



## CODE OF CONDUCT

# CVG CODE OF CONDUCT

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## A MESSAGE FROM OUR CEO



At CVG, we believe in continuously building and creating an environment that fosters and encourages ethical behavior and fair business practices. The daily actions of all of our employees ultimately define us as a company, so each of us is responsible for acting with integrity.

As a global company, it is important that we have a common set of guidelines so that we share the same high standards. This CVG Code of Conduct reflects those guidelines and explains our expectations for impacting the business positively each and every day.

Our Code is not a substitute for good judgment, nor does it cover every situation. However, if you believe that a violation of our Code has occurred, you should never feel as though you must “go it alone.” You can speak with your manager, Human Resources or the Legal Department. You can also contact the CVG Ethics Line, which is confidentially managed by a third party and is available 24 hours a day, 7 days a week. No matter how you raise a good faith concern, you can do so without fear of retaliation.

As we work to build a stronger company, we are focused on what we need to do. But just as important as what we do is how we do it; nothing is more important to the company and to me personally. Let’s always strive to do what’s right, what’s fair and what’s honest.



Patrick Miller

President & CEO

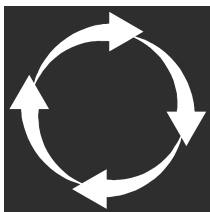
# OUR CODE OF CONDUCT

The CVG Code of Conduct is a reflection of the principles and values that define us as a company. It also provides practical guidance on handling everyday ethical dilemmas.

The Code applies to every CVG employee around the world and to members of the CVG Board of Directors while acting in their capacity as directors (we refer to our employees and directors as “associates”). We also encourage our business partners to act consistently with our Code.



## CORE VALUES



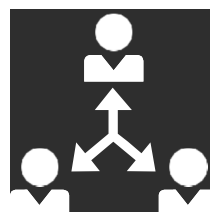
CONTINUOUS  
IMPROVEMENT



INNOVATION



INTEGRITY



TEAMWORK



SENSE OF  
URGENCY



## OUR RESPONSIBILITIES

Our reputation is built one action at a time, one day at a time, by each employee. It is our responsibility to know and follow our Code and the policies that apply to our jobs.

All CVG employees are subject to the laws and regulations of the countries where they live and work. Because we are a U.S. company with global operations, U.S. laws may apply to conduct that occurs outside of the U.S. Where local customs or laws differ from our Code, we should follow the higher standard of behavior.

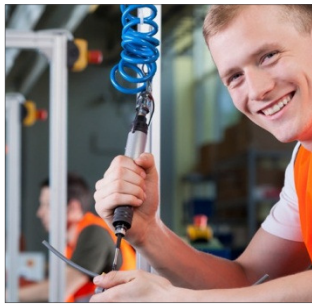
CVG has developed policies and procedures on a range of topics. No document can address every situation, so CVG counts on us to make good decisions. If you have questions that the Code or our policies do not answer, you may always contact your supervisor, the Legal & Compliance Department, Human Resources or the CVG Ethics Line for further guidance.



## SUPERVISORS

If you are a supervisor at CVG, we expect you to demonstrate leadership in acting with integrity by:

- Creating a positive and open environment where your team members feel comfortable raising concerns.
- Preventing retaliation against those who speak up or cooperate with an investigation
- Helping your team members understand the concepts in our Code of Conduct, policies and applicable laws.
- Holding team members accountable for their behavior.



Creating a positive and open environment



Preventing retaliation against those who speak up



Helping your team members understand the concepts in our Code of Conduct



Holding team members accountable for their behavior



## CARING FOR OUR PEOPLE AND COMMUNITIES

### POSITIVE WORK ENVIRONMENT

CVG is committed to a positive work environment, where employees have the opportunity to grow and reach their potential. Achieving success for our company will only happen if we value each of our colleagues' contributions and respect one another. The diversity of our individual talents, skills, and perspectives help us to consider various points of view in our decision-making, which in turn keeps CVG innovative and a great place to work.

