	CORPORATE POLICY	NO: LEG 1-003
		REV: 4
TITLE: CONFLICT OF INTEREST		DATE: August 11, 2020
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ORIGINATED BY: James J. Halushka, Senior Manager Legal Compliance		FINAL APPROVAL: David E. Barnes, General Counsel, Chief Compliance Officer

1.0 PURPOSE:

At AAM we always expect you to act in the best interests of the Company. This means that business decisions should be made based on sound business reasoning, free from any conflict of interest. Conflicts of interest may occur when your outside activities or personal interests conflict or appear to conflict with your responsibilities to AAM. As it relates to AAM associates and Directors, the term “conflict of interest” means acting in a manner that results in benefit for others instead of the best interests of AAM. Even when nothing wrong is intended, the appearance of a conflict can have negative effects. It is crucial to consider how one’s actions may appear, and to avoid even the appearance of a conflict of interest.


You need to consider all of your relationships when making business decisions on behalf of AAM. Outside employment, investments, and family & personal relationships (including close friendships and romantic relationships) cannot influence or appear to influence your business decisions, which must be based on what is in the best interest of AAM.

AAM’s reputation is one of our most important assets. It is earned every day by each of us making the right decisions and taking the right actions. Whether on the job or enjoying your free time, nothing you do should conflict with your responsibilities to AAM or hurt AAM’s reputation or good name.

In our industry it is also especially important to know the policies of our customers and suppliers, and to abide by them.

INTEGRITY- The Power of Doing What is Right, is the AAM Cultural Value that must guide your every business decision and action. The spirit of this Policy is just as important as the words used to express it.

When in doubt, ask! You are encouraged to come forward anytime something does not seem right to you, be it personal or involving another AAM associate. You can start with your supervisor. If you are still not sure you can contact the General Counsel or Compliance Manager. For those who may be uncomfortable reporting through established internal channels, reports can be made by calling AAM’s toll-free Business Ethics Line and speaking to trained, non-AAM personnel who are available 24 hours a day, seven days a week, or via our web-based reporting system. Contact information is available in our Code of Business Conduct. Most countries allow for anonymous

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reporting, therefore our systems allow for anonymous reporting where permitted. AAM's Code of Business Conduct prohibits retaliation against anyone who reports a suspected issue in good faith.

2.0 SCOPE:


This Policy applies to all AAM associates and members of the Board of Directors.

3.0 REFERENCE:

- 3.1 Attachment A to this Policy regarding Gifts, Entertainment & Travel
- 3.2 AAM Business Code of Conduct; AAM Anti-Corruption Policy; AAM Employment of Relatives Policy; AAM Travel & Expense Policy
- 3.3 DOJ/SEC Foreign Corrupt Practices Act Resource Guide

4.0 RESPONSIBILITIES:

- 4.1 Ethics & Compliance Committee- responsible for oversight of AAM's compliance program, and charged with assisting the Audit Committee of the Board of Directors in fulfilling its responsibility to review the adequacy and effectiveness of controls designed to ensure compliance with legal and regulatory responsibilities.
- 4.2 General Counsel/Chief Compliance Officer (CCO)- senior management member responsible for oversight and implementation of AAM's compliance program, with direct access to the Board of Directors and board committees; serves as chair of the Ethics & Compliance Committee.
- 4.3 Senior Manager of Compliance- supports the General Counsel/Chief Compliance Officer by maintaining responsibility for daily management of the AAM compliance program; provides legal support and oversight of the Conflict of Interest program; works closely with Human Resources to coordinate the training and survey of AAM salaried associates, as well as internal controls regarding this Policy; develops and implements policy and procedures.
- 4.4 Human Resources Organizational Development Section- responsible for conducting the annual conflict of interest survey of all AAM salaried associates, as well as for Policy training for all new AAM associates.

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5.0 GENERAL:

5.1 DEFINITIONS


5.1.1 **“Conflict of Interest”** refers to any situation where an associate’s interests are in competition with AAM’s best interests; any outside activities or personal interests of an associate which have the potential to compromise the associate’s objectivity in doing his or her job. Examples include outside employment, consulting activities, employment or supervision of friends or relatives, financial interests in AAM suppliers, customers or competitors, misuse of AAM resources or inappropriate acceptance or offering of gifts, entertainment & travel.

