

## Global Integrity Policy Gifts, Entertainment and Anti-Corruption

### INTRODUCTION AND SCOPE OF POLICY

GM is committed to the highest level of integrity: integrity in the marketplace and in its interactions with government personnel. Corruption of any kind undermines GM's commitment to integrity and will not be tolerated. Even the appearance of impropriety in giving or receiving gifts, entertainment, or things of value can jeopardize GM's interests, and is inconsistent with this commitment. Violation of anti-corruption laws by employees of GM or its subsidiaries expose GM and its employees to fines and penalties, including imprisonment. GM may be held liable for *bribes*,<sup>1</sup> paid on GM's behalf by *Third Parties*, including dealers, suppliers, brokers and consultants.

To help you comply with the law, and avoid the appearance of improper conduct, this Policy explains what is permitted and not permitted when you give or accept gifts, entertainment, or any other thing of value. If you have any questions about this Policy, or a particular situation, seek guidance from the **Global Ethics and Compliance Center (GECC)**.

This Policy applies to:

- GM and all of its subsidiaries in which GM owns more than 50% of the equity interest, directly or indirectly, or in which GM exercises management control ("GM").
- All employees of GM including employees who are seconded to GM's non-controlled partners or JVs.
- Companies and employees of companies in which GM owns 50% or less, and does not exercise management control, based on a case-by-case determination by the GECC as to whether this Policy applies.

GM may adopt more restrictive local policies to be consistent with local laws, but only with the prior written approval of the Chief Compliance Officer or designee, and the Country Managing Director.

Exceptions to this Policy may be granted by the GECC on a case-specific basis, for unique circumstances not addressed in the Policy and only insofar as consistent with all applicable laws and regulations.

### I. RECOGNIZING AND AVOIDING BRIBERY

GM prohibits all bribes, including conduct you may not consider a bribe or even improper, but fits a legal definition of corruption. *Bribery* is generally the offering of *anything of value* to influence the duties of someone who works for a *Third Party* with which GM does business. Public corruption involves bribery of *U.S. and non-U.S. government officials*. Bribery of suppliers, dealers or other

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<sup>1</sup> Throughout this Policy, certain words and phrases appear in *italics*. These terms are defined in the Glossary.

private sector Third Parties is referred to as *commercial bribery*. Both forms are illegal and may subject you and GM to civil and criminal penalties.

To avoid corrupt conduct you should follow these basic principles:

1. ***Recognize the signs of bribery.***
2. ***Don't be tempted to cut ethical corners.***
3. ***Know the people you are dealing with.***
4. ***Know the deals you are getting into.***
5. ***Know the law, or get the answers from GM Legal.***

Help GM maintain its commitment to integrity and look for warning signs of risk or corruption in GM's ***Corruption Warning Signs Reference Chart***. If you suspect that a transaction might involve corrupt payments, immediately report this to the GECC, GM Awareline or other appropriate channel. Retaliation is prohibited against GM employees who in good faith report suspected violations of this Policy under ***Speak Up! GM's Non-Retaliation Policy***.

## II. THIRD PARTIES OTHER THAN GOVERNMENT OFFICIALS

### A. Accepting Things of Value From Third Parties

Gifts, entertainment and other things of value ("gifts") are often intended to build relationships.<sup>2</sup> Gifts that appear to compromise your ability to make fair business decisions create ethical issues. This section of the Policy explains when you may accept gifts from *Third Parties* such as vendors, customers, dealers and other business partners. Unless permitted under this Policy, you may not accept gifts from *Third Parties* who do or want to do business with GM.

#### 1. Approval thresholds

##### a. Value of \$50 USD or less (or local currency equivalent)

You may accept gifts from *Third Parties* that are of modest value (\$50 USD or less), provided the principles stated in Sections II.A.3-4, below, are satisfied. Prior approval is not required.

- Example: You are a marketing employee who travels to another city for business. One of GM's marketing firms is based there and you are visiting to work on a joint project with the marketing firm. While you are in town, the contact person for this marketing firm invites you to have a modest lunch. You accept.

