



Partstown
unlimited



Global Code of Business Conduct



We are a **Town without limits**.

We are a **community** driven by integrity, passion, courage and innovation.

We are **dreamers** who continually grow and bring value to our partners and amazing opportunities to our team members around the globe.

Together, there is no limit to what we can achieve. **We are Parts Town Unlimited.**

Across our organization, our Core Values provide the foundation for our business, inspiring us to live up to our high values and high ethical standards. These good business ethics show our customers, manufacturer partners, suppliers, community and Townspeople that we intend to do things the right way every time.

We are all invested in our shared success and share a responsibility to uphold our Core Values. Our everyday conduct reflects the results we achieve. To make sure we all understand what is expected to maintain our upstanding reputation, we've put together this **Global Code of Business Conduct**, within appropriate legal and ethical standards, to reflect the spirit of integrity that has been with us since the very beginning. We'd like you to understand this code and put it into daily practice with a focus on people, innovation and long-term partnerships.

This Global Code of Business Conduct cannot address every possible situation and does not contain ALL company policies, but you will find examples of situations that will help you understand how Parts Town Unlimited defines proper conduct. If you find that you have questions or concerns, please talk to your manager, the People and Culture Team or the Legal Solutions team.



Safety

Please do everything within your power to make sure all safety measures are taken. Keep an eye out for yourself, your teammates and our partners. No cutting corners, no exceptions...in a good way. Let's be careful out there.



Integrity

Be open, **honest** and humble. Do it the right way, not the easy way. Be supportive and generous to all you encounter, and ensure your words reflect your character. Make your mama proud.



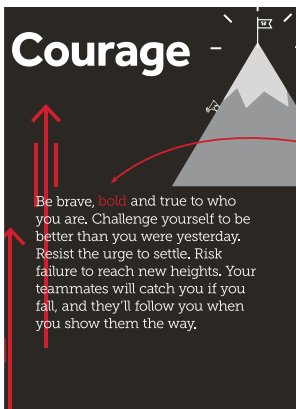
Community

All for one, and one for all, that's what we're about. No matter where we work, we share a common goal: serve our customers, cheer for our team and offer a Helping Hand to our neighbors. Through caring, collaboration and celebration, our culture sets us apart while bringing us closer **together**.



Passion

Bring your **enthusiasm** to work every day—it's what fuels our extraordinary success. Let your attitude be infectious...in a good way. No zombies, please.



Courage

Be brave, **bold** and true to who you are. Challenge yourself to be better than you were yesterday. Resist the urge to settle. Risk failure to reach new heights. Your teammates will catch you if you fall, and they'll follow you when you show them the way.



Innovation

Bring your big **ideas!** Champion the new and different. Use your imagination and skills to ensure we are at the forefront of technology and service. We're not saying you should build a friendly Parts Town robot, but if you did, that'd be pretty cool.



Please read over these pages carefully. You will be asked to acknowledge and accept this code during annual training.

Thank you!



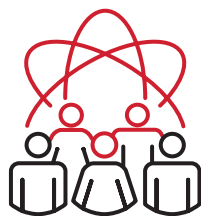
Who Needs to Follow This Code?

All team members – meaning all employees, officers and directors of Parts Town Unlimited and of our affiliates and subsidiaries, no matter the geography or division, (collectively, the “PTU” or the “Company”) must act according to the principles set forth in this Code. And we expect everyone working on behalf of Parts Town Unlimited or any of our affiliates or subsidiaries, including business partners, suppliers, consultants and others performing work on our behalf, to act lawfully, honestly, ethically and in the best interests of Parts Town Unlimited.

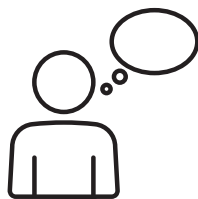
The Code Enables You To:



CONDUCT YOURSELF HONESTLY AND ETHICALLY



SUPPORT OUR VALUES AND PROTECT OUR REPUTATION



UNDERSTAND WHAT PTU EXPECTS FROM YOU



MAKE THE RIGHT DECISION EVERY DAY



COMPLY WITH THE LAWS, REGULATIONS AND STANDARDS THAT APPLY TO OUR COMPANY



UNDERSTAND WHERE TO GO FOR ASSISTANCE OR GUIDANCE IF YOU HAVE QUESTIONS

How This Code Can Help You

Our Code outlines the behaviors we must follow to uphold our standards. Because we are a global organization, we are subject to the laws, rules and regulations of the United States, as well as the laws of the countries where we do business. Our Code reflects our commitment to obey the laws, rules and regulations wherever we work and to respect the principles upon which they are based.

Our Code is a living, evolving document, though it cannot address all situations. To be clear, a violation of the Code is a significant matter and may result in disciplinary action up to, and including, termination, as well as possible civil – or even criminal – liability.

