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**SCOPE:** This Global Anti-Corruption Policy (“Policy”) applies to all employees of TriMas Corporation and its subsidiary companies (collectively, the “Company”) at all locations. The Policy also applies to all directors, officers, board members, stockholders, joint ventures, and any other individual or entities acting for or on behalf of the Company. All third parties, including distributors, sales representatives, agents, intermediaries, consultants, brokers, and joint venture partners (collectively, “Third Parties”) must be informed about 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.

**PURPOSE:** The Company is committed to maintaining an ethical business environment and conducting all business in compliance with the anti-corruption laws in all countries that the Company operates, including, but not limited to, the US Foreign Corrupt Practices Act (the “FCPA”), the Canadian Corruption of Foreign Officials Act, the UK Bribery Act 2010, PRC Criminal Law, and all other applicable anti-corruption laws.

**POLICY:**

**A. Anti-Bribery Requirements**


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 relations, even if made to a legitimate charity.

“Payments” include payments and reimbursements for personal or professional services, meals, travel, grants, sponsorships, professional meetings, product development services, in-kind services (e.g. use of aircraft), advertising, promotion, and marketing expenses or support, and royalties or other payments for transfer of documented intellectual property.

“Government Entities” refers to government-owned or controlled commercial enterprises, institutions, agencies, departments, instrumentalities, and other public entities (regardless if it is whole or partial ownership or control).

“Government Official” includes (1) officers and employees of Government Entities; (2) officers and employees of non-governmental international organizations (e.g. UN, the World Bank ); (3) any person with the responsibility to allocate or influence expenditures of government funds, including persons serving in unpaid, honorary, or advisory positions; and (4) political party officials and candidates for public


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office.

2. Anti-Bribery Prohibitions: All Company employees, as well as any person or entity working on the Company’s behalf, must not offer to make, or promise to make, payments (regardless of whether the payment is actually made) or give anything of value, directly or indirectly, to a third party, including any Government Official, to either (1) assist the Company in obtaining or retaining an improper business advantage, whether or not any benefit is received; or (2) cause a recipient to violate his or her duty of loyalty to his or her employer, or is likely to have that effect.

Prohibited payments specifically include:

- 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, but not limited to, providing any confidential, proprietary or competitor information that may provide the Company 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;
- Improper gifts, hospitality, or other non-monetary items that exceed the limits designated in the Foreign Official Hospitality Guidelines (**Attachment A**);
- Payments to influence any act or decision of a Government Official in his or her official capacity;
- Payments to influence the Government Official to abuse his or her power for private gain;
- Payments to induce a Government Official to perform or fail to perform any act;
- Payments inducing a Government Official to use his or her influence with a government or government instrumentality to affect or influence any act or decision of a government or instrumentality;
- Payments made outside the ordinary course of business to secure performance of an action of a Government Official—such “facilitation payments” can only


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be made with the express approval of the legal department;

- Gifts or entertainment provided to a regulatory, customs or otherwise similarly situated Government Official as an inducement to take action or refrain from taking action that will 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;
- Political contributions; and
- Promotional and marketing expenses that are not in compliance with the Foreign Official Hospitality Guidelines attached as **Attachment A**.

**B. Books and Records Requirements:** As a United States issuer of securities, the Company must make and keep books, records, and accounts that in reasonable detail, accurately and fairly reflect the Company's transactions and assets. It must maintain an adequate system of internal accounting controls. No accounts may be kept "off-book" in order to facilitate or conceal improper payments. All expenditures, gifts, educational items, hospitality, charitable donations, and all other payments must be accurately and reliably reported and recorded. All accounting records, expense reports, invoices, vouchers, and other business records must be accurately and fully completed, properly retained, and reliably reported and recorded in a timely manner. Undisclosed or unrecorded funds, accounts, assets or payments must not be established or retained for any purpose. Circumventing or evading, or attempting to circumvent or evade, Company controls is prohibited.

In connection with dealings with public officials and with other international transactions identified in this Policy, employees must obtain all required approvals from the legal department and, when appropriate, from Governmental Entities. Prior to paying or authorizing a payment to a Government Official, Company employees or agents should be sure that no part of such payment is to be made for any purpose other than that to be fully and accurately described in the Company's books and records. Personal funds must not be used to accomplish what is otherwise prohibited by Company policy.