A positive work environment is one where we can work without fear of discrimination, harassment or retaliation. Employment decisions are based upon individual merit and professional qualifications.

We do not tolerate unlawful discrimination or harassment, including discrimination or harassment on the basis of race, color, religion, veteran status, national origin, ancestry, pregnancy status, sex, sexual orientation, gender identity or expression, age, marital status, mental or physical disability, genetic information, medical condition, or any other characteristics protected by law.

Similarly, CVG prohibits unlawful harassment, whether verbal, physical or visual.

Harassment can include racial or sexual slurs, derogatory jokes or comments, sexually suggestive statements or conduct, threats, and other forms of offensive behavior.

Harassment can include conduct directed at a CVG employee or an employee of a CVG business partner.

If you witness or experience any form of illegal discrimination or harassment, you should contact your supervisor, the Legal & Compliance Department, Human Resources, or the CVG Ethics Line. For more information, please see the Harassment Policy.

## **ANTI-VIOLENCE**

CVG is committed to a violence-free work environment. We will not tolerate any level of violence in our workplace, including threats and stalking. If you witness an act of violence between your coworkers or others, contact Human Resources immediately. If the situation escalates and there is a threat to your immediate safety or the safety of those around you, contact local authorities. For more information, please see the Violence-Free Workplace Policy.

## **ALCOHOL, DRUGS AND TOBACCO**

To ensure workplace health and safety, we must be free from the influence of alcohol, drugs and improperly used prescription medicine while on CVG property or when conducting CVG business. We may consume alcohol in moderation at business dinners or certain company events, so long as our consumption does not impair our judgment or performance, endanger our safety or the safety of others or violate the law.

**CVG prohibits smoking, vaporizing, or using tobacco products of any kind while in a company facility or vehicle, except in areas designated for such use.**

Please refer to the Tobacco Products and Substance-Free Workplace Policy for additional information. The Substance-Free Workplace Policy also contains information about our Employee Assistance Program and other available resources.

## **HUMAN RIGHTS**

CVG endeavors to conduct our business in a way that respects human rights and the dignity of all people. We are against human rights abuses such as the exploitation of children, physical abuse, human trafficking and forced or slave labor. We do not use child or forced labor in any of our global operations or facilities.

CVG respects and complies with all applicable minimum age laws for employment, and we do not permit workers under the age of 18 to perform hazardous duties. For more information, please see our Human Rights Policy.

## **PROTECTING THE ENVIRONMENT**

CVG is committed to the protection of the environment and the conservation of natural resources.



We seek to ensure our workplaces are energy efficient, environmentally sound, sustainable and compliant. CVG is subject to legal and regulatory standards for environmental protection that vary by country and region. We work to comply with these requirements everywhere we operate.

## **CHARITABLE AND POLITICAL ACTIVITIES**

CVG encourages our associates to support our communities and to participate in the civic process using our personal time or money. Our associates' involvement in charitable or political activities must be on your own behalf and not on behalf of CVG. CVG generally cannot reimburse an associate, for money or personal time contributed to political campaigns or political action committees.

The rules regulating political activity by our company and by our associates are complex, so you need to get the approval of the Legal & Compliance Department before you contact government officials on behalf of CVG about laws, policies, and programs, or before providing any gifts or entertainment, including travel and accommodations, to government officials. For more information, please see the Political and Civic Affairs Policy.

## PROTECTING OUR COMPANY

### COMPANY RESOURCES

To perform our jobs, we need to use CVG resources such as company equipment, facilities, money or the CVG logo. These assets must be used only for authorized activities, and not for personal or political use. We all have a responsibility to protect our company assets from loss, damage, theft, misuse and waste.

We also must use company computers, data and telecommunication resources lawfully and productively. Our personal use of company resources must be reasonable and not interfere with our daily work. We should not use our company's phones or information systems for activity that is illegal, racially or sexually offensive, or otherwise conflicts with our company policies.