Where to Seek Help

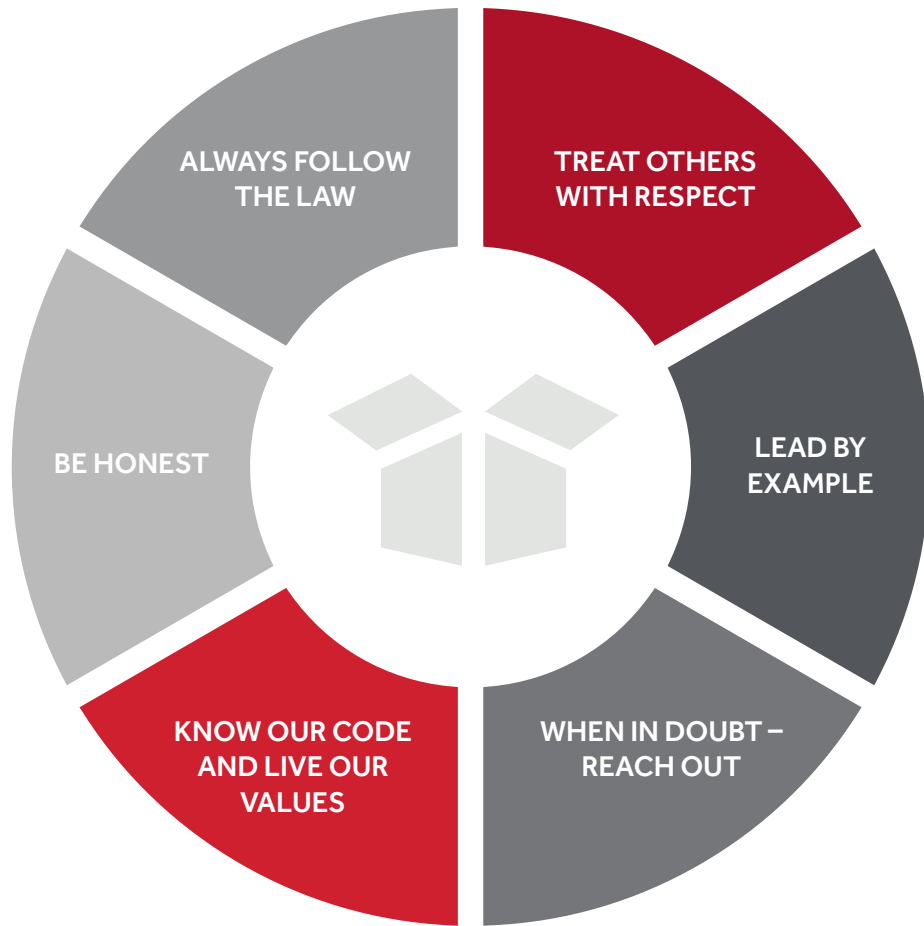
At times, team members may encounter situations when the right choice is not perfectly clear. If you need to ask for help or voice a concern, your manager is often the best person to speak to because he or she knows your business unit and your situation. But you are always encouraged to contact any of the following resources to seek guidance or report your concerns. A phone hotline is available for all associates globally. Go to partstownunlimited.ethicspoint.com for the number in your region.

RESOURCES

- Partstownunlimited.ethicspoint.com
- Any People & Culture team member
- Any member of the Legal and Compliance team
- Any company executive or officer

We're here to help!

Our Responsibility: Integrity in Action



Conflicts of Interest

Team members are expected to use good judgment to do things the right way, at all times and in all situations, in the best interests of the Town while performing their job duties. That means team members need to avoid actual or apparent conflicts of interest. A conflict of interest exists when your personal interests (or that of your family members or friends) affects your judgment when performing our work duties or representing the best interests of the Company.



A conflict may occur when you or a family member receives a personal benefit as a result of your position with PTU. You may not use your position at PTU to request personal benefits for yourself or your family members.



A conflict may also arise from your personal relationship with a customer, supplier, vendor, competitor or business partner, if that relationship impairs or may be perceived to impair your objective business judgment.



A conflict could exist if you hold a financial interest, directly or indirectly, in a business or with another person that: competes with PTU, provides equipment, property or services to PTU or is a customer of PTU. (Holding up to 2% of the outstanding securities of a public corporation is not a violation of this policy.)



Other specific areas of potential conflict of interest such as external business relationships, serving on boards, personal investments, gifts, entertainment, corporate opportunities and certain personal relationships with other team members are discussed in more detail below.

The best rule for any situation that appears to present a conflict of interest is to "abstain and disclose".

If it is not possible to avoid participating in the event or activity creating the conflict:

- 1 Promptly disclose the potential conflict to your supervisor.
- 2 Avoid participating in decisions that might raise the appearance of a conflict until you receive appropriate guidance from your supervisor.

Some Potential Conflicts of Interest to Be Mindful of Are:

Outside Activities

We encourage our team members to participate in activities outside their employment that are private in nature as long as they do not conflict with or reflect adversely upon the Company. Team members should avoid engaging in activities that interfere with their ability and availability to perform their role.



Investing in Other Companies

Any passive investment of not more than two percent (2%) of the total outstanding shares of a publicly traded company is permitted without approval. However, any investment in a private company that is a current or potential competitor of PTU or that has a business relationship with PTU requires prior approval from the Legal Solutions team.



Corporate Opportunities

Team members may not exploit or take advantage of business opportunities that are discovered through the use of PTU property, information or position for personal gain unless the opportunity is disclosed fully in writing to the Company and PTU declines to pursue such opportunity.



Gifts & Entertainment

Giving or receiving gifts or entertainment to or from a current or future client or business partner can potentially create a conflict of interest, especially if the value of the item is significant.



Accepting or providing gifts (such as company-branded swag, simple gift baskets or reasonable entertainment) is generally fine if: (i) the market value of the item is modest in value, and (ii) the gift or activity is reasonable and customary and (iii) does not inappropriately bias future decision-making about working with the client or partner or create an appearance of impropriety.

This includes accepting or providing certain business entertainment (such as an invitation to attend a local cultural or sporting event or a celebratory meal with a business partner) provided that the entertainment or meal is reasonable and customary, the cost is not excessive and it doesn't create an appearance of impropriety.