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C. **Third Party Selection Requirements:** In many instances, the use of a local sales agent, consultant, distributor, or joint 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. As discussed above, payments made by agents or intermediaries on the Company’s behalf are considered a payment under applicable anti-corruption laws. 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. For this reason and because payments made to a local agent can be significant, there is a need to be sensitive to potential abuses. The Company should be careful to avoid situations involving Third Parties that might lead to a violation of anti-corruption laws and this Policy. It is much better not to hire an agent or consultant, for example, than to conduct business through the use of a third party's questionable payments.

Therefore, prior to (i) retaining any agent, representative, consultant, or other third party contractor, or (ii) entering into a joint venture (collectively, “third-party contractors”) where the third party contractor acts on behalf of the Company with regard to foreign governments and international business development or retention, the Company will perform proper and appropriate due diligence and obtain from the third-party contractors certain assurances of compliance.

Such due diligence should include where available:

- checking public sources of information, including any published press reports concerning the agent, the commercial attaché at the foreign embassy in the relevant foreign country and/or relevant country desk officers at the U.S. Department of State and U.S. Department of Commerce;
- checking with business references provided by the potential third-party contractors;
- interviewing the third-party contractor; and
- obtaining information from institutions (banks, accounting firms, lawyers) in the third party contractor’s country of operations.

A file should be maintained documenting the due diligence efforts undertaken in relation to the retention of each and every third-party contractor. All third-party contractors must be identified and selected on the basis of objective and written evaluation criteria, e.g., a partner should be selected on the basis of identifiable commercial and technical competence and not because he is the relative of an important government official. A written agreement

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must be entered into prior to doing business with any third-party contractor, which must be approved by the Company's legal department. Although the terms of such agreements may vary based upon the relationship between the parties, the relevant transaction, and the local jurisdiction, each written agreement shall attach and incorporate the Terms and Conditions of Ethical Business Practices contained at **Attachment B** to this Policy and each third-party contractor must agree in writing to abide by same.

**Attachment C** of this Policy is a list of Red Flags to be aware of when retaining and doing business with third-party contractors. The presence of any of these Red Flags should be brought to the attention of the legal department. The Company should not retain or do business with any third-party contractor where any of the listed Red Flags are present without legal review and written approval of the Company's legal department.


- D. Local Law Requirements:** 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 its agents operating in that country or region must fully comply with the more restrictive requirements.

**REPORTING RESPONSIBILITY:** It is the individual responsibility of each officer, employee, and agent of the Company, to ensure strict compliance with this Policy. Any officer or employee who suspects or becomes aware of any violation of this Policy shall report the violation to his or her supervisor, who will immediately advise the legal department. Alternatively, questions or concerns can be communicated through the toll-free helpline or via the helpline website [www.tnwinc.com/trimascorp](http://www.tnwinc.com/trimascorp). These reports may be made anonymously, if local law permits.

All such reports will be treated as confidential and be used only for the purpose of addressing the specific problem reported. Such reports will be shared by Company management and other authorized individuals only on a need-to-know basis. Unless acting in bad faith, Company employees will not be subject to reprisals for reporting information about potential violations.

**AUDITING AND MONITORING:** The Company will periodically audit and monitor compliance with this Policy through scheduled, as well as random, anti-corruption compliance assessments and other monitoring initiatives, both internal and external. All Company employees will be required to execute periodic certifications of Policy compliance, as well as attend, and successfully complete, training related to anti-corruption.

**PENALTIES AND CONSEQUENCES:** Each Company employee is responsible and accountable for adhering to this Policy. Violations of this Policy can result in criminal and civil exposure for the Company and each Company employee involved, including imprisonment and other severe financial penalties. The Company may not reimburse fines imposed on an individual.


 The logo for TriMas Corporation, featuring a stylized 'T' composed of three triangles (green, blue, and grey) to the left of the word 'TriMas' in a bold, sans-serif font.	Effective Date: June 1, 2017	Last Revision Date: July 1, 2011
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In addition to civil and criminal penalties, a person or company found in violation of anti-corruption laws may be precluded from doing business with the relevant government denied an export license.

Employees found to be in violation of this Policy will be subject to disciplinary action up to, and including, termination of employment.