##### b. Value of more than \$50 USD but less than \$150 USD (or local currency equivalent)

In order to accept gifts from *Third Parties* worth more than \$50 USD but less than \$150 USD, you must obtain written pre-approval from your immediate supervisor, or from the next level up supervisor who is not also a recipient of the gift.

Approval may be granted if the reviewing supervisor determines that acceptance furthers the legitimate business interests of GM and complies with the principles stated in Sections II.A.3-4, below.

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<sup>2</sup> For purposes of this Section II, please note that "gifts" is used to refer broadly to *anything of value*, including meals, entertainment, travel, or anything else of value to the recipient.

- Example: A group of GM dealers 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 \$100 USD. You believe that attending would have value for your relationship with the dealer group. Since your supervisor also wishes to attend, the two of you seek approval from the next-level supervisor, who ultimately approves the outing based on the principles of this Policy.

c. Value of \$150 USD or more per item or event; and items or events, from the same person or organization, with a cumulative value of \$500 USD or more in one calendar year (or local currency equivalent)

In order to accept gifts worth \$150 or more, you must obtain written pre-approval from your immediate supervisor, or from the next level up supervisor who is not also a recipient of the gift, and from your Regional Compliance Officer (RCO).

Approval may be granted if the reviewing supervisor determines that acceptance both furthers the legitimate business interests of GM and complies with the principles stated in Sections II.A.3-4, below, and if the RCO determines that these and any other relevant legal or compliance-related criteria are satisfied.

- Example: You are invited as a guest to a supplier golf outing organized as a charitable event. You know that the value of the tickets is \$150 USD or more. Therefore, you seek review and obtain approval from your supervisor and from your RCO.

## 2. Exception to the pre-approval requirement

Where this Policy requires pre-approval, but the circumstances render it infeasible 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 having received the gift. The request shall include an explanation of why it was not feasible to seek pre-approval.

## 3. General Principles for Accepting Gifts From Third Parties

In order to be accepted, a gift from a *Third Party* must be:

- Related to GM's legitimate business goals (which can include accepting reasonable business courtesies from *Third Parties*).
- Designed so as not to influence you, nor would it be perceived as influencing you, in performing your GM duties.
- Reasonable in value, appropriate to the occasion, and appropriate to the position and management levels of the provider and recipient. Extravagant or inappropriate meals or entertainment, including but not limited to any adult entertainment or gambling, may never be accepted.
- Not in cash or a cash equivalent (including gift cards), unless by virtue of a raffle, contest, or similar situation in which case special rules for those events apply, see Section II.A.4, below.
- Occasional; the frequency of receiving a gift from any one individual or organization must not raise any actual or perceived conflicts of interest or impropriety.
- Provided and received in an honest and transparent manner.

- If travel-related, compliant with ***GM's Travel and Expense Reporting Policy***.
- Compliant with local laws and regulations.

NOTE: You are prohibited from soliciting gifts from a *Third Party*.

#### 4. Special Rules for Certain Types of Events or Things of Value

The following additional rules apply to certain types of events or things of value, in addition to the General Principles and approval thresholds set forth above:

##### Gifts

Gifts generally should be vendor-branded or promotional in nature, rather than personal. Examples of gifts you should not accept include jewelry, clothes, cash or cash equivalents (except see provision on Prizes, Awards and Raffles in Section II.B.4).

##### Meals and Entertainment

If the thing of value involves a meal or entertainment, the *Third Party* must be present throughout.

##### Suppliers

If the *Third Party* is a supplier, then a thing of value should not be accepted from that *Third Party* while GM is in the process of tendering to, negotiating with or otherwise involved in a process that could give rise to a conflict of interest.

If you are offered *anything of value* that you may not accept under this Policy, you should politely explain GM's Policy and decline the offer.

### B. Offering or Providing Things of Value to Third Parties

This section of the Policy provides specific rules and guidance for determining whether it is permissible to offer or provide gifts, entertainment, travel expenses and other things of value ("gifts") to *Third Parties*, including customers, suppliers, dealers, and vendors, other than *U.S. or non-U.S. government officials*.

