INTEGRITY**

### **We Exercise Due Care in Disseminating Company Information**

Employees must not respond to requests for financial or business information about UCI, including any of its business segments, from outside sources such as the government, media, press, financial community, or the public, unless authorized to do so. Such inquiries are to be referred to the UCI General Counsel.

We will maintain a coordinated and consistent posture in relations with the various segments of the newsgathering industry. All contact with news media concerning the affairs of UCI, financial or otherwise, including written and oral communications and the release of photographs, must be coordinated through the UCI General Counsel.

### **We Carefully Protect Electronic Communications (Use of Computers, Internet, and Email)**

We will protect UCI computing systems and computerized information from unauthorized access, use, modification, copy, disclosure, or destruction. Use may be reviewed for consistency with legal requirements. Employees and others who violate this policy may be subject to disciplinary action.

We will immediately report IT security incidents to our direct supervisor and the IT department, or call **the UCI Ethics & Compliance Line (800-735-0658)**; also available on the Internet at [www.uci.alertline.com](http://www.uci.alertline.com). Authorized users will be issued company-approved accounts.

Unauthorized access to company computerized information, any use of computer systems or information that constitutes illegal activity and sharing computer user accounts or other accounts assigned for individual use is prohibited.

Personal use of technology resources is permitted provided that it is appropriate and does not:

- interfere with the user's or any other user's work performance
- unduly impact the operation of technology resources
- result in any material expense to UCI
- violate any law or applicable regulation
- use storage space beyond that allocated for personal use
- involve the running of any personal business
- involve access to inappropriate websites.

Our relatives, associates or friends are not permitted to use UCI technology resources.

## **OUR RELATIONSHIP WITH OUR COMMUNITIES**

*The Companies have a longstanding commitment to being good corporate citizens. We will conduct ourselves in a responsible and responsive manner and comply with the laws, regulations and customs of the communities in which we live and work. We support and encourage your involvement in community activities and organizations. We respect our environment and will protect our natural resources.*

### **We Obey All Laws**

While we are headquartered in the United States, our business is global. Frequently, the U.S. laws reach beyond its borders. For example, U.S. laws about how we sell our products, how we compete and how we interact with government officials frequently blanket our global locations.

We will be law abiding in all of our activities.

We will build a safe environment for employees, suppliers, customers and the communities in which we live and work.

Compliance with the law does not comprise our entire ethical responsibility. Rather, it is a minimum, absolutely essential for performance of our duties.

We monitor compliance and, if appropriate, we voluntarily disclose any violations.

We cooperate fully with any government investigations or inquiries and will not alter or destroy any Company documents in anticipation of a Government investigation.

We can raise any questions regarding legal compliance matters through our supervisor or another member of management, Sam Stahl, UCI General Counsel (313-465-7566) or **the UCI Ethics & Compliance Line (800-735-0658)**; also available on the Internet at [www.uci.alertline.com](http://www.uci.alertline.com).

## **OUR RELATIONSHIP WITH OUR COMMUNITIES**

**UCI will comply fully with laws that prohibit a wide variety of activities associated with business dealings in the U.S. and internationally, including, but not limited to the following sections.**

### **We Exercise Care in Providing External Reporting / Disclosure of Information**

All external communications involving financial or other general business matters must be reviewed and approved in advance by the UCI Chief Financial Officer (847-941-0965) and the UCI General Counsel (313-465-7566). Any external requests to obtain financial information require the same review and approval.

### **We Comply With Antitrust Laws**

We support vigorous but fair and honest competition. The United States and many other countries have enacted laws – usually referred to as antitrust, monopoly, competition or cartel laws – designed to preserve free and open competition.

We must make business decisions using independent judgment and avoid even the appearance of agreeing with a competitor to limit the way we compete with one another.

We must make factual and truthful statements about our products and those of our competitors, whether in advertising or in speaking with customers or others.

UCI will compete solely on the merits of our products and services.

We will succeed by satisfying our customers' needs, not by unlawfully limiting a competitor's opportunities.

**Question:** Someone sent me a copy of our largest competitor's confidential internal pricing sheet for its products. This will be very helpful to us as we determine our pricing for next year. Can I use this information?

**Answer:** No. If the information is confidential, it cannot be used. Doing so is unethical and could expose you and the Company to serious risk under antitrust laws. You should immediately contact Sam Stahl, UCI General Counsel (313-465-7566) for guidance.

## **OUR RELATIONSHIP WITH OUR COMMUNITIES**

### **Antitrust Laws (Continued)**

We will not engage in practices that limit competition such as price fixing and division of markets, nor will we engage in practices to unlawfully restrict a competitor's opportunities.