### CONFIDENTIAL INFORMATION

While performing our responsibilities, we may handle financial data or other non-public information concerning CVG, our business partners or employees. We must take reasonable precautions when working with confidential information, such as:

- Being attentive where we discuss confidential information, especially when traveling;
- Disclosing confidential information only to people on a "need to know" basis and who are authorized to receive it;
- Sharing information with outside parties only if a non-disclosure agreement is in place; and
- Securing and encrypting information according to company procedures.

It is likewise important that we do not disclose any confidential information from our business partners, except as permitted under non-disclosure agreements with those partners.

Your responsibility to protect our confidential information continues even after you leave CVG. It is unethical to bring confidential information to a new employer or use it for personal gain after your employment ends.

All contractual commitments relating to confidential information must be honored, including those to former employers.



## DATA PRIVACY

CVG respects a person's right to privacy and protects the information entrusted to us by our employees, customers, and others with whom we do business. Many countries have laws that regulate how companies may use, transmit or handle personally identifiable data. If our job responsibilities grant us access to any personal data, we should:

- Collect and access personal information only for lawful purposes and with proper applicable notice and consent;
- Transmit it securely and only to those who are authorized to access this information, particularly if the information is being transferred between countries; and
- Use safeguards to maintain the information and dispose of it securely when it is no longer needed.

For more information, see the Employee Privacy and Safe Harbor Policies.







## **SPEAKING ON BEHALF OF OUR COMPANY**

It is important that the information the company provides to the public is accurate and consistent. As a publicly traded company, we must comply with regulations that deal with disclosures of our company's performance. There may also be events, such as crisis situations or company charitable activities, which may draw attention from the news media. It is essential that CVG communicates with the media only through designated spokespersons to ensure a consistent message and to avoid giving inaccurate information.

Unless you are authorized to speak on behalf of the company, you should refer any media or investor inquiries to Investor Relations or your supervisor. If you are asked to give a presentation on behalf of CVG, such as speaking at an industry conference, get approval from your supervisor before accepting the speaking engagement.

Each of us should remember that our comments on social media reflect on us personally and could reflect on CVG's reputation. When using personal social media accounts, we may identify ourselves as CVG employees, but should avoid appearing as if we are making statements on CVG's behalf.