GM strictly prohibits you from offering *bribes*. Moreover, you may not offer or provide gifts to *Third Parties* unless you meet the specific requirements of this Policy.

#### 1. Approval thresholds

##### a. Value of \$50 USD or less (or local currency equivalent)

You may offer or provide gifts to *Third Parties* that are of modest value (\$50 USD or less), as long as the principles stated in Sections II.B.3-4, below, are satisfied. Prior approval is not required.

- Example: You are a VSSM employee who travels to another city for business. The president of the local dealers' association is based there. While you are in town, you invite this individual to dinner to catch up and talk about dealer issues and GM.

##### b. Value of more than \$50 USD but less than \$150 USD (or local currency equivalent)

In order to offer or provide gifts to *Third Parties* worth more than \$50 USD but less than \$150 USD, you must obtain written pre-approval from your immediate supervisor, or from the next level up supervisor who is not themselves also involved in offering the gift.

Approval may be granted if the reviewing supervisor determines that providing the gift both furthers the legitimate business interests of GM and complies with the principles stated in Sections II.B.3-4, below.

- Example: You have organized a roundtable event that is open to the media discussing current trends in hybrid and electric technology and GM's latest products in this area. You wish to provide to the attendees, including to the media participants, a miniature model of the latest Volt. The model is worth more than \$75 USD. You seek and obtain approval from your supervisor.

c. Value of \$150 USD or more per item or event; and items or events, to the same person or organization, with a cumulative value of \$500 USD or more in one calendar year (or local currency equivalent)

In order to offer or provide gifts worth \$150 USD or more, you must obtain written pre-approval from your immediate supervisor, or from the next level up supervisor who is not involved in offering the gift, and from your RCO.

Approval may be granted if the reviewing supervisor determines that providing the gift both furthers the legitimate business interests of GM and complies with the principles stated in Sections II.B.3-4 below, and if the RCO determines that these and any other relevant legal or compliance-related criteria are satisfied.

## 2. Exception to the pre-approval requirement

Where this Policy requires pre-approval, but the circumstances render it infeasible 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 having provided the gift. The request shall include an explanation of why it was not feasible to seek pre-approval.

- Example: A customer representative is in town to visit with GM. Your schedules are uncertain, so you do not make any plans outside of workday meetings. On the customer's 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 customer to dinner. The customer's meal ends up costing slightly more than \$50 USD. You seek approval from your supervisor afterward within five (5) business days.

## 3. General Principles for Providing Gifts to Third Parties

Gifts provided to a *Third Party* must be:

- Related to GM's legitimate business goals (which can include providing reasonable business courtesies).
- Designed so as not to influence a *Third Party*, nor would it be perceived as influencing the *Third Party*, in performing their duties for their employer or other fiduciary.

- Reasonable in value, appropriate to the occasion, and appropriate to the position and management levels of the provider and recipient. Extravagant or inappropriate meals or entertainment, including but not limited to any adult entertainment or gambling, may never be provided.
- Not in cash or a cash equivalent, unless by virtue of a raffle, contest, or similar situation occurring in the context of a marketing event or campaign, in which case special rules for those events apply, see Section II.B.4, below.
- Occasional; the frequency of providing a gift to a *Third Party* must not raise any actual or perceived conflicts of interest or impropriety.
- Provided and received in an honest and transparent manner.
- If travel-related, compliant with ***GM's Travel and Expense Reporting Policy***.
- Compliant with local laws and regulations.

If the *Third Party* informs you that they may not accept, or you otherwise know they are not permitted by their employer or other fiduciary to accept, then these restrictions must be respected.

Note that you may not use intermediaries – such as dealers, vendors, brokers, clearing agents, consultants, or travel agents – to offer gifts to a *Third Party* not permitted under this Policy, or continue using an intermediary if you know or should know that the intermediary offers gifts to *Third Parties* not permitted under this Policy.

