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GM

*Winning
With
Integrity*

*Our Values and Guidelines
for Employee Conduct*



GM Team Members:

The pace of change at GM has never been faster, and it won't slow down any time soon. As we launch this annual update of our guidelines for employee conduct, *Winning With Integrity*, now is a good time for all of us to reflect on things that do *not* change at GM: our [core values](#). They are constant. They are the foundation that we stand on in conducting business. *Winning With Integrity* is a cornerstone of our commitment to those values, starting with the core value of integrity.

Integrity is not optional at GM. We live it every day. It guides our decisions, our work, and our commitment to correct mistakes when we spot them. It guides us whether the company is riding high or battling through tough stretches. Integrity transcends borders and language; it's all about promoting a culture that demands and supports proper business conduct. Doing the right thing day-in and day-out is essential to our reputation and our success.

Operating with integrity means honest and accurate reporting of our performance, both internally and externally. It means careful attention to our internal controls and policies. It means understanding our legal responsibilities, and complying with them. In short, it means competing by the rules and making sure that our actions match our words.

This publication, *Winning With Integrity*, sets out the policies and obligations that help guide our business conduct worldwide. Please read it carefully and follow its guidance consistently.

It all comes down to personal responsibility – mine, yours, and all of ours – for the way we work and conduct ourselves as GM employees. Winning with integrity requires a commitment by every member of the GM team.

I know I can count on all employees to do their part; you have my commitment to do the same.

Rick Wagoner
Chairman and Chief Executive Officer



VISION STATEMENT

GM's vision is to be the world leader in transportation products and related services. We will earn our customers' enthusiasm through continuous improvement driven by the integrity, teamwork and innovation of GM people.

CORE VALUES

CUSTOMER ENTHUSIASM
INTEGRITY
TEAMWORK
INNOVATION
CONTINUOUS IMPROVEMENT
INDIVIDUAL RESPECT AND RESPONSIBILITY

CULTURAL PRIORITIES

ENHANCE PRODUCT AND CUSTOMER FOCUS
ACT AS ONE COMPANY
EMBRACE STRETCH TARGETS
MOVE WITH A SENSE OF URGENCY



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INTRODUCTION

How These Guidelines Are Organized

Introduction: This Introduction describes how to apply the *Winning With Integrity* guidelines, who must follow them, penalties for violations, and how to raise an integrity concern within GM.

Guidelines: The *Winning With Integrity* guidelines are organized by major themes: **Personal Integrity, Integrity in the Workplace, Integrity in the Marketplace, Integrity in Society and Our Communities, and Integrity Toward the Environment.**

Supporting Material: The guidelines include helpful links to related materials, including certain underlying GM policies and specific examples to help you apply them.

How to Apply These Guidelines

These Guidelines are designed to help GM employees understand and meet fundamental obligations that are vital to our success. Some of those obligations are legal duties. Other obligations result from policies GM has established to make sure our actions align with our [core values and cultural priorities](#). Compliance with both types of obligation is vital to our goal of winning with integrity.

Who Must Follow These Guidelines

Employees and Directors

These guidelines apply to all GM employees around the world and to members of the GM Board of Directors while they act in their capacity as directors.

Subsidiaries and Affiliates

These guidelines apply to all staffs, divisions, and subsidiaries of GM. For purposes of these guidelines, subsidiaries are companies in which GM, directly or indirectly, owns more than 50 percent of the voting stock. Where GM owns less but exercises management control, a case-by-case determination needs to be made as to applying these guidelines.

Third Party Representatives of GM

Some guidelines apply to consultants, agents, sales representatives, distributors, independent contractors, and contract workers (collectively, "GM Representatives") when they act on behalf of GM. GM employees who interact with GM Representatives must assure that those Representatives follow the applicable guidelines when they act for GM.

Waivers

In rare circumstances a waiver to a particular requirement stated in *Winning With Integrity* may be granted by the Legal Staff. Waivers must be requested and granted in writing. Waivers for executive officers or directors may be granted only by the Board of Directors or a Board committee specifically as an exception to Corporate policy.



Raising an Integrity Concern

If you are unsure about the proper course of action or how the guidelines apply in a particular situation, be sure to seek direction. Many options are available. You may contact:

- Your Local Leadership
- Your GM Audit Services Resource
- Your GM [Legal Staff](#) Contact
- Your Human Resources Contact
- Your Next Level of Leadership

In most countries, you may also anonymously report an integrity or compliance concern by calling the **GM Awareline**. The Awareline phone number for your location can be found on Socrates at [\[Global Security – Awareline\]](#). You may also report integrity issues or seek guidance electronically through GM Global Security on Socrates at [\[Global Security\]](#). (This electronic reporting is not anonymous).

GM encourages employees to voice compliance concerns and prohibits retaliation against anyone who in good faith raises such a concern.

Accountability for Violation

Employees who violate these guidelines are subject to disciplinary action that, in the judgment of management, is appropriate to the nature of the violation, which may include termination of employment. Employees may also be subject to civil and criminal penalties if the law has been violated.



