FINAL ASSESSMENT
AM GENERAL LLC

The following pages contain the detailed scoring for your company based on public information.

The following table represents a summary of your scores:

<table>
<thead>
<tr>
<th>Topic</th>
<th>Number of questions</th>
<th>% score based on public information</th>
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<tbody>
<tr>
<td>Leadership, Governance and Organisation</td>
<td>10</td>
<td>20%</td>
</tr>
<tr>
<td>Risk Management</td>
<td>7</td>
<td>14.3%</td>
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<tr>
<td>Company Policy and Codes</td>
<td>12</td>
<td>41.7%</td>
</tr>
<tr>
<td>Training</td>
<td>5</td>
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<tr>
<td>Personnel and Helplines</td>
<td>7</td>
<td>57.1%</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>41</strong></td>
<td><strong>29.3%</strong></td>
</tr>
</tbody>
</table>
A1:
Does the company publish a statement from the Chief Executive Officer or the Chair of the Board supporting the ethics and anti-corruption agenda of the company?

Score:

1

Comments:
Based on public information, there is evidence that the company publishes one statement from the CEO in support of the company’s ethics standards and values. The company therefore scores 1. To score higher, TI would need to see further evidence of statements from the CEO or Chair of the Board, supporting the ethics and anti-corruption agenda of the company.

References:
Public:
Code of Conduct and Business Ethics:
‘I. A Letter from our President and CEO
Dear Fellow Employee,
This booklet sets forth the very basic philosophy and standards for which AM General stands. The booklet does NOT attempt to describe every possible situation that might occur, nor does it provide an overly detailed set of rules. Instead, nearly every aspect of our conduct can be captured in the principles described below:

Excellence - We do things right. We approach each of our responsibilities determined to perform them to the very best of our ability. We understand that our customers depend upon us to produce a high-quality, outstanding product.

Integrity – We do the right things. We adhere faithfully to the highest standards of ethical behavior. We abide by the laws of the United States and those of any country in which we do business. We take responsibility for our actions.

Honesty - We are completely honest in all of our dealings with our customers, competitors, co-workers, and others. We keep records that accurately reflect our conduct and transactions.
Respect – We respect the dignity of each person with whom we interact. We recognize that our success depends upon the talent, skills, and expertise of our people, and we evaluate others based solely upon their demonstrated ability and performance. In the final analysis, AM General is what each of us, working together, makes it.

We are confident of the ability and desire of our employees to adhere to the highest standards of excellence, integrity, honesty and respect and, for that reason, are confident of the future of the Company.

A2:

Does the company’s Chief Executive Officer or the Chair of the Board demonstrate a strong personal, external facing commitment to the ethics and anti-corruption agenda of the company?

Score:

0

Comments:

Based on public information, there is no readily available evidence that the company’s Chief Executive Officer or the Chair of the Board demonstrate a strong personal, external facing commitment to the ethics and anti-corruption agenda of the company.

References:

Public:
Code of Conduct and Business Ethics:
‘I. A Letter from our President and CEO
Dear Fellow Employee,
This booklet sets forth the very basic philosophy and standards for which AM General stands. The booklet does NOT attempt to describe every possible situation that might occur, nor does it provide an overly detailed set of rules. Instead, nearly every aspect of our conduct can be captured in the principles described below:

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Respect – We respect the dignity of each person with whom we interact. We recognize that our success depends upon the talent, skills, and expertise of our people,
and we evaluate others based solely upon their demonstrated ability and performance.

In the final analysis, AM General is what each of us, working together, makes it.

We are confident of the ability and desire of our employees to adhere to the highest standards of excellence, integrity, honesty and respect and, for that reason, are confident of the future of the Company.’

A3:
Does the company’s Chief Executive Officer demonstrate a strong personal, internal-facing commitment to the ethics and anti-corruption agenda of the company, actively promoting the ethics and anti-corruption agenda at all levels of the company structure?

Score:
0

Comments:
Based on public information, there is no readily available evidence that the company’s Chief Executive Officer demonstrates a strong personal, internal-facing commitment to the ethics and anti-corruption agenda of the company, actively promoting the ethics and anti-corruption agenda at all levels of the company structure.

References:
Public:
NA
A4:
Does the company publish a statement of values or principles representing high standards of business conduct, including honesty, trust, transparency, openness, integrity and accountability?

Score:

1

Comments:
Based on public information, there is some evidence that the company publishes a statement of values representing high standards of business conduct, including integrity, honesty and accountability. However, these values fall short of the range sought by this question and the company does not demonstrate how they are translated into its policies. The company therefore scores 1.

References:
Public:
Code of Conduct and Business Ethics, pp.2-3:
‘I. A Letter from our President and CEO
Dear Fellow Employee,
This booklet sets forth the very basic philosophy and standards for which AM General stands. The booklet does NOT attempt to describe every possible situation that might occur, nor does it provide an overly detailed set of rules. Instead, nearly every aspect of our conduct can be captured in the principles described below:

Excellence - We do things right. We approach each of our responsibilities determined to perform them to the very best of our ability. We understand that our customers depend upon us to produce a high-quality, outstanding product.

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Honesty - We are completely honest in all of our dealings with our customers, competitors, co-workers, and others. We keep records that accurately reflect our conduct and transactions.
Respect – We respect the dignity of each person with whom we interact. We recognize that our success depends upon the talent, skills, and expertise of our people, and we evaluate others based solely upon their demonstrated ability and performance. In the final analysis, AM General is what each of us, working together, makes it. We are confident of the ability and desire of our employees to adhere to the highest standards of excellence, integrity, honesty and respect and, for that reason, are confident of the future of the Company.

Charles M. Hall
President & CEO’

‘A. Accountability
We will conduct all of our business in compliance with all applicable laws and regulations. As a government contractor and commercial on-road vehicle OEM, AM General is subject to many complex laws and regulations. If you have any question as to the lawfulness of any action proposed to be taken on behalf of AM General, contact the Law Department immediately.

Each of us is responsible for adherence to the standards of conduct set forth in this Code and for raising questions if we are concerned that these standards are not being met.

Violations of the Code are cause for corrective action, which may result in disciplinary action up to and including discharge for anyone determined to have violated the Code.

Employees are required to cooperate in ethics and other investigations. Failure to cooperate or providing false information is grounds for severe discipline, up to and including termination from employment.’

A5:
Does the company belong to one or more national or international initiatives that promote anti-corruption or business ethics with a significant focus on anti-corruption?

Score:

0

Comments:
Based on public information, there is no readily available evidence that the company belongs to one or more national or international initiatives that promote anti-corruption or business ethics with a significant focus on anti-corruption.

References:
Public:
NA
A6:
Has the company appointed a Board committee or individual Board member with overall corporate responsibility for its ethics and anti-corruption agenda?

Score:
0

Comments:
Based on public information, there is some evidence that the company has appointed a Board committee or individual Board member with overall corporate responsibility for its ethics and anti-corruption agenda. TI has found evidence of the existence of a Government Contract Compliance Review Board, known as the Self-Governance Steering Committee. However, the degree to which this committee has corporate responsibility for the company’s overall ethics and anti-corruption agenda is unclear, and it is noted that the source document referring to this committee is now 18 years old.

References:
Public:
TI notes:
Ethics and Compliance in Contracting with the United States Government (June 1996), p.6:
DEFENCE COMPANIES  
ANTI-CORRUPTION INDEX  

7.0  RESPONSIBILITY OF EVERY MANAGER  

7.1  All Managers must be careful in words and conduct to avoid placing, or seeming to place, pressure on subordinates that could cause them to deviate from the requirements of this policy or alter acceptable norms of conduct.  

7.2  Each manager is responsible for taking timely actions to provide reasonable assurance that all employees subject to his or her supervision comply with this policy, including the taking of prompt remedial action when required.  

7.3  The Vice President of Human Resources will be responsible for maintaining regular educational programs for familiarizing personnel with requirements applicable to doing business with the United States Government.  

7.4  The President, General Counsel and/or V. P. of Contracts/Subcontracts will be responsible for identifying other areas of sensitivity and concern in Government contracting.  

8.0  POLICY AND REVIEW PROCESS  

A Government Contract Compliance Review Board (the "AM General's Self Governance Steering Committee") is hereby established. Initially, the Self Governance Steering Committee will consist of the President, the Chief Financial Officer, the General Counsel, the Corporate Head of the Human Resources function and the Compliance executive as assigned. The principal responsibility of the Committee will be to oversee compliance with this policy. The Self Governance Steering Committee will have available to it such resources as may be necessary to discharge its responsibilities. Meetings of the Self-Governance Committee will be held for the purpose of reviewing compliance issues. Manager of Regulatory Compliance will schedule meetings.  

