

	CORPORATE POLICY	No: LEG 1-001
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TITLE: ANTI-CORRUPTION POLICY		Date: December 12, 2014
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ORIGINATED BY: Laura L. Douglas, Assistant General Counsel	APPROVED BY: David E. Barnes, General Counsel & Secretary	

1.0 PURPOSE:

- 1.1 AAM is committed to conducting business with integrity and in compliance with all applicable anti-corruption laws, regulations and international conventions in effect in the countries in which AAM operates or engages in business transactions. Accordingly, AAM is committed to a zero tolerance policy concerning bribery and an effective program of internal systems and controls to promote adherence with these laws and standards, which include the United States Foreign Corrupt Practices Act (“FCPA”), the principles contained in the Organization for Economic Cooperation and Development (“OECD”) Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (“OECD Anti-Bribery Convention”) and the anti-corruption laws of all countries in which AAM, its subsidiaries and affiliates conduct business.
- 1.2 This Anti-Corruption Policy provides a framework for (1) promoting effective compliance with applicable anti-corruption laws and regulations; (2) designating organizational responsibilities for compliance with these laws and regulations throughout AAM’s global business operations; and (3) reinforcing AAM’s commitment to compliance with laws, transparency and integrity in all business activities as set forth in AAM’s Code of Business Conduct.

2.0 SCOPE:

- 2.1 This Policy applies to all directors, officers and associates of American Axle & Manufacturing Holdings, Inc., its subsidiaries and affiliated companies at all locations worldwide (collectively, “AAM” or the “Company”). For purposes of this policy, all such persons are defined as Covered Persons.
- 2.2 Where necessary or appropriate, as determined by AAM, other individuals or entities acting for or on behalf of the Company, including Third Parties and Business Venture Partners (each as defined below), will be included within the scope of Covered Persons. Third Parties and Business Venture Partners must be informed of this policy and must agree to comply with this policy and all applicable anti-corruption laws as a pre-requisite to act on behalf of or jointly with the Company.

3.0 REFERENCE:

- 3.1 United States Foreign Corrupt Practices Act; UK Bribery Act of 2010; Anti-Unfair Competition Law and Criminal Law of the People’s Republic of China; Brazil Clean Companies Act; Mexican Federal Law against Corruption in Public Procurement; and anticorruption laws of other countries, as applicable.

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3.2 Organization for Economic Cooperation and Development (“OECD”) Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (“OECD Anti-Bribery Convention”).

3.3 AAM Code of Business Conduct

4.0 RESPONSIBILITIES:

4.1 The Company’s General Counsel is responsible for implementing and maintaining this policy and establishing appropriate procedures to ensure compliance.

4.2 AAM’s General Counsel, with assistance of the Legal Department, is responsible for:

- Interpreting this policy, the FCPA, OECD Anti-Bribery Convention, and other applicable anti-corruption laws;
- Counseling and advising AAM’s directors, officers and associates regarding issues that raise concerns under the FCPA, OECD Anti-Bribery Convention and other anti-corruption laws;
- Providing guidance in the performance of due diligence concerning AAM’s retention and oversight of Third Parties and Business Venture Partners;
- Evaluating the legality of proposed facilitating payments, promotional expenses, and contributions to charities and political parties or candidates;
- Identifying and obtaining compliance certifications from appropriate Covered Persons; and
- Taking other appropriate action to promote compliance with anti-corruption laws and this policy.

4.3 Additional responsibilities associated with this policy are described in Section 7.0 below.

5.0 GENERAL:

5.1 Definitions

“Anything of value” shall include cash, gift cards, gifts, offers of employment, event sponsorships, consultant contracts, charitable contributions made at the direct or indirect request of, or for the benefit of, a Government Official, his or her family or other relative, even if made to a legitimate charity.

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“**Business Venture Partner**” includes certain shareholders, joint venture partners, or other affiliates of AAM.

"**Covered Person**" means the individuals and entities described in Section 2.0 of this policy.

“**Government Entity**” refers to any government-owned or controlled commercial enterprise, institution, agency, department, instrumentality and other public entities (regardless of whether the government has partial or complete ownership or control).

"**Government Official**" includes (1) officers and employees of a Government Entity; (2) officers and employees of non-governmental international organizations or any department or agency thereof (e.g., the United Nations or World Bank); (3) political party officials and candidates for public office; and (4) any person acting in an official capacity for or on behalf of any such Government Entity or person.