#### 4. Special Rules for Certain Types of Events or Things of Value

The following additional rules apply to certain types of events or things of value, in addition to the General Principles and approval thresholds set forth above:

##### Gifts

Gifts generally should be GM-branded or promotional in nature, rather than personal. Examples of gifts that you should not give to *Third Parties* include jewelry, clothes, cash or cash equivalents (except see provision on Prizes, Awards and Raffles, below).

##### Meals and Entertainment

If the thing of value involves a meal or entertainment, you must be present throughout.

##### Prizes, Awards and Raffles

Contest prizes, awards and raffle items may be offered if part of a GM-approved marketing event or campaign. This includes gift cards, if they are provided as part of such a campaign and they meet other requirements of this Policy. Contests, raffles and other similar events must comply with applicable law.

##### Sponsored Events

GM sponsored events (e.g., dealer events, media events, or marketing events or campaigns, conferences, or expositions) meant to promote GM business goals and to which GM may choose to invite suppliers, privately-owned media, potential customers or other appropriate attendees, may be organized if you obtain the written permission of your Country Managing Director or applicable country functional leader (or in the U.S., the appropriate leadership in

your organization) and organize the event so that attendees' employers are aware. RCO review is required only if gifts, meals or entertainment to be provided to attendees in connection with such an event (but not the event itself) trigger the relevant approval threshold. Such events must conform to Section III of this Policy if any government officials are to attend. Employees of state-owned media are considered government officials under this Policy; GM sponsored events attended by state-owned media must satisfy the requirements of Section III.

\* The cost of setting up the venue for an event (e.g., rental costs, stage setup, audio/ visual equipment, etc.) is not included in determining the cost per person allowance.

#### Customers

If the *Third Party* is employed by a customer, then a gift should not be offered or provided to that *Third Party* while GM is in the process of tendering to, negotiating with or otherwise involved in a process with the customer that could give rise to a conflict of interest.

### III. GOVERNMENT OFFICIALS

Interactions with government officials are subject to strict rules under both U.S. law and the laws of other nations.

It is your responsibility to understand whether you are interacting with a government official – either a U.S. official or a non-U.S. official – and to comply with applicable law and GM policy. You must seek advice from your RCO in any case of doubt as to whether an interaction is with a government official.

In addition to the specific and strict rules set forth below, there are certain aspects of GM's business that pose increased risks in the context of public procurements and other interactions with U.S. or non-U.S. government officials. When you engage in these business practices, you must evaluate the corruption risk, take measures to address that risk, and consult with your RCO or other GM Legal Staff as needed:

- Fleet sales to government agencies: Take care in all dealings with government officials associated with fleet sale customers to avoid even the appearance of improper conduct.
- Test drives or loans of vehicles: Any loan that may involve personal use by a government official requires prior approval from your RCO.
- Vehicle discounts, whether provided directly or indirectly, to government officials for personal use: These may be prohibited and must be in compliance with existing policy.
- Marketing events attended by government officials: All aspects of such events must be conducted in strict accordance with this Policy.

*NOTE: Acceptance of gifts from government officials is governed by the same restrictions as Third Parties (See Section II.A).*

#### A. U.S. Government Officials

A *U.S. government official* means any elected or appointed official or any employee of the legislative, executive, or judicial branches of the federal government or a state or local U.S. government.

You may not offer or provide *anything of value* to a U.S. government official without receiving prior approval from the GM North America (NA) RCO or designee, unless all of the following conditions are satisfied (to request pre-approval, please use the online pre-approval request form).

1. The item of value is worth less than \$10 USD (or local currency equivalent);
2. It is permissible under applicable law, regulations, rules, and ethics policies;
3. It is done infrequently; and
4. It is not being done for an improper purpose and would have no appearance of impropriety (for example, to obtain or retain business or cause the official to take action or inaction in an official capacity, or thank the official for any action/inaction).

Food: Please note that the above limited exception does not apply to food items offered to Members and Staff of the U.S. House of Representatives and the U.S. Senate. Any food items offered to Members and Staff of the U.S. House of Representatives and the U.S. Senate require prior written approval from the GMNA RCO.

