

Code of Ethics and Business Conduct



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Our Mission and Vision

Our vision is to be a global leader in mobility safety. We strive to provide safety system solutions of the highest quality and reliability that allow our customers the design freedom and confidence to drive the next generation in mobility. We accomplish this by building:

One team creating an inspired culture

A strong and stable partner to our OEM customers globally

Product excellence through innovations in integrated safety

A commitment to quality and compliance

A lean and competitive cost structure



Our Guiding Principles

Our Guiding Principles are our roadmap. They describe how we achieve our vision and reinforce our commitment to conducting our business with integrity.

A Commitment to Ethics and Integrity in Everything We Do

Acting with ethics and integrity is central to how we conduct our business. We set high standards for ethical behavior and expect our employees to meet our standards and live our Guiding Principles, even under challenging circumstances. We expect all of our employees to be honest and transparent in conducting our business and to have the courage to do what is right.

A Commitment to Quality

We take pride in providing high quality safety products and services to our customers. We are committed to upholding quality standards set forth by our customers, industry groups and governmental agencies. On a daily basis, we strive to improve our quality performance and maintain a continuous improvement mentality in everything we do.

Accountability

We believe in accountability. Being accountable means that we take responsibility for our actions and the actions of our teams. When we have not acted in accordance with our standards and values, we will take action to promptly correct mistakes or inappropriate situations. Accountability is not about blame or fault; it means living up to our values, our Code of Ethics and Business Conduct and our policies.

Speaking Up

We value a “Speak Up” environment. “Speaking Up” means asking questions so we can ensure that we are living up to the high standards that we set for ourselves and our business partners. We encourage our employees to “speak up” when they feel that the law, the Code of Ethics and Business Conduct or company policies may have been violated. By “speaking up” you are helping us protect our brand and reputation. We promote a culture where our employees feel comfortable raising issues or asking questions without fear of retaliation.

Product Safety

Product safety is our most important goal. The products that we make save lives. Each of us has an obligation to strive individually, and as a team, to work tirelessly to minimize the risk of injury and death due to traffic accidents. The safety of drivers and passengers guides us in all we do.

Workplace Safety

We strive to provide a safe and healthy work environment for our employees, contractors, suppliers and customers. We are committed to conducting our business in compliance with all applicable health and safety laws and regulations. Each of us is responsible for acting in a way that protects ourselves and others.

A Message from Executive Leadership

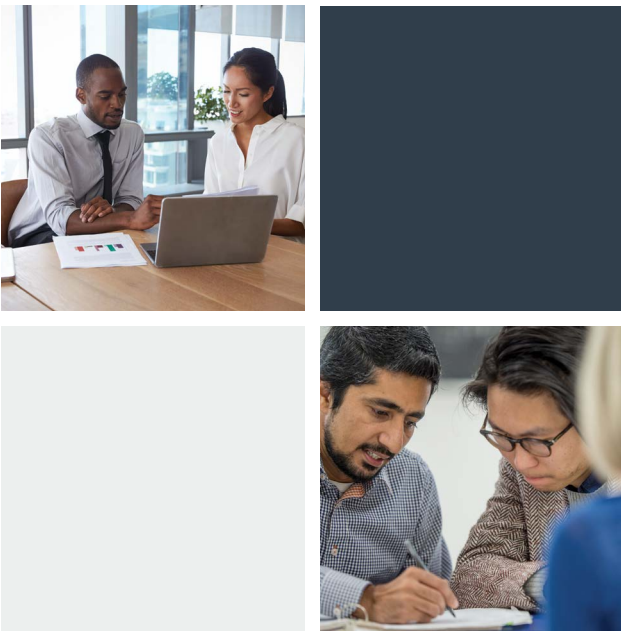
Our success as a global leader in automotive safety systems is the result of game-changing technologies, the contributions of a passionate team, and an unwavering commitment to honesty and integrity in everything we do. As an employee, you continue to play a critical role in who we are as a company today and who we will be tomorrow.

Our *Code of Ethics and Business Conduct* (“Code”) is an important resource in this respect. As we continue to grow, and the business landscape continues to shift, our Code helps us to keep meeting our day-to-day ethics and compliance responsibilities and delivering on the promises we’ve made to each other, our customers, our business partners and the communities where we live and work.

Of course, our Code cannot answer every question or address every situation you may face on the job. That’s why we have resources available to help you when challenges arise. If, at any time, you are unsure of the proper course of action or have a concern that the law, our Code, our policies or procedures are being broken, you have a responsibility to speak up.

Thank you for your support and dedication to conducting business the right way. Working together, with a shared commitment to our Guiding Principles, we will maintain the reputation we’ve earned as a company that advances ideas and technology to save lives, around the world.

Our Code



Purpose and Overview

Integrity matters.

When you conduct business ethically, you send a message to others that they can put their trust in us and in our products. By doing the right thing, you not only protect our reputation, but also help our company to thrive in today's complex and competitive business environment.

To meet our commitments, we have created this Code. It is organized into six sections and provides standards for:

- Ensuring compliance with applicable laws, regulations and Joyson Safety Systems policies.
- Promoting integrity and the highest standard of ethical conduct.
- Helping us to avoid even the appearance of anything improper in connection with our company's business activities.

Who Must Follow This Code

All employees, including contract and temporary employees, corporate officers, and members of the Board of Directors of Joyson Auto Holdings SA and its direct and indirect subsidiaries and affiliates ("Joyson Safety Systems"), are required to read, understand and meet the standards and obligations in this Code. Certain business partners, such as vendors and consultants, serve as an extension of Joyson Safety Systems. They are expected to follow the spirit of our Code, as well as any applicable contractual provisions, when working on behalf of Joyson Safety Systems.

If you supervise our business partners or temporary employees, you are responsible for communicating our standards and ensuring that they are understood. If an external business partner fails to meet our ethics and compliance expectations or their related contractual obligations, it may result in the termination of their contract.

Complying With Laws and Regulations

Joyson Safety Systems is committed to compliance with all laws, rules and regulations that apply to our business in every location in which we do business. It's impossible to anticipate every question you may have or situation you might face, so in addition to the Code, Joyson Safety Systems also has other resources that can be of help. These additional resources are listed throughout the Code. As always, we rely on you to use good judgment and to seek help when you need it.

We operate in many countries, so it's important to be aware of different laws and customs that may apply. While we respect the norms of our customers, business partners and co-workers throughout the world, all employees must at a minimum comply with the standards and principles in this Code. If any provision of our Code conflicts with a local law or requirement, you should seek guidance from *the Compliance Officer*.

The Compliance Office – Your Resource

Joyson Safety Systems' Compliance Office oversees both our Code and our ethics and compliance program. This team helps ensure that our company is meeting its legal and regulatory obligations and that each of us is complying with company-wide policies and procedures.