Free competition is healthy for business and good for consumers. The antitrust laws of the United States and the competition laws of other countries govern the day-to-day conduct of business in setting prices and other aspects of the purchasing and marketing of goods and services.

These laws protect consumers from illegal competitive actions such as price fixing and division of markets.

It is vital to follow the laws of the United States and other countries that prohibit practices undermining competition.

As a rule, antitrust laws not only cover commercial behavior in a particular country, but also apply to any commercial behavior even outside that country if it has a significant impact on competition.

Antitrust laws generally prohibit entering into any kind of agreement or understanding (even oral or informal) with a competitor regarding:

- Prices, costs, profits, margins, inventories, or terms and conditions of sale
- Territories
- Limitations on products or services
- Production facilities, volume, or capacity
- Market share
- Customer or supplier allocation or selection
- Distribution methods
- Any action that affects, limits, or restricts competition
- Bidding arrangements
- Resale price maintenance schemes
- Restricting products offered or tying the purchase of products to other purchases
- Agreements to boycott, i.e. a refusal to supply or to accept delivery

## **OUR RELATIONSHIP WITH OUR COMMUNITIES**

### **Antitrust Laws (Continued)**

Because of the complexity of antitrust laws, all agreements with competitors or with other third parties which may have a negative effect on fair competition must be approved by legal counsel. Clauses which may have a negative effect on competition include:

- Exclusivity clauses
- Pricing clauses
- Tie-in clauses
- Territorial restrictions
- Price discrimination (including preferential discounts and rebates)

Don't be misled into thinking that agreements are unlawful only if a written document is signed by the parties involved. If competitors make a conscious commitment to a common course of anti-competitive action, they can be in violation of competition laws.

## **OUR RELATIONSHIP WITH OUR COMMUNITIES**

### **We Are Committed to Environmental Compliance**

UCI abides by all applicable health, safety and environmental laws and regulations in countries and communities where we do business.

Where such laws and regulations do not exist or are considered inadequate, the Company will abide by its own high standards.

The Company is committed to environmental excellence in the design, manufacture, distribution, reuse and disposal of its products and supplies.

**Question:** I have noticed activities that may be creating a safety and environmental hazard, but it is not in my work area. I do not have to report it, do I?

**Answer:** Safety and environmental matters are everybody's "area" and everybody's responsibility. We should immediately report our concern to a safety and environmental professional at our location, our supervisor or other management member, our Human Resources representative or **the UCI Ethics & Compliance Line (800-735-0658)**, also available on the Internet at [www.uci.alertline.com](http://www.uci.alertline.com).

### **We Cooperate Fully With All Audits and Investigations**

We cooperate fully with all internal or external investigations and audits and are open and honest when responding.

We will never alter or destroy records in response to an investigation or audit or when such an investigation or audit is anticipated.

Notice of any investigation or inquiry (other than routine interactions such as with taxing authorities) by any governmental agency or organization must be reported immediately to Sam Stahl, UCI General Counsel (313-465-7566)

## **OUR RELATIONSHIP WITH OUR COMMUNITIES**

### **Anti-Bribery**

UCI complies with all applicable laws and regulations wherever we do business. Almost every country in the world prohibits making payments or offers of anything of value to government officials, political parties, or candidates in order to obtain or retain business. These laws include the **U.S. Foreign Corrupt Practice Act (FCPA)**, the **U.K. Bribery Act of 2010 (the UK Bribery Act)** and similar laws in other jurisdictions.

### **Foreign Corrupt Practices Act (FCPA) / U.K. Bribery Act**

Under the Foreign Corrupt Practices Act, as well as the U.K.'s Bribery Act, we may not offer or accept (directly or indirectly through our representatives or agents) payments, gratuities or gifts to or from any government official. This applies to all operations, including internationally.

The FCPA also prohibits payments or offers of payments of anything of value to foreign officials, foreign political parties, or candidates for foreign political office. Indirect payments of this nature made through an intermediary, such as a distributor or sales representative, also are illegal.

It is also against Company policy to engage in any form of commercial bribery, including the offer or acceptance of any improper payments, gratuities or gifts to obtain or retain business or secure services anywhere in the world.

We frequently use agents or representatives in various countries to market and sell our products. We require due diligence in selecting and retaining these agents and representatives to ensure they understand and comply with our ethical and legal obligations.

In some parts of the world, small "facilitating payments" to government employees and their agents are customary and expected in exchange for performing routine services, such as providing phone service, however, it is difficult to know when a local law may make this practice illegal, and the penalties for a misstep can be severe.

- We will not engage in paying any facilitating payments without advance approval of UCI executive management.

Note: The UK Bribery Act of 2010 can apply to companies doing business in the UK, not only to acts done in the UK. Therefore, it is important that all employees, wherever located, are aware of and comply with this law.