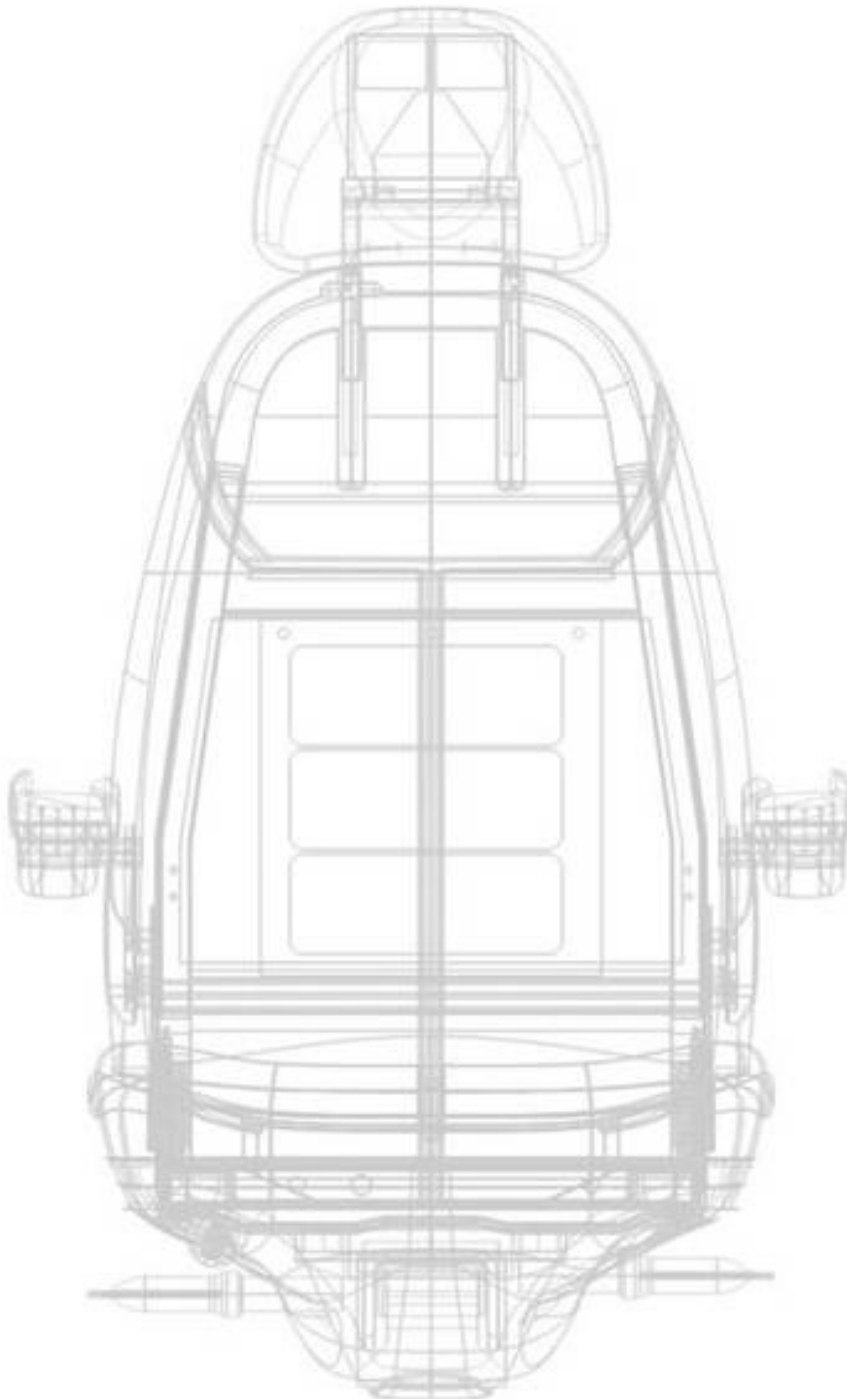
Do not share any trade secrets, unannounced financial results, or other non-public confidential information that could cause CVG or you to violate laws or company policies. Be thoughtful in your communications, and do not make negative comments about our customers or other business partners in social media.

For more information, consult our External Communications/News Media Policy.



## INTELLECTUAL PROPERTY

We must respect the laws regarding intellectual property, including patents, trade secrets, trademarks and copyrights, including fair use of copyrighted material owned by others. Failure to do so may expose our company to criminal and civil penalties and fines. If you suspect any infringement of our intellectual property, or have any questions, contact the Legal & Compliance Department.



## MAINTAINING FINANCIAL INTEGRITY

Our commitment to conduct business honestly and transparently includes our financial activity. We have a responsibility to take care of our resources and to be accurate and transparent about our operations and performance.

### FINANCIAL REPORTING

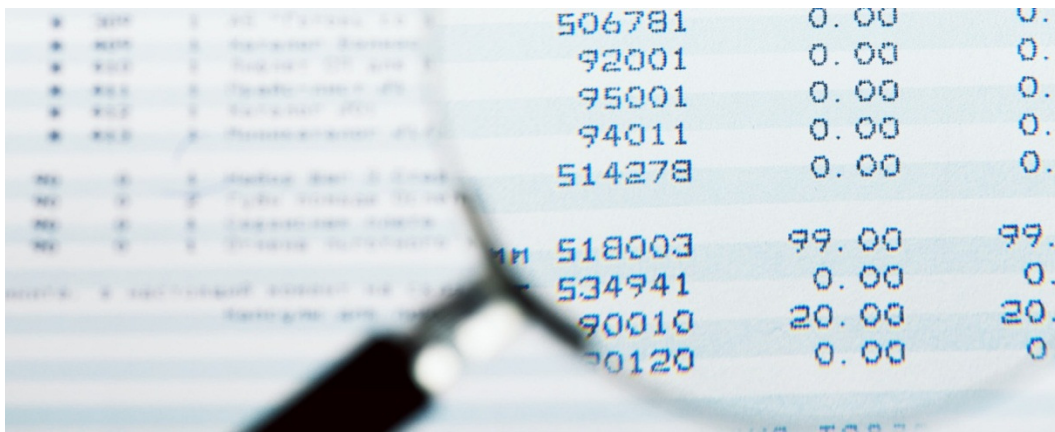
The general public, our investors and the government expect us to provide honest disclosures about our business, both financial and non-financial. Our books, records, accounts and financial statements should accurately and completely reflect our transactions. If you are involved in any aspect of preparing our financial statements, you must always follow our company's policies and procedures, internal controls, and generally accepted accounting principles. If you notice any inaccurate or misleading information in a company record, you should notify your supervisor, the Finance Department, the Legal & Compliance Department or the Ethics Line.

