

# VOLKSWAGEN

GROUP OF AMERICA



VW CREDIT, INC.



Volkswagen Group of America, Inc.  
Code of Conduct

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## **1. Application**

The Code of Conduct applies to all employees, contractors and on-site business partners, collectively referred to as “employees”, of Volkswagen Group of America, Inc. and all of its direct and indirect subsidiaries and organizational units including, without limitation, Audi of America, Automobili Lamborghini America, Bentley, Bugatti, VW Credit, Inc. and Volkswagen Group of America Chattanooga Operations, LLC.

## **2. General Conduct Requirements**

### **Responsibility for the Reputation of VWGoA**

The reputation of VWGoA is determined in large part by the demeanor, actions, and behavior of each individual employee. Inappropriate behavior by just one employee can cause serious damage to the organization.

Employees must observe the highest standards of integrity and avoid any action that is, or may appear to be, inconsistent with these standards. When an employee has questions as to the propriety of an action he or she may take, the employee should consult with his or her supervisor, or the Governance, Risk and Compliance (GRC) department, the Human Resources department or the Office of the General Counsel.

### **Responsibility for Basic Rights and Principles**

The Company respects internationally recognized human rights, and supports the observance of these rights and acts in accordance with all applicable laws.

The Company rejects all deliberate use of forced or compulsory labor. Child labor is prohibited.

### **Equal Opportunity and Mutual Respect**

VWGoA is an equal opportunity employer. The Company recruits, hires, trains and promotes the most qualified people into all job levels without regard to age, race, color, religion, sex, national origin, marital status, sexual orientation, gender identity or expression, pregnancy disability, or any other protected characteristic. Similarly, all other personnel matters are administered in accordance with the Company's Equal Employment Opportunity Policy (HR-02).

All employees have the right to work in an environment that is non-discriminatory and free of any harassment that interferes with one's work performance or that creates an intimidating, hostile or offensive work atmosphere. Harassment of any kind is absolutely prohibited. Employees are expected to treat each other with respect and professional courtesy.

### **Employees and Professional Development**

The Company creates an environment which provides personal and professional prospects for all employees, in which exceptional performance and results can be achieved and which promotes employability of employees. The Company invests in the skills and competence of its employees.

Each employee must maintain high personal standards for themselves, their performance and their health, and must actively participate in their own ongoing professional development.

## **Management Culture and Collaboration**

As part of his or her responsibilities, every manager must set an example and act in strict accordance with the Code of Conduct. By providing regular information and instruction about the relevant responsibility and authority for each work area, managers can help promote behavior by their employees that conforms to the Code of Conduct. Managers will trust their employees, agree on ambitious and realistic goals, and give employees as much personal responsibility and freedom of action as possible. Managers are encouraged to recognize employees' achievements.

In the context of leadership responsibility, managers must guard against unacceptable conduct. Managers are responsible for ensuring that no violations of rules occur in their area of responsibility that could have been prevented or minimized through appropriate supervision.

Trust and cooperation are fostered by mutual and open sharing of information and support. Managers and employees should inform each other about facts and business matters relevant to their respective responsibilities to allow effective action and decision-making. Knowledge and information should be communicated promptly, undistorted and completely in order to promote cooperation.

### **3. Avoiding Conflicts of Interest and Corruption**

#### **Conflicts of Interest**

An employee's responsibilities for the Company must not create conflicts between his or her private interests and the interests of VWGoA. Therefore, it is imperative to avoid situations where conflicts of interest could arise. In performing their job responsibilities, employees must act solely for the Company's benefit. Employees and their Immediate Family (defined for purposes of this policy as the employee's spouse, domestic partner, children, parents, siblings, spouse's or partner's children, parents or siblings) must avoid any financial or other relationship which presents, may present, or may appear to present, a conflict between the Company's interests, on one hand, and the personal interest of the employee or the employee's Immediate Family member, on the other hand.

Upon hiring, all conflicts or potential conflicts must be disclosed to the employee's supervisor/manager or to the Human Resources Department or to the Office of the General Counsel during the onboarding process. Employees are obligated to update their Conflict of Interest status should any changes occur.

#### **Secondary Employment**

All employees have a duty to devote themselves to carrying out the tasks assigned to them to the best of their knowledge and ability. Secondary employment that impairs the fulfillment of this obligation is not permitted. The Company supports and promotes volunteering and community activities of all employees.