GUIDELINES

Personal Integrity

Nothing is more fundamental to *Winning With Integrity* than taking personal responsibility for our actions. How do we show integrity? First, by complying with GM policies, even though we may not always agree with them. In a big company, people may differ about the wisdom of any given policy. But the guidelines are not optional.

The second way to show integrity is to voice concerns when we believe GM policies are not being observed. The actions of a single individual can damage the whole company's reputation. If someone compromises our core values or policies, we should step up to it. And the sooner, the better. The worst choice is to ignore or cover up a problem and let it get worse. The best option is usually to speak with your leadership. Or, bring your concerns to functional experts such as the Legal, Audit, Security, or Human Resources Staffs. In many countries the GM Awareline is also available for anonymous reporting of concerns. [\[Global Security - Awareline\]](#)

Understanding the Rules

Because laws are complex and changing, good intentions are not always enough to assure compliance. Every employee whose work is directly affected by particular laws must understand the legal rules well enough to spot problems and know when to get advice. Subject matter experts can answer questions or provide training. If you want additional information or training about the legal duties that apply to your job responsibilities, raise the issue with your leadership or the GM [Legal Staff](#).

Acting With Integrity When the Rules Seem Unclear

Not all situations are clear-cut, so good judgment is essential. Be alert to warning signs: if a questionable proposal is defended as "doing whatever it takes" or because "our competition does it" or "no one will ever know," chances are it needs to be reconsidered.

When in doubt about the right choice, ask yourself:

- Is it legal?
- Is it consistent with our values and policies?
- How would it look on the front page of the newspaper?

If doubt remains, seek guidance, and keep asking until you get the answer. Start with your supervisor. If you believe that contacting your supervisor would not help, then contact the [Legal Staff](#).

<u>DO</u>	<u>DON'T</u>
<ul style="list-style-type: none"> • Take personal responsibility for performing assignments consistently with GM policies and all applicable laws and regulations. • Know the rules. Seek guidance from the Legal Staff or other subject matter experts about laws and regulations relating to your work. • Notify your leadership or the Legal Staff if you have any doubts about whether an action is legal or violates GM policies. 	<ul style="list-style-type: none"> • Assume it's acceptable to follow instructions that violate the law or GM policy. • Assume someone else will correct a problem. • Assume a questionable practice is legal just because it has been done by someone else.

Examples



Integrity in the Workplace

Fair Treatment and Respect

We hire, promote, train, and pay based on merit, experience, or other work-related criteria. We value the wide range of backgrounds of our employees. Our diversity is a strength in the increasingly diverse marketplace. And we strive to create work environments that accept and tolerate differences while promoting productivity and teamwork. Each of us is responsible for creating and maintaining a productive work environment where the dignity of all employees is respected.

Equal Employment Opportunity

GM is committed to equal employment opportunity. GM extends employment opportunities to all qualified applicants and employees and strives to maintain workplace environments free of discrimination, hostility, and physical or verbal harassment with respect to age, race, color, sex, religion, national origin, disability, sexual orientation, gender identity/expression <http://definitions>, or being a disabled veteran, a veteran of the Vietnam Era, or other covered veterans.

GM employees are entitled to a work environment free from conduct that even appears disrespectful. Certain jokes, cartoons, pictures, language, gestures, and touching may offend people and may result in a hostile work environment, which GM does not tolerate.

If you believe you have been subjected to an unfair employment practice, raise your concerns with your immediate supervisor, HR representative, or use existing internal complaint procedures. In most countries, the anonymous [Global Security - Awareline](#) is also available.

Health and Safety

GM's overriding priority is to protect the health and safety of each employee. We all have a stake in a healthy, injury-free work environment that protects the health and safety of each employee. We should not compromise any person's well-being in anything we do.

This means following procedures for reducing accident risks, and it means using equipment safely. It means following safe workplace practices – no exceptions, no shortcuts. It means promptly voicing safety concerns to supervisors, so we can correct situations that may endanger employees. And it also means driving safely.

If you have any safety-related concern, including concerns about equipment or procedures, discuss it with your supervisor. Don't assume that a safety hazard has been reported - take responsibility for reporting it yourself.

U.S. employees can find additional information about applicable policies and procedures at [HR Policy & Employment Relations CoE](#).

<u>DO</u>	<u>DON'T</u>
<ul style="list-style-type: none"> • Always treat fellow employees with dignity and respect. • Always observe safety protocols. • Base personnel decisions on merit. 	<ul style="list-style-type: none"> • Demean any person or group. • Tolerate behavior that fails to meet GM standards of fairness or respect. • Take shortcuts that expose anyone to a risk of injury. • Assume someone else has responsibility to identify or correct problems.

Examples



Conflicts of Interest

GM employees have a duty to act solely in the best interests of GM and to provide GM with our individual loyalty. Avoid any activity, investment, or interest that might hurt or reflect badly on GM. The appearance of a conflict can be just as damaging as an actual conflict of interest.