9.0  SELF-GOVERNANCE  

The Corporation is committed to monitoring adherence to this policy and to the procurement laws of the United States Government through self-governance. Appropriate procedures will be established for voluntary reporting of violations of such laws and corrective actions.  

10.0  VIOLATIONS OF ETHICS POLICY  

10.1  As a condition of employment, all employees, upon accepting new employment or re-employment, are expected to read and study the Standards and to sign a card acknowledging they understand the Standards to represent the policy of AM General Corporation.  

A7:
Has the company appointed a person at a senior level within the company to have responsibility for implementing the company’s ethics and anti-corruption agenda, and who has a direct reporting line to the Board?

Score:

2

Comments:
Based on public information, there is evidence that the Chief Compliance Officer and the Vice President of Human Resources are the main points of contact on ethical and anti-corruption issues for the company. Furthermore, it is evident that the Company’s Executive Vice President, who is identifiable by name, is the person responsible for the ethics policy.

References:
Public:
Code of Conduct and Business Ethics, p.1:
‘Although your own common sense and good judgment should be your first guide to appropriate conduct, if you have any questions about any of this material, please contact your supervisor, a member of the Human Resources or Law Department staff, or the AM General Chief Compliance Officer.
EVP, Government Relations/General Counsel, and
Chief Compliance Officer
Daniel Dell’Orto 574-284-2915 daniel.dell’orto@amgeneral.com
VP, Human Resources Mark Minne 574-284-2783 mark.minne@amgeneral.com
Compliance Emailbox compliance@amgeneral.com
AM General Hotline 1-800-344-6593’
Seek Guidance

The best starting point for an employee seeking advice on ethics-related issues or reporting potential violations of the Code will usually be his or her supervisor. However, if the conduct in question involves his or her supervisor, if the employee has reported the conduct in question to his or her supervisor and does not believe that he or she has dealt with it properly, or if the employee does not believe that he or she can discuss the matter with his or her supervisor, the employee may raise the matter with the Chief Compliance Officer or the VP of Human Resources.

Daniel J. Dell’Orto
Mark Minne
Chief Compliance Officer
VP of Human Resources
Phone: 574-284-2915 Phone: 574-284-2783
Email: daniel.dell’orto@amgeneral.com Email: mark.minne@amgeneral.com


AM General Biography, Daniel Dell’Orto:
A8:
Is there regular Board level monitoring and review of the performance of the company’s ethics and anti-corruption agenda?

Score:
0

Comments:
Based on public information, there is no readily available evidence of regular Board level monitoring and review of the performance of the company’s ethics and anti-corruption agenda. TI has found evidence of the existence of a Self-Governance Steering Committee with responsibility for reviewing compliance issues, but further details about this group are not available and the scope of this review, as well as the group’s reporting line, are unclear. It is also noted that the source document for this committee is 18 years old.

References:
Public:
TI notes:
Ethics and Compliance in Contracting with the United States Government (June 1996), p.6:
### 7.0 RESPONSIBILITY OF EVERY MANAGER

7.1 All Managers must be careful in words and conduct to avoid placing, or seeming to place, pressure on subordinates that could cause them to deviate from the requirements of this policy or alter acceptable norms of conduct.

7.2 Each Manager is responsible for taking timely actions to provide reasonable assurance that all employees subject to his or her supervision comply with this policy, including the taking of prompt remedial action when required.

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A Government Contract Compliance Review Board (the "AM General's Self Governance Steering Committee") is hereby established. Initially, the Self Governance Steering Committee will consist of the President, the Chief Financial Officer, the General Counsel, the Corporate head of the Human Resources function and the Compliance executive as assigned. The principal responsibility of the Committee will be to oversee compliance with this policy. The Self Governance Steering Committee will have available to it such resources as may be necessary to discharge its responsibilities. Meetings of the Self-Governance Committee will be held for the purpose of reviewing compliance issues. Manager of Regulatory Compliance will schedule meetings.

### 9.0 SELF-GOVERNANCE

The Corporation is committed to monitoring adherence to this policy and to the procurement laws of the United States Government through self-governance. Appropriate procedures will be established for voluntary reporting of violations of such laws and corrective actions.

### 10.0 VIOLATIONS OF ETHICS POLICY

10.1 As a condition of employment, all employees, upon accepting new employment or re-employment, are expected to read and study the Standards and to sign a card acknowledging they understand the Standards to represent the policy of AM General Corporation.

A8(a):
Is there a formal, clear, written plan in place on which the review of the ethics and anti-corruption agenda by the Board or senior management is based, and evidence of improvement plans being implemented when issues are identified?

Score:

0

Comments:
Based on public information, there is no readily available evidence of a formal, clear, written plan on which the review of the ethics and anti-corruption agenda by the Board or senior management is based, or evidence of improvement plans being implemented when issues are identified.

References:
Public:
NA
A9:
Does the company have a formal process for review and where appropriate update its policies and practices in response to actual or alleged instances of corruption?

Score:
0

Comments:
Based on public information, there is no readily available evidence that the company has a formal process for review and where appropriate updates its policies and practices in response to actual or alleged instances of corruption.

References:
Public:
NA
A9(a):
Does the company have a formal anti-corruption risk assessment procedure implemented enterprise-wide?

Score:

0

Comments:
Based on public information, there is no readily available evidence that the company has a formal anti-corruption risk assessment procedure implemented enterprise-wide.

References:
Public:
NA
A10:

Does the company have a formal anti-corruption risk assessment procedure for assessing proposed business decisions, with clear requirements on the circumstances under which such a procedure should be applied?

Score:

0

Comments:

Based on public information, there is no readily available evidence that the company has a formal anti-corruption risk assessment procedure for assessing proposed business decisions, with clear requirements on the circumstances under which such a procedure should be applied.

References:

Public:
NA
A11:  
Does the company conduct due diligence that minimises corruption risk when selecting or reappointing its agents?

Score:

0

Comments:
Based on public information, there is no readily available evidence that the company conducts due diligence that minimises corruption risk when selecting or reappointing its agents.

References:
Public: NA
A12:
Does the company have contractual rights and processes for the behaviour, monitoring, control, and audit of agents with respect to countering corruption?

Score:
0

Comments:
Based on public information, there is no readily available evidence that the company has contractual rights and processes for the behaviour, monitoring, control, and audit of agents with respect to countering corruption.

References:
Public:
NA
A13:

Does the company make clear to contractors, sub-contractors, and suppliers, through policy and contractual terms, its stance on bribery and corruption and the consequences of breaches to this stance?

Score:

2

Comments:

Based on public information, there is evidence that the company makes clear to contractors, through policy and contractual terms, its stance on bribery and corruption, and the consequences of breaches to this stance.

References:

Public:

AM GENERAL LLC Terms and Conditions for Purchase of SERVICES (May 2013) p.4:

‘5.5 Compliance.
Contractor is and shall remain in compliance with all applicable laws, statutes, decrees, regulations, guidelines and policies. Without limiting the foregoing:

a. Contractor has or will obtain all governmental permits, license and approvals and satisfy all formalities which may be necessary to perform Contractor’s obligations under this order.

b. Neither Contractor, nor any person or entity owning or controlling Contractor, nor any person employed or retained by Contractor in the performance of this Order, is identified on the list of Specially Designated Nationals maintained by the United States Department of the Treasury or the Table of Denial Orders maintained by the United States Department of Commerce or any other U.S. Government list of prohibited, denied or debarred parties.


d. Contractor complies and will comply with all applicable U.S. export control laws and regulations, specifically including, but not limited to, the requirements of the Arms Export Control Act, 22 U.S.C. 2751-2794, the International Traffic in Arms Regulation, 22 C.F.R. 120 et seq, the International Emergency Economic Powers Act, 50 U.S.C. 1701 et seq., the Export Administration Act, 50 U.S.C. app. 2401-2420, and the Export Administration
Regulations, 15 C.F.R. 730-774, including the requirement for obtaining any export license or agreement, if applicable.

p.8: ‘14.3 Termination for Breach.
If Contractor materially breaches any of the terms or conditions of this Order and fails to cure the failure within 10 calendar days (or other reasonable period stated in the notice) of receipt of notice from AMG of the breach, AMG may, by written notice, terminate this Order for breach.’