5.1.2 **“Government Official”** is a broad term which refers to more than just elected officials, and includes (1) any officer or employee of a government, or of a government department or agency (e.g., clerks at a state transportation department, customs and tax inspectors, as well as government procurement officials); (2) any officer or employee of companies which are owned or controlled by the government (e.g., state-owned banks, hospitals and oil or phone companies); (3) political party officials and candidates for public office; (4) members of the military or police office employees; (5) employees and representatives of a public international organization (e.g., the United Nations, the World Bank, the International Monetary Fund, the World Intellectual Property Organization, etc.)

6.0 POLICY:

At AAM we expect all business decisions to be made based on sound business reasoning, free from any conflict of interest. A conflict of interest exists whenever an associate might be unable to make an unbiased and objective decision in the best interest of AAM because of a competing goal or interest. In short, it occurs whenever your interests are in competition with AAM’s. Even the appearance of a conflict must be addressed.

Potential conflicts of interest with suppliers or customers are not always obvious. For example, suppose an AAM associate has a family member who changes jobs and starts working for an AAM supplier or customer. The appearance of a conflict can exist and call into question whether that supplier or customer is receiving some type of preferential pricing, rebate or incentive as a result of their family relationship- the associate’s family interest is potentially in competition with AAM’s best interest. This may not create any

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actual conflict of interest- but the potential for a perceived conflict is certainly there and should be disclosed, vetted and cleared.


AAM associates must never:

- Compete against AAM;
- Use their position or influence to secure an improper benefit for themselves or others;
- Use AAM information, assets or resources for their personal gain or the improper benefit of others;
- Allow personal or family relationships to impair their independence or judgment, or result in disruptions in the workplace or other performance problems;
- Allow any financial interest in any of AAM’s suppliers, customers or competitors to influence a business decision;
- Accept employment by, or render services to, another organization to the detriment of AAM;
- Seek, accept or offer gifts, entertainment, travel or other hospitality in violation of this policy (see attached Guidelines for Avoiding Conflicts of Interest-Gifts, Entertainment & Travel);
- Misuse AAM resources of time and assets or improperly share with others information that is confidential, proprietary or otherwise considered inside information of AAM (including trading in securities on the basis of inside information).

It is not possible to entirely eliminate every situation that creates a potential conflict of interest. For situations that create a potential risk of a conflict, AAM intends to document the potential risk and put controls in place designed to prevent the development of an actual conflict. You are therefore expected to disclose any potential conflicts to ensure transparency and to help us determine whether there is an actual conflict. Your disclosure of a potential conflict provides management with information to clarify potential conflicts and resolve as appropriate. If you think you may be in a situation that could be perceived as a conflict, disclose the potential conflict to your supervisor or manager immediately.

All salaried associates are required to complete the Conflict of Interest Acknowledgement within 30 days of hire, as well as on an annual basis (notification will be sent to you via email). Associates must also advise management whenever there is a change in condition that may indicate a conflict of interest.

Violation of this Policy can result in disciplinary action which can include termination of employment. Also, certain actions may be illegal and result in violations of law.


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7.0 ACCOUNTABILITY:

The Chief Compliance Officer and Senior Manager of Compliance are responsible for the administration, monitoring and maintenance of this Policy, under the general oversight of the Ethics & Compliance Committee.

8.0 REVISION HISTORY

Date	Revision #	Reason for Revision	AAM Associate	Approver
5-24-95	Original	N/A		
8-21-05	1			
3-31-14	2		Steven R. Keyes	David E. Barnes
4-17-17	3	Complete update	James J. Halushka	David E. Barnes
8-11-2020	4	Increase approval limits, from \$100 to \$250 for individual amounts, from \$250 to \$500 for annual cumulative totals	James J. Halushka	David E. Barnes

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Attachment A
Revised 8-11-20

American Axle & Manufacturing, Inc.
Guidelines for Avoiding Conflicts of Interest- Gifts, Entertainment & Travel

I. INTRODUCTION

Business gifts and entertainment on a modest scale are commonly used to build goodwill and strengthen working relationships among business associates. Providing or accepting occasional meals, small company mementoes and tickets to sporting and cultural events may be appropriate in certain circumstances. Occasionally, it may also be appropriate to accept or provide offers involving travel for business events with our business associates. However, if offers of gifts, entertainment or travel are frequent or of substantial value, they may create the appearance of, or an actual, conflict of interest or corrupt payment. Violation of anti-corruption laws expose AAM and its associates to fines and penalties, including imprisonment.