For additional information on compliance with the various Anti-Bribery laws, contact Sam Stahl, UCI General Counsel (313-465-7566)



## **OUR RELATIONSHIP WITH OUR COMMUNITIES**

### **Foreign Economic Boycotts**

UCI should never cooperate with any restrictive trade practice or boycott that is prohibited by U.S. or other applicable laws.

For example, U. S. laws prohibit participating in or cooperating with illegal economic boycotts supported by foreign nations, such as the Arab boycott of Israel. UCI and its joint venture partners, agents, distributors, and other representatives, will strictly comply with U.S. and other applicable local “anti-boycott” laws and policies.

There are many other prohibited activities. Be alert to the possibility that boycott related provisions can appear in the “standard” language in documents such as contracts, letters of credit, and shipping documents. Because this is a complex legal area, if you identify or receive any boycott related language or request, you should report it to your supervisor and the UCI General Counsel. The U.S. law also requires that requests to take boycott-related actions (including requests to provide information or to agree to boycott-related terms) be reported to the U.S. Government.

Employees should contact the Sam Stahl, UCI General Counsel (313-465-7566) for guidance.

## **OUR RELATIONSHIP WITH OUR COMMUNITIES**

### **Exports and International Trade Restrictions**

UCI worldwide operations require an awareness of international trade laws. UCI, its business segments, all its employees worldwide, and its joint venture partners, agents, distributors, and other representatives will comply with these laws, including applicable trade sanctions, economic embargoes, and import / export controls.

The export of goods and technology (including transfers with no sale) from many countries is regulated by a number of very complicated laws and regulations. There are many factors in determining whether a product or technology can be exported, including the nature of the item, the country of destination, and the end-user or end-use.

Export restrictions apply not only to the export of goods and services, but also to the licensing of software and the transfer of technology in many forms, such as plans, designs, training, consulting, and technical assistance. These restrictions can also apply to products based on another country's technology or that contain another country's parts or components.

Exporting goods or technology without the appropriate government approvals can result in the loss of export privileges and can subject a company to both civil and criminal penalties. For example, the United States generally prohibits or restricts all trade, investment and transactions involving the following countries: Burma (Myanmar), Cuba, Iran, North Korea, Sudan and Syria. Other countries' prohibitions or restrictions may vary. These lists change regularly, so employees should check with their business segment General Counsel regarding an updated list.

### **We Do Not Make Political Contributions**

We do not allow Company funds or other assets to be used for political contributions, directly or indirectly, in support of any party or candidate in any election on the federal, state or local level.

Your participation in government elections and the political process must be undertaken on your own time and expense.

All political activities (lobbying, public positions, etc.) by or in the name of UCI must be approved by the UCI General Counsel.

No corporate contributions or assets may be used to support specific issues, candidates, or political parties.

## **OUR ETHICS AND COMPLIANCE PROGRAM**

Acting ethically and in compliance with our standards of business conduct is the individual responsibility of each and every employee.

It is your responsibility to raise issues or report violations promptly through any of the following - **the choice is yours:**

- Your immediate supervisor or another member of management,
- A Human Resources representative,
- **The UCI Ethics & Compliance Line (800-735-0658)**, or
- The UCI Compliance Line website [www.uci.alertline.com](http://www.uci.alertline.com).
- The Board of Directors – If your issue involves the CEO or CFO of the company or anyone charged with supervising the financial reporting or compliance processes, or if you feel your request for action has not been handled properly, you have the option of confidentially communicating in writing directly to our Board of Directors.

Any written communication with the Board of Directors should be directed to:

Michael Klein  
6056 Deer Park Ct.  
Toledo, OH 43614

We will thoroughly research any question or concern until it is resolved and provide feedback to you.

We will protect your confidentiality to the fullest extent appropriate or permitted by Company policy or the law.

**HELP IS AVAILABLE WHEN YOU NEED IT!**

## OUR ETHICS AND COMPLIANCE PROGRAM

### What Are Some Of The Ethical Warning Signs We Need To Watch For?

**You (and the Company) may be on thin ice when you hear:**

- “Do whatever it takes” to:
  - get the sale closed, or
  - product shipped, or
  - meet plan / forecast.
- “It doesn’t matter how it gets done, as long as it gets done.”
- “Everyone does it.”
- “Shred that document.”
- “No one will ever know.”
- “We didn’t have this conversation.”

#### **Ask yourself:**

- Do I already know the right thing to do?
- Will my actions or the actions of others violate the law?
- Are the actions against Company policies or procedures?
- Do the actions violate the Company’s values or my own personal values?
- How will it make me feel about myself?
- How would my decision look on the front page of the newspaper?
- Would I feel good if my family knew about it?
- What might happen if I don’t do anything?
- Do I need help making my decision?