Training on our Code and annual attestations are managed by the Compliance Office and help to ensure that everyone, in every location, has read, understands and complies with our Code.

The Compliance Office is also your resource for help with any Code question or concern. We believe that the way we do business is as important as the business we do – the Compliance Office takes action to promote an ethical Joyson Safety Systems and to preserve and protect our Guiding Principles.

Employee Responsibilities

Each of us must take responsibility for acting with integrity, even when this means making difficult choices. Meeting our responsibilities is what enables us to succeed and grow.

- Always act in a professional, honest, and ethical manner when acting on behalf of the company.
- Know the information in the Code and written company policies and pay particular attention to the topics that apply to your specific job responsibilities.
- Complete all required employee training in a timely manner and keep up-to-date on current standards and expectations.
- Report concerns about possible violations of the law, our Code or policies to your supervisor, an executive or any of the resources listed in this Code.
- Cooperate and tell the truth when responding to an investigation or audit and never alter or destroy records in response to an investigation or when an investigation is anticipated.

Remember: no reason, including the desire to meet business goals, should ever be an excuse for violating the law, our Code or our policies.

What if? I'm a supervisor and not clear what my obligations are if someone comes to me with an accusation – and what if it involves a senior leader?

No matter who the allegation involves, you must report it. Joyson Safety Systems provides several avenues for reporting concerns. If, for any reason, you are uncomfortable making a report to a particular person, you may talk to any of the other resources listed in the Code or another member of management.

Additional Responsibilities of Supervisors

Joyson Safety Systems' leaders are expected to meet the following additional responsibilities:

- Lead by example. As a supervisor, you are expected to exemplify high standards of ethical business conduct.
- Help create a work environment that values mutual respect and open communication.
- Be a resource for others. Be available to communicate with employees, contractors, suppliers and other business partners about how the Code and other policies apply to their daily work.
- Be proactive. Look for opportunities to discuss and address ethics and challenging situations with others.
- Respond quickly and effectively. When a concern is brought to your attention, ensure that it is treated seriously and with due respect for everyone involved.
- Be aware of the limits of your authority. Do not take any action that exceeds your authority. If you are ever unsure of what is appropriate (and what isn't), discuss the matter with your supervisor or Compliance Officer.
- Delegate responsibly. Never delegate authority to any individual whom you believe may engage in unlawful conduct or unethical activities.

What if? I observed misconduct in an area not under my supervision. Am I still required to report the issue?

You are chiefly responsible for employees, contractors and other third parties under your supervision, but all Joyson Safety Systems' employees are required to report misconduct. As a leader, you are especially obliged to be proactive. The best approach is to talk first with the supervisor who oversees the area where the problem is occurring, but if this isn't feasible or effective, you should use the other resources described in our Code.

Making the Right Choice – Our Guidelines for Ethical Decision-Making

Making the right decision is not always easy. There may be times when you'll be under pressure or unsure of what to do. Always remember that when you have a tough choice to make, you're not alone. There are resources available to help you.

Facing a Difficult Decision?

Ask yourself whether you are willing to have any contemplated actions appear the following day on the front page of the newspaper to be read by your family, friends, and colleagues.

One More Thing ...

We value your feedback. If you have suggestions for ways to enhance our Code, our policies or our resources to better address a particular issue you have encountered, bring them forward. Promoting an ethical Joyson Safety Systems is a responsibility we all share.

Asking Questions and Reporting Concerns

If you see or suspect any violation of the law, our Code or our policies, or if you have a question about what to do, talk to your supervisor.

If you're uncomfortable speaking with your supervisor, there are other resources available to help you:

- Contact another member of management.
- Contact the Compliance Officer or Human Resources.
- Contact the Joyson Safety Systems Compliance Hotline toll-free or online.

Joyson Safety Systems will make every reasonable attempt to ensure that your concerns are addressed appropriately.

LEARN MORE

- Compliance Reporting
- Non-Retaliation
- Reporting Channels



Before proceeding, ask yourself:



If the answer to all of these questions is "yes," the decision to move forward is probably OK, but if the answer to any question is "no" or "I'm not sure," stop and seek guidance.

Remember, in any situation, under any circumstances, it is always appropriate to err on the side of caution and ask for help.

What to expect when you use the Joyson Safety Systems Compliance Hotline

The Compliance Hotline and the web portal are available 24 hours, seven days a week. Trained specialists from an independent third-party provider of corporate compliance services, will answer your call, document your concerns and forward a written report to Joyson Safety Systems for further investigation.

When you contact the Compliance Hotline you may choose to remain anonymous where allowed by local law. All reports will be treated equally whether they are submitted anonymously or not.

After you make a report, you will receive an identification number so you can follow up on your concern. Following up is especially important if you have submitted a report anonymously, as we may need additional information in order to conduct an effective investigation. This identification number will also enable you to track the resolution of the case; however please note that, out of respect for privacy, Joyson Safety Systems will not be able to inform you about individual disciplinary actions.

Any report you make will be kept confidential by all individuals involved with reviewing and, if necessary, investigating it.

Remember, an issue cannot be addressed unless it is brought to someone's attention.

What if? Our supervisor typically does nothing when concerns about potential misconduct are brought to her attention and I believe she has made things difficult for co-workers who have raised issues. I have a problem – a co-worker is doing something that I believe to be ethically wrong. What should I do?

Take action and speak up. You are required to report misconduct. While starting with your supervisor is often the best way to efficiently address concerns, if you do not believe that it is appropriate or do not feel comfortable doing so, you should talk to another member of management, or any of the resources listed in the Code.

What if? Someone misused the Compliance Hotline, made an anonymous call and falsely accused someone of wrongdoing.

Experience has shown that the Compliance Hotline is rarely used for malicious purposes, but it is important to know that we will follow up on calls and anyone who uses the Hotline in bad faith to spread falsehoods or threaten others, or with the intent to unjustly damage another person's reputation, will be subject to disciplinary action, up to and including termination.

Our Non-Retaliation Policy

We will not tolerate any retaliation against an employee who in good faith asks questions, makes a report of actions that may be inconsistent with the law, our Code or our policies or who assists in an investigation of suspected wrongdoing.

Reporting “in good faith” means making a genuine attempt to provide honest, complete and accurate information, even if it later proves to be unsubstantiated or mistaken.

What if? I suspect there may be some unethical behavior going on in my business unit involving my supervisor. I know I should report my suspicions, and I’m thinking about using the Compliance Hotline, but I’m concerned about retaliation.