Examples of potential conflicts of interest include:

- Investing in a supplier, dealer, customer, or competitor;
- Having close family members who work for suppliers, dealers, customers, or competitors; and
- Employment outside GM without leadership approval.

If our duties include contact with an organization that employs a relative, former colleague, or someone with whom we have a significant personal relationship, including a romantic or sexual relationship, we should take precautions to avoid a potential conflict of interest or even the appearance of preferential treatment. The organization should receive no advantage or disadvantage because of the personal relationship. When presented with such situations, consult with leadership and, if necessary, step down from acting on behalf of GM.

Hiring and promotions must not be influenced by a candidate's relationship to any employee, including family, personal, romantic, or sexual relationships. If people with such ties are hired or assigned, steps should be taken to avoid any reporting relationship, either direct or indirect, between them. On rare occasions, leadership senior to both of the affected employees may permit a reporting relationship between employees with such ties. Such cases should be reviewed with the GM [Legal Staff](#) or the [GMNA Policy Development & Employment Relations CoE](#) to ensure no conflict of interest exists in this regard.

Use the GM Conflict of Interest Questionnaire to disclose those relationships and any other actual or potential conflict of interest. Disclosure lets leaders decide whether an actual conflict exists and how to address it if one does exist. The GM Conflict of Interest Questionnaire has been revised for 2007. All employees should complete the new questionnaire, keeping a copy of it for their own files and submitting it for review by their leaders. Later, if any circumstance covered by the Questionnaire changes, the employee should promptly update the questionnaire. The disclosure process using the new GM Conflict of Interest Questionnaire has been made all-electronic for some employees. Where the all-electronic capability is not yet in place, hard copies should be used, as directed by local HR leadership.

Interests in Other Businesses

No employee or member of any employee's household should have a material interest or investment in any supplier, customer, or competitor of GM that could create a conflict of interest (including interests in subsidiaries or joint ventures of GM) if such interests are held outside the GM Stock Savings Purchase Program or the GM Personal Savings Plan.

Use the GM Conflict of Interest Questionnaire to disclose certain financial stakes, called a "Material Interest," in a supplier, customer, or competitor. For a definition of "Material Interest" see page 4 of the Conflict of Interest Questionnaire or a detailed definition of the type of financial stake that must be disclosed. Any employee who is about to acquire a material interest that would require disclosure should report the proposed action to their leadership.

This policy does not apply to investments and interests in publicly owned mutual funds and trusts, or personal loans from banks, insurance, and finance companies in the regular course of business. Employees who deal with banks or other financial institutions in the course of their GM employment should not improperly obtain loans from such organizations.

Supplier Relationships

GM selects suppliers impartially on the basis of price, quality, and service. Former employees (including retirees) who occupied positions at GM in which they could influence purchasing decisions should not be received as a supplier representative by their former employing group for two years following their retirement or separation - <http://Global Purchasing and Supply Chain> .



Charitable Activities and Public Service

GM applauds service to charities, schools, professional organizations, and governmental bodies or advisory groups. Only rarely do conflicts arise from such service. Be alert to that potential and to the time demands of the position and take the precaution of identifying the organization(s) on your Conflict of Interest Questionnaire. [http://Corporate Responsibility](http://CorporateResponsibility)

When soliciting donations for an outside organization, avoid any impression of pressure by GM. Donations must be purely voluntary. And do not use GM letterhead on any solicitation unless GM supports the fundraising as a corporate activity.

Outside Employment

We are expected to devote full time to our work during regular hours and for whatever additional time may be required. Outside employment can create conflicts of interest or reduce productivity. Avoid outside business activities that divert time and attention from GM business. And if any outside activity involves compensation, disclose it to leadership, and on the GM Conflict of Interest Questionnaire.

GM discourages employees from joining boards of outside for-profit companies. Employees may serve on such a board only with senior leadership approval obtained pursuant to the policy entitled "Serving on Outside Boards." [\[Serving on Outside Boards\]](#)

Never accept any employment by a supplier, customer, dealer, or competitor of GM. When an employee's spouse or partner works for a supplier, customer or competitor, both individuals need to take care to comply with the duty each owes to his or her employer.

<u>DO</u>	<u>DON'T</u>
<ul style="list-style-type: none"> • Use the GM Conflict of Interest Questionnaire to notify leadership of any potential conflict - even if you think it probably isn't a problem. • Fully disclose any activity, investment, employment, or relationship that could create even the appearance of a possible conflict. • Complete the new Conflict of Interest Questionnaire • When circumstances warrant an update at any time: <ul style="list-style-type: none"> ○ Global Executives and U.S employees who affirm electronically should send an email to myAffirmation@gm.com to request an electronic version of the Conflict of Interest Questionnaire. ○ Non-U.S. employees who do not affirm electronically can obtain a paper copy of the Conflict of Interest Questionnaire by accessing the A-Z list on Socrates or by contacting their HR managers. 	<ul style="list-style-type: none"> • Become involved in any activity, investment, employment, or other relationship that could create a conflict with GM employment. • Fail to notify leadership with full disclosure of any activities that could create a conflict.