AAM has developed this policy guidance to help you make the right decisions when providing or accepting gifts, entertainment or travel while conducting business on behalf of AAM. The policy guidance covers the following:

- Accepting or Providing Entertainment (Non-Government Third Party)
- Accepting or Providing Gifts (Non-Government Third Party)
- Accepting or Providing Travel (Non-Government Third Party)
- Providing Gifts/Entertainment (Government Officials)
- Providing Travel (Government Officials)


II. POLICY GUIDANCE-GIFTS, ENTERTAINMENT & TRAVEL (Non-Government Third Parties)

A. Accepting or Providing Entertainment (Non-Government Third Party)

Business entertainment (e.g., meals, tickets to the theatre or a sporting event) can play an important role in strengthening working relationships among business associates. Accordingly, you may accept or provide business entertainment to non-government third parties for legitimate business purposes, such as building goodwill and enhancing relationships with customers or suppliers, provided that it complies with these guidelines.

AAM strictly prohibits you from accepting or offering bribes. Specifically, accepting or providing entertainment to or from AAM suppliers, customers or other business associates outside AAM is permitted only if such entertainment:

- Is infrequent;
- Is reasonably related to a legitimate business purpose (e.g., accompanying a customer or supplier to a local theatre/sporting event or attending a business meal);
- If valued above US \$250 (or local currency equivalent), is reported to and approved in advance by your immediate supervisor, or by the next level up supervisor who is not also a recipient or provider of the entertainment (documented proof of such written approval should be maintained by the recipient/provider and the supervisor for five years);
- Is not, or cannot reasonably be perceived as a bribe, payoff or kickback (e.g., accepted or provided in order to obtain or retain business, or to secure an improper advantage);
- Is in good taste and occurs at a business appropriate venue;
- Is reasonable and appropriate in the context of the business occasion; and

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- Would not influence, or appear to influence, your ability to act in the best interest of AAM.
- **Example:** *You are an AAM associate who travels to another city for business. One of AAM's business partners is based there and you are visiting to work on a joint project with the business partner. While you are in town, the contact person for this company invites you to have a modest lunch, worth less than \$250 USD. You may accept without prior approval.*
- **Example:** *An AAM customer has organized an outing to a baseball game and has invited you and your supervisor to attend with them. The value of each ticket is \$130 USD. You believe attending would have value for your relationship with the customer. Since your supervisor also wished to attend, the two of you should seek written approval from the next-level supervisor, and retain a record of that approval.*

The following is never appropriate:


- Entertainment that can be viewed as excessive in the context of the business occasion;
- “Adult” entertainment or any sort of event involving nudity or lewd behavior; and
- Entertainment that is prohibited by the supplier’s, customer’s or third party’s policy.
- **Example:** *After touring an AAM facility to see the production process, a customer is invited by you to attend an evening performance of the local orchestra. This is appropriate, and requires prior written approval of your supervisor if the customer’s ticket is worth more than \$250 USD.
If instead, however, after touring the AAM facility the customer insists on being taken out for a night on the town, including to the local men’s clubs, this would not be permissible under AAM policy.*

The cumulative annual value of all entertainment you may provide or receive from any one party cannot exceed US \$500 (or local currency equivalent) unless approved in advance in writing by your immediate supervisor, or by the next level up supervisor who is not also a recipient of the entertainment (documented proof of such written approval should be maintained by the recipient/provider and the supervisor for five years).

These entertainment guidelines apply to situations in which the host is present. Tickets to sporting or cultural events provided to AAM associates and not attended by the host, or provided by AAM at which AAM associates are not present, are actually considered to be “gifts,” and not “entertainment,” and should be viewed under the gift guidelines below.

EXCEPTION to pre-approval requirement- Where this policy guideline requires pre-approval, but the circumstances render it unfeasible to obtain such prior approval, then a request for approval shall be sought promptly, and in no event more than five (5) business days after the event. The request and documented proof shall include an explanation of why it was not feasible to seek pre-approval.