## **OUR ETHICS AND COMPLIANCE PROGRAM**

### **THE UCI ETHICS & COMPLIANCE LINE (OUR “HOTLINE” 800-735-0658)**

**The UCI Ethics & Compliance Line (800-735-0658)** is a toll-free telephone number monitored on a 24-hour basis by outside professional personnel trained to coordinate the processing of UCI ethics and compliance questions and issues, as well as questions pertaining to laws, regulations and company policies.

No answering machines or other recording devices or caller identification systems are ever used.

#### **When you call the UCI Ethics & Compliance Line, here is what you can expect:**

1. You will be asked if you wish to remain anonymous. If so, you will be given a case number and pin number, which you should write down for later reference.
2. You will be asked to describe the situation or present the question in your own words.
3. Relax, take your time and be as specific as possible (dates, times, names, etc.).
4. You will be asked about any prior efforts you have made to resolve your concerns or questions and what you were told.
5. You may be asked for details of any discussions you have had with your management and/or Human Resources. Please try to have names and dates available.
6. If you have chosen to remain anonymous, you will be instructed to call back on an assigned date and to give the case number and pin number to get feedback and possibly provide additional information.
7. If you have elected to give your name and phone number, you can still receive feedback through the UCI Ethics & Compliance Line, or a UCI representative will discreetly follow up with you to discuss the resolution of your issue and determine whether you have any additional concerns.
8. We will not tolerate any attempt by management or others to retaliate against you for calling the Compliance Line to ask questions or raise issues in good faith.

### **ON-LINE (INTERNET) ETHICS & COMPLIANCE LINE ACCESS**

UCI also provides a secure Internet access “hotline” site that allows you to safely submit your questions or concerns on-line and remain anonymous.

- Login at [www.uci.alertline.com](http://www.uci.alertline.com)
- As with the call procedures detailed above, you will be given a case number, pin number, and date to log back in and get a response.
- Follow the on-screen instructions and provide as much information as possible.

## **OUR ETHICS AND COMPLIANCE PROGRAM**

### **Confidentiality**

It is essential that you feel secure when you participate in the UCI ethics program.

Therefore, confidentiality is a top priority and we are committed to protecting your identity to the fullest extent permitted by law whenever you interact with any element of this program.

### **Zero Tolerance for Retaliation**

We value your help in identifying any potential problems that the Company needs to address.

Any retaliation against you for honestly raising an issue is unacceptable.

If you have raised a concern honestly, or participated in an investigation, that activity cannot be the basis for any adverse employment action, including separation, demotion, suspension, threats, harassment or discrimination.

If you work with someone who has raised a concern or provided information in an investigation, you should continue to treat the person with courtesy and respect.

If you believe someone has retaliated against you, promptly report the matter to:

- your Human Resources representative, or
- **the UCI Ethics & Compliance Line (800-735-0658)**; or login to the Internet at [www.uci.alertline.com](http://www.uci.alertline.com).

### **Making False Accusations**

We will protect any individual who raises a concern honestly, but it is a violation of our guidance to knowingly make a false accusation, lie to investigators, or interfere or refuse to cooperate with an investigation.

Honest reporting does not mean that you have to be right when you raise a concern; you just have to believe that the information you are providing is accurate.

### **Waiver Of The Ethics Guide Provisions**

There will be no waiver of any of the provisions of the UCI Guide to Business Ethics and Standards of Conduct without prior written approval by UCI senior management.

## **OUR ETHICS AND COMPLIANCE PROGRAM**

### **On-line Website – Our “Guide To Ethics And Standards Of Business Conduct”**

The UCI Guide to Business Ethics and Standards of Conduct is available on each of the business websites, as well as the hotline site, [www.uci.alertline.com](http://www.uci.alertline.com).

**Question:** I have a concern, but it is not covered in the UCI Guide to Business Ethics and Standards of Conduct. Does that mean there is no problem?

**Answer:** No. The Guide cannot possibly address every situation or ethical dilemma. However, the values and other guidance provided can help you make the right decision.

### **We Are All Responsible For Exercising Good Judgment and Knowing When to Ask For Help**

No communication or monitoring system can ensure complete compliance. In the end, each of us must use good common sense and judgment and ask for help when needed.

We are all expected to act ethically even in the absence of specific company policies. As always, if you need help it is readily available.

Talk to your supervisor or other management member, your Human Resources representative or call **the UCI Ethics & Compliance Line (800-735-0658)**; or login to the Internet at [www.uci.alertline.com](http://www.uci.alertline.com).

**WHEN IN DOUBT, ASK FIRST.**

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