You are required to report misconduct and, in your situation, using the Hotline is a good option. We will investigate your suspicions and may need to talk to you to gather additional information. After you make the report, if you believe you are experiencing any retaliation, you should report it. We take claims of retaliation seriously. Reports of retaliation will be thoroughly investigated and, if they are true, retaliators will be subject to discipline, up to and including termination.

Accountability and Discipline

Violating laws, our Code or our policies, or encouraging others to do so, exposes our company to liability and puts our reputation at risk. If an ethics or compliance problem does occur, you are required to report it so that an effective solution can be developed. You should also understand that violations of laws or regulations may result in legal proceedings and penalties including, in some circumstances, criminal prosecution.

Waivers and Changes to the Code

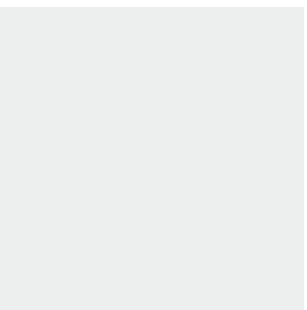
On rare occasions, limited waivers of the Code may be necessary. Any request for a waiver of this Code must be submitted in writing to the Chief Compliance Officer.

LEARN MORE

- Compliance Reporting
- Non-Retaliation
- Reporting Channels

Promoting a Safe and

Respectful Workplace



Diversity, Equal Opportunity and Non-Discrimination

Joyson Safety Systems helps bring together employees with a wide variety of backgrounds, skills and cultures. Combining such a wealth of talent and resources creates the diverse and dynamic teams that consistently drive our results.

Our colleagues, job applicants and business partners are entitled to respect and should be judged on the basis of their qualifications, demonstrated skills and achievements.

We support laws prohibiting discrimination based on protected characteristics such as a person's race, color, gender, national origin, age, religion, disability, marital status or sexual orientation.

We respect freedom of association and obey all laws on working hours and compensation.



Live Our Guiding Principles

- Treat others respectfully and professionally.
- Promote diversity in hiring and other employment decisions.
- Do not discriminate against others on the basis of any other characteristic protected by law or company policy.

Watch Out For

- Comments, jokes or materials, including emails, which others might consider offensive.
- Inappropriate bias when judging others. If you supervise others, judge them on performance. Avoid introducing unrelated considerations into your decisions. Use objective, quantifiable standards.

What if?

One of my co-workers sends emails containing jokes and derogatory comments about certain nationalities. They make me uncomfortable, but no one else has spoken up about them. What should I do?

You should notify your immediate supervisor or Human Resources. Sending such jokes violates our values as well as our policies that relate to the use of email and our standards on diversity, harassment and discrimination. By doing nothing you are condoning discrimination and tolerating beliefs that can seriously erode the team environment that we have all worked to create.

Harassment-free Workplace

We all have the right to work in an environment that is free from intimidation, harassment and abuse.

Verbal or physical conduct by any employee that harasses another, disrupts another's work performance, or creates an intimidating, offensive, abusive or hostile work environment will not be tolerated.

At Joyson Safety Systems we do not tolerate:

- Threatening remarks, obscene phone calls, stalking or any other form of harassment.
- Causing physical injury to another.
- Intentionally damaging someone else's property or acting aggressively in a manner that causes someone else to fear injury.
- Threatening, intimidating or coercing others on or off the premises – at any time, for any purpose.
- Weapons or unpermitted hazardous materials in the workplace – this includes not only our facilities, but also parking lots and alternate work locations maintained by the company.



Live Our Guiding Principles

- Help each other by speaking out when a co-worker's conduct makes others uncomfortable.
- Never tolerate sexual harassment including requests for sexual favors, or other unwelcome verbal or physical conduct of a sexual nature.
- Demonstrate professionalism. Do not visit inappropriate internet sites or display sexually explicit or offensive pictures.

- Promote a positive attitude toward policies designed to build a safe, ethical and professional workplace.
- Report all incidents of harassment and intimidation that may compromise our ability to work together and be productive.

Watch Out For

- Unwelcome remarks, gestures or physical contact.
- The display of sexually explicit or offensive pictures or other materials.
- Sexual or offensive jokes or comments (explicit or by innuendo) and leering.
- Verbal abuse, threats or taunting.

Sexual Harassment

A common form of harassment is sexual harassment, which in general occurs when:

- Actions that are unwelcome are made a condition of employment or used as the basis for employment decisions such as a request for a date, a sexual favor or other similar conduct of a sexual nature.
- An intimidating, offensive or hostile work environment is created by unwelcome sexual advances, insulting jokes or other offensive verbal or physical behavior of a sexual nature.

What if? While on a business trip, a colleague of mine repeatedly asked me out for drinks and made comments about my appearance that made me uncomfortable. I asked him to stop, but he wouldn't. We weren't in the office and it was after regular working hours, so I wasn't sure what I should do. Is it harassment?

Yes it is. This type of conduct is not tolerated, not only during working hours but in all work-related situations including business trips. Tell your colleague such actions are inappropriate and must be stopped, and if they continue, report the problem.

What if? I just learned that a good friend of mine has been accused of sexual harassment and that an investigation is being launched. I can't believe it's true and I think it's only fair that I give my friend an advance warning or a "heads up" so he can defend himself. Don't I have a responsibility as a friend to tell him?

Under no circumstances should you give him a "heads up." Your friend will be given the opportunity to respond to these allegations and every effort will be made to conduct a fair and impartial investigation. An allegation of sexual harassment is a very serious matter with implications not only for the individuals involved but also for our company. Alerting your friend could jeopardize the investigation and expose our company to additional risk and possible costs.

Safe and Healthy Work Environment

Ensuring safety is an integral part of everything we do in our manufacturing and operations and in our research and development activities. Each of us is responsible for acting in a way that protects ourselves and others.

We can only achieve our goal of a safe and healthy workplace through the active participation and support of everyone. Situations that may pose a health, safety or environmental hazard should be reported immediately. All reports can be made without fear of reprisal.

Safety is a condition of employment, and we expect the commitment of each director, officer and employee to making Joyson Safety Systems an accident-free workplace.



Live Our Guiding Principles

- Observe the safety, security and health rules and practices that apply to your job.
- Notify your supervisor immediately about any unsafe equipment, or any situation that could pose a threat to health or safety or damage the environment. As an employee, you have the right and the responsibility to stop any work if you feel your safety is at risk.
- Maintain a neat, safe working environment by keeping work stations, aisles and other work spaces free from obstacles, wires and other potential hazards.

Watch Out For

- Unsafe practices or work conditions.
- Carelessness in enforcing security standards, such as facility entry procedures and password protocols.

Alcohol and Drugs

- While at work or on company business, you should never be impaired, and always ready to carry out your work duties.
- While conducting company business, do not use, possess or be under the influence of illegal drugs or any substance that could interfere with a safe and effective work environment or harm our company's reputation.