- **Example:** *Two customer representatives are in town to visit with AAM. Your schedules are uncertain, so you do not make any plans outside of workday meetings. On their last afternoon, you realize you have time to take them to dinner. Your supervisor is away, and you cannot locate the next level-up supervisor. You ask the customers to dinner.*

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Their meals end up costing slightly more than \$250 USD. You should seek written approval from your supervisor within five (5) business days, and retain a record of that approval, including an explanation about why a pre-approval was not possible.

APPROVAL SUMMARY- ACCEPTING/PROVIDING ENTERTAINMENT (Non-Government 3rd Party):

- Entertainment worth US \$250 or less- No prior approval required
- Entertainment over US \$250- Immediate supervisor approval required
- Accumulated annual total of entertainment over US \$500- Immediate supervisor approval required

B. Accepting or Providing Gifts (Non-Government Third Party)


AAM recognizes that it is customary for some of our suppliers, customers and other business associates to occasionally give small gifts to those with whom they do business. Similarly, in some circumstances offering gifts to our business partners may be appropriate to strengthen relationships or comply with local customs. Accordingly, you may accept or offer gifts to non-government third parties for legitimate business purposes, such as building goodwill and strengthening working relationships, provided that it complies with these guidelines.

AAM strictly prohibits you from accepting or offering bribes. Specifically, accepting or providing gifts to or from AAM suppliers, customers or other business associates outside AAM is permitted only if such gift:

- Is of nominal value, US \$250 or less (or local currency equivalent) (preference should be given to merchandise of a promotional nature, such as merchandise with the AAM or third party logo);
 - If valued above US \$250 (or local currency equivalent), is pre-approved in writing by your department head (documented proof of such written approval should be maintained by the gift receiver/giver and the department head for five years), and accurately expensed as a gift in AAMs books and records; and
 - Would not embarrass AAM or the recipient if disclosed publicly.
- **Example:** *You have organized a customer tour of AAM facilities which is open to the media. You wish to provide the attendees, including the media participants, a golf shirt with the AAM logo valued at \$35 USD. No approval is required, as the shirt is of nominal value and is a promotional item with the AAM logo.*

The following gifts are never appropriate:

- Gifts of cash or cash equivalents (such as gift cards or gift certificates);
- Gifts that are bribes, payoffs or kickbacks (e.g., gifts given in order to obtain or retain business, or to secure an improper advantage);
- Gifts that are prohibited by local law;
- Gifts that are prohibited by the supplier's, customer's or third party's policy;
- Gifts given in the form of services or other non-cash benefits (e.g., the promise of employment); and
- Gifts given to family members or friends of customers, suppliers or other business associates outside AAM.

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The cumulative annual value of all gifts you may accept or provide to any one third party cannot exceed US \$500 (or local currency equivalent) unless pre-approved in writing by your department head (documented proof of such written approval should be maintained by the associate and the department head for five years), and accurately recorded in AAMs books and records.

If you receive a gift at an event of a ceremonial nature (e.g., a customer outing or a commemoration of a business transaction) that might not be appropriate under these guidelines, but is impractical or offensive to refuse, you should accept the gift and then promptly report it to your supervisor. The associate and supervisor can then discuss the appropriate response.

- **Example:** *An associate wins a “closest to the pin” contest during a supplier golf outing and receives a set of golf clubs valued at US \$600.
Right: Not wanting to offend the host, the associate publicly accepts the clubs, and then discusses the matter with her supervisor. They decide that because of the value of the clubs it would be appropriate to return them to the supplier.
Wrong: The associate retains the clubs and gives them to a family member.*
- **Example:** *AAM closed the deal on a significant contract with a new customer. During the signing ceremony, the local AAM manager presents the customer with a hand carved chess set valued at \$300 USD. This would be appropriate if the AAM manager received and retained prior written approval from his department head.
However, in the scenario above the gift would be inappropriate if the local AAM manager was aware that the customer’s policies prohibit the receipt of any gifts from suppliers.*
- **Example:** *An important customer is celebrating a 35 year service anniversary. After receiving and retaining written approval from her department head, an AAM account manager appropriately presents the customer with a bottle of wine worth \$50 USD, and a card signed by employees.
However, in the scenario above, if instead of wine the account manager offered the customer a gift card worth \$100 USD, it would not be permissible under AAM policy.*


You must never ask for gifts, gratuities or other items that benefit you personally, regardless of value. You are expected to exercise good judgment in accepting gifts from suppliers, customers or other business associates outside AAM. You should talk to your supervisor when in doubt as to whether a gift is appropriate.