Examples

Integrity of GM Information and Use of GM Property

Employees have an obligation to protect GM's assets and ensure their proper use. GM's assets include not only financial assets but also plants and equipment, inventory, supplies, information, and information technology. GM assets should be used only for GM business, and in accordance with applicable GM rules.

GM information is a valuable company asset. GM information includes all information related to our business,



created or acquired using GM resources, regardless of the nature, medium, or form of the information. All GM information is the property of GM. It must be protected against unauthorized disclosure, modification or destruction, and not disclosed outside GM without leadership approval from the unit responsible for the GM information.

Submitting false expense reports is a clear example of misappropriating GM assets. So is copying GM-supplied software for personal use.

Accurate Information, Records, and Communications

Intentionally creating or inserting false or misleading information in any GM financial or other business record is strictly prohibited. Inaccurate information leads to bad decisions by GM. And our customers, suppliers, investors, business partners, communities, and government officials rely on us for accurate information.

All business records are to be maintained accurately. Whenever an inaccuracy finds its way into a record, it should be corrected and, where appropriate, the reasons for the correction should be noted. This is also important in engineering records. An inaccurate record is an “open loop.” We need to “close the loop” by clarifying and supplementing the “open loop” record with the accurate data or judgment.

We must also ensure that GM's business records are available to meet the company's business needs, including legal and tax requirements. That's why we must comply with GM's Information LifeCycle Management (ILM) policies in creating, managing, and disposing of all GM records. Be alert to and observe “Litigation Holds” [[Litigation Holds](#)]. These are instructions from the Legal Staff requiring that certain records be retained beyond normal retention periods for legal or compliance reasons. Failure to comply with Litigation Holds can result in serious harm to GM and its employees. **It is unlawful to destroy, conceal, alter, or falsify any GM business or other record, document, or object for the purpose of obstructing or influencing any lawsuit or other legal or governmental proceeding or investigation.**

The GM Information Security Policy and Practices [[ISP&P Manual](#)] provide guidance on the classification and protection of GM information. The GM ILM policies [[ILM](#)] provide guidance on creating, maintaining, and disposing of all GM records containing GM information, and for the [Acceptable Use Practices](#) that govern use of GM information resources. These policies also apply to those third parties, including contract workers, who have access to GM information. Each of us must learn and comply with GM Information Security and Information LifeCycle Management policies and Acceptable Use Practices applicable to our jobs. This includes everything from securing workstations, to keeping passwords secret, and much more.

Use of Corporate Property

GM assets should not be used for personal purposes. Of course, there are situations where infrequent and limited personal use is permissible (for example, a local phone call home). Talk with your leader if you are not sure the use is appropriate.

Company Vehicles

Employees may use GM-owned vehicles only as authorized by management. Employees must operate GM-owned vehicles lawfully and must comply with GM policies applicable to company vehicles in the location where the vehicle is operated. In the U.S., for example, see <http://cvo.gm.com>.

Internet/E-mail and Voice Mail

As a rule, use the Internet only for work assignments. Nominal personal use is permitted if it does not interfere with work or productivity, and does not conflict with directions from local leadership or with GM's Acceptable Use Practices [[Acceptable Use Practices](#)]. If in doubt, ask your leaders.

All messages transmitted on GM's E-mail and voice mail systems become GM records, and no employee should expect that they will be treated as personal or private messages. GM can, and sometimes does, access or monitor its E-mail and VME systems for legitimate business reasons, and may delete any E-mail or VME messages, or disclose them to others, without advance notice, unless applicable law provides differently.



Never make any illegal, unethical, unauthorized, or disruptive use of GM information systems or equipment. This includes, for example, accessing, transmitting, or storing inappropriate material (e.g., pornography, depicted nudity, lewd or violent materials, chain letters, sexually oriented jokes or cartoons, or other offensive/demeaning material related to age, race, color, sex, religion, national origin, disability, or sexual orientation). Violations will subject you to disciplinary action up to and including discharge.

If you get an inappropriate message, ask the sender to stop, and delete the message. If such messages persist, report it to your leader.

Confidential and Proprietary Information

The loss or misuse of personal information that GM collects or maintains (including information about individual consumers, employees, and others) can hurt both GM and the individuals involved. That's why we each have a duty to safeguard GM information and personal information entrusted to us.

Confidential information includes, for example, product plans or proposals, pricing, technical specifications, financial data, marketing programs, and product costs. General guidelines include:

- Don't discuss sensitive GM business in public, including in restaurants and on airplanes;
- Use password protection on computers and computer files; and don't post or disclose passwords;
- Secure and lock files, desks, and cabinets;
- Follow the encryption requirements for confidential, secret, and personal information on laptops [[Laptop Security](#)]; and
- Immediately report the loss or unauthorized disclosure of any GM information or personal information.