### RECORDS RETENTION

We are all responsible for complying with our records retention policy, which ensures that we maintain the business records we need to meet our commercial and legal requirements and properly dispose of records that we no longer need. In addition, we may be notified by the Legal & Compliance Department that certain documents or data in our control are relevant to a lawsuit, audit or government investigation and are subject to a legal hold. If so, make sure the records that are subject to the legal hold are protected and retained until the Legal & Compliance Department advises you that retaining them is no longer necessary. Please refer to the Record Retention Policy for additional information.

### BUSINESS EXPENSES

Our travel, entertainment and other expenses should further CVG business and follow our policies and procedures. Generally, such expenses are reimbursable, so we should neither lose nor gain financially as a result of company expenses.



506781	0.00	0.
92001	0.00	0.
95001	0.00	0.
94011	0.00	0.
514278	0.00	0.
518003	99.00	99.
534941	0.00	0.
90010	20.00	20.
90120	0.00	0.

When submitting or approving expense reports, we are responsible for ensuring that the expenses are reasonable, directly related to CVG business, and supported by receipts. We should always provide a detailed explanation for the expense (for example, the business purpose and the names of all guests who attended a business dinner; rather than just stating “dinner”) and submit our expense reports promptly.

If you're uncertain about whether you should submit an expense for reimbursement, check with your supervisor. Supervisors are responsible for reviewing the expense statements of their direct reports. If you are a supervisor, your approval of an expense report signifies that you agree that every expense on the report was an appropriate use of CVG's money. For more information, consult our Travel Policy.

## **INSIDER TRADING**

You may have access to material non-public information or “inside” information about CVG or other business partners. Examples of inside information include, but are not limited to, matters such as significant contracts, liabilities, major litigation, potential sales, mergers or acquisitions, development plans or activities, earnings, forecasts and budgets.

We are not permitted to use insider information or provide such information to others for securities trading purposes, a practice known as “tipping.” To use insider information for personal financial benefit or to “tip” others who might make an investment decision based on that information is unethical and potentially illegal. Questions regarding the Insider Trading Policy should be directed to the Legal & Compliance Department.

## CONDUCTING BUSINESS LAWFULLY AND ETHICALLY

### CONFLICTS OF INTEREST

One of our primary responsibilities while working for CVG is to act in our company's best interest. When other loyalties interfere with those of our company or are used to exploit your position within CVG for personal gains, it creates a conflict of interest.

Potential conflicts of interest might arise in a number of ways. In each of these situations, the rule is the same – avoid entering into a situation that creates, or appears to create, a conflict of interest. If there is a potential or actual conflict of interest, you have the responsibility to disclose it immediately to your supervisor, the Legal & Compliance Department, Human Resources, or the Ethics Line. Often, a conflict can be easily resolved by recusal from certain business decisions or reassignment of roles.

This section explains some common situations and how to address them.