Attachment “A” Supplier Certifications (June 2014) p.29-30:
‘(h) Certification Regarding Responsibility Matters (Executive Order 12689). (Applies only if the contract value is expected to exceed the simplified acquisition threshold.) The offeror certifies, to the best of its knowledge and belief, that the offeror and/or any of its principals-

(1) [____] Are, [____] are not presently debarred, suspended, proposed for debarment, or declared ineligible for the award of contracts by any Federal agency;

(2) [____] Have, [____] have not, within a three-year period preceding this offer, been convicted of or had a civil judgment rendered against them for: commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a Federal, state or local government contract or subcontract; violation of Federal or state antitrust statutes relating to the submission of offers; or commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, tax evasion, violating Federal criminal tax laws, or receiving stolen property; and

(3) [____] Are, [____] are not presently indicted for, or otherwise criminally or civilly charged by a Government entity with, commission of any of these offenses enumerated in paragraph (h)(2) of this clause; and

(4) [____] Have, [____] have not, within a three-year period preceding this offer, been notified of any delinquent Federal taxes in an amount that exceeds $3,000 for which the liability remains unsatisfied.’

A13(a):
Does the company explicitly address the corruption risks associated with offset contracting?

Score:

0

Comments:
Based on public information, there is no readily available evidence that the company explicitly addresses the corruption risks associated with offset contracting.

References:

| Public | NA |
A13(b):
Does the company conduct due diligence that minimises corruption risk when selecting its offset partners and offset brokers?

Score:

0

Comments:
Based on public information, there is no readily available evidence that the company conducts due diligence that minimises corruption risk when selecting its offset partners and offset brokers.

References:
Public:
NA
A15:
Does the company have an anti-corruption policy that prohibits corruption in its various forms?

Score:

1

Comments:
Based on public information, there is some evidence that the company has an anti-corruption policy, but this is not assessed to be explicit on all the forms corruption can take. The company therefore scores 1.

References:
Public:
Code of Conduct and Business Ethics, p.4:
‘D. Bribery, Kickback, and Fraud
Business Solicitation
The Company expects its employees to vigorously pursue new and ongoing business. However, offers of financial inducement to any employee of an existing or potential customer or supplier for the specific purpose of obtaining business or preferential treatment in the awarding of business are forbidden. Specifically, employees shall not make gifts to or entertain persons or firms doing business with the Company in a fashion which exceeds customary courtesies extended in accordance with accepted ethical business practice.
Invoicing and Payment
All invoices to customers and others must accurately reflect the products sold or services rendered and the true sales price and terms of sale. Payments received in excess of amounts invoiced shall either be rejected or promptly refunded.
Unless the propriety of a different procedure is confirmed in writing by the Law Department, payments which are due shall be made directly to the Company’s customers, representatives, consultants, or suppliers in the country where they earned the payment, in the principal country where they normally conduct business, or in the United States, and in strict accordance with the terms of the agreement between the parties.
Government Officials
Unlawful payments to United States (federal, state or local) or to foreign government officials or employees can result in severe consequences for the Company and for employees involved in the payments. In general, any direct or indirect payment, including entertainment or gifts, intended to influence the judgment of the recipient in exercising his or her duties or to secure preferential treatment, is unlawful under United States law. There is a similar prohibition of such payments made to foreign government officials and employees and to foreign political parties and candidates for elective office. Even where no preferential treatment is given, United States law prohibits payment to or receipt by a United States government employee of any payment for performing an official act or of any additional compensation beyond the government salary of the employee. Most foreign nations and state and local governments have similar laws or regulations. In addition, many government agencies have their own codes concerning what business meals or business gifts, if any, may be received by their employees’

(pp.4-5): ‘Because of the variety and complexity of these rules, and the severe consequences for the Company and any employees involved if a violation occurs, the Company has adopted the following policies:
  • No payment, including business gifts or business meals, shall be made to any government official or employee without first determining that it is in accordance with the applicable laws and regulations. Advice as to the legality of any proposed action can be obtained from the Company’s Law Department.
  • No payment will be made, or entertainment or gift provided, to any government official or employee in circumstances where it may be construed as an attempt to influence the judgment of the recipient or to obtain a preference for the Company.’


TI notes:
Ethics and Compliance in Contracting with the United States Government (June 1996), p.1:
DEFENCE COMPANIES
ANTI-CORRUPTION INDEX

2.2 The matters reviewed in these guidelines do not, in any sense, encompass all the statutes, regulations and contract provisions applicable to Government contracts. This policy supplements and amplifies, but does not supplant other policy statements and directives equally applicable to dealing with the United States Government. Each manager is cautioned to determine carefully all requirements of each Government solicitation and/or contract and to be aware that other requirements may have been equally serious penalties for noncompliance beyond those set forth below.

2.3 Each employee should carefully review these guidelines, consider the application to their activities within the Corporation and discuss any questions he or she may have with management, with their financial control officer or General Counsel, as appropriate to the particular question.

3.0 POLICY

AM General has a firm commitment to the highest standards of conduct and practices with respect to transactions with the United States Government. The Corporation will strictly observe the laws, rules and regulations that govern the acquisition of supplies and services by the United States Government and will compete fairly and ethically for all such business opportunities. In furtherance of that objective, no employee shall, in connection with any transaction with the United States Government, engage in any conduct in violation of such laws, rules and regulations or otherwise engage in any conduct inconsistent with the standards of honesty and integrity necessary to achieve that objective.

4.0 COMPLIANCE

4.1 The standards of conduct covered by this policy explicitly require that scrupulous attention be given to the matters described below:

4.1.1 Recording, Allocations and Charging of Costs

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(pp.3-4):

An oxymoron to take reasonable steps to ensure that all products delivered meet all contract requirements. Actions, such as the failure to conduct required testing, or manipulation of test procedures or data, are prohibited by this policy.

4.1.7 Gratuities (Anti-Kickback Statute)

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AM General Corporation

Subject No. 1.6

United States Government

Ethics and Compliance in Contracting with the

Date Revised: 06/30/96

Date Released: 04/24/89

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The manner in which business is obtained and conducted with the United States Government also is important. Improper payments or gratuities in connection with any Governmental activity are prohibited. Additionally, when a Government agency has published policies with respect to the acceptance of entertainment, gifts or other business courtesies by employees of that agency, such policies shall be respected by Company personnel. The best advice for employees on the issue of gratuities is DON'T OFFER ANY – DON'T ACCEPT ANY. From a legal standpoint even minimum value “gratuities” may be the basis for an allegation of improper conduct.

Companies who offer gratuities to Government officials may have contracts terminated based on contractual clauses in most contracts. Employees who accept gratuities from Government personnel or vendors can result in severe personnel actions taken against that individual.


AM GENERAL 23/11/14
HTTP://WWW.AMGENERAL.COM
A16:
Is the anti-corruption policy explicitly one of zero tolerance?

Score:
0

Comments:
Based on public information, there is no readily available evidence that the anti-corruption policy is explicitly one of zero tolerance.

References:
Public:
TI notes:
Code of Conduct and Business Ethics, pp.4-5:
‘Because of the variety and complexity of these rules, and the severe consequences for the Company and any employees involved if a violation occurs, the Company has adopted the following policies:
• No payment, including business gifts or business meals, shall be made to any government official or employee without first determining that it is in accordance with the applicable laws and regulations. Advice as to the legality of any proposed action can be obtained from the Company’s Law Department.
• No payment will be made, or entertainment or gift provided, to any government official or employee in circumstances where it may be construed as an attempt to influence the judgment of the recipient or to obtain a preference for the Company.’
A17:
Is the company's anti-corruption policy easily accessible to Board members, employees, contracted staff and any other organisations acting with or on behalf of the company?

Score:
2

Comments:
Based on public information, there is evidence that the company’s Code of Conduct and Business Ethics is easily accessible to Board members, employees, contracted staff and any other organisations acting with or on behalf of the company.

References:
Public:
Code of Conduct and Business Ethics:
'This booklet, as well as all AM General policies, may be found on the AM General intranet at http://home.amgeneral.com/.
Although your own common sense and good judgment should be your first guide to appropriate conduct, if you have any questions about any of this material, please contact your supervisor, a member of the Human Resources or Law Department staff, or the AM General Chief Compliance Officer.’
A17(a):
Is the company’s anti-corruption policy easily understandable and clear to Board members, employees and third parties?

Score:

1

Comments:

Based on public information, there is evidence that the company’s Code of Conduct and Business Ethics is overall understandable. However, the language is dense and legalistic, and may be less understandable to third parties working with the company. The company therefore scores 1.