GM has a separate policy that covers advocacy with *U.S. government officials*: **GM's United States Lobbying Policy**. You must review this Policy and obtain advice from GM Legal prior to offering or providing a gift, or influencing U.S. government official on GM's behalf. Any attempt to influence may be considered lobbying. Violations of lobbying, gift-giving and related rules may result in civil and criminal liability for you and GM.

## B. Non-U.S. Government Officials

A *non-U.S. government official* includes any elected or appointed official, as well as any employee in the legislative, executive, or judicial branches of any non-U.S. government, from the local level to the national level. The term also includes: anyone acting in an official capacity on behalf of a non-U.S. governmental entity, even if that person is not a government employee or an elected or appointed official; employees and officers of public international organizations, such as the United Nations, the Red Cross, and the World Bank; non-U.S. political parties, officials, or candidates for office; and members of royal families. Finally, business people who work for a non-U.S. state-owned or state-controlled company also constitute government officials. For example, business people who work for state-owned or controlled automotive companies, or journalists who work for state-owned media outlets.

### 1. Facilitating Payments Are Not Permitted

A *facilitating payment* is a payment of small value made to low level government employees to obtain a non-discretionary, routine governmental action to which GM is legally entitled. While permitted under U.S. law in narrow, strictly defined circumstances, even very small facilitating payments may violate the U.K. Bribery Act and local statutes. Accordingly, this Policy strictly prohibits all *facilitating payments*.

### 2. General Requirements

In order to reduce the risk of improper payments or other benefits to *non-U.S. government officials*, you may not offer or provide anything to a non-U.S. government official without prior written approval from your RCO or your Regional General Counsel unless all of the following conditions are satisfied:

a. Approval Thresholds

i. Value of \$25 USD or less (or local currency equivalent)

Pre-approval is not required if:

1. The item of value is worth equal to or less than \$25 USD (or local currency equivalent);
2. It is permissible under local law, regulations, rules, and ethics policies;
3. It is done infrequently; and
4. It is not being done for an improper purpose and would have no appearance of impropriety.

- Example: You are hosting a delegation of *non-U.S. government officials* at a GM facility to educate them on GM'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 per person is permitted by local laws, regulations, and practices. Pre-approval is not required but you should keep accurate records in accordance with this Policy.

ii. Value of more than \$25 USD (or local currency equivalent)

Providing anything of value to a *non-U.S. government official* above \$25 USD requires prior written approval from your RCO. The following may be allowable with prior written approval from your RCO (to request pre-approval, please use the online pre-approval request form):

- A gift of a promotional, GM-branded item.
- A reasonable gift on behalf of GM solely as a mutual exchange of business courtesies.
- Reasonable expenses for a non-U.S. government official that are directly related to the promotion, demonstration, or explanation of GM products or services, if all of the following conditions are met:
  - i. There is a clear and customary business purpose for the event, including any travel (e.g., product demonstration or training).
  - ii. The officials' employer selects or approves officials who will attend the event.
  - iii. The event, including any travel, is moderate and reasonable, and travel is consistent with GM's travel guidelines.
  - iv. The event, including any travel, is not discouraged or prohibited by the official's employer.
  - v. The event is otherwise permitted by law.

You should determine whether the above requirements are satisfied before you seek approval.

- Example: You are a fleet sales employee. You and your team organize an overnight trip to GM's manufacturing facilities for officials from several agencies that are potential fleet customers to show them GM's latest models and to explain to them the products. There are no pending procurements with these agencies, but GM hopes to sell these models to them in the future. The facility is outside of the capital, and GM is paying for the transportation, modest meals, and one night's stay in the local hotel directly to the

vendors. The agencies have selected the individuals who will attend and have approved in writing that GM will cover the expenses mentioned here.