EXCEPTION to pre-approval requirement- Where this policy guideline requires pre-approval, but the circumstances render it unfeasible to obtain such prior approval, then a request for approval shall be sought promptly, and in no event more than five (5) business days after the event. The request and documented proof shall include an explanation of why it was not feasible to seek pre-approval.

Tendering/negotiation EXCEPTION- Gifts should not be accepted, offered or provided to or from any third party while AAM is in the process of tendering to, negotiating with or otherwise involved in a process with that third party that could give rise to a conflict of interest.

APPROVAL SUMMARY- ACCEPTING/PROVIDING GIFTS (Non-Government 3rd Party):

- Gifts worth US \$250 or less- No prior approval required
- Gifts over US \$250- Department head approval required
- Accumulated annual total of gifts over US \$500- Department head approval required

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C. Accepting or Providing Travel (Non-Government Third Party)

Infrequently, it may be appropriate for non-government third party business associates outside AAM to pay for travel-related expenses for AAM associates. For example, you may be invited to a supplier’s plant or facility as a necessary part of the business relationship (e.g., on-site examination of production, contract negotiations or training). Occasionally your attendance at a supplier-sponsored or industry event, conference or reception may benefit AAM (e.g., technical knowledge, business contacts will be gained). In similarly limited circumstances it may be appropriate for AAM to pay for travel-related expenses for non-government third party business associates.

As these situations are rare, offers to accept or provide pay for travel and/or related expenses to or from third parties must be pre-approved in writing by the associate’s department head (documented proof of such written approval should be maintained by the associate and the department head for five years).

In reviewing the travel or travel expense request, the department head should consider a number of factors, including whether:

- The primary purpose of the travel is business related;
- The class of travel is appropriate in the business context;
- The proposed expenditures comply with United States and local laws and customs; and
- The itinerary minimizes side trips and avoids tourist or vacation destinations.

Note that AAM will not usually approve travel or travel expenses for family or friends of the associate or third party, and will never approve trips that appear to be provided in exchange for business or improper advantage.

➤ **Example:** *A supplier based in Atlanta, Georgia has supplied one of AAM’s divisions with defective products. The division’s supply chain manager must work with the supplier to determine the root cause of the defect, as well as corrective actions. To facilitate this, the supplier suggests that it pay the supply chain manager’s airfare and hotel for a visit to their facility.*


Right: *The supply chain manager checks with his department head, who approves the trip in writing. Both the supply chain manager and the department head retain a copy of the written approval.*

Wrong: *In the above scenario the supplier later contacts the supply chain manager and offers to extend the hotel stay through the weekend so they can play golf (all at the supplier’s expense). This would not be appropriate under AAM policy.*

EXCEPTION to pre-approval requirement- Where this policy guideline requires pre-approval, but the circumstances render it unfeasible to obtain such prior approval, then a request for approval shall be sought promptly, and in no event more than five (5) business days after the event. The request and documented proof shall include an explanation of why it was not feasible to seek pre-approval.

APPROVAL SUMMARY- ACCEPTING/PROVIDING TRAVEL (Non-Government 3rd Party):

-Department head approval is always required.

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III. POLICY GUIDANCE-GIFTS, ENTERTAINMENT & TRAVEL (Government Officials)

Interactions with Government Officials are subject to strict rules under both U.S. law and the laws of other nations. The United States Foreign Corrupt Practices Act, as well as other anti-corruption laws around the world, prohibits giving anything of value to Government Officials in order to obtain or retain business or to secure some other improper advantage; it is important to be sure that gifts, entertainment and travel provided to these individuals cannot be construed as bribes.

It is your responsibility to understand whether you are interfacing with a Government Official, and to comply with applicable law and AAM policy. You must seek advice from the AAM Chief Compliance Officer in any case of doubt as to whether an interaction is with a Government Official.

NOTE: Acceptance of gifts, entertainment or travel from Government Officials is governed by the same restrictions as non-government third parties (See Sections IIA, B and C).