References:

Public:
Code of Conduct and Business Ethics:
A18:

Does the anti-corruption policy explicitly apply to all employees and members of the Board?

Score:

1

Comments:

Based on public information, there is evidence that the Code of Conduct and Business Ethics applies to all employees, agents and partners. However, it is not explicitly clear whether it applies to the leadership and the executive managers. The company therefore scores 1.

References:

Public:
Code of Conduct and Business Ethics, p.1:
‘AM General has adopted this booklet as the Company’s Code of Conduct and Business Ethics. It applies to AM General LLC, its subsidiaries, and all of their employees, agents and contract labor when they are representing or acting for AM General. We also expect our joint venture partners, contractors, and suppliers to be guided by these standards.’
A20:
Does the company have a policy on potential conflicts of interest, and does it apply to both employees and board members?

Score:

1

Comments:
Based on public information, there is some evidence that the company has a policy on potential conflicts of interest. However, few examples are provided and it is not clear whether the policy also applies to the executive management and the leadership of the company. The company therefore scores 1.

References:
Public:
Code of Conduct and Business Ethics, pp.5-6:
‘F. Conflicts of Interest
We will be fair to our suppliers, customers, and to the Company itself. You should avoid any relationship, activity, or investment that might be, or might be perceived to be, detrimental to the interests of AM General.
A conflict of interest occurs when an individual’s private interests interfere with the interests of AM General. Although it is not possible to list all of the possible ways in which a conflict of interest might arise, some scenarios include:
• Employment by a competitor or potential competitor while still employed by AM General, regardless of the nature of the employment;
• Acceptance of gifts, payment, or services (beyond those permitted in this Code) from those seeking to do business with AM General;
• Placement of business with a firm owned or controlled by an AM General employee or his/her family;
• Ownership of, or a substantial interest in, a company that is a competitor or supplier of AM General;
• Acting as a consultant to an AM General customer or supplier;
• Having a personal interest or potential for gain in any AM General
transaction.
Any employee whose family member serves as an officer, director, or consultant
of a company that does, or seeks to do, business with AM General must disclose that
information to his/her supervisor and to the Law Department, and must comply with any
action that AM General decides is necessary to protect against a conflict of interest.
If in doubt regarding the potential for any situation to create a conflict of interest,
contact Human Resources or the Law Department.
H. Former Government Officials
Extensive conflict of interest laws and regulations govern the employment or use
of former military and civilian government personnel. These rules extend to contact or
negotiations with current government employees to discuss their potential employment
by the Company or their use as consultants or subcontractors. Conflict of interest laws
and regulations must be fully and carefully observed. When in doubt, seek the advice of
the Law Department.
A21:
Does the company have a policy for the giving and receipt of gifts to ensure that such transactions are bona fide and not a subterfuge for bribery?

Score:

2

Comments:
Based on public information, there is evidence that the Company regulates the giving and receiving of gifts, with set upper limits and authorisation procedures in place.

References:
Public:
Code of Conduct and Business Ethics, pp.6-8:
‘I. Gifts, Gratuities, and Entertainment
We will not seek or accept favorable treatment in exchange for business courtesies. Employees will not give, seek or accept business courtesies that could reasonably be perceived as constituting unfair business inducements, or that would violate law, regulations or policies of the Company or customer, or could reflect negatively upon the reputation of AM General.

Government Employees
United States federal, state and local governmental employees are controlled by a variety of regulations concerning the acceptance of entertainment, meals, gifts, gratuities, and other things of value. AM General will comply strictly with all such regulations.
Employees are prohibited from giving anything of value to any government employee except as follows:
• Advertising or promotional items of little intrinsic value (generally $20.00 or less) such as a coffee mug, calendar, etc.;
• Modest refreshment such as soft drinks and snacks on an occasional basis in connection with business activities; and
• Business-related meals and local transportation having an aggregate value of $20.00 or less per occasion, and $50.00 or less in a calendar year.
Direct any questions regarding gifts and government employees to the Law
Department.

Non-Government Persons

Meals and Entertainment

AM General employees may provide meals, refreshments, entertainment, and other business courtesies of reasonable value to non-government persons, provided:

• The practice does not violate any law, regulation, or the standards of conduct of the recipient’s organization; and
• The business courtesy is consistent with marketplace practices, infrequent in nature, and is not lavish or extravagant.

Gifts

AM General employees will not offer or give tangible gifts (including tickets to sporting events) having a market value of $100.00 or more, to a person with whom the Company does or seeks to do business, unless specifically approved by the Company Officer responsible for the employee and the Chief Compliance Officer.

AM General Employees

Meals and Entertainment

AM General employees may accept unsolicited business courtesies on an occasional basis, provided:

• The acceptance will foster goodwill and successful business relations;
• The courtesies are not lavish or extravagant under the circumstances;
• The courtesies are not frequent and do not reflect a pattern or the appearance of a pattern of frequent acceptance of courtesies from the same entities or persons; and
• The employee accepting the courtesies would feel comfortable discussing the courtesies with his or her manager or coworker, or having the courtesies known by the public.

Gifts

AM General employees will not accept compensation, honoraria, or any funds or tangible gifts (including tickets to sporting events) having a market value of $100.00 or more, from a person who does or seeks to do business with AM General, unless specifically approved by the Company Officer responsible for the employee and the Chief Compliance Officer. Solicitation of gifts is always prohibited.

A22:
Does the company's anti-corruption policy include a statement on the giving and receipt of hospitality that ensures that such transactions are bona fide and not a subterfuge for bribery?

Score:

1

Comments:

Based on public information, there is evidence that the company regulates the giving and receiving of gratuities and entertainment. However, there appear to be no upper limits when offering hospitality to non-government persons or when receiving hospitality. The company therefore scores 1.

References:

Public:
Code of Conduct and Business Ethics, pp.6-8:
‘I. Gifts, Gratuities, and Entertainment
We will not seek or accept favorable treatment in exchange for business courtesies. Employees will not give, seek or accept business courtesies that could reasonably be perceived as constituting unfair business inducements, or that would violate law, regulations or policies of the Company or customer, or could reflect negatively upon the reputation of AM General.

Government Employees
United States federal, state and local governmental employees are controlled by a variety of regulations concerning the acceptance of entertainment, meals, gifts, gratuities, and other things of value. AM General will comply strictly with all such regulations.

Employees are prohibited from giving anything of value to any government employee except as follows:
• Advertising or promotional items of little intrinsic value (generally $20.00 or less) such as a coffee mug, calendar, etc.;
• Modest refreshment such as soft drinks and snacks on an occasional basis in connection with business activities; and
• Business-related meals and local transportation having an aggregate value
of $20.00 or less per occasion, and $50.00 or less in a calendar year.

Direct any questions regarding gifts and government employees to the Law Department.

Non-Government Persons

Meals and Entertainment

AM General employees may provide meals, refreshments, entertainment, and other business courtesies of reasonable value to non-government persons, provided:

- The practice does not violate any law, regulation, or the standards of conduct of the recipient’s organization; and
- The business courtesy is consistent with marketplace practices, infrequent in nature, and is not lavish or extravagant.

Gifts

AM General employees will not offer or give tangible gifts (including tickets to sporting events) having a market value of $100.00 or more, to a person with whom the Company does or seeks to do business, unless specifically approved by the Company Officer responsible for the employee and the Chief Compliance Officer.

AM General Employees

Meals and Entertainment

AM General employees may accept unsolicited business courtesies on an occasional basis, provided:

- The acceptance will foster goodwill and successful business relations;
- The courtesies are not lavish or extravagant under the circumstances;
- The courtesies are not frequent and do not reflect a pattern or the appearance of a pattern of frequent acceptance of courtesies from the same entities or persons; and
- The employee accepting the courtesies would feel comfortable discussing the courtesies with his or her manager or coworker, or having the courtesies known by the public.

Gifts

AM General employees will not accept compensation, honoraria, or any funds or tangible gifts (including tickets to sporting events) having a market value of $100.00 or more, from a person who does or seeks to do business with AM General, unless specifically approved by the Company Officer responsible for the employee and the Chief Compliance Officer. Solicitation of gifts is always prohibited.'

A23:
Does the company have a policy that explicitly prohibits facilitation payments?

Score:

0

Comments:
Based on public information, there is no readily available evidence that the company has a policy that explicitly prohibits facilitation payments.

References:
Public:
NA
A24:
Does the company prohibit political contributions, or regulate such contributions in order to prevent undue influence or other corrupt intent? Does the company record and publicly disclose all political contributions?

