

Statement of Purpose

This Code of Conduct and Ethics sets forth the basic principles we are committed to with respect to our dealings with all our stakeholders and also acts as a guide to assist our Employees in meeting the ethical standards reflected in the Code. The Senior Management of Litens Automotive Group (“Litens”) has adopted this Code of Conduct and Ethics to highlight our commitment to a company culture rooted in fairness, integrity, honesty and concern for people.

Scope of Application

This Code applies to all our management and employees on global basis and will be promptly and consistently enforced. Failure to comply will lead to disciplinary action, proportionate to the breach. In the case of a serious breach, an Employee may be dismissed for just cause. Our consultants, independent contractors, agents and other representatives will be required to meet the same ethical standards as our Employees and will face the same types of consequences, up to and including termination of any consulting, contract, agency or representative relationship with us. All Employees are expected to be familiar with the code and to adhere to those principles and procedures set forth that may apply to them.

Conducting Business within Appropriate Laws with Integrity, Fairness and Respect

We believe in complying with both the letter and spirit of applicable laws, rules and regulations in the jurisdictions in which we conduct business. Our Employees will not engage in unfair or illegal trade practices or violate the laws of the jurisdictions in which we conduct business.

We firmly believe in conducting business with integrity, honesty and fairness, in all countries where we operate. Our Employees will respect and act in a manner sensitive to the cultures and customs of the countries in which we operate as well as the communities and environment where we conduct business.

Our Employees will not, directly or indirectly, offer bribes, kickbacks, or other similar payments, nor promise any other improper benefit for the purpose of influencing any customer, supplier, public official or any other person, nor will they, directly or indirectly, accept bribes, kickbacks or any other improper benefit which could influence or appear to influence them in the performance of their duties, provided that any payments which are permissible under applicable law are not prohibited under this Code. Reasonable business entertainment and gifts or favours of nominal value or those which are appropriate in the circumstances will not be considered a breach of our commitment to fair dealing, as long as such entertainment or gifts are consistent with business practice, not intended as an inducement, not contrary to applicable law, customer(s) policies and will not embarrass us or our employees if disclosed publicly. Any gift to be received above the value of \$100 Canadian equivalent must be disclosed to the Employee’s immediate supervisor prior to acceptance.

All Employees shall conduct their private and personal activities in a manner that does not conflict with the business interests of Litens.

Employment Practices

We are committed to foster an environment where Employees are consistently,

- treated fairly;
- developing themselves;
- made to feel valued, and
- safe

while complying to all legal standards and remaining competitive in the market place.

We encourage all our Employees to take responsibility for their work, to be flexible and open minded, to find enjoyment and satisfaction in their work, and to be proud of Litens.

We are committed to providing competitive wages and benefits as compared to local market conditions, including where available local companies in the same industry with comparable processes.

We respect local laws and standards in each jurisdiction we operate in with respect of employees' right to freedom of association and collective bargaining.

We will ensure that employees are not subject to working hours that exceed allowable hours in each of the jurisdictions we operate.

Protection of Personal Information

We are also committed to protecting personal information relating to our employees and other stakeholders. Such information will only be collected, used and disclosed for legitimate business purposes and in administering the working relationship, such as administering employee wages and benefits, for discipline purposes or as otherwise required by applicable law. We will comply with all applicable privacy and data protection legislation in force from time to time. Further information regarding our employee data protection practices can be found in our Employee Handbook.

Respect for Human Rights

We support and respect the protection of international proclaimed human rights within our sphere of influence and will ensure that we are not complicit to human rights abuses. We will foster a work environment that is free from discrimination, harassment, intimidation and hostility of any kind.

We practice the principle of equal employment opportunity without regard to race, religion, age, gender, disability, sexual orientation, nationality or political affiliation, or any other personal characteristic protected by applicable law. We expect our suppliers / partners to follow the same standards. We will not tolerate any form of forced, compulsory or child labor in our sphere of influence.

Environment, Health and Safety

We are committed to work with our Employees and business partners in order to create and maintain a safe and healthy working environment that meets or exceeds industry standards and regulations in all jurisdictions in which we perform business activities.

We will conduct our business in an environmentally responsible manner in accordance with the appropriate legislation and regulations in each of the jurisdictions we operate and strive to meet or surpass the environmental performance requirements of international standards governed by ISO 14001.

We support avoiding materials and methods posing environmental and health risks when alternatives are available and we will work to minimize the impact of our operations on the environments in which we operate.

Avoidance of Conflicts of Interest

We expect our Employees to honor their duty of good faith and fidelity, and to perform their duties in a manner which seeks to ensure our best interests ahead of their own interests. We further expect that our Employees will:

- not take advantage of any business opportunity discovered through the Employee's position or through the use of our property or information;
- not use their position or our property or information for personal gain;
- not compete with us; or
- not take any steps which involve or create the appearance of a conflict of interest.

Use of Confidential Information

We expect our Employees to treat as confidential all trade secrets and proprietary information relating to us and our customers and suppliers. We also expect that our Employees prevent misuse or improper disclosure of confidential information relating to other Employees.

Corporate Policies

In addition to the corporate policies referred to in this Code, we maintain a variety of policies, procedures, and guidelines governing various matters, and we expect our employees to abide by them.

Responsibility of Management and Employees

It is the responsibility of Litens Automotive Group's Management to communicate and demonstrate the content as well as the spirit of this document within their organizations. Reports of violation of this Code may be done anonymously and confidentially to Litens General Counsel for the Partnership for investigation and appropriate action. Reports can be lodged in any of the business languages used at Litens locations across the world. In addition to E-mails and phone messages, **employees may directly mail their report to the address indicated below.**

Litens General Counsel for the Group, Alex Porat

Phone: 905 850-4851

Email: actionresponseline@litens.com

Address: 730 Rowntree Dairy Road, Woodbridge, ON., CANADA L4L 5T7

Litens General Counsel for the Group will not disclose the identity of the person(s) reporting suspected misconduct unless the individual(s) consents to disclose or required by law. The individual(s) will not be discriminated against because of lawful acts in furtherance of this policy.

This Code of Conduct has been approved and adopted by Senior Management and can only be amended or waived by the same. Any amendments or waivers shall be disclosed.