A. Definition-Government Official

The term “Government Official” is a broad one, and refers to more than elected officials. It includes all employees, at any level, of a government department or agency (i.e. low-level clerks at a state transportation department, customs and tax inspectors, as well as government procurement officials).

Officers and employees of companies which are owned or controlled by the government are also considered to be “Government Officials” (e.g., state-owned banks, hospitals and oil or phone companies). For example, since many domestic OEMs and domestic suppliers in China are state-owned, Chinese representatives of such companies are considered to be “Government Officials.” Therefore, particular caution needs to be exercised with respect to gifts and entertainment provided to or received from Chinese business associates.

The term “Government Official” also refers to political candidates, employees of public organizations such as the World Bank or United Nations, as well as military or police employees.


B. Providing Gifts/Entertainment to Government Officials

In accordance with U.S. Justice Department guidance, gifts, hospitality and travel for Government Officials shall not include expenses for anyone other than the Government Official (expenses not allowed for family or friends). Gifts must be modest in value, and hospitality for Government Officials should be limited to reasonably priced meals, accommodations and incidental expenses that are part of product education and training programs, professional training, conferences or business meetings, or execution and performance of a contract.

In order to reduce the risk of improper payments or other benefits to Government Officials, you may not offer or provide gifts or entertainment to a Government Official unless you have received prior written approval from your department head and the Finance Department (see also AAM’s Anti-Corruption Policy). Documented proof of such written approval should be maintained by the gift or entertainment provider, department head and Finance Department for five years.

AAM strictly prohibits you from offering bribes to Government Officials. Specifically, providing gifts or entertainment to Government Officials is permitted under the following circumstances:

- The entertainment is not extravagant or lavish;
- The gift or entertainment is of nominal value, US \$250 or less (or local currency equivalent). A gift or entertainment worth more than the nominal value (more than US

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\$250) require additional prior written approval by the Chief Compliance Officer or designee. Documented proof of such additional written approval should be maintained by the gift giver/entertainment provider and Chief Compliance Officer or designee for five years;

- The entertainment is directly related to the promotion of a legitimate business purpose (product education, training, business meeting or execution and performance of a contract);
- The gift or entertainment is not, or cannot reasonably be perceived as a bribe, payoff or kickback;
- The entertainment is in good taste and occurs at a business appropriate venue; and
- The gift or entertainment is provided openly and transparently, and properly recorded in AAMs books and records

The cumulative annual value of all gifts or entertainment you may provide to any one Government Official may not exceed US \$500 (or local currency equivalent) unless approved in writing by the Chief Compliance Officer or designee. Documented proof of such additional written approval should be maintained by the entertainment provider and the Chief Compliance Officer or designee for five years.

Note that the following is never appropriate:


- Gifts of cash, or cash equivalent (such as gift cards or gift certificates);
- Gifts of services or other non-cash benefits (such as promises of employment);
- Gifts or entertainment that can be viewed as excessive by an objective third party;
- Gifts or entertainment provided as a bribe, payoff or kickback (e.g., in order to obtain or retain business) or to secure an improper advantage, such as securing favorable tax treatment;
- “Adult” entertainment or any sort of event involving nudity or lewd behavior;
- Gifts or entertainment that, under local law AAM is not permitted to offer, or the official is not permitted to accept;
- Gifts or entertainment provided to family members or friends of officials.

➤ **Example:** *You are hosting a delegation of government officials at an AAM facility to educate them on AAM’s role in the community and new technologies. You have not provided the officials with any gifts or gratuities in the past. You plan to provide a reasonable boxed lunch and light refreshments as part of the business meeting. Meeting with the officials to discuss this topic and providing a reasonable lunch at an estimated cost of \$15 USD is permitted by local laws, regulations and practices. Despite the nominal fee, pre-approval by your department head and the Finance Department are required because government officials are involved.*

➤ **Example:** *The governor of a Chinese province calls the plant manager of an AAM facility located in his province, requesting a courtesy tour. Local custom dictates that AAM presents the governor with a ceremonial gift, such as a crystal vase valued at \$300 USD.*

Right: *The plant manager contacts the department head and the Chief Compliance Officer to discuss.*

Wrong: *Upon arrival at the facility, the governor in the example above requests that his travel costs, totaling only \$300 USD, be reimbursed. The plant manager complies*

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without discussing the matter with the Chief Compliance Officer, and without receiving written approval.