Workplace Violence

Violence of any kind has no place at Joyson Safety Systems. We won't tolerate:

- Intimidating, threatening or hostile behavior.
- Causing physical injury to another.
- Acts of vandalism, arson, sabotage or other criminal activities.
- The carrying of weapons and hazardous materials on to company property unless you are authorized to do so.
- Possession of a firearm, explosive or other dangerous weapon on Joyson Safety Systems' premises or use of an object as a weapon.
- Inflicting or threatening injury or damage to another person's life, health, well-being, family or property.

What if? I've noticed some practices in my area that don't seem safe. Who can I speak to? I'm new here, and don't want to be considered a troublemaker.

Discuss your concerns with your supervisor or Human Resources. There may be very good reasons for the practices, but it's important to remember that raising a concern about safety does not make you a troublemaker, but a responsible employee concerned about the safety of others.

What if? A subcontractor commits a violation of our standards. Are subcontractors expected to follow the same health, safety and security policies and procedures as employees?

Absolutely. Supervisors are responsible for ensuring that subcontractors and vendors at work on Joyson Safety Systems' premises understand and comply with all applicable laws, and regulations governing the particular facility, as well as with additional requirements our company may impose.

Working With
Our Customers and

Business Partners



Honest and Fair Dealing

We treat our customers and business partners fairly. We work to understand and meet their needs, while always remaining true to our own ethical standards. We tell the truth about our services and capabilities and never make promises we can't keep.

In short, we treat our customers and business partners as we would like to be treated.



Live Our Guiding Principles

- Treat each customer fairly and honestly.
- Speak up and talk to your supervisor immediately if you have concerns about any error, omission, undue delay or defect in quality or our customer service.
- Promptly raise with a supervisor any potential conflict of interest between you, our customers or our company.
- Never follow a customer's request to do something that you regard as unethical or unlawful including the altering of data or test reports.
- Be responsive to customer requests and questions. Only promise what you can deliver and deliver on what you promise.

Watch Out For

- Pressure from colleagues or supervisors to cut corners on quality or delivery standards.
- Temptations to tell customers what you think they want to hear rather than the truth; if a situation is unclear, begin by presenting a fair and accurate picture as a basis for decision.

Supplier Relations

Joyson Safety Systems evaluates and engages with qualified suppliers (including vendors) on an objective basis grounded in fairness. When selecting suppliers, we assess each supplier's ability to satisfy our business and technical needs and requirements. We also make purchasing decisions based on the long-term cost and benefit to Joyson Safety Systems. All agreements are negotiated in good faith and must be fair and reasonable for both parties.

Protecting the Confidential Information of Others

Our customers, business partners and others place their trust in us. We must protect their confidential information.



Live Our Guiding Principles

- Understand the expectations of customers and business partners regarding the protection, use and disclosure of the confidential information that they provide to us.
- Limit any access to third-party confidential information to those persons who have a need to know in order to do their job, and only for authorized purposes.
- Do not ask for or receive competitors' trade secrets or confidential information unless the disclosure is covered by a non-disclosure or confidentiality agreement approved by the Legal or Compliance Department.
- Immediately report any loss or theft of confidential information to your supervisor.

LEARN MORE

- Fair Competition Policy

Watch Out For

- Requests by business partners for confidential information about our customers or about other business partners if there is no associated business requirement or authorization.
- Unintentional exposure of confidential information about our customers or business partners in public settings or through unsecure networks.

Maintaining the Integrity of Our Data

Our customers and the driving public put not only their trust, but their lives, in our hands. We have a responsibility to ensure that our products are designed, manufactured, tested and suitable for use based on data that is accurate, reliable and complete. Product quality is our highest priority, and data integrity is a fundamental aspect of our company's Quality Management System.

Joyson Safety Systems – rather than any employee or department – is the owner of all data; but each of us is responsible for ensuring that data is generated and acquired, recorded, reported, retained and disposed of in accordance with company policies, procedures and applicable law.

All employees are expected to familiarize themselves with the company policies, procedures and applicable law.

Each of us must adhere to sound data integrity principles to ensure that our data is attributable, legible, contemporaneous, original, and accurate. We must refrain from any conduct that calls into question the integrity of our data including data falsification, making unauthorized changes or substitutions to data, destroying, deleting, or overwriting data. And, we must report any issue that impacts the integrity of our data (for example, errors, omissions, or international data manipulation).

If you are responsible for entering data or verifying data accuracy, comply with established policies, procedures and work instructions. If you are a supervisor or manager responsible for the quality and integrity of data within your department, make sure that any access to data is authorized, that procedures are followed and that data records are kept up to date and maintained in an auditable manner.



Live Our Guiding Principles

- Ensure that data is attributable, legible, contemporaneous, original, and accurate
- Never engage in any conduct that calls into question the integrity of data including falsification of data, making unauthorized changes or substitutions to data, destroying, deleting or over-writing data.
- Report any issue that impacts the integrity of our data (for example, errors, omissions or intentional data manipulations).

What if? I believe that a new design we have introduced may create a safety risk. I reported my concerns to my supervisor. She shares my concern, but is taking no action because we have already manufactured the product and she feels the risk of injury is small. What should I do?

Do not hide anything that you believe may pose a reasonable risk to our quality, services, reputation or interests. Bring this issue to the attention of another member of management or the Compliance Officer.

What if? I have reason to believe that a co-worker may have made some unauthorized changes to some test reports. What should I do?

You should immediately report your suspicions utilizing any of the reporting mechanisms identified in our Code. Remember the obligation we have to maintain the trust of our customers and the integrity of our data – speak up if you see or suspect falsified data, unauthorized changes to data, destroyed data or any other conduct that may call into question the accuracy of our data.

LEARN MORE

- Data Integrity Policy

Conflicts of Interest

A conflict of interest can occur whenever you have a competing interest that may interfere with your ability to make an objective decision on behalf of Joyson Safety Systems. Each of us is expected to use good judgment and avoid situations that can lead to even the appearance of a conflict, which can undermine the trust others place in us and damage our reputation.

Conflicts of interest may be actual, potential or even just a matter of perception. Since these situations are not always clear-cut, you need to fully disclose them to your supervisor so that we can properly evaluate, monitor and manage them.

LEARN MORE

- Conflicts of Interest Policy



Live Our Guiding Principles

- Avoid conflict of interest situations whenever possible.
- Always make business decisions in the best interest of Joyson Safety Systems.
- Discuss with your supervisor full details of any situation that could be perceived as a potential conflict of interest.
- Think ahead and proactively address situations that may put your interests or those of a family member in potential conflict with Joyson Safety Systems.