- **Business relationships:** You may not conduct business on behalf of CVG with a member of your immediate family. You should also disclose situations where you may indirectly influence or affect our Company's business relationship with that person or company.
- **Financial interests:** You should disclose to the company if you or a member of your family owns more than one percent of the publicly traded stock of one of our competitors, customers, or suppliers. You may, individually, own stock of less than one percent of suppliers, customers, or competitors without disclosing it to the company, provided that you own the stock through a publicly traded mutual fund or bank investment portfolio.
- **Outside employment:** Working for a company that competes with CVG's interests can present a conflict. A conflict can also arise if you work for a company that doesn't compete with us but your outside job interferes with the time and focus on your CVG responsibilities. Therefore, if you are starting your own business or accepting outside employment, talk to your supervisor to make sure there is no conflict.



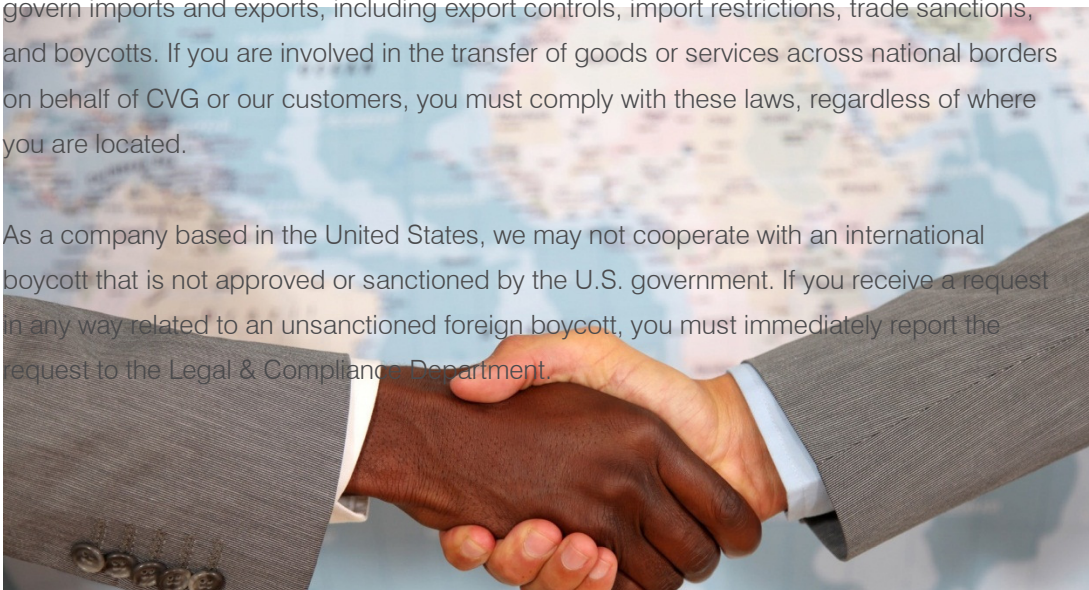
- **Board memberships:** A conflict can also occur when you join, or a member of your household joins an outside board of directors or accepts a similar advisory role for a corporation, trade association, or nonprofit organization. All board memberships, particularly those related to CVG business must be disclosed promptly and discussed with your supervisor.
- **Workplace relationships:** While having a relative, spouse or significant other work at CVG does not automatically create a conflict of interest; such personal relationships at work may create the appearance of one. This is particularly the case if you are in the same functional area or in a direct or indirect reporting chain. In that situation, you must disclose the relationship to your supervisor and Human Resources. CVG may change the work arrangements of either or both individuals involved.

Having a conflict of interest is not necessarily a violation of our policies, but failing to disclose the conflict is. A situation that previously didn't present a conflict of interest may present one, and vice versa. It is your responsibility to disclose potential conflicts each year if the circumstances are ongoing, and to keep the company informed if your circumstances change. For more information, see our Conflicts of Interest-Outside Employment and Conflicts of Interest-Participation in Outside Activities Policies.