#### **Interests in Other Companies**

Interests in other companies may create situations in which conflicts of interest may occur and must be disclosed. Examples of such conflicts of interest occur when an employee or any member of his or her Immediate Family is an employee of any dealer or supplier of the Company; or when an employee or any member of Immediate Family has any financial interest (excluding small investments less than 0.5% of the outstanding shares) in publicly traded companies, any competitor, dealer group, or supplier, or is providing managerial or consulting services to any competitor, dealer or supplier of the Company. In the event of a risk of conflicts of interest, these interests must be terminated.

#### **Combatting Corruption**

With the goal of a successful and sustainable business, VWGoA competes by focusing on the quality and value of its products and services. The Company supports national and international efforts not to

influence or distort competition through bribery, and rejects corruption and any conduct detrimental to business.

No employee may use the business connections of the Company for his or her own benefit or for that of another or to the disadvantage of the Company. This means, in particular, that employees may not grant or accept impermissible personal benefits (e.g., money, tangible assets, or services) that are intended to influence a decision on behalf of the Company.

To avoid legal consequences for VWGoA employees must always take the initiative to inform themselves about the internal rules before giving or receiving gifts, extending or accepting invitations of business entertainment.

## **Business Gifts and Entertainment**

Situations may arise in which employees are offered gifts or invitations by suppliers, dealers or other customers of the Company. Because the receipt of such gifts or invitations may, or may appear to, have an impact on an employee's ability to act solely for the benefit of the Company, it is the Company's policy that no employee, nor any member of his or her Immediate Family can accept any gifts or gratuities of more than a token value, or any fees, compensation, or other financial favors, from any supplier, dealer, customer, or competitor of the Company or any agent acting on behalf of any supplier, dealer, customer, or competitor of the Company.

Business-related entertainment through special events, such as sporting events, golf outings, social dinner meetings, and other social events that are reasonable under the circumstance, may occasionally be accepted by Company employees, but only when appropriate for the furtherance of specific legitimate business objectives. Such entertainment must not be routine or frequent. Elaborate business-related entertainment (including, but not limited to, weekend or longer trips, the usage of transportation, lodging, or other assets provided by any customer, dealer, supplier, or competitor of the Company) must never be accepted under any circumstances. Tickets to high profile events or events for which tickets are difficult to obtain must also be declined if prior approval is absent.

Business gifts, invitations or entertainment, over a token value may not be given by the Company or any employee to any individual (including members of his or her Immediate Family) without prior proper approval.

Employees should consult applicable internal guidelines on the Giving and Receiving of gifts.

## **Approved Incentive Programs Exempted**

The limitations listed do not apply to items given to dealers as prizes and awards under documented and approved incentive programs of the Company.

## 4. Reporting Code Violation, Corruption and Conflicts of Interest

### Questions About Possible Conflicts

Employees should contact their supervisor or human resources if there is any doubt about the best, most ethical and appropriate course of action in a particular situation. The supervisor and/or human resources, in turn, must review the matter with the Governance, Risk and Compliance (GRC) department or Ethical Standards Committee for a determination of whether a conflict exists.

### Ethics Hotline: 1-888-228-7317

The Company actively promotes honest and ethical behavior in all of its business activities and utilizes an "open-door" policy. The Company encourages employees and contractors to promptly report violations or potential violations of this Code to the Compliance Officer. Employees are obligated to seek help or advice upon suspicion or legal uncertainty about the existence of corruption or white-collar crime. Any employee who has knowledge of, or information concerning a past or present violation or possible violation of any law, regulation, policy or provision of this Code, or has knowledge or information indicating that such a violation may occur in the future, must promptly report such information to the Company's Compliance Officer, the Office of General Counsel, or the Ethics Hotline.

In addition, all employees, contractors, suppliers or business partners may also turn to the VWGoA Ethics Hotline upon discovering indications of corruption or unethical or illegal practices.

The anonymous hotline is available 24 hours a day, 7 days a week at **1-888-228-7317**.

The outside firm retained by VWGoA receives information and forwards it to the Company for investigation after an initial review and after approval by the informant. The name of the informant is only forwarded to VWGoA with the informant's consent. The initiation of the contact is thus strictly confidential.

### Non-Retaliation

Retaliation against employees who make good faith reports regarding potential violations of any company policies including the Code of Conduct is strictly prohibited. Any complaints of retaliation and any attempted or actual retaliatory action may subject the violator to disciplinary action.