Be alert to situations, including the following, which are common examples of potential conflicts of interest:

Corporate opportunities

If you learn about a business opportunity because of your job, it belongs to Joyson Safety Systems first. This means that you should not take that opportunity for yourself unless you get approval from the Compliance Officer.

Friends and relatives

On occasion, it is possible that you may find yourself in a situation where you are working with a close friend or relative who works for a customer, supplier or competitor. Since it is impossible to anticipate all situations that may create a potential conflict, you should disclose your situation to your supervisor in order to determine if any precautions need to be taken.

Outside employment

To ensure that there are no conflicts and that potential issues are addressed, you always need to disclose and discuss outside employment with your supervisor. If approved, you must ensure that the outside activity does not interfere with your work at Joyson Safety Systems. Working for a competitor, supplier or customer may raise conflicts that will need to be resolved. Also, any approved side or personal business should not compete with Joyson Safety Systems.

Personal investments

A conflict can occur if you have a significant ownership or other financial interest in a competitor, vendor, supplier or customer. Make sure you know what's permitted – and what's not – by our policies and seek help with any question.

Civic activities

Unless company management specifically asks you to do so, you shouldn't accept a seat on the board of directors or advisory board of any of our competitors, suppliers, customers or partners, especially if your current job gives you the ability to influence our relationship with them.

Gifts and Entertainment

A modest gift may be a thoughtful "thank you," or a meal may be an appropriate setting for a business discussion. If not handled carefully, however, the exchange of gifts and entertainment may appear to create a conflict of interest or other misconduct. This is especially true if it happens frequently, or if the value is large enough that someone may think it can improperly influence a business decision. Proper records of such expenses must also be created and maintained.

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- Anti-Bribery Policy
- Gifts & Entertainment Policy

We do not accept or provide gifts, favors, or entertainment – even if it complies with our policies – if the intent is to improperly influence any decision. Please refer to the Anticorruption and Bribery section of the Code for more information about what is appropriate and what is not.

Be aware, also, that the rules for what we may give to – or accept from – government officials, their relatives or associated entities are much more strict. Do not offer anything of value to these individuals without obtaining approval, in advance, from the Compliance Officer.



Live Our Guiding Principles

- Do not provide gifts or entertainment or anything of value to government officials without prior approval of the Compliance Officer.
- Only provide and accept gifts and entertainment that are reasonable complements to business relationships.
- Never accept gifts of any kind from a business partner with whom you are involved in contract negotiations.
- Exchange gifts and entertainment that foster goodwill in business relationships, but never provide or accept gifts or entertainment that obligate or appear to obligate the recipient.
- Do not request or solicit personal gifts, favors, entertainment or services.

- Never accept cash or cash equivalents.
- Understand and comply with the policies of the recipient's organization before offering or providing gifts, favors or entertainment.
- Raise a concern whenever you suspect that a colleague, third party or other agent of the company may be engaged in any attempt to improperly influence a decision of a customer or government official.

Watch Out For • Situations that could embarrass you or our company, including entertainment at sexually oriented establishments.

• Gifts, favors or entertainment that may be reasonable for a privately owned customer but not for a government official or agency.

What if? When traveling, I received a gift from a business partner that I believe was excessive. What should I do?

You need to let your supervisor and Compliance Officer know as soon as possible. We may need to return the gift with a letter explaining our policy. If a gift is perishable or impractical to return, another option may be to distribute it to employees or donate it to charity, with a letter of explanation to the donor.

What if? During contract negotiations with a potential new supplier, the new supplier mentioned that they had a complimentary registration to a local business seminar. They are unable to attend and asked if I would like to go in their place. I had been thinking of attending the seminar anyway, since the subject of the seminar applies to my work. There's no personal gain to me, it would be good for Joyson Safety Systems, and it would be a shame to waste the registration, I planned on saying "yes," but now I wonder if that would be the right decision.

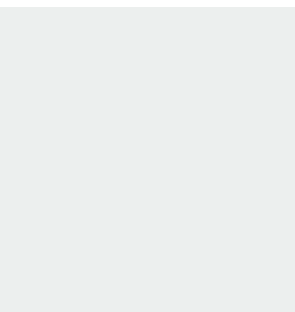
You should decline the offer. If you are involved in contract negotiations, you must never accept any gifts while the negotiation process is ongoing. Accepting gifts during negotiations can give the appearance of a something improper and is always inappropriate.

LEARN MORE

- Anti-Bribery Policy
- Gifts & Entertainment Policy

Protecting

Information and Assets



Protecting Our Company Assets

We are entrusted with company assets and are personally responsible for protecting them and using them with care. Company assets include funds, facilities, equipment, information systems, intellectual property and confidential information.

Personal use of company assets is discouraged, but where permitted, should be kept to a minimum and have no adverse effect on productivity and the work environment.



Live Our Guiding Principles

- Do not use Joyson Safety Systems' equipment or information systems to create, store or send content that others might find offensive.
- Do not share passwords or allow other people, including friends and family to use Joyson Safety Systems' resources.
- Only use software that has been properly licensed. The copying or use of unlicensed or "pirated" software on company computers or other equipment to conduct company business is strictly prohibited. If you have any questions about whether or not a particular use of software is licensed, contact the IT Department.

Watch Out For

- Requests to borrow or use Joyson Safety Systems' equipment without approval.
- Unknown individuals without proper credentials entering our facilities.
- Excessive use of Joyson Safety Systems' resources for personal purposes.

Confidential Information and Intellectual Property

Joyson Safety Systems commits substantial resources to technology development and innovation. The creation and protection of our intellectual property rights are critical to our business. Intellectual property includes items such as proprietary information, trade secrets and patents.

Each of us must be vigilant and protect Joyson Safety Systems' confidential information and intellectual property. This means keeping it secure, limiting access to those who have a need to know in order to do their job, and only using it for authorized purposes.

Be aware that the obligation to restrict your use of Joyson Safety Systems' confidential information and intellectual property continues even after employment ends.



Live Our Guiding Principles

- Use and disclose confidential information only for legitimate business purposes.
- Properly label confidential information to indicate how it should be handled, distributed and destroyed.
- Protect our intellectual property and confidential information by sharing it only with authorized parties.
- Only store or communicate company information using Joyson Safety Systems' information systems.

Watch Out For

- Discussions of Joyson Safety Systems' confidential information in places where others might be able to overhear – for example on planes, elevators and when using mobile phones.
- Sending confidential information to unattended fax machines or printers.

Intellectual property

Intellectual property (IP) is an important asset that must be protected. Examples of our IP include:

- Business and marketing plans
- Company initiatives (existing, planned, proposed or developing)
- Customer lists
- Trade secrets and discoveries
- Methods, know-how and techniques
- Innovations and designs
- Systems, software and technology
- Patents, trademarks and copyrights

Contact the Legal Department if you receive any statements or questions from third parties regarding (1) the scope of Joyson Safety Systems' intellectual property rights, (2) the applicability of Joyson Safety Systems' rights to another company's products or (3) the applicability of a third party's intellectual property rights to Joyson Safety Systems' intellectual property rights or products.