Personal Information and Privacy Concerns

GM recognizes the importance of safeguarding personal information. Personal information must be treated in accordance with the privacy-related policies, acceptable use practices, and other requirements found at [Global Privacy Center](#). When security breaches related to personal information occur, they must be promptly reported through Global Reporting Incident Tracking (GRIT) or other procedures established in the Personal Information Security Incident Process, found at [Global Privacy Center – Personal Information Security Incident](#). For more information please visit the Global Privacy Center Web site at [Global Privacy Center](#).

Our duty to protect GM information and personal information extends even after we leave GM employment. And we must return all GM records (including documents and files, electronically readable or otherwise).

Litigation and Investigations

Litigation is a fact of life. Requests for documents in various forms (paper, E-mail, etc.) related to litigation and other legal proceedings normally flow through channels set up for that purpose, but there may be times when other employees receive them. Consult immediately with the [Legal Staff](#) if, as a representative of GM, you receive any summons, subpoena, inquiry, or other communication from a court, marshal, sheriff, government agent, or from any lawyer. Before submitting to an interview, answering any questions, producing any documents, or even responding to any questions about litigation or an investigation, consult with the [Legal Staff](#). This applies to matters in which GM is involved directly, like an investigation or a lawsuit involving a GM product or a GM facility. It also applies to matters in which GM is involved indirectly, including investigations of suppliers, dealers, or competitors.

Communicating with the Media

Communicating clearly and accurately to the media protects our reputation for integrity. All GM units have designated personnel for public communications, and all media questions should be directed to them. If the press contacts you, avoid responding to questions and immediately tell your leader and your unit's communication representative.



<u>DO</u>	<u>DON'T</u>
<ul style="list-style-type: none"> • Know and comply with the GM Information Security Policy and Practices and Information LifeCycle Management Policies. • Treat all GM information and property as valuable business assets belonging to someone else - GM's stockholders. • Make sure communications are accurate - whether internal or external. • Comply with all applicable laws and regulations, and GM's Acceptable Use Practices governing the use of GM information resources such as computers, software, E-mail, the Internet and intranet (Socrates). 	<ul style="list-style-type: none"> • Ignore security procedures to save time. • Give access to GM information to anyone not authorized to have it. • Use GM property or systems for your own personal profit or gain, or for political activity. • Create or knowingly process misleading or inaccurate information about GM business. • Use GM information resources to create, access, transmit, or store any material that is in bad taste, offensive, disrespectful of others, or otherwise inappropriate. • Do anything that would disrupt or compromise the availability, integrity, or security of GM information, information resources, or other GM property.

Examples

Integrity in the Marketplace

Gifts, Entertainment, and Gratuities

Receiving From Suppliers

As a rule, accept no gift, entertainment, or other gratuity from any supplier to GM or bidder for GM's business, including supplier units that are part of GM. This applies to all employees, not just those involved in purchasing.

GM must make purchasing decisions solely based on a supplier's price, quality, and service. Avoid doing anything that suggests our purchasing decisions may be influenced by any irrelevant consideration, whether illegal (such as a kickback or bribe) or improper (such as personal friendship, gifts, or entertainment).

Inexpensive gifts or mementos, such as "logo" pens, cups, or caps, may be accepted unless your business unit forbids them. And there may also be rare circumstances where refusing a gift could be against GM's legitimate interests, as in countries outside the U.S. where gift-giving is an expected courtesy and is not intended to corrupt a particular purchase decision. When there is a legitimate business reason to accept a gift of any significant value, remember that the item becomes the property of GM. Turn it over to your leadership for use, display, or other disposition.

With prior leadership approval, employees may attend activities where attendance will benefit GM, such as by enhancing job performance or professional development. These may include supplier-sponsored events, including receptions at industry conferences such as the SAE (Society of Automotive Engineers) and trade shows. As always, use good judgment. Avoid being a guest at any conference event where the hospitality is provided exclusively to you, such as a private dinner, as contrasted to an open reception for all conference participants. Never solicit tickets from suppliers. With prior leadership approval, you may accept tickets to industry events, such as the SAE or auto shows, but normally you should reimburse the supplier for the fair value of the tickets at your personal expense. Or, if attendance is a legitimate business-related activity, you should submit an expense report for reimbursement. If the fair value of tickets is hard to determine, decline them.

While accepting meals or entertainment from a supplier should be avoided, employees may, depending on circumstances, be guests at a meal hosted by a supplier at a special activity. In deciding whether to participate, employees should consider the context, including whether companies besides GM are participating, and whether the event would be considered "lavish". Examples of entertainment which should be declined would be golf outings following a business meeting, accommodation costs for a supplier-sponsored event, and tickets to sporting events or artistic performances. Any such costs should be paid fully by the employee or, in rare circumstances, should be approved in advance by leadership as a business expense.