## INTERNATIONAL TRADE

As a global company, CVG transfers products, services, and information around the world. Our business transactions are subject to various international laws and regulations that govern imports and exports, including export controls, import restrictions, trade sanctions, and boycotts. If you are involved in the transfer of goods or services across national borders on behalf of CVG or our customers, you must comply with these laws, regardless of where you are located.

As a company based in the United States, we may not cooperate with an international boycott that is not approved or sanctioned by the U.S. government. If you receive a request in any way related to an unsanctioned foreign boycott, you must immediately report the request to the Legal & Compliance Department.



## ANTI-CORRUPTION

CVG will comply with all applicable corruption laws wherever we do business. Regardless of local laws or customs, all CVG employees must also comply with the U.S. Foreign Corrupt Practices Act (FCPA), which prohibits the bribery of foreign government officials. Government officials include officials of international organizations, officials of political parties, candidates for political offices, and employees of a government or a state-controlled company ("Government Officials").

Never offer, directly or indirectly, any form of gift, entertainment or anything of value to any Government Officials or their representatives to obtain or retain business, influence business decisions, or other business advantages. Doing so may give the impression that you are offering or giving a bribe. Bribes and kickbacks often take the form of cash, gifts, entertainment, travel, or "consulting fees." All payments, gifts and entertainment intended for Government Officials must be pre-approved by the Legal & Compliance Department and honestly and accurately recorded in our books and records.

We must also make sure that anyone acting on behalf of CVG, including agents and contractors, shares our commitment to honest business practices. Know your business partners and raise concerns if you notice suspicious activity such as vague invoicing, unusually high commissions, or if the third party tells you that paying bribes or other improper payments is just "the way business gets done" in their country.

In the U.S., there are strict laws that generally prohibit giving any gifts and business courtesies, including travel and entertainment, to certain government officials and their employees. Additionally, state and local government officials in the U.S. are also subject to additional legal restrictions.

Before you offer any gifts or entertainment to any government official, including those in the U.S., or if you have any other questions on complying with anti-bribery laws, you should contact the Legal & Compliance Department and review our Anti-Corruption Policy.

## **GIFTS AND ENTERTAINMENT- NON-GOVERNMENT RELATIONSHIPS**

Exchanging business courtesies can enhance relationships and is customary in some cultures. However, we want to avoid offering or receiving any courtesies that could be seen as bribes or are in exchange for an improper business advantage. All gifts, whether given or accepted, must be modest in value, consistent with local standards and business customs, and compliant with local laws. Our Gifts and Entertainment Policy provides further guidance on acceptable gift practices. You can also contact your supervisor, Human Resources, the Legal & Compliance Department or the Ethics Line, if you have any questions on our policy.

## **ACCEPTING NON-GOVERNMENT GIFTS AND ENTERTAINMENT**

During your careers at CVG, we may be offered gifts or entertainment from a person or a company that does – or seeks to do business – with us. CVG generally discourages our associates from accepting gifts, and we may not accept cash or cash equivalents, such as gift cards. However, we may accept infrequent gifts of nominal value, such as mugs or pens, as well as occasional business entertainment. If you are offered gifts or entertainment valued at US \$100 or more, you must immediately disclose the offer to your supervisor and discuss the right way to handle the situation. Entertainment includes, but is not limited to, meals, invitations to attend sporting or music events, golf outings, vendor trips and other events. We should generally reciprocate in hosting meals and entertainment on a similar number of occasions. Remember that we are representing CVG, whether we are the recipient or provider of entertainment. Use good judgment when choosing or accepting entertainment, including making sure the entertainment complies with our policies.



We must never solicit gifts or entertainment from a current or potential business partner, either for ourselves or a family member. In some cases, you may be permitted to approach a business partner for a donation on behalf of the company for a CVG charitable event, but you should discuss this with your supervisor before doing so.

## **GIVING NON-GOVERNMENT GIFTS AND ENTERTAINMENT**

We want to be ethical when we give gifts and pay for meals or other entertainment on behalf of the company. We want to avoid the appearance that the gift or entertainment could be perceived as a bribe, so it's always best to keep business gratuities reasonable in both frequency and cost, and directly related to CVG business. It's always a good idea to keep your supervisor apprised of any gifts or entertainment you are planning to provide, due to potential tax and other considerations.