Promptly disclose to company management any inventions or other IP that you create while you are employed by Joyson Safety Systems.

Acquiring Competitive Intelligence

Information about competitors is a valuable asset in today's competitive business environment. When collecting business intelligence, Joyson Safety Systems' employees, and others who are working on our behalf, must always live up to the highest ethical standards.

Sharing information with a competitor or employees of a competitor is always prohibited. We must never engage in fraud, misrepresentation or deception to obtain information. Nor should we use invasive technology to "spy" on others. We also need to be careful when accepting information from third parties. You should know and trust their sources and be sure that the knowledge they provide is not protected by trade secret laws or non-disclosure or confidentiality agreements.

While Joyson Safety Systems employs former employees of competitors, we recognize and respect the obligations of those employees not to use or disclose the confidential information of their former employers.



Live Our Guiding Principles

- Obtain competitive information only through legal and ethical means, never through misrepresentation.
- Respect the obligations of others to keep competitive information confidential.

Watch Out For

- Retaining papers or computer records from prior employers in violation of laws or contracts.
- Using anyone else's confidential information without appropriate approvals.
- Using job interviews as a way of collecting confidential information about competitors or others.
- Receiving suggestions from third parties for new products, product features or services when the source of the original idea is not fully known.

Creating and Managing Our Business Records

The accuracy and completeness of our disclosures and business records is essential to making informed decisions and to supporting investors, regulators and others. Our books and records must accurately and fairly reflect our transactions in sufficient detail and in accordance with our accounting practices and policies.

Some employees have special responsibilities in this area, but all of us contribute to the process of recording business results or maintaining records. Ensure that the information we record is accurate, timely and complete, and maintained in a manner that is consistent with our internal controls, disclosure controls and our legal obligations.



Live Our Guiding Principles

- Create business records that accurately reflect the truth of the underlying event or transaction. Be guided by the principles of transparency and truthfulness.
- Write carefully in all of your business communications. Write as though someday the records you create may become public documents (including email communications).

Watch Out For

- Records that are not clear and complete or that obscure the true nature of any action.
- Undisclosed or unrecorded funds, assets or liabilities.
- Improper destruction of documents (including documents subject to litigation holds).

What if?

At the end of the last quarter reporting period, my supervisor asked me to record additional expenses even though I had not yet received the invoices from the supplier and the work has not yet started. I agreed to do it, since we were all sure that the work would be completed in the next quarter. Now I wonder if I did the right thing.

No, you did not. Costs must be recorded in the period in which they are incurred. The work was not started and the costs were not incurred by the date you recorded the transaction. It was therefore a misrepresentation and, depending on the circumstances, could amount to fraud.

Retaining Corporate Records

Documents should only be disposed of in compliance with Joyson Safety Systems' policies and should never be destroyed or hidden. You must never conceal wrongdoing or permit others to do so. Never destroy documents in response to or in anticipation of an investigation or audit.

If you have any questions or concerns about retaining or destroying corporate records, please contact the Legal Department.

Communicating With the Public

We are committed to maintaining honest, professional and lawful internal and public communications. We communicate accurately with the public, officials and the media.

We need a consistent voice when making disclosures or providing information to the public. For this reason, it is important that only authorized persons speak on behalf of Joyson Safety Systems. Communications with media, investors, stock analysts and other members of the financial community should be referred to executive management. Employees must obtain approval from the Legal Department prior to disclosing business information publicly.

Watch Out For • Giving public speeches, writing articles for professional journals or other public communications that relate to Joyson Safety Systems without appropriate management approval.

- The temptation to use your title or affiliation outside of your work for Joyson Safety Systems without it being clear that the use is for identification only.
- Invitations to speak “off the record” to journalists or analysts who ask you for information about Joyson Safety Systems or its customers or business partners.

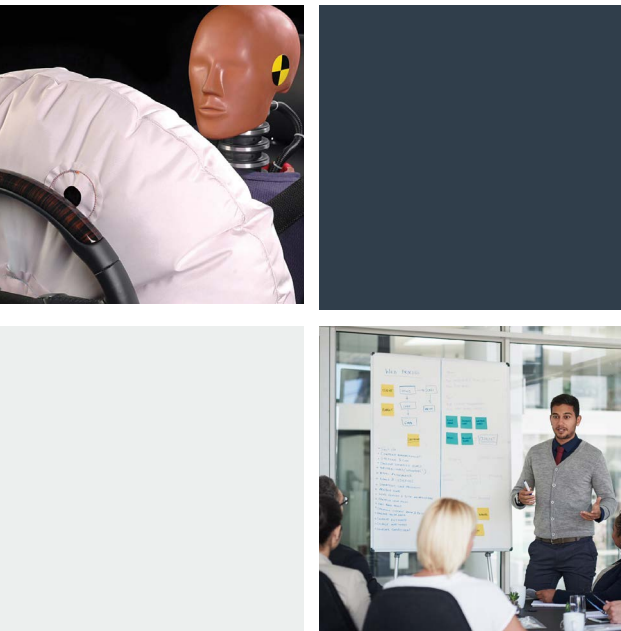
Using Social Media

Be careful when writing communications that might be published online. If you participate in internet discussion groups, chat rooms, bulletin boards, blogs, social media sites or other electronic communications, even under an alias, never give the impression that you are speaking on behalf of Joyson Safety Systems.

If you believe a false statement about our company has been posted, do not post or share nonpublic information, even if your intent is to “set the record straight.” Your posting might be misinterpreted, start false rumors or may be inaccurate or misleading. Instead, contact the Legal Department.

Following the Letter and the

Spirit of Law



Antitrust and Fair Competition

We believe in free and open competition and never engage in improper practices that may limit competition. We never look to gain competitive advantages through unethical or illegal business practices.

Antitrust laws are complex and compliance requirements can vary depending on the circumstances, but in general, the following activities are red flags and should be avoided and, if detected, reported to the Legal Department:

- *Sharing our company's competitively sensitive information with a competitor.*
- *Sharing competitively sensitive information of business partners or other third parties with their competitors.*
- *Attempting to obtain nonpublic information about competitors from new hires or candidates for employment.*



Live Our Guiding Principles

- Do not enter into agreements with competitors or others to engage in any anti-competitive behavior, including setting prices or dividing up customers, suppliers or markets.
- Do not engage in conversations with competitors about competitively sensitive information.