It is permissible to conduct business with a supplier over a meal, if you pay for the meal whenever feasible (such as splitting a restaurant tab). On a rare and exceptional basis, it may be most practical to accept a meal from a supplier; as when there is no restaurant tab to split. The meal should be inexpensive and there must be a genuine need to discuss business matters at the meal. If your business unit has a more stringent policy, you must follow it.

At times, suppliers sponsor charity events and invite GM employees to be their guests. GM encourages corporate philanthropy, and it is permissible to attend such events. But when the supplier pays for the ticket, the GM employee should make a personal contribution to the charity at the level of an individual donor so the employee is not attending solely because of the supplier's generosity.

As a general rule, decline any gift, entertainment, meal, or other gratuity from a supplier and discuss with your leadership how to handle questionable situations. GM's goal is to avoid even the appearance of impropriety. Our procurement processes must actually be - and must appear to be - based solely on the price, quality and service of our suppliers. In the final analysis, your good judgment and disclosure are the keys to protecting GM's reputation as a company that conducts business with integrity.

Receiving From Others

What about gifts, entertainment, or other gratuities offered by non-suppliers, including customers, government officials, industry groups, civic organizations, charities, and others? Always use good judgment and be sensitive to appearances that anything offered by a non-supplier may undermine the integrity of our business decisions. Here is some guidance for particular situations.

Gifts, entertainment, or other gratuities from anyone who may seek to influence GM's decisions should be politely declined, as with suppliers. Examples of decisions that might be improperly influenced include vehicle allocation, extension of credit, location of facilities, or charitable donations. Sometimes very inexpensive gifts or refreshment may be appropriate to accept. Examples include recognition awards for community service or non-monetary gratuities for speaking appearances.

Modest entertainment offered by a non-supplier may be accepted if it is infrequent and creates no sense of obligation to the host. But we should pay our own way for meals and for such entertainment as a sporting or theater event, golf round, or concert. At a recognition or awards dinner, it may not be appropriate to pay for our own meal, and there could be refreshments or working meals served at meetings where it may be awkward to reimburse the host organization. Gifts (other than non-monetary awards recognizing individual accomplishments) to GM employees, arising out of their GM employment, are the property of GM and should be turned over to the Corporation promptly.

Do not accept a gift, entertainment, or other gratuity from a government or union official, with the exception of "official" gifts, entertainment, or other gratuities from a country representative to a GM representative.

Giving to Customers, Suppliers, Media, Financial Analysts

If our customers discourage or forbid the receipt of gifts, entertainment, or other gratuities by their employees, GM's employees are expected to respect those policies. Some forms of GM-sponsored entertainment are clearly appropriate to promote enthusiasm and teamwork as, for example, in our dealer networks. And modest entertainment of GM customers may help GM compete on a "level playing field" with our competitors.

GM may sponsor media events, expositions, conferences, etc., and invite suppliers, the media, and financial analysts. Even in these limited situations, no gift, entertainment, or other gratuity should be offered unless all these five tests are met:

1. It is legal;
2. The recipient's policies permit acceptance;
3. It is in GM's legitimate business interest to do so;
4. It is appropriate given local business customs; and
5. It is done infrequently.

Exercise good judgment in selecting a gift on those few occasions when a gift may be appropriate. Some items are inappropriate. These include cash, services, product or service discounts (other than as part of an approved GM program), loans, or co-signature arrangements. Alcoholic beverages are not to be given as gifts in the U.S. and may



be given elsewhere only if other gifts would be considered inappropriate under local custom (and if the other elements of this policy are met).

In summary, giving a gift, providing entertainment, or offering a gratuity should be done sparingly and never to improperly influence the potential recipient's decision.

Giving to Government Officials or Union Representatives

Never provide gifts, entertainment, or other gratuities to a government official or a union representative without first consulting with the [Legal Staff](#).

Examples

Fair Competition

General

GM is committed to competing within the law. This section discusses the laws that protect or regulate the competitive process. Those laws can be complicated, and they vary from country to country. So, when in doubt, consult the [Legal Staff](#).

Relations With Competitors

One rule is crystal-clear: Never agree with a competitor on any element of price (including, for example, discounts, rebates, or incentives) or on what products to develop or to whom we sell. And "agree" doesn't necessarily mean having a written contract. Courts sometimes find an illegal agreement based on a conversation, even if the conversation occurred on the golf course.

- Benchmarking with a competitor may be risky, so get legal and business approval before doing it.
- Competitive analysis is vital to GM, but don't exchange competitive information directly with competitors. Customers, suppliers, or experts may be able to provide marketplace intelligence.
- Avoid discussing sensitive topics like price, costs, or marketing plans at trade association meetings.

For more information on GM policy relating to communicating with competitors, click here [\[Communications with Competitors\]](#).

Relations With Dealers, Distributors, and Resellers

It is against GM policy, and illegal in most countries, to force any dealer, distributor, or retailer to sell at a particular price. We can set a suggested retail price, but each dealer must remain free to set the sale price with customers. Consult the [Legal Staff](#) if you have questions about a non-price restriction.