"**Payment**" includes payments and reimbursements for personal or professional services, meals, travel, grants, sponsorships, professional meetings, product development services, in-kind services, advertising, promotion, and marketing expenses or support, royalties or other payments for transfer of documented intellectual property.

“**Third Party(ies)**” includes agents, intermediaries, consultants, representatives, contractors, distributors, brokers and authorized service providers, and may include certain joint venture partners.

6.0 POLICY:

6.1 Prohibited Conduct

6.1.1 **Anti-Bribery Prohibitions:** All Covered Persons must not offer or promise to make, or actually make, any payment or give anything of value, directly or indirectly, to a Government Official or Third Party, for the purpose of (1) assisting the Company in improperly obtaining or retaining business or securing any other improper advantage, whether or not any benefit is received; or (2) inducing the recipient to do or omit to do any act in violation of a lawful duty.

Examples of payments that would violate the Company’s anti-bribery prohibitions include, without limitation:

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- Payments securing, or attempting to secure, an improper advantage, including a decision to select the Company to provide any products or services, or to provide the Company with more preferential terms, including, for example, providing any confidential, proprietary or competitor information that may secure an improper advantage;
- Any fees, commissions, profit sharing agreements or other improper payments to a third party to make an improper payment on behalf of the Company in violation of this policy;
- Payments to influence any decision, act or inaction of a Government Official in his or her official capacity;
- Payments to influence a Government Official to abuse his or her power for personal gain;
- Payments inducing a Government Official to use his or her influence with a Government Entity to influence any act or decision of a Government Entity;
- Gifts or entertainment provided to a regulatory, customs or similarly situated Government Official as an inducement to take action or refrain from taking action for the benefit the Company;
- Travel expenses of any regulatory, customs or otherwise similarly situated Government Official; unless expressly preapproved by the Legal Department for legitimate business needs, such as regulatory inspections of a Company facility; and
- Any contribution to a political party, political organization, candidate for public office or elected public official on behalf of the Company or with Company funds or assets in violation of Company policy or applicable law.

6.1.2 **Facilitating Payments for Routine Governmental Action.** Payments that are very minor in value and that are made to expedite or secure the performance of non-discretionary, routine governmental actions may be permitted under very limited circumstances. Although the FCPA may permit such payments, on a very limited basis, the laws of some jurisdictions outside the U.S. expressly prohibit them. Accordingly, no facilitating payment shall be made in violation of the FCPA or any other applicable law, including, without limitation, the UK Bribery Act.

- Even where legal, facilitation payments should be avoided to the maximum extent possible. Prior written approval of the General Counsel is required

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unless there is an emergency situation affecting an individual's health or safety.

- In the event of a health or safety emergency where prior approval of the General Counsel cannot be obtained, information regarding the facilitation payment must be provided to the Legal Department as soon thereafter as possible.
- All facilitating payments must be properly recorded and accurately described in the Company's books and records.

6.1.3 Promotional Expenses

- Under very limited circumstances, payments to Government Officials for reasonable, bona fide expenses related directly to the promotion, demonstration or explanation of products or services, or execution or performance of a contract (i.e., promotional expenses) may be permissible. Promotional expenses may include the reasonable cost of travel, meals and entertainment of Government Officials, provided such expenses directly relate to the proper business purpose allowed by the FCPA and comply with local law. In addition, prior written approval of such expenses must be obtained in advance from the appropriate Business Unit Leader and the Finance Department.
- The Legal Department can advise on the legality of any such expenses and assist in the development or review of guidelines and procedures designed to ensure compliance with applicable anti-corruption laws and related Company policies (such as AAM's Conflict of Interest Policy).

6.2 Accounting Provisions

- 6.2.1 All books, records, and accounts of the Company must accurately and fairly reflect, in reasonable detail, the transactions and dispositions of the Company's assets.
- 6.2.2 It is the policy of the Company to maintain a system of internal accounting controls sufficient to provide reasonable assurances that the Company's transactions are in accordance with management's

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authorization, to properly record such transactions, to appropriately limit access to assets, and to account for the assets at reasonable intervals.