Watch Out For

- Collusion – when companies secretly communicate or agree on how they will compete. This could include agreements or exchanges of information on pricing, terms, wages or allocations of markets.
- Bid-rigging – when competitors or service providers manipulate bidding so that fair competition is limited. This may include comparing bids, agreeing to refrain from bidding or knowingly submitting noncompetitive bids.

- Tying – when a company with market power forces customers to agree to services or products that they do not want or need.
- Predatory pricing – when a company with market power sells a service below cost to eliminate or harm a competitor, with the intent to recover the loss of revenue later by raising prices after the competitor has been eliminated or harmed.

What if? In a conversation at an OEM workshop with a former coworker – who now works for a competitor – he mentions that winning business with OEM-X is a priority for him. He asks me if Joyson Safety Systems plans to bid aggressively on the upcoming RFQ for OEM-X. What should I do?

Do not make any comments about Joyson Safety Systems' plans. State clearly that you do not want to receive any confidential information about the competitor's commercial strategy and immediately notify the Compliance Officer about the incident.

What if? I receive a call from a competitor who wishes to discuss recent material cost increases. He complains that OEM-X refuses to accept any price increases despite the significant surge in costs, and that is killing his margins. He suggests adopting a joint position in negotiations with OEM-X to ensure that material cost increases are passed on to the customer. What should I do?

You should state clearly that you do not want to discuss passing on of material cost increases to customers or any other aspects of customer terms or pricing. Then, finish the call and immediately notify the Compliance Officer about the incident.

What if? I received sensitive pricing information from one of our competitors. What should I do?

You should contact the Compliance Officer without delay and before any further action is taken. It is important, from the moment we receive such information, that we demonstrate respect for antitrust laws, and we make it clear that we expect others to do the same. This requires appropriate action that can only be decided on a case-to-case basis and may include sending a letter to the competitor.

LEARN MORE

- Fair Competition Policy

Cooperation With Audits

All employees are expected to fully cooperate with internal and external audits that are conducted by our company. In addition, in the course of business, you may receive inquiries or requests from government officials.

You are expected to fully cooperate and ensure that any information you provide is true, accurate and complete. If you learn of a potential government investigation or inquiry, immediately notify your manager and the Legal Department before taking or promising any action.

- Watch Out For**
- Falsified information. Never destroy, alter or conceal any document in anticipation of or in response to a request for these documents.
 - Unlawful influence. Never provide or attempt to influence others to provide incomplete, false or misleading statements to a company or government investigator.

Data Protection

We respect the personal information of others. Follow our policies and all applicable laws in collecting, processing, accessing, using, storing, sharing and disposing of sensitive information. Only use it – and share it with others outside of Joyson Safety Systems – for legitimate business purposes. The Legal Department should be consulted concerning data protection issues.

Make sure you know the kind of information that is considered personal information. It includes anything that could be used to identify someone, either directly or indirectly, such as a name, email address, phone number or credit card number.

- Watch Out For**
- Sending sensitive information to unattended fax machines or printers.
 - Failing to shred or securely dispose of sensitive information.
 - Using “free” or individually purchased internet hosting, collaboration or cloud services.

LEARN MORE

- Data Protection Policy

Political Activities

You have the right to voluntarily participate in the political process, including making personal political contributions. However, you must always make it clear that your personal views and actions are not those of Joyson Safety Systems, and never use company funds for any political purpose without proper authorization.



Live Our Guiding Principles

- Ensure that your personal political views and activities are not viewed as those of the company.
- Do not use our resources or facilities to support your personal political activities.

Watch Out For

- Lobbying. Interactions with government officials or regulators that could be seen as lobbying must be discussed in advance and coordinated with the Compliance Officer.
- Pressure. Never apply direct or indirect pressure on another employee to contribute to, support or oppose any political candidate or party.
- Improper influence. Avoid even the appearance of making political or charitable contributions in order to gain favor or in an attempt to exert improper influence.
- Conflicts of interest. Holding or campaigning for political office must not create, or appear to create, a conflict of interest with your duties at Joyson Safety Systems.

What if?

I will be attending a fundraiser for a candidate running for local office. Is it OK to mention my position at Joyson Safety Systems as long as I don't use any company funds or resources?

No. It would be improper to associate our name in any way with your personal political activities.

What if?

I would like to invite an elected official to speak at an upcoming company event. Would that be a problem?

You must get approval from the Compliance Officer before inviting an elected official or other governmental officer to attend a company event. If the invitee is in the midst of a reelection campaign, the company event could be viewed as support for the campaign. Depending on local laws, any food, drink, or transportation provided to the invitee could be considered a gift. In most cases, there would be limits and reporting obligations.

Insider Trading

In the course of business, you may learn confidential information about Joyson Safety Systems or about other publicly traded companies that is not available to the public at large. Trading securities while aware of such material nonpublic information, or disclosing such information to others who then trade (“tipping”), is prohibited by various laws.

Material Information

Material information is the kind of information a reasonable investor would take into consideration when deciding whether to buy or sell a security. Some examples of information about a company that may be material are:

- A proposed acquisition or sale of a business.
- A significant expansion or cutback of operations.
- A significant product development or important information about a product.
- Extraordinary management or business developments.
- Changes in strategic direction such as entering new markets.

LEARN MORE

- Insider Trading Policy



Live Our Guiding Principles

- Do not buy or sell securities of any company when you have material nonpublic information about that company.
- Protect material nonpublic information from the general public including information in both electronic form and in paper copy.
- Discuss any questions or concerns about insider trading with the Legal Department.

Watch Out For

- Requests from friends or family for information about companies that we do business with or have confidential information about. Even casual conversations could be viewed as illegal “tipping” of inside information.
- Sharing material nonpublic information with anyone, either on purpose or by accident, unless it is essential for Joyson Safety Systems-related business. Giving this information to anyone else who might make an investment decision based on your inside information is considered “tipping” and is against the law regardless of whether you benefit from the outcome of their trading.

Anticorruption and Bribery

We believe that all forms of bribery and other corrupt practices are an inappropriate way to conduct business regardless of local customs. Joyson Safety Systems is committed to complying with all applicable anticorruption laws.

We do not pay or accept bribes, kickbacks or facilitation payments, at any time for any reason. This applies equally to any person or firm who represents Joyson Safety Systems. The only possible exception is if a potentially improper payment is necessary to protect an individual's health or safety. In such a situation, you should immediately report the payment to the Compliance Officer.

Key definitions - bribery, corruption and facilitation payments

Bribery means giving or receiving anything of value (or offering to do so) in order to obtain or maintain a business, financial or commercial advantage.

Corruption is the abuse of an entrusted power for private gain.