International Consideration

U.S. antitrust laws apply to activity that hurts the competitive process in the U.S. So actions by GM subsidiaries around the world could be challenged by U.S. authorities. Most countries around the world also have their own competition laws.

Examples



Insider Trading

In the course of our work, we may acquire important information about GM or other companies, which has not yet become publicly available. Never trade in GM securities or those of any other company while in possession of material, nonpublic information. Material information is any information that an investor would reasonably consider important in making investment decisions. Examples include knowledge of acquisitions or divestitures, new product launches, financial information, production schedules, or management changes.

If you learn something that could reasonably be expected to affect the price of GM stock (or the stock of another company), do not buy or sell the stock – or disclose the information to others – until the information has been released to the public.

For any questions on GM's Insider Trading policy, contact the [Legal Staff](#).

<u>DO</u>	<u>DON'T</u>
<ul style="list-style-type: none"> Consider whether you have material nonpublic information about GM or any other company before trading in its securities. 	<ul style="list-style-type: none"> Share material nonpublic information about any company with anyone who might trade that company's securities. Assume insider trading rules only apply to trading in GM stock.

Examples

Integrity in Society and Our Communities

Avoiding Improper Payments to Government Officials

In the U.S., never provide gifts, entertainment, or other gratuities to any government official without first consulting with the [Legal Staff](#). To do so could expose GM and the employee to severe consequences. U.S. law and GM policy strictly prohibit giving anything of value to employees or representatives of foreign governments or governmental agencies, political parties, or political candidates to influence a foreign official in the performance of official duties, even if it may be seen as "customary" in some countries. GM's antibribery policy applies to everyone employed by or representing GM and its controlled affiliates, including agents and consultants, whether in the U.S. or outside the U.S.

In addition, because GM is organized in the U.S., bribery payments by any GM employee or agent to foreign officials are illegal under the U.S. Foreign Corrupt Practices Act (FCPA). Under that law, GM is accountable for the actions of its employees (including non-U.S. citizens) and agents throughout the world. And virtually every country where GM does business also has some form of antibribery law.

There are limited circumstances where nominal "facilitating payments" to low-level government employees for certain routine actions may be permissible as an exception to the law's bribery prohibition. But be careful. Before acting under the narrow exception, discuss the matter with appropriate GM subject matter experts, either at the [Legal Staff](#) or, for matters involving customs clearance, with the Tax Staff's [Customs Group](#).

Neither the U.S. law nor GM policy prohibits normal and legitimate business expenses for promoting, demonstrating, or explaining products or services to government representatives. But these expenditures draw close scrutiny from auditors, so be sure to consult with the [Legal Staff](#) in advance.

For additional information about requirements in this area, select this link [Interacting with Government Officials](#).



<u>DO</u>	<u>DON'T</u>
<ul style="list-style-type: none"> Consult with the Legal Staff or the Tax Staff's Customs Group to understand FCPA and other antibribery rules. Contact management or Legal Staff if a government official solicits something of value. Make sure, before hiring a representative to arrange business for GM, that the representative is informed about U.S. law and GM policy restrictions on payments to foreign officials. 	<ul style="list-style-type: none"> Give or promise anything of value to a government official without the prior approval of your leadership and the Legal Staff or the Tax Staff's Customs Group. Assume a practice is acceptable because another large company reportedly has done it. Assume our potential sales representative or agent will know the law or GM expectations in this area – discuss it before entering a relationship.

Examples

Export Compliance

General

Several U.S. laws and regulations govern how we conduct certain transactions with foreign countries and specific parties. These laws apply not only to U.S. operations, but also to U.S. persons, wherever located, and products manufactured around the world using U.S.-origin parts or technology. Other countries have similar laws.

Export Controls

The law requires an export license before certain categories of products or data can be exported or reexported. "Export" means not only shipping an item outside the country, but also sharing data with a foreign person inside the country. Examples of products requiring export licenses are numerically controlled machines, night vision equipment, computers, military products, software, and related technical data.

If you have knowledge, or even suspicion, that a transaction may involve a violation of export regulations, immediately report it to the [GM Office of Export Compliance](#) or your business unit Export Compliance Officer. Be alert to a "red flag" indicating that a transaction may not be what it seems. For example, the product's characteristics may not fit the buyer's business, or the buyer may be reluctant to offer information about the product's intended end use. When in doubt, don't enter into the transaction.

Foreign Asset Controls

Foreign asset controls are economic sanctions or embargoes the U.S. places on certain countries or groups to motivate them to change certain practices. These controls apply to U.S. citizens, residents and companies, and sometimes to international subsidiaries of U.S. companies. The rules vary, but they tend to be broad.

Employees must get guidance from the [GM Office of Export Compliance](#) before dealing with a sanctioned country or entity. Currently, the U.S. has imposed broad based sanctions against Cuba, Iran, North Korea, Sudan and Syria. A complete list of sanctioned countries and entities can be found at [GM Office of Export Compliance](#) under Embargoed Countries.