## **5. Dealings with Business Partners and Third Parties**

### **Anti-Trust**

The Company is committed to dealing fairly with business partners as well as with third parties, and supports free and undistorted competition, based on compliance with competition and antitrust laws.

Each employee is obligated to comply with the requirements of competition and antitrust law. This means, for example, that no employee may conduct discussions with competitors in which prices or production capacities are addressed. Agreements with business partners and third parties about non-competition, or the submission of dummy tenders to requests for bids, or on the division of customers, regions, or production programs are also impermissible. Favoring or exclusion of contract partners is also impermissible.

Moreover, it is expected that our business partners fully exercise their own responsibility with regard to safeguarding fair competition.

### **Fair Trade Practices**

Federal and State law prohibit unfair, deceptive or misleading business practices. Employees should avoid any deceptive or misleading statements and advertisements.

Employees should further consult applicable internal guidelines on Anti-Trust and Fair Trade Practices.

### **Donations and Sponsorships**

The Company makes charitable donations with no expectations of consideration in return, and enters into sponsorships only to advance legitimate Company interests.

The Company makes monetary and material donations to establishments for science and education, for culture and sports, and social concerns. Donations are only granted to organizations recognized to be non-profit or that are authorized by special provisions to accept donations.

The awarding of donations must be transparent: the purpose, the recipient of the donation, and the receipt for the donation from the recipient must be documented and verified. No employee should propose donations that can damage the reputation of VWGoA.

VWGoA supports culture, education, science/technology and sports by sponsoring such related activities. Employees who wish to initiate sponsorships must make initial contact with the responsible office within the Company or Brand.

### **Political Contributions and Activities**

The Company does not seek to influence any government employee's judgment or conduct by promises of gifts or loans or by any other unlawful inducement. Business gifts, entertainment, or loans may not be given by the Company or any employee to any government official or employee.

Invitations to any government officials for events or conferences may be appropriate. Employees who wish to extend invitations to government officials for such events must consult with the Office of Government Relations beforehand.

The Company respects the rights of employees to participate in the political process. While employees are involved in personal, civil and political affairs, it must be made clear that employee views and actions are not those of VWGoA. Employees may not use VWGoA resources to support personal choices of political parties, causes, or candidates.

### **Lobbying Activities**

Lobbying activity on behalf of the Company is permissible but highly regulated by law. Employees must coordinate with the Office of Government Relations to ensure that such activities fully comply with the law and that VWGoA's lobbying efforts are coordinated before any communication with government officials on any issues that affect VWGoA.

### **Promotion of Interests**

The Company respects and observes the principles of free expression of opinion, the right to information, the independence of the media, and the protection of personal rights. When endorsing any of VWGoA's products or services, i.e., expresses opinions, beliefs, findings or experiences concerning VWGoA's products or services on social media, employees must disclose their name and affiliation with VWGoA.

### **Public Communications and Social Media**

The Company has an obligation to provide complete and accurate information to the news media. Because only certain employees have the information and training to comply with this obligation, all inquiries regarding VWGoA activities, results, plans or its position on public issues must be referred to the Corporate Communications department.

Employees should further consult the Social Media policy for additional guidance.

## **6. Treatment of Information**

### **Privacy and Data Security**

The protection of confidential, secret, and personal data is one of the principles upon which we base our relationships with our employees (also former employees), job applicants, customers, suppliers, and other groups of individuals.

The Company collects, processes, and uses personal data only to the extent that such is necessary for defined, clear, and lawful purposes. Data is used in a way that is transparent for those concerned. The Company observes the right to information and correction as well as the right to possible objection, where blocking or deletion is protected.

Each employee is obligated to comply with the applicable privacy and data protection requirements as well as legal requirements and internal company policies on information security and to safeguard the confidential, secret, and personal data with which VWGoA is entrusted against improper use. The Company commits to upholding an appropriate standard of information processing and security. All components of information processing must be secured so as to safeguard the confidentiality, integrity, availability, and verifiability of information deserving protection and to prevent unauthorized internal or external use.

Employees should further consult applicable internal guidelines on Privacy and Data Security.

### **Confidentiality**

Employees are obligated to maintain secrecy regarding the business or trade secrets with which they are entrusted within the scope of the performance of their duties or have otherwise become known. Silence must be maintained regarding work and matters within the Company that are significant to VWGoA or its business partners and that have not been made known publicly, such as product developments, plans, and testing.