Score:

1

Comments:
Based on public information, there is evidence that the company regulates political contributions. However, limited information is provided about this process and it is not clear that contributions are recorded and disclosed. The company therefore scores 1.

References:
Public:
Code of Conduct and Business Ethics, p.4:
‘Government Officials
In general, any direct or indirect payment, including entertainment or gifts, intended to influence the judgment of the recipient in exercising his or her duties or to secure preferential treatment, is unlawful under United States law. There is a similar prohibition of such payments made to foreign government officials and employees and to foreign political parties and candidates for elective office. Even where no preferential treatment is given, United States law prohibits payment to or receipt by a United States government employee of any payment for performing an official act or of any additional compensation beyond the government salary of the employee. Most foreign nations and state and local governments have similar laws or regulations. In addition, many government agencies have their own codes concerning what business meals or business gifts, if any, may be received by their employees.’

(p.9): ‘M. Political Contributions and Activities
Federal law prohibits a corporation from making a contribution or expenditure in connection with any election for federal office, and most states have enacted similar laws for statewide elections. No direct or indirect political contribution shall be made out of any fund or account of the Company, whether directly, by reimbursement or otherwise,
without the express prior approval of the Law Department. This includes contributions to any political candidate, political party or other organization which might use such contributions in connection with a federal, state, local or foreign election, including the support of or opposition to any ballot proposition to be decided by the voters.

Federal and state laws permit certain political contributions by “political action committees,” and the Company has therefore formed the AM General Political Action Committee (PAC). We encourage employees to make personal contributions to the PAC. The PAC is authorized to receive voluntary contributions from employees and to make disbursements to appropriate political candidates. We also encourage all employees to become involved in civic affairs and to participate in the political process. Such involvement, however, must be on an individual basis, on the employee’s own time at the employee’s personal expense.’
A25:
Does the company have a clear policy on engagement in lobbying activities, in order to prevent undue influence or other corrupt intent, and discloses the issues on which the company lobbies?

Score:
0

Comments:
Based on public information, there is no readily available evidence that the company has a clear policy on engagement in lobbying activities, in order to prevent undue influence or other corrupt intent, or discloses the issues on which the company lobbies.

References:
Public:
TI notes:
Code of Conduct and Business Ethics, p.9:
‘M. Political Contributions and Activities
Federal law prohibits a corporation from making a contribution or expenditure in connection with any election for federal office, and most states have enacted similar laws for statewide elections. No direct or indirect political contribution shall be made out of any fund or account of the Company, whether directly, by reimbursement or otherwise, without the express prior approval of the Law Department. This includes contributions to any political candidate, political party or other organization which might use such contributions in connection with a federal, state, local or foreign election, including the support of or opposition to any ballot proposition to be decided by the voters. Federal and state laws permit certain political contributions by “political action committees,” and the Company has therefore formed the AM General Political Action Committee (PAC). We encourage employees to make personal contributions to the PAC. The PAC is authorized to receive voluntary contributions from employees and to make disbursements to appropriate political candidates. We also encourage all employees to become involved in civic affairs and to participate in the political process. Such involvement, however, must be on an individual basis, on the employee’s own time at the employee’s personal expense.’
A25(a):
Does the company prohibit charitable contributions, or regulate such contributions in order to prevent undue influence or other corrupt intent?

Score:

0

Comments:
Based on public information, there is no readily available evidence that the company prohibits charitable contributions, or regulates such contributions in order to prevent undue influence or other corrupt intent.

References:
Public:
NA
A26:

Does the company provide written guidance to help Board members and employees understand and implement the firm’s ethics and anti-corruption agenda?

Score:

0

Comments:

Based on public information, there is no readily available evidence that the company provides written guidance to help Board members and employees understand and implement the firm’s ethics and anti-corruption agenda.

References:

Public:

TI notes:

Code of Conduct and Business Ethics.
A27:

Does the company have a training programme that explicitly covers anti-corruption?

Score:

0

Comments:

Based on public information, there is no readily available evidence that the company has a training programme that explicitly covers anti-corruption.

References:

Public:
NA
A28: Is anti-corruption training provided in all countries where the company operates or has company sites?

Score: 0

Comments: Based on public information, there is no readily available evidence that anti-corruption training is provided in all countries where the company operates or has company sites.

References:

Public:
NA
A29:
Does the company provide targeted anti-corruption training to members of the Board?

Score:

0

Comments:
Based on public information, there is no readily available evidence that the company provides targeted anti-corruption training to members of the Board.

References:
Public:
NA
A30:
Does the company provide tailored ethics and anti-corruption training for employees in sensitive positions?

Score:

0

Comments:
Based on public information, there is no readily available evidence that the company provides tailored ethics and anti-corruption training for employees in sensitive positions.

References:

Public:
NA
A31:
Does the company have a clear and formal process by which employees declare conflicts of interest?

Score:
0

Comments:
Based on public information, there is no readily available evidence that the company has a clear and formal process by which employees declare conflicts of interest. TI notes that the employees may refer to the Chief Compliance Officer or the Human Resources or Law Department if they have any questions about material contained within the Code of Conduct and Business Ethics. However, there is no readily available procedure for disclosing conflicts of interest specifically.

References:
Public:
Code of Conduct and Business Ethics, p.1:
‘Although your own common sense and good judgment should be your first guide to appropriate conduct, if you have any questions about any of this material, please contact your supervisor, a member of the Human Resources or Law Department staff, or the AM General Chief Compliance Officer.
EVP, Government Relations/General Counsel, and Chief Compliance Officer
Daniel Dell’Orto 574-284-2915 daniel.dell’orto@amgeneral.com
VP, Human Resources Mark Minne 574-284-2783 mark.minne@amgeneral.com
Compliance Emailbox compliance@amgeneral.com
AM General Hotline 1-800-344-6593’
A32:
Is the company explicit in its commitment to apply disciplinary procedures to employees, Directors and Board members found to have engaged in corrupt activities?

Score:

1

Comments:
Based on public information, there is evidence of a commitment to apply disciplinary procedures to employees found to have violated the company’s ethics and compliance policy and its Code of Conduct and Business Ethics. However, it is not explicitly clear that this also applies to the company’s leadership. The company therefore scores 1.

References:
Public:
Code of Conduct and Business Ethics, p.1:
‘This Code describes the fundamental principles that guide our conduct at AM General. Any violation of the Code will lead to disciplinary action including, in serious cases, discharge from employment.
This booklet, as well as all AM General policies, may be found on the AM General intranet at http://home.amgeneral.com./’

(p. 4): ‘Each of us is responsible for adherence to the standards of conduct set forth in this Code and for raising questions if we are concerned that these standards are not being met. Violations of the Code are cause for corrective action, which may result in disciplinary action up to and including discharge for anyone determined to have violated the Code. Employees are required to cooperate in ethics and other investigations. Failure to cooperate or providing false information is grounds for severe discipline, up to and including termination from employment.’

Ethics and Compliance in Contracting with the United States Government (June 1996), pp.4-
This policy requires adherence to Antitrust guidelines as they apply to Government business.

5.0 RESPONSIBILITY OF EVERY EMPLOYEE

5.1 An employee’s actions under this policy are deemed to be significant indicators of the individual’s judgment and competence. Accordingly, those actions constitute an

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AM General Corporation

United States Government

Date Revised: 06/30/96
Date Released: 04/24/89

Subject No. 1.6
Ethics and Compliance in Contracting with the

Important element in measuring employee performance and evaluation for position assignments and promotion. Correspondingly, insensitivity to or disregard of the principles of this policy will be grounds for appropriate disciplinary action as provided below:

5.1.1 Any violation of this policy will be grounds for discharge or other disciplinary action, as appropriate to the circumstances of the particular violation.

5.1.2 Disciplinary action may be taken not only against individuals who authorize or participate in a violation of this policy but also against:

a. Any employee who fails to report a violation as required by this policy;

b. Any employee who withholds relevant and material information concerning a violation of this policy; and

c. The violator’s supervisor(s) to the extent that the circumstances of the violation reflect inadequate leadership or a lack of appropriate diligence.

6.0 EMPLOYEE REPORTED VIOLATIONS

(p.6-7):
9.0 SELF-GOVERNANCE

The Corporation is committed to monitoring adherence to this policy and to the procurement laws of the United States Government through self-governance. Appropriate procedures will be established for voluntary reporting of violations of such laws and corrective actions.