Anti-boycott Regulations

U.S. anti-boycott laws and regulations prohibit participating in foreign boycotts that are unsanctioned by the United States. These regulations apply to U.S. companies, their domestic and foreign controlled subsidiaries, and U.S. persons. Prohibited acts include refusing to do business with a boycotted country or with a company in a boycotted country, or requiring anyone else to refuse to do business at the request of a boycotting country. They also prohibit supplying information about the religion, sex, or nationality of an employee or supplier, or doing anything that would support an unsanctioned boycott of a country friendly to the United States.



If you receive any request to take any of these actions, contact the [GM Office of Export Compliance](#) immediately. Additional information on anti-boycott regulations can be found at [Antiboycott Regulations](#)

Examples

Integrity Toward the Environment

GM Environmental Principles

GM is dedicated to protecting human health, natural resources, and the environment. This dedication reaches beyond compliance with the law to encompass the integration of sound environmental practices into business decisions.

The following GM Environmental Principles guide GM personnel worldwide:

1. We are committed to actions to restore and preserve the environment.
2. We are committed to reducing waste and pollutants, conserving resources, and recycling materials at every stage of the product life cycle.
3. We will continue to participate actively in educating the public regarding environmental conservation.
4. We will continue to pursue vigorously the development and implementation of technologies for minimizing pollutant emissions.
5. We will continue to work with all governmental entities for the development of technically sound and financially responsible environmental laws and regulations.
6. We will continuously assess the impact of our plants and products on the environment and the communities in which we live and operate with a goal of continuous improvement.

Environmental Performance Criteria

In addition to the above Principles, the [GM Environmental Performance Criteria](#) (GMEPC) provide minimum expectations to GM personnel worldwide on how to conduct business consistent with these principles.

The GMEPC require all personnel who manage GM-owned and controlled facilities to plan, implement, and maintain practices to protect health and the environment, and to conserve energy and natural resources.

Each facility must:

- Review all GMEPC;
- Identify which ones are relevant to its processes, operations, activities and waste streams;
- Compare the relevant GMEPC with all corresponding regulatory standards at various governmental levels;
- Determine which are most restrictive; and then
- Plan, implement and maintain projects, actions, practices or programs to meet the most restrictive requirements, whether they are regulatory standards or GMEPC.

Compliance With the Law

GM units are responsible for complying with applicable environmental laws, regulations, and GM policies and standards in the design, manufacture, sale, use, and disposal of products. Corrective efforts must be taken promptly if a noncompliance with laws, regulations, or GM policy is detected. Contact the [Legal Staff](#) immediately upon receipt of a violation notice, intent-to-sue letter, complaint, subpoena, information request, or other potential compliance/enforcement matter. This applies as well to oral notification of potential actions. Seek advice from the [Legal Staff](#) before responding to such notices or contacts. Employees concerned about potential noncompliance may report the matter anonymously through the GM Awareline. For information on how to access the GM Awareline, go to [Global Security – Awareline](#).

Reporting Requirements

State and federal laws require timely reports to government agencies of certain spills. When in doubt about whether a facility has discovered a "reportable event," such as a chemical spill or release into the air, contact your plant



Environmental Coordinator. Our goal is to report timely and responsibly to the authorities. We will assess the facts and determine whether an event is such that it should be reported.

Record Keeping

In the U.S., environmental statutes require record keeping. Other countries may have similar requirements, and additional requirements may be identified in plant permits or Corporate bulletins. These requirements cover many types of records, such as manifests, monitoring data, and training records. All facilities must comply with these requirements. All information reported must be accurate, truthful, and complete.

For more information about GM policies relating to environmental matters, see [GM Environmental and Energy Principles](#).

<u>DO</u>	<u>DON'T</u>
<ul style="list-style-type: none"> • Become familiar with GM's Environmental Principles. • Report to leadership any incident or practice inconsistent with our Environmental Principles. • Make accurate reports, or take steps to bring inaccurate information to leadership's attention so corrections can be made. 	<ul style="list-style-type: none"> • Assume environmental issues are the concern only of the experts. • Ignore any practice you see that violates the law or GM policies. • Fail to address with appropriate leadership any inaccurate report on an environmental issue.

Examples

Conclusion

We strive to act with personal and institutional integrity in the workplace, the marketplace, and the communities where we live. We must all understand and apply our values and policies to ensure that we compete – and win – with integrity.

Winning With Integrity poses a challenge to each of us. It requires strength of character to act when the easier course would be to ignore the problem. We can all fulfill our responsibilities by:

- Following the *Winning With Integrity* Guidelines;
- Giving feedback on problem areas and suggesting improvements to leadership;
- Listening to the concerns of customers, co-workers, dealers, and suppliers – and making sure this information gets proper attention; and
- Modeling our behavior on our [core values and cultural priorities](#).