No matter which country you are located in, you cannot offer or give any gifts or entertainment to obtain or retain business unethically or unlawfully.

## **ANTI-MONEY LAUNDERING**

Money laundering is the process of concealing or disguising the proceeds of illegal activities so the funds look as though they came from legal sources.

We must ensure that CVG complies with all laws that govern money laundering by conducting business with reputable partners and following our payment procedures. Be aware of any abnormal payment demands, such as requests to do business with shell companies or cash payments. If you suspect money laundering activities, contact the Legal & Compliance Department, the Finance Department, or the Ethics Line.

## **ANTITRUST**

Most countries have laws that are meant to ensure fair competition among companies. Antitrust laws (also known as "competition laws" or "unfair trade laws") prohibit companies from entering into agreements that unfairly restrain competition.

When dealing with competitors, customers or suppliers, don't enter into any agreement or understanding, whether formal or informal, to set prices or other terms of sale; coordinate or "rig" bids; boycott a supplier or customer; allocate customers, products, or markets; or engage in any other activity that violates applicable antitrust or competition laws. Never discuss competitively sensitive information, such as prices, costs, supplier agreements, even in an informal setting such as a trade show, customer event or industry dinner.

We have a responsibility to comply with these laws wherever we do business and avoid conduct that might suggest a violation. Failing to do so may result in severe legal penalties for our company and criminal charges for you. Antitrust laws are complex and vary by country. If you have a question about how antitrust laws apply to a particular situation, you should consult the Legal & Compliance Department.

## **FAIR DEALING**

CVG believes in competing fairly and with integrity in the global marketplace, which includes dealing fairly with our competitors, suppliers and customers.

We believe we can compete and win business on the merits of our products, customer service and competitive prices, rather than unfairly disparaging the products or services of our competitors. You should never take advantage of anyone by manipulating or concealing information, abusing privileged information, misrepresenting facts or doing anything else that could be considered deceptive or unfair.

Be careful when collecting information about competitors, customers and vendors. We respect the rights of others to protect their confidential information, so you should never ask anyone to give you information that they should be keeping confidential. This includes any confidential information that a person may have about their current or former employer's business.



## RAISING CONCERNS

There may be times when you are hesitant to ask questions or raise concerns about a potential ethical violation, but that is exactly when we should speak up. If you reasonably believe that someone has violated or may violate a law or company policy, you should protect the company by bringing the issue immediately to your supervisor, the Legal & Compliance Department, the CVG Ethics Line, Human Resources, or Internal Audit.

By speaking up, we uphold our values and help solve issues before they become bigger problems.

## THE CVG ETHICS LINE

The CVG Ethics Line is a safe and confidential resource available to those who wish to apprise the company about a concern. The Ethics Line is administered by a third party and is available 24 hours a day, 7 days a week, including holidays.

You can raise an issue through the Ethics Line website at [www.cvgrp.com/EthicsLine](http://www.cvgrp.com/EthicsLine) or by using one of the local toll-free numbers listed on the website.

Due to privacy laws in certain countries and the European Union, the CVG Ethics Line may be limited to calls regarding financial, accounting, auditing, or corruption issues. In such countries, you may contact your supervisor or Human Resources manager to raise concerns or other issues.





## **NON-RETALIATION**

CVG does not tolerate retaliation or threats of retaliation against anyone who in good faith seeks advice, raises a concern, or participates in an investigation of potential misconduct. Examples of retaliation include disciplining, demoting or terminating an employee, or excluding them from meetings or other work activities.

We will protect the rights of those who advise the company of any potential illegal or unethical conduct involving CVG. If you believe you or others are the subject of retaliation, you should immediately notify, the Legal & Compliance Department, Human Resources or the CVG Ethics Line. For more information, see our Whistleblower Policy.