- 6.2.3 As an issuer of securities in the United States, the Company’s policy is to fully comply with the accounting and recordkeeping requirements of the FCPA. The Company’s Finance Department has established policies and procedures for this purpose and all Covered Persons under this policy are required to follow them.
- 6.2.4 Accurate and complete records must be maintained to demonstrate adherence to this policy. All documents for processing payments, attachments to justify payment requests, classification of payments, authorizations and certifications subject to the policy must be maintained pursuant to applicable record retention requirements.

6.3 Third Party Selection Requirements

- 6.3.1 In many instances, the use of a local sales agent, consultant, distributor, or Business Venture Partner is an essential element of doing business in a foreign country. Generally speaking, an agent is a person engaged specifically for the purpose of securing or retaining business. Payments made by agents or intermediaries on the Company’s behalf are governed by this policy. Local agents are selected and retained, in part, for their knowledge of and access to persons in the relevant market and their ability to contribute to the success of development efforts. The Company must be vigilant in avoiding any involvement with third parties that could expose the Company to any risk of a violation of anti-corruption laws.
- 6.3.2 Prior to retaining any Third Party to act on behalf of the Company with respect to any Government Entity or international business activity, the Company will perform proper and appropriate due diligence and obtain from such Third Parties written assurances of compliance with applicable anti-corruption laws. Appropriate due diligence will be conducted concerning the Company’s retention and oversight of Third Parties and Business Venture Partners in consideration of anti-corruption compliance risk.
- 6.3.3 The Legal Department will provide guidance concerning appropriate due diligence procedures and will participate directly in the due diligence of prospective Business Venture Partners or in relation to any prospective merger or acquisition transactions.

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6.3.4 Appropriate anti-corruption safeguards must be included in the Company's contracts with Third Parties and Business Venture Partners, which may include representations, warranties, covenants, audit rights and termination rights, depending on the circumstances. The Legal Department will review such contracts and provide appropriate forms of certifications of compliance.

6.4 **Local Law Requirements**

6.4.1 If local laws or regulations in a particular country or region are more restrictive than this policy, or require government approval of a transaction, then the Company and Covered Persons operating in that country or region must fully comply with the more restrictive requirements.

7.0 ACCOUNTABILITY:

7.1 The Company's General Counsel, with the assistance of the Legal Department, is responsible for implementing and maintaining this policy and establishing appropriate governance procedures designed to ensure compliance. The Legal Department will identify and obtain compliance certifications from appropriate Covered Persons. Additional responsibilities of the General Counsel and the Legal Department are described in Section 4.0 and other applicable provisions of this policy.


7.2 The Finance Department is responsible for implementing and maintaining effective internal controls and record keeping procedures that comply with this policy, the FCPA and all applicable anti-corruption laws.

7.3 The Internal Audit Department is responsible for reviewing and assessing the implementation of and compliance with this policy, the FCPA and all applicable anti-corruption laws.

7.4 The Corporate Training Department is responsible, along with the Legal Department, for providing appropriate training to appropriate Covered Persons.

7.5 All Covered Persons will be required to participate in periodic training regarding compliance with anti-corruption laws and to complete certifications of compliance with this policy.

7.6 Violations of anti-corruption laws and regulations covered by this policy can result in substantial civil or criminal penalties for the Company and responsible individuals. Criminal penalties include imprisonment for individuals and serious

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consequences for the Company’s operations and reputation. Any violation of this policy can be expected to result in serious sanctions by the Company, including dismissal of the persons involved, whether or not the failure to comply results in a violation of law.

8.0 REPORTING RESPONSIBILITY

- 8.1 It is the individual responsibility of every Covered Person to ensure strict compliance with this policy. All Covered Persons must promptly report any suspected or actual violation of this policy by informing, as applicable, a member of Company management, the General Counsel or an attorney in the Legal Department. Alternatively, an individual may raise concerns or report violations by calling AAM’s Business Ethics Line (toll-free) or using the Company’s web-based reporting system. Telephone numbers and web addresses are published in AAM’s Code of Business Conduct, which is available on the Company’s public website and on AAM’s internal portal. Reports may be made anonymously, if local law permits. AAM’s Code of Business Conduct prohibits retaliation or adverse action against those who report a suspected violation in good faith or cooperate in an investigation.

Revision History

Current: Rev 3 Prior: 10/25/2011*
01/2011*

(*Formerly named: Anti Bribery Policy)