10.0 VIOLATIONS OF ETHICS POLICY

10.1 As a condition of employment, all employees, upon accepting new employment or re-employment, are expected to read and study the Standards and to sign a card acknowledging they understand the Standards to represent the policy of AM General Corporation.

10.2 Violations of the Standards will not be tolerated. In accordance with applicable company regulations and collective bargaining agreements, violations will result in one or more of the following sanctions, as appropriate:

a. A warning

b. A reprimand (all sanctions of this severity or greater will be noted in individual's permanent personnel record)

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c. Probation

d. Demotion

e. Temporary suspension

f. Discharge

10.3 In addition to the sanctions listed above, in appropriate cases the company may require reimbursement of losses or damages and/or refer the matter for criminal prosecution or civil action.

10.4 To encourage all employees in the fulfillment of their obligation to uphold the Standards, the company:

a. Will, to the maximum extent possible, protect the identity of anyone reporting a possible violation. Any employee involved in any capacity in an investigation involving possible violations of the Standards must not disclose any information to anyone outside of the investigative process.

b. Has established a communications process, which enable any individual who has knowledge of a possible violation of the Standards to report the matter to appropriate company personnel without fear of retaliation or inappropriate exposure.

10.5 In order to assure appropriate external disclosure and to avoid inappropriate exposure of either the company or employees involved, all external communication governing any case will occur only with approval by the General Counsel of the Corporation.

10.6 It is the purpose of the procedure that follows, to establish the guidelines to be met in identifying and investigating alleged violations of the Standards and in determining sanctions. While the implementing procedures may be supplemented, the requirements set forth in the procedure below must be met as a minimum.

PROCEDURE

Reports of Possible Violations

A33:

Does the company have multiple, well-publicised channels that are easily accessible and secure, to guarantee confidentiality or anonymity where requested by the employee (e.g. web, phone, in person), to report concerns or instances of suspected corrupt activity?

Score:

2

Comments:

Based on public information, there is evidence that the company has multiple, well-publicised channels that are easily accessible and secure, to guarantee confidentiality or anonymity where requested by the employee, to report concerns or instances of suspected corrupt activity. In particular, the company’s hotline is hosted by an independent third party.

References:

Public:
Code of Conduct and Business Ethics, p.1:
‘Although your own common sense and good judgment should be your first guide to appropriate conduct, if you have any questions about any of this material, please contact your supervisor, a member of the Human Resources or Law Department staff, or the AM General Chief Compliance Officer.
EVP, Government Relations/General Counsel, and
Chief Compliance Officer
Daniel Dell’Orto 574-284-2915 daniel.dell’orto@amgeneral.com
VP, Human Resources Mark Minne 574-284-2783 mark.minne@amgeneral.com
Compliance Emailbox compliance@amgeneral.com
AM General Hotline 1-800-344-6593’

(p.3): ‘II. Policies and Practices
### A. Accountability

We will conduct all of our business in compliance with all applicable laws and regulations. As a government contractor and commercial on-road vehicle OEM, AM General is subject to many complex laws and regulations. If you have any question as to the lawfulness of any action proposed to be taken on behalf of AM General, contact the Law Department immediately.

(p.10): ‘III. Reporting Suspected Non-Compliance

A. General Policy

When you contact the Human Resources, Law Department or Chief Compliance Officer with a question or comment regarding this Code of Conduct:

- You will be treated with dignity and respect;
- Your communication will be kept confidential to the greatest extent possible;
- Your concerns will be addressed seriously and, if not resolved at the time you call, you will be informed of the outcome; and
- You need not identify yourself.

Remember, there is never a penalty for submitting a question or complaint, or contacting the Hotline, in good faith. People in a position of authority cannot stop you; if they try, they are subject to disciplinary action up to and including dismissal. AM General will not tolerate retribution against employees who raise concerns.

B. Complaint Procedure

**Be Proactive**

Every employee is encouraged to act proactively by asking questions, seeking guidance and reporting suspected violations of the Code and other policies and procedures of the Company, as well as any violation or suspected violation of applicable law, rule or regulation arising in the conduct of the Company's business or occurring on the Company's property. If any employee believes that actions have taken place, may be taking place, or may be about to take place that violate or would violate the Code, he or she should bring the matter to the attention of the Company.

**Seek Guidance**

The best starting point for an employee seeking advice on ethics-related issues or reporting potential violations of the Code will usually be his or her supervisor. However, if the conduct in question involves his or her supervisor, if the employee has reported the conduct in question to his or her supervisor and does not believe that he or she has dealt with it properly, or if the employee does not believe that he or she can discuss the matter with his or her supervisor, the employee may raise the matter with the Chief Compliance Officer or the VP of Human Resources.
Daniel J. Dell’Orto Mark Minne  
Chief Compliance Officer VP of Human Resources  
Phone: 574-284-2915 Phone: 574-284-2783  
Email: daniel.dell’orto@amgeneral.com Email: mark.minne@amgeneral.com’

(p.11): ‘Report Violations  
When reporting suspected violations of the Code, the Company prefers that employees identify themselves in order to facilitate the Company's ability to take appropriate steps to address the report, including conducting any appropriate investigation. However, the Company also recognizes that some people may feel more comfortable reporting a suspected violation anonymously. Those who wish to remain anonymous may utilize AM General’s hotline service (1-800-344-6593) which is hosted by an independent third party. You do not have to give your name.  
If an employee wishes to remain anonymous, he or she may do so, and the Company will use reasonable efforts to protect the confidentiality of the reporting person subject to applicable law, rule or regulation or to any applicable legal proceedings. In the event the report is made anonymously, however, the Company may not have sufficient information to look into or otherwise investigate or evaluate the allegations. Accordingly, persons who make reports anonymously should provide as much detail as is reasonably necessary to permit the Company to evaluate the matter(s) set forth in the anonymous report and, if appropriate, commence and conduct an appropriate investigation.’


Ethics and Compliance in Contracting with the United States Government (June 1996), p.5:
b. Any employee who withholds relevant and material information concerning a violation of this policy; and
c. The violator’s supervisor(s), to the extent that the circumstances of the violation reflect inadequate leadership or a lack of appropriate diligence.

6.0 EMPLOYEE REPORTED VIOLATIONS

6.1 Any employee who is requested to engage in an activity which the employee believes would be contrary to this policy will promptly report such information to his or her supervisor or the General Counsel.

6.2 Any employee who acquires information that gives such employee reason to believe that another employee is engaged in conduct prohibited by this policy, or that any other person or firm representing AM General is engaged in such conduct, will similarly promptly report such information in the manner provided in paragraph 6.1 above.

6.3 Any AM General manager or the General Counsel receiving a report under paragraph 6.1 or 6.2 above will promptly report the matter to the President.

6.4 This policy expressly recognizes the importance of creating and maintaining a work environment of openness, where raising concerns of potential misconduct is expected and accepted behavior. Accordingly, the making of reports hereunder in good faith shall be viewed positively and no retribution for making any such reports shall be taken against any employee.

6.5 To foster the making of such reports, AM General has created a reporting mechanism independent of the line of functional management reporting chain. The Regulatory Compliance Manager has the responsibility, under the direction of the President, for utilizing procedures directed at ensuring appropriate confidentiality, follow-up, review and disposition of all alleged violations of this policy. Employees may satisfy their reporting obligations hereunder by contacting the assigned individual listed above.

6.6 The use of the Open Door Policy which contains a variety of reporting channels should be the primary means of illustrating concerns of employees to the appropriate Manager up to and including the President of AM General Corporation.

6.7 The Information Line (284-2932) may be used as an alternate means of reporting violations if the employee so chooses.

6.8 Audits and investigations as may be necessary under this policy will be conducted.

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A33(a):
Are the whistleblowing channels available to all employees in all geographies?

Score:

2

Comments:
Based on public information, there is evidence that the whistleblowing channels are available to employees in all geographies. This includes the Human Resources, Law Department, Chief Compliance Officer, and the hotline.

References:
Public:
Code of Conduct and Business Ethics, p.3:
‘II. Policies and Practices
A. Accountability
We will conduct all of our business in compliance with all applicable laws and regulations. As a government contractor and commercial on-road vehicle OEM, AM General is subject to many complex laws and regulations. If you have any question as to the lawfulness of any action proposed to be taken on behalf of AM General, contact the Law Department immediately.’