Facilitation payments – in some countries, it is common for companies to pay low-level government employees to expedite or facilitate the performance of routine, non-discretionary government actions, such as obtaining an ordinary business license or permit, or processing government papers such as visas. These payments are generally referred to as “facilitating payments” and although they may be customary in certain parts of the world, they may violate applicable laws, so we prohibit them except in situations involving the personal health or safety of our employees.

It is especially important that we exercise due diligence and carefully monitor third parties acting on our behalf. We carefully screen all third parties, including suppliers, consultants and vendors who work on our company's behalf, particularly when dealing in countries with high corruption rates and in any situations where “red flags” would indicate further screening is needed before retaining the third party. Third parties must understand that they are required to operate in strict compliance with our standards and to maintain accurate records of all transactions.



Live Our Guiding Principles

- Never give anything of value inconsistent with local laws and regulations to any governmental official. If you are not sure of the local laws, the safest course of action is to not give anything of value.
- Understand the standards set forth under anti-bribery laws which apply to your role at Joyson Safety Systems.
- Accurately and completely record all payments to third parties.

Watch Out For

- Apparent violations of anti-bribery laws by our business partners.
- Agents who do not wish to have all terms of their engagement with Joyson Safety Systems clearly documented in writing.

LEARN MORE

- Anti-Bribery Policy
- Gifts & Entertainment Policy

What if? I work with a foreign agent in connection with our operations in another country. I suspect that some of the money we pay him goes toward making payments or bribes to government officials. What should I do?

This matter should be reported to the Compliance Officer for investigation. If there is bribery and we fail to act, both you and our company could be liable. While investigating these kinds of matters can be culturally difficult in some countries, any agent doing business with us should understand the necessity of these measures. It is important and appropriate to remind our agents of this policy.

Anti-money Laundering

Money laundering is a global problem with far-reaching and serious consequences. It is defined as the process of converting illegal proceeds so that funds are made to appear legitimate, and it is not limited to cash transactions. Involvement in such activities undermines our integrity, damages our reputation and can expose our company and the individuals involved to severe sanctions. Report any suspicious financial transactions and activities to the Compliance Officer and, if required, to appropriate government agencies.

Imports, Exports and Global Trade

Joyson Safety Systems has global operations that support a growing, worldwide customer base. To maintain and grow our global standing, all employees, officers and directors must strictly comply with not only United States laws that govern the import, export and re-export of our products, but also with the laws of other countries where our products are manufactured, repaired or used. Any violation of these laws, even through ignorance, could have damaging and long-lasting effects on our business.

If your responsibilities include exporting products, or receiving imported products, you are responsible for screening customers, suppliers and transactions to ensure that we comply with all applicable export and import requirements.

Anti-Boycott Regulations

We follow the trade laws of all of the countries in which we do business including laws related to participating in international boycotts and those that prohibit transactions with specific countries, entities or people.



Live Our Guiding Principles

- Obtain all necessary licenses before the export or re-export of products, services or technology.
- Report complete, accurate and detailed information regarding every imported product, including its place(s) of manufacture and its full cost.
- Direct any questions you have regarding imports or exports of our products, parts or technology to the Legal Department.

Watch Out For

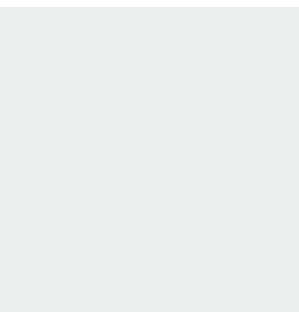
- Transferring technical data and technology to someone in another country, such as through email, conversations, meetings or database access. This restriction applies to sharing information with co-workers, as well as non-employees.
- Transporting company assets that contain certain technology (such as a computer an associate takes on a business trip) to another country.

What if?

My work requires regular interaction with customs officials. As part of my job, I am routinely asked to provide the Customs Service with information about our imports and exports. Do I really need to contact the Legal Department prior to each and every submission of information to the government?

The right approach here would be to discuss with the Legal Department the types of requests your department routinely receives from Customs. These routine requests, once understood, might be handled without any legal review. Extraordinary requests would still require Legal Department review to ensure that you are responding accurately, fully and in accordance with the law.

Serving the Greater Good



Respecting Human Rights

We conduct our business in a manner that respects the human rights and dignity of all, and we support international efforts to promote and protect human rights, including an absolute opposition to slavery and human trafficking.

Each of us can help support efforts to eliminate abuses such as child labor, slavery, human trafficking and forced labor.



Live Our Guiding Principles

- Report any suspicion or evidence of human rights abuses in our operations or in the operations of our suppliers.
- Remember that respect for human dignity begins with our daily interactions with one another and with our suppliers and customers. It includes promoting diversity, accommodating disabilities and doing our part to protect the rights and dignity of everyone with whom we do business.

Responsible Sourcing and Conflict Minerals

Revenue from conflict minerals has been linked to funding for groups engaged in extreme violence and human rights atrocities, so we are proactive in implementing policies and procedures throughout our supply chain to source responsibly, monitor our suppliers' performance and, where needed, request corrective action.

We work closely with suppliers of raw materials, parts and components and communicate our expectation that suppliers and vendors will comply with all applicable laws, including laws aimed at providing conflict-free minerals.

Protecting the Environment

We recognize our environmental and societal responsibilities. We are committed to sustainability and to minimizing damage to the environment as well as any potential harm to the health and safety of employees, customers and the public.



Live Our Guiding Principles

- Do your part to ensure that protecting employee safety and the environment is a priority. Stop work and report any situation that you believe could result in an unsafe working condition or damage to the environment.
- Read and understand all the information provided by our company that is relevant to your job and the health, safety and environmental effects of our operations.
- Fully cooperate with environmental, health and safety training and with our company's periodic compliance reviews of our products and operations.
- Be proactive and look for ways that we can minimize waste, energy and use of natural resources.
- Contact the Compliance Officer if you have any questions about compliance with environmental, health and safety laws and policies.

Closing Thoughts from Our Compliance Officer

As an employee, you are our most valuable asset.

You are Joyson Safety Systems. You are the “driving” force behind the products we make and the customers we serve. You are part of a team that brings both an entrepreneurial spirit and innovative technology to the marketplace. And you are on the frontlines every day, ensuring that we maintain an unwavering commitment to saving lives.

I encourage you to read our Code and refer to it often. It’s not a book of rules, but a guide for doing the right things the right way and preserving the reputation we’ve earned as a company that not only makes a difference, but does so with integrity.

Look to my office as your resource and your partner in conducting business honestly, ethically and in compliance with the law. Speak up about any conduct that could put our hard-won reputation at risk, and in every decision, ask yourself, “Am I honoring our Guiding Principles?”

When you do, you’ll be honoring the legacy of those employees who came before you and paving the way for those who follow. You’ll also be helping to ensure the safety of Joyson Safety Systems’ customers all over the world.