### **Record Management, Retention and Destruction**

VWGoA has a comprehensive records management policy with which employees must comply. Company records must be maintained or destroyed in compliance with the established record retention schedule. Employees must comply with all laws relating to records preservation. Documents or records that are subject to an investigation or which may be used in an official proceeding are not to be altered, concealed or destroyed.

Employees should further consult applicable internal guidelines on Record Retention.

### **Handling Insider Information**

Volkswagen Group companies with publicly traded shares must publish important share-price relevant information (information relating to the price of Volkswagen shares and shares of other Volkswagen Group companies) in accordance with applicable laws that govern capital markets.

Insider information is only made accessible to authorized individuals. No employee shall provide such information (tips) to family members or other individuals. No employee should trade on insider information with companies in which the Volkswagen Group holds an equity stake.

### **Reporting**

All Company reports, records, and statements are accurate, timely, comprehensible, comprehensive, and true. Periodic financial statements should be published punctually, and in accordance with national and international accounting regulations.

## **7. Occupational Safety and Health Protection**

### **Occupational Safety and Health Protection**

VWGoA is committed to the safety and health of all employees. The Company provides occupational safety and health protection consistent with federal regulations as well as based on the health protection and occupational safety policy of VWGoA. Through continuous improvements to the working environment and through a variety of preventative and health promoting measures, VWGoA preserves and promotes good health, productivity and employment satisfaction of employees.

Employees contribute to the promotion of their health and heed occupational safety and health protection requirements.

## **8. Environmental Protection**

### **Environmental Protection**

VWGoA develops, produces, and distributes automobiles around the world to preserve individual mobility. The Company bears responsibility for continuous improvement of the environmental tolerability of its products and for the lowering of demands on natural resources while taking economic considerations into account. Ecologically efficient advanced technologies are available throughout the world and are implemented over the entire lifecycle of VWGoA products. The Company is a partner to society with respect to the configuration of social and ecologically sustainable positive development.

Each employee must make appropriate and economical use of natural resources and ensure that activities have a limited effect on the environment as much as possible.

## **9. Protection and Proper Use of Volkswagen Group of America, Inc. Property**

### **Protection and Proper Use of Volkswagen Group of America, Inc. Property**

Each employee may use property of VWGoA only for business, unless private use is permitted by special rules. Each employee must treat all VWGoA property appropriately and with care and protect it against loss.

## **10. Handling the Code of Conduct**

### **Implementation**

It is Company policy to ensure that implementation does not give rise to a disadvantage to any employee as a consequence of compliance with the Code, and that appropriate responses are made to violations of the Code of Conduct. Assessment of violations of the Code of Conduct is controlled by the respective regulations applicable to VWGoA.

Furthermore, the Company supports and encourages business partners and suppliers to take the Code of Conduct into account in their own respective corporate policies.

### **Responsibility for Compliance**

All employees must comply with the laws, regulations, and internal rules applicable to their working environment and act in accordance with the Code of Conduct.

Any employee who does not conduct himself or herself consistently with the Code must expect appropriate consequences within the scope of statutory regulations and Company rules that can extend to termination of the employment relationship and claims for damages.

Each manager must ensure that each employee in his or her area knows and complies with the Code of Conduct. Furthermore, VWGoA will review compliance on a case-by-case and/or random basis as part of the auditing program.

The initial point of contact for any of employee who has questions or uncertainties regarding the Code of Conduct is his or her manager. Employees also have the following contact in the Governance, Risk and Compliance (GRC) department available for further questions:

Email: [GRC@vw.com](mailto:GRC@vw.com) or [GRC@audi.com](mailto:GRC@audi.com)

In addition, complaints and tips in connection with existing Company rules can also be directed to the GRC department or the Office of General Counsel.

# VOLKSWAGEN

GROUP OF AMERICA

© Volkswagen Group of America, Inc.  
Governance, Risk and Compliance  
2200 Ferdinand Porsche Drive  
Herndon, VA 20171  
USA



Email: [GRC@VW.com](mailto:GRC@VW.com) -or- [GRC@AUDI.com](mailto:GRC@AUDI.com)  
Internet: <http://up2speed.vwoa.na.vwg/resources/policy/index.htm>  
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