(p.10): ‘III. Reporting Suspected Non-Compliance
A. General Policy
When you contact the Human Resources, Law Department or Chief Compliance Officer with a question or comment regarding this Code of Conduct:
• You will be treated with dignity and respect;
• Your communication will be kept confidential to the greatest extent possible;
• Your concerns will be addressed seriously and, if not resolved at the time you call, you will be informed of the outcome; and
• You need not identify yourself.
Remember, there is never a penalty for submitting a question or complaint, or
contacting the Hotline, in good faith. People in a position of authority cannot stop you; if they try, they are subject to disciplinary action up to and including dismissal. AM General will not tolerate retribution against employees who raise concerns.

B. Complaint Procedure

Be Proactive

Every employee is encouraged to act proactively by asking questions, seeking guidance and reporting suspected violations of the Code and other policies and procedures of the Company, as well as any violation or suspected violation of applicable law, rule or regulation arising in the conduct of the Company's business or occurring on the Company's property. If any employee believes that actions have taken place, may be taking place, or may be about to take place that violate or would violate the Code, he or she should bring the matter to the attention of the Company.

Seek Guidance

The best starting point for an employee seeking advice on ethics-related issues or reporting potential violations of the Code will usually be his or her supervisor. However, if the conduct in question involves his or her supervisor, if the employee has reported the conduct in question to his or her supervisor and does not believe that he or she has dealt with it properly, or if the employee does not believe that he or she can discuss the matter with his or her supervisor, the employee may raise the matter with the Chief Compliance Officer or the VP of Human Resources.

Daniel J. Dell’Orto  
Chief Compliance Officer  
Phone: 574-284-2915

Mark Minne  
VP of Human Resources  
Phone: 574-284-2783

Email: daniel.dell’orto@amgeneral.com  
Email: mark.minne@amgeneral.com

(p.11):

‘Report Violations

When reporting suspected violations of the Code, the Company prefers that employees identify themselves in order to facilitate the Company's ability to take appropriate steps to address the report, including conducting any appropriate investigation. However, the Company also recognizes that some people may feel more comfortable reporting a suspected violation anonymously. Those who wish to remain anonymous may utilize AM General’s hotline service (1-800-344-6593) which is hosted by an independent third party. You do not have to give your name.

If an employee wishes to remain anonymous, he or she may do so, and the Company will use reasonable efforts to protect the confidentiality of the reporting person subject to applicable law, rule or regulation or to any applicable legal proceedings. In the event the report is made anonymously, however, the Company may not have sufficient
information to look into or otherwise investigate or evaluate the allegations. Accordingly, persons who make reports anonymously should provide as much detail as is reasonably necessary to permit the Company to evaluate the matter(s) set forth in the anonymous report and, if appropriate, commence and conduct an appropriate investigation. ‘


Ethics and Compliance in Contracting with the United States Government (June 1996), p.5:

6.0 EMPLOYEE REPORTED VIOLATIONS

6.1 Any employee who is requested to engage in an activity which the employee believes would be contrary to this policy will promptly report such information to his or her supervisor or the General Counsel.

6.2 Any employee who acquires information that gives such employee reason to believe that another employee is engaged in conduct prohibited by this policy, or that any other person or firm representing AM General is engaged in such conduct, will similarly promptly report such information in the manner provided in paragraph 6.1 above.

6.3 Any AM General manager or the General Counsel receiving a report under paragraph 6.1 or 6.2 above will promptly report the matter to the President.

6.4 This policy expressly recognizes the importance of creating and maintaining a work environment of openness, where raising concerns of potential misconduct is expected and accepted behavior. Accordingly, the making of reports hereunder in good faith shall be viewed positively and no retribution for making any such reports shall be taken against any employee.

6.5 To foster the making of such reports, AM General has created a reporting mechanism independent of the line of functional management reporting chain. The Regulatory Compliance Manager has the responsibility, under the direction of the President, for utilizing procedures directed at ensuring appropriate confidentiality, follow-up, review and disposition of all alleged violations of this policy. Employees may satisfy their reporting obligations hereunder by contacting the assigned individual listed above.

6.6 The use of the Open Door Policy which contains a variety of reporting channels should be the primary means of illustrating concerns of employees to the appropriate Manager up to and including the President of AM General Corporation.

6.7 The Information Line (284-2932) may be used as an alternate means of reporting violations if the employee so chooses.

6.8 Audits and investigations as may be necessary under this policy will be conducted

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A33(b):
Does the company have formal and comprehensive mechanisms to assure itself that whistleblowing by employees is not deterred, and that whistleblowers are treated supportively?

Score:

0

Comments:
Based on public information, there is evidence that the company seeks to foster an environment supportive of whistleblowing. However, there is no readily available evidence of mechanisms to ensure that whistleblowing is not deterred, or that whistleblowers are treated supportively.

References:
Public:
Code of Conduct and Business Ethics, p.3:
‘II. Policies and Practices
A. Accountability
We will conduct all of our business in compliance with all applicable laws and regulations. As a government contractor and commercial on-road vehicle OEM, AM General is subject to many complex laws and regulations. If you have any question as to the lawfulness of any action proposed to be taken on behalf of AM General, contact the Law Department immediately.’

(p.10):
‘III. Reporting Suspected Non-Compliance
A. General Policy
When you contact the Human Resources, Law Department or Chief Compliance Officer with a question or comment regarding this Code of Conduct:
• You will be treated with dignity and respect;
• Your communication will be kept confidential to the greatest extent possible;
• Your concerns will be addressed seriously and, if not resolved at the time
you call, you will be informed of the outcome; and
• You need not identify yourself.
Remember, there is never a penalty for submitting a question or complaint, or contacting the Hotline, in good faith. People in a position of authority cannot stop you; if they try, they are subject to disciplinary action up to and including dismissal. AM General will not tolerate retribution against employees who raise concerns.

B. Complaint Procedure

Be Proactive
Every employee is encouraged to act proactively by asking questions, seeking guidance and reporting suspected violations of the Code and other policies and procedures of the Company, as well as any violation or suspected violation of applicable law, rule or regulation arising in the conduct of the Company's business or occurring on the Company's property. If any employee believes that actions have taken place, may be taking place, or may be about to take place that violate or would violate the Code, he or she should bring the matter to the attention of the Company.

Seek Guidance
The best starting point for an employee seeking advice on ethics-related issues or reporting potential violations of the Code will usually be his or her supervisor. However, if the conduct in question involves his or her supervisor, if the employee has reported the conduct in question to his or her supervisor and does not believe that he or she has dealt with it properly, or if the employee does not believe that he or she can discuss the matter with his or her supervisor, the employee may raise the matter with the Chief Compliance Officer or the VP of Human Resources.

Daniel J. Dell’Orto  
Mark Minne  
Chief Compliance Officer  
VP of Human Resources  
Phone: 574-284-2915  
Phone: 574-284-2783  
Email: daniel.dell’orto@amgeneral.com  
Email: mark.minne@amgeneral.com  

(p.11):

‘Report Violations
When reporting suspected violations of the Code, the Company prefers that employees identify themselves in order to facilitate the Company's ability to take appropriate steps to address the report, including conducting any appropriate investigation. However, the Company also recognizes that some people may feel more comfortable reporting a suspected violation anonymously. Those who wish to remain anonymous may utilize AM General’s hotline service (1-800-344-6593) which is hosted by an independent third party. You do not have to give your name.
If an employee wishes to remain anonymous, he or she may do so, and the
Company will use reasonable efforts to protect the confidentiality of the reporting person subject to applicable law, rule or regulation or to any applicable legal proceedings. In the event the report is made anonymously, however, the Company may not have sufficient information to look into or otherwise investigate or evaluate the allegations. Accordingly, persons who make reports anonymously should provide as much detail as is reasonably necessary to permit the Company to evaluate the matter(s) set forth in the anonymous report and, if appropriate, commence and conduct an appropriate investigation.


Ethics and Compliance in Contracting with the United States Government (June 1996), p.5:

6.0 EMPLOYEE REPORTED VIOLATIONS

6.1 Any employee who is requested to engage in an activity which the employee believes would be contrary to this policy will promptly report such information to his or her supervisor or the General Counsel.

6.2 Any employee who acquires information that gives such employee reason to believe that another employee is engaged in conduct prohibited by this policy, or that any other person or firm representing AM General is engaged in such conduct, will similarly promptly report such information in the manner provided in paragraph 6.1 above.

6.3 Any AM General manager or the General Counsel receiving a report under paragraph 6.1 or 6.2 above will promptly report the matter to the President.

6.4 This policy expressly recognizes the importance of creating and maintaining a work environment of openness, where raising concerns of potential misconduct is expected and accepted behavior. Accordingly, the making of reports hereunder in good faith shall be viewed positively and no retribution for making any such reports shall be taken against any employee.