If you have questions or problems concerning this Global Anti-Corruption Policy, you can contact the Company's legal department at:

TriMas Corporation  
General Counsel  
39400 Woodward Avenue, Suite 130  
Bloomfield Hills, MI 48304  
Telephone: (248) 631-5497  
Facsimile: (248) 631-5413  
[generalcounsel@trimascorp.com](mailto:generalcounsel@trimascorp.com)

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**Attachment A**  
**Foreign Official Hospitality Guidelines**

All hospitality offered on behalf of TriMas Corporation and/or its subsidiary companies (collectively, the “Company”) must be directly related to the Company’s business, i.e., the sale of its products and services, or otherwise directly in support of the Company’s business interests. Hospitality in all cases must be reasonable in amount, must be offered in good faith only in connection with the promotion, demonstration or explanation of Company products or services or the execution or performance of a contract with a foreign government or agency, and must be lawful under applicable local law. In no event may any hospitality be offered or provided in return for any favor or benefit to the Company. Even permissible hospitality may give the appearance of impropriety if offered frequently related to the same individual or to more than one foreign official for the same purpose.

**Plant Visits:** Unless otherwise provided in these Guidelines, in the case of plant visits or similar activities by foreign government officials or employees which will involve the Company paying airfare or lodging expenses for such officials, the Company shall send invitations and/or itineraries to the foreign officials to inform them, to enable consultation with superiors, and to afford them the option to decline. The Company also will obtain prior written approval or confirmation from the invitee’s superior or other authorized official or prepare a file memorandum of relevant conversations in this regard. If this is not practical in connection with very senior invitees, the legal department shall obtain a written legal opinion from in-country counsel that specifically addresses the particular circumstances of the visit. In the case of plant visits that are specifically required by the terms of a contract with a foreign government customer, prior written approval or confirmation from the invitee’s superior or other authorized official is not required, but all hospitality expenses related to any such visit shall be subject to these Guidelines.

In no case will payment or reimbursement be made directly to the individual official incurring the expense. Such payment or reimbursement shall be made to the foreign government or agency involved by wire transfer to an account held by the relevant government or agency in that country. If payment by wire transfer is not possible, payment may be made by check. If payment by check is not possible, payment may be made by cash only with prior approval by the relevant division finance officer or comparable position. All payments must be properly documented and must identify the payee and reason for the expense and include original receipts.

**Expenses Related to Special Functions:** Refreshments, meals or mementos of reasonable value and otherwise in accordance with these Guidelines which are furnished in connection with trade shows, association meetings, official governmental functions, or ceremonial, commemorative or celebratory functions such as airplane rollouts, deliveries, or demonstrations are permissible. For such events or occasions to which foreign government officials or employees from three or more

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countries are invited, in-country counsel opinions will not be required with respect to the foreign government officials' or employees' participation, provided the refreshments, meals or mementos to be offered are of reasonable value and otherwise strictly in accordance with these Guidelines, and are not offered improperly to influence any official decision. However, notification of such events shall be made in writing to the legal department at least 15 days in advance of such event. The notification shall generally describe the event, the per person cost of the refreshments, meals and mementos offered, and any other relevant aspects of the event.


**Cash gifts to foreign officials are not permitted under any circumstances.** Per diem payments are similarly prohibited, except where expressly provided for in a written contract with a foreign government customer. In such case, per diem payments shall be paid strictly in accordance with the contract requirements. Such payments should be made by wire transfer to the designated account of the government or agency in the country where that entity located. If payment by wire transfer is not possible, payment may be made by check. If payment by check is not possible, payment may be made by cash only with prior approval by the relevant division finance officer or comparable position. Any such per diem payment must be properly documented and must identify the payee and the nature of the payment in accordance with the contract requirement.

**Other Expenses:** Unless otherwise provided in these Guidelines, product models or pictures of little or no intrinsic value bearing the Company logo or other items of low value (in no event more than U.S. \$100) distributed for advertising or commemorative purposes are permitted. Gifts valued over \$100 must have the prior written approval of the legal department. Whenever appropriate, a gift should be made to the customer organization and not to an individual.

Use of Company aircraft to transport foreign officials is prohibited unless prior written authorization is obtained from the legal department. Other transportation may be approved, after legal review, on a case-by-case basis.

Prior written approval by the legal department is required for any hospitality offered that does not comply with these Guidelines or if offered to any accompanying individuals, including, but not limited to, the spouse and/or children of a foreign official.