Local laws permit this kind of direct product demonstration to government agency fleet sale customers. Written pre-approval is required as the value of the items offered (e.g., travel, accommodations, modest meals) exceeds \$25 USD.

b. Impermissible Gifts and Other Things of Value

You may never provide a non-U.S. government official with any of the following:

- Travel expenses for leisure trips or side trips before, during or after business trips.
- Lavish meals, tickets to non-industry shows (e.g., music concerts) or sports events, or any other form of entertainment not qualifying as reasonable expenses approved by your RCO and associated with the promotion, demonstration or explanation of GM's products or services, see above.
- Personal, luxury gifts such as jewelry, watches, clothes, or other accessories.
- Travel for an official's family member or friend.
- Cash of any kind, including gift cards and other cash equivalents.
- Anything that you know the official's employer does not allow.
- Anything given with a corrupt purpose or that does not otherwise meet the requirements of this Policy.

**3. Exception for Extortion Payments**

Extortion payments are payments that are necessary to ensure the health or safety of GM employees or of *Third Parties* associated with GM, including payments to avoid imminent physical harm or imminent illegitimate detention. Threats of purely economic harm are not extortion. Although extortion payments are permitted by this Policy, this is a very narrow exception that requires legal analysis. You must obtain approval from your RCO or another member of GM Legal before making such a payment, and you must report any extortion demand to your Managing Director immediately, whether or not you seek to make a payment, unless it is not possible to do so. If it is not possible to report the demand and seek approval for any payment as just described, the incident must be reported within one (1) business day, absent physical or technological impossibility. Extortion payments must be accurately recorded in GM's books and records.

**4. Third Parties Who Interact with Non-U.S. Government Officials on GM's Behalf**

You cannot do indirectly what it is prohibited to do directly. Payments to *Third Parties* may trigger liability for GM if any part of those payments is used to provide money, gifts or other things of value to *non-U.S. government officials*.

*Third Parties* who may interact with non-U.S. government entities and officials on GM's behalf include:

- Customs brokers;
- Freight forwarders;
- Logistics providers;
- Law firms or lawyers who represent GM in litigation, lobbying, negotiations, or other advocacy with any governmental entity or official;

- Sales agents, dealers, or other sales representatives where those *Third Parties* promote or make sales of GM products to government entities;
- Travel agents involved in booking travel for government officials;
- Marketing, public relations, communications, or event planning firms;
- Consultants retained to secure licenses or permits or other authorizations, including government relations consultants, tax consultants, general contractors, and consultants retained to influence government officials with respect to legislation, regulatory activities, or other government functions;
- Visa processing agents;
- Relocation agents; and
- Any other *Third Party* entities designated by your RCO or Managing Director (or in the U.S, the highest ranking leader in your organization).

Before retaining one of these *Third Parties*, you must:

1. Determine whether the *Third Party* is covered by ***GM's Due Diligence Protocol***;
2. Follow the due diligence procedures set forth in the protocol; and
3. Enter into a written agreement that contains the ***Standard Contract Provisions Regarding Anti-Corruption and Business Ethics***.

You may not deviate from these due diligence and contractual requirements unless approved by the Chief Compliance Officer or RCO.

## IV. POLITICAL CONTRIBUTIONS

### A. United States

Political contributions of any nature in the United States are governed by ***GM's Corporate Policy No. PPC-01 "Corporate Political Contributions and Expenditures."***

### B. Outside the United States

It may be appropriate and lawful for GM and its subsidiaries to support the political process through contributions to major political parties in countries where such contributions are legal, publicly known and accepted, and could not be misconstrued as having been made for any improper purpose. Any proposed contributions must be approved by the Executive Vice President and General Counsel. Contributions are governed by strict recording and reporting policies, including, but not limited to the ***GM Tax Manual, Delegation of Authority (DOA) documents***, and other relevant policies.

## V. CHARITABLE CONTRIBUTIONS

### A. United States

Charitable contributions are governed by the following policies: ***General Motors GM Foundation Policy for Donations, Charitable Contributions U.S.-SSM Policy #03-03***, and any local charitable contributions policies.