EXCEPTION to pre-approval requirement- Where this policy guideline requires pre-approval, but the circumstances render it unfeasible to obtain such prior approval, then a request for approval shall be sought promptly, and in no event more than five (5) business days after the event. The request and documented proof shall include an explanation of why it was not feasible to seek pre-approval.

APPROVAL SUMMARY- PROVIDING GIFTS/ENTERTAINMENT TO GOVERNMENT OFFICIALS:

- Entertainment worth US \$250 or less- Department head and Finance Department approval required
- Entertainment over US \$250- Department head, Finance Department & Chief Compliance Officer approval required
- Accumulated annual total of entertainment over US \$500- Department head, Finance Department & Chief Compliance Officer approval required

C. Providing Travel to Government Officials

In accordance with U.S. Justice Department guidance, travel for Government Officials should be limited to product education and training programs, professional training, conferences or business meetings, or execution and performance of a contract.


Similar to gifts and entertainment, providing travel to Government Officials must be viewed with care. But unlike gifts and entertainment, travel expenses are rarely “nominal.” As a result, any request for the payment of travel expenses for Government Officials must be reviewed on a case-by-case basis.

The payment of any travel or travel-related expenses for Government Officials requires prior written approval by your department head, the Finance Department & the Chief Compliance Officer or designee. Documented proof of such additional written approval should be maintained by the associate providing the travel, the department head and the Chief Compliance Officer or designee for five years.

In reviewing the travel request, the department head, Finance Department & the Chief Compliance Officer or designee will consider a number of factors, including whether:

- The primary purpose of the travel is business-related;
- The class of travel is appropriate and reasonable;
- The proposed expenditures comply with United States and local laws and customs;
- The itinerary minimizes side trips and avoids tourist or vacation destinations;
- The travel and travel-related expenses are not provided to family members or friends of officials; and
- The travel is provided openly and transparently, properly recorded in AAMs books and records.

APPROVAL SUMMARY- PROVIDING TRAVEL TO GOVERNMENT OFFICIALS:
Department head, Finance Department & Chief Compliance Officer approval required

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AAM Conflict of Interest Policy Guidance
Gifts, Entertainment & Travel Approval Summary

ACCEPTING or PROVIDING ENTERTAINMENT (NON-GOVERNMENT THIRD PARTY):

- Entertainment worth US \$250 or less- No prior approval required
- Entertainment over US \$250- Immediate supervisor approval required
- Accumulated annual total of entertainment over US \$500- Immediate supervisor approval required

These entertainment guidelines apply to situations in which the host is present. Tickets to sporting or cultural events provided to AAM associates and not attended by the host, or provided by AAM at which AAM associates are not present, are actually considered to be “gifts,” and not “entertainment,” and should be viewed under the gift guidelines below.

ACCEPTING or PROVIDING GIFTS (NON-GOVERNMENT THIRD PARTY):

- Gifts worth US \$250 or less- No prior approval required
- Gifts over US \$250- Department head approval required
- Accumulated annual total of gifts over US \$500- Department head approval required

Tendering/negotiation EXCEPTION- Gifts should not be accepted, offered or provided to or from any third party while AAM is in the process of tendering to, negotiating with or otherwise involved in a process with that third party that could give rise to a conflict of interest.

ACCEPTING or PROVIDING TRAVEL (NON-GOVERNMENT THIRD PARTY):

- Department head approval is always required

NOTE: *Acceptance* of gifts, entertainment or travel from Government Officials is governed by the same restrictions as non-government third parties (See above).

PROVIDING GIFTS/ENTERTAINMENT to GOVERNMENT OFFICIALS:

- Gifts worth US \$250 or less- Department head and Finance Department approval required
- Gifts over US \$250- Department head, Finance Department & Chief Compliance Officer approval required
- Accumulated annual total of gifts over US \$500- Department head, Finance Department & Chief Compliance Officer approval required

PROVIDING TRAVEL to GOVERNMENT OFFICIALS:

- Department head, Finance Department & Chief Compliance Officer approval required

IMPORTANT POINTS of EMPHASIS

- PROHIBITED GIFTS: Cash, gift cards, gift certificates; services such as promise of employment
- Whenever written approval is required under this policy, it must be documented & retained for 5 years by the AAM associate AND by the AAM supervisor who granted the approval