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**Attachment B**  
**Terms and Conditions of Ethical Business Practices**

The following terms and conditions must be attached to and incorporated into every written agreement between TriMas Corporation and/or its subsidiary companies (collectively, the “Company”) and any sales agent, representative, consultant, distributor, or joint venture business partner (collectively “third-party contractor”) who act on behalf of the Company with regard to international business development and retention and agreed to in writing by any such third-party contractor.

1. The third-party contractor hereby represents and warrants that:
  - a. In carrying out its responsibilities under the Agreement, the third-party contractor and its owners, partners, officers, directors, employees, or agents thereof have not and will not pay, offer, promise, or authorize the payment, directly or indirectly, of any monies or anything of value to any government official or employee, or any political party or candidate for political office for the purpose of influencing such official’s acts or decisions to obtain or retain business.
  - b. No owner, partner, director, officer, shareholder, principal, employee or agents of the third-party contractor shall pay, offer, promise, or authorize the payment, directly or indirectly of any monies or anything of value to another organization, corporation or other entity for the purpose of gaining an unfair advantage for the Company.
  - c. No owner, partner, director, officer, principal, employee or agent of the third-party contractor has been convicted of any offense involving fraud, corruption or moral turpitude.
  - d. No owner, partner, director, officer, principal, employee or agent of the third-party contractor or of any affiliate company of the third-party contractor is or will become an official or employee of the government during the term of this Agreement without the prior written approval of the Company.
  - e. No rights or obligations of, or services to be rendered by, the third-party contractor under the Agreement shall be assigned, transferred or subcontracted to any third party without the prior written consent of the Company.
  - f. The third party contractor is not listed by any government agency as debarred, suspended or proposed for suspension or debarment.

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2. Unless otherwise agreed by the parties, all payments due to the third-party contractor under this Agreement shall be made by bank wire transfer to the bank account of the third-party contractor at a designated bank in the country where the third-party contractor resides or renders service.
3. Unless otherwise agreed by the parties, all payments made by the third-party contractor on the Company's behalf will be made by the third-party contractor to an established bank account in the country where the activities take place. No payments shall be made by the third-party contractor on the Company's behalf in cash or by check.
4. The third-party contractor shall maintain accurate books and records of all transactions made on the Company's behalf, including the amount and purpose of each transaction.
5. In the event the Company has reason to believe that a breach of the Terms and Conditions of Ethical Business Practices has, or may have, occurred, the Company shall have the right to audit the third-party contractor in order to satisfy itself that no breach has occurred. Upon request by the third-party contractor, the Company shall select an independent third party to conduct an audit in order to certify to the Company that no breach has occurred or will occur. The third-party contractor shall fully cooperate in any audit conducted by or on behalf of the Company.
6. In no event shall the Company be obligated under this Agreement to take any action or fail to take any action that the Company believes, in good faith, would cause it to be in violation of law, including relevant anti-bribery laws such as the U.S. Foreign Corrupt Practices Act and the UK Bribery Act 2010.

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**Attachment C**  
**Red Flags in Using Third Party Contractors**

There are a number of red flags to be aware of when retaining or doing business with any third-party agent, consultant, representative, distributor or joint venture business partner (collectively “third-party contractor”), including the following:

- The third-party contractor is less than forthcoming with information requested during the due diligence process;
- The third-party contractor has a questionable reputation in the business community;
- The third-party contractor or a director, shareholder or employee of the contractor, has family or business ties to a government official;
- The third-party contractor is recommended by a foreign government customer;
- The third-party contractor insists that his identity not be disclosed;
- The third-party contractor refuses to expressly certify compliance with the Anti-Corruption Policy and the Company’s Terms and Conditions of Ethical Business Practices;
- The amount of the payment requested is substantially above the going rate;
- The third-party contractor requests commission up-front for him to “get the business” or “make the necessary arrangements”;
- A method of payment is suggested that could be considered unusual for a business transaction such as: (i) payment in cash; (ii) payment made to a third country; or (iii) payment made to a third party;
- The third-party contractor has undisclosed principals, associates or subcontractors with whom fees or commissions are split;
- The proposed agreement is illegal under local law;
- The third-party contractor makes statements that bribery is a “way of doing business” in the country in question; and/or
- The third-party contractor makes reference to political or charitable contributions as a way

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of influencing official action.

Should any of these red flags be present, do not retain or do further business with that third-party contractor without consulting with and obtaining the written approval of the Company's legal department.