## B. Outside the United States

Charitable contributions outside the U.S. require the approval set forth in the ***Non-U.S. Charitable Contributions Form***, as well as any regional or local charitable contribution policies if those policies have been duly approved by the Senior Vice President, Global Public Policy and the Chief Compliance Officer.

## VI. HOW TO RECORD TRANSACTIONS IN GM'S BOOKS AND RECORDS

GM is required by U.S. law to keep books, records and accounts that report financial information accurately and honestly. This includes accurate reporting of both the monetary values and the nature of costs and revenues, time worked, business expenses incurred, payments to *Third Parties* for products or services, and all other business-related transactions. If a payment or other transaction is not reflected in GM's records in a manner that accurately and transparently reflects the nature and purpose of the payment or other transaction, that inaccurate record may be a violation of the law. It may also be an indication that the transaction itself violates the law.

All books and records must be kept in accordance with GM's ***Accounting Standards to Comply with the FCPA***.

Finally, all books and records must be retained in accordance with the ***Information LifeCycle Management Policy and GM Record Retention Schedule (GMRRS)***.

## VII. TRAINING AND FURTHER GUIDANCE

GM is committed to working with you to ensure you understand this Policy. GM employees may be required to participate in anti-corruption education and training sessions. Additional training can also be provided upon request to the GECC or GM Legal Staff. In addition, if you are uncertain about a particular situation, seek guidance from GM Legal Staff. If you are concerned about a potential violation of GM policy or of law, contact either GM Legal Staff, the GM Awareline or other appropriate channel.

You may also refer to the following policies for additional guidance:

- *GM's Code of Conduct, Winning With Integrity*
- *Speak Up! GM's Non-Retaliation Policy*
- *U.S. Corporate Political Contributions and Expenditures Policy*
- *United States Lobbying Policy*
- *Sale of Discounted Vehicle to Individual Employed by a Governmental Entity in the U.S. – For Personal Use (Policy PPC-06)*

Executive in Charge:  
Chief Compliance Officer

## Glossary

**Anything of Value:** Anything that might have value to the recipient, including cash or cash equivalents (e.g., gift cards), gifts, gratuities, goods, loans, discounts, cars (including loaner, discounted, and “test drive” vehicles), entertainment or tickets, meals or drinks, travel or lodging, charitable contributions, political contributions, training, services, personal favors, paying bills for others, forbearances, offers of employment, hiring someone’s friend or relative, or anything else that is valuable to the receiver, even if it would not be valuable to anyone else.

**Bribe or Bribery:** Money, favor, promise, or an offer given to a person in order to influence the judgment or conduct of that person, procure services, or gain influence.

**Commercial Bribery:** A form of bribery that involves corrupt dealing with agents or employees of private *Third Parties*, such as suppliers or dealers, to secure, supply, or gain an advantage over business competitors. It is a form of corruption that does not involve government officials.

**Facilitating Payment:** A payment of small value made to low level or clerical government employees to obtain the performance of a non-discretionary, routine governmental action to which GM is legally entitled.

**Non-U.S. Government Official:** Any elected or appointed official as well as any employee in the Legislative, Executive, or Judicial branches of any non-U.S. government, from the local level to the national level. This term also includes:

- An employee or official of any non-U.S. governmental entity, including any agency, department, or branch of government; regardless of the person’s rank or authority; and regardless of whether the position is paid or unpaid.
- Anyone acting in an official capacity on behalf of a non-U.S. governmental entity, even if that person is not a government employee or an elected or appointed official.
- Employees and officers of public international organizations, such as the United Nations, the Red Cross, and the World Bank.
- Non-U.S. political parties, officials, or candidates for office.
- Royal family members (in many cases, so should be treated as if government officials).
- Business people who work for a non-U.S. state-owned or state-controlled company.

**Third Parties:** *Third Parties* constitute many of the people you encounter in your everyday work, including suppliers, dealers, competitors, brokers, consultants, and other business partners.

**U.S. Government Official:** A “U.S. government official” as used in this Policy means any elected or appointed official or any employee in the legislative, executive, or judicial branches of federal, state, or local U.S. government.