6.5 To foster the making of such reports, AM General has created a reporting mechanism independent of the line of functional management reporting chain. The Regulatory Compliance Manager has the responsibility, under the direction of the President, for utilizing procedures directed at ensuring appropriate confidentiality, follow-up, review and disposition of all alleged violations of this policy. Employees may satisfy their reporting obligations hereunder by contacting the assigned individual listed above.

6.6 The use of the Open Door Policy which contains a variety of reporting channels should be the primary means of illustrating concerns of employees to the appropriate Manager up to and including the President of AM General Corporation.

6.7 The Information Line (284-2932) may be used as an alternate means of reporting violations if the employee so chooses.

6.8 Audits and investigations as may be necessary under this policy will be conducted

A34:

Does the company have well-publicised resources available to all employees where help and advice can be sought on corruption-related issues?

Score:

1

Comments:

Based on public information, there is some evidence that the company has well-publicised resources available to all employees where help and advice can be sought on corruption-related issues. However, it is not clear whether these resources are available in all locations where the company operates and that the supervisors are specifically trained for the job. The company therefore scores 1.

References:

Public:
Code of Conduct and Business Ethics, p.3:
‘II. Policies and Practices
A. Accountability
We will conduct all of our business in compliance with all applicable laws and regulations. As a government contractor and commercial on-road vehicle OEM, AM General is subject to many complex laws and regulations. If you have any question as to the lawfulness of any action proposed to be taken on behalf of AM General, contact the Law Department immediately.’

(p.10):
‘III. Reporting Suspected Non-Compliance
A. General Policy
When you contact the Human Resources, Law Department or Chief Compliance Officer with a question or comment regarding this Code of Conduct:
• You will be treated with dignity and respect;
• Your communication will be kept confidential to the greatest extent possible;
• Your concerns will be addressed seriously and, if not resolved at the time
you call, you will be informed of the outcome; and
• You need not identify yourself.
Remember, there is never a penalty for submitting a question or complaint, or contacting the Hotline, in good faith. People in a position of authority cannot stop you; if they try, they are subject to disciplinary action up to and including dismissal. AM General will not tolerate retribution against employees who raise concerns.

B. Complaint Procedure

Be Proactive
Every employee is encouraged to act proactively by asking questions, seeking guidance and reporting suspected violations of the Code and other policies and procedures of the Company, as well as any violation or suspected violation of applicable law, rule or regulation arising in the conduct of the Company's business or occurring on the Company's property. If any employee believes that actions have taken place, may be taking place, or may be about to take place that violate or would violate the Code, he or she should bring the matter to the attention of the Company.

Seek Guidance
The best starting point for an employee seeking advice on ethics-related issues or reporting potential violations of the Code will usually be his or her supervisor. However, if the conduct in question involves his or her supervisor, if the employee has reported the conduct in question to his or her supervisor and does not believe that he or she has dealt with it properly, or if the employee does not believe that he or she can discuss the matter with his or her supervisor, the employee may raise the matter with the Chief Compliance Officer or the VP of Human Resources.

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(p.11):

‘Report Violations

When reporting suspected violations of the Code, the Company prefers that employees identify themselves in order to facilitate the Company's ability to take appropriate steps to address the report, including conducting any appropriate investigation. However, the Company also recognizes that some people may feel more comfortable reporting a suspected violation anonymously. Those who wish to remain anonymous may utilize AM General’s hotline service (1-800-344-6593) which is hosted by an independent third party. You do not have to give your name.

If an employee wishes to remain anonymous, he or she may do so, and the
Company will use reasonable efforts to protect the confidentiality of the reporting person subject to applicable law, rule or regulation or to any applicable legal proceedings. In the event the report is made anonymously, however, the Company may not have sufficient information to look into or otherwise investigate or evaluate the allegations. Accordingly, persons who make reports anonymously should provide as much detail as is reasonably necessary to permit the Company to evaluate the matter(s) set forth in the anonymous report and, if appropriate, commence and conduct an appropriate investigation.


Ethics and Compliance in Contracting with the United States Government (June 1996):
TI notes that employees are directed to speak to their financial control officer or General Counsel.

Subject: ETHICS AND COMPLIANCE IN CONTRACTING WITH THE UNITED STATES GOVERNMENT

1.0 PURPOSE AND RATIONALE
To set forth AM General's policies to guide its employees with respect to standards of conduct. The following policy expresses unequivocally the firm commitment of AM General to the highest standards of conduct and practices with respect to transactions with the United States Government. The written code of business ethics and conduct and on Ethics Training is a requirement of AM General under DFAR 203.7000.

2.0 BACKGROUND
2.1 The purpose of these guidelines is to serve as a framework for an understanding of the nature of certain key Government procurement practices and conflict of interest regulations. These guidelines are intended to familiarize employees only in a very general manner with these areas.

2.2 The matters reviewed in these guidelines do not, in any sense, encompass all the statutes, regulations and contract provisions applicable to Government contracts. This policy supplements and amplifies, but does not supplant other policy statements and directives equally applicable to dealing with the United States Government. Each manager is cautioned to determine carefully all requirements of each Government solicitation and/or contract and to be aware that other requirements may have been equally serious penalties for noncompliance beyond those set forth below.

2.3 Each employee should carefully review these guidelines, consider the application to their activities within the Corporation and discuss any questions he or she may have with management, with their financial control officer or General Counsel, as appropriate to the particular question.

3.0 POLICY
AM General has a firm commitment to the highest standards of conduct and practices with respect to transactions with the United States Government. The Corporation will strictly observe the laws, rules and regulations that govern the acquisition of supplies and services by the United States Government and will compete fairly and ethically for all such business opportunities. In furtherance of that objective, no employee shall, in connection with any transaction with the United States Government:

A35:
Is there a commitment to non-retaliation for bona fide reporting of corruption?

Score:
2

Comments:
Based on public information, there is evidence of a commitment to non-retaliation for bona fide reporting of corruption, and evidence that those who breach this commitment are subject to disciplinary measures.

References:
Public:
Code of Conduct and Business Ethics, p.10:
‘Remember, there is never a penalty for submitting a question or complaint, or contacting the Hotline, in good faith. People in a position of authority cannot stop you; if they try, they are subject to disciplinary action up to and including dismissal. AM General will not tolerate retribution against employees who raise concerns.’

(p.11):
‘No Retaliation
The Company expressly forbids any retaliation against any employee who, acting in good faith, reports suspected misconduct. Any person who participates in any such retaliation is subject to disciplinary action, including termination.’

Ethics and Compliance in Contracting with the United States Government (June 1996), p.5:
6.0 EMPLOYEE REPORTED VIOLATIONS

6.1 Any employee who is requested to engage in an activity which the employee believes would be contrary to this policy will promptly report such information to his or her supervisor or the General Counsel.

6.2 Any employee who acquires information that gives such employee reason to believe that another employee is engaged in conduct prohibited by this policy, or that any other person or firm representing AM General is engaged in such conduct, will similarly prompt report such information in the manner provided in paragraph 6.1 above.

6.3 Any AM General manager or the General Counsel receiving a report under paragraph 6.1 or 6.2 above will promptly report the matter to the President.

6.4 This policy expressly recognizes the importance of creating and maintaining a work environment of openness, where raising concerns of potential misconduct is expected and accepted behavior. Accordingly, the making of reports hereunder in good faith shall be viewed positively and no retribution for making any such reports shall be taken against any employee.

6.5 To foster the making of such reports, AM General has created a reporting mechanism independent of the line of functional management reporting chain. The Regulatory Compliance Manager has the responsibility, under the direction of the President, for utilizing procedures directed at ensuring appropriate confidentiality, follow-up, review and disposition of all alleged violations of this policy. Employees may satisfy their reporting obligations hereunder by contacting the assigned individual listed above.

6.6 The use of the Open Door Policy which contains a variety of reporting channels should be the primary means of illustrating concerns of employees to the appropriate Manager up to and including the President of AM General Corporation.

6.7 The Information Line (284-2932) may be used as an alternate means of reporting violations if the employee so chooses.

6.8 Audits and investigations as may be necessary under this policy will be conducted.

PRINTED COPY UNCONTROLLED. LATEST EDITION ON AM INTRANET (HTTP://HOME.AMGENERAL.COM).

Information Sources:

Company website:  
www.amgeneral.com

Code of Conduct and Business Ethics:  

Ethics and Compliance in Contracting with the United States Government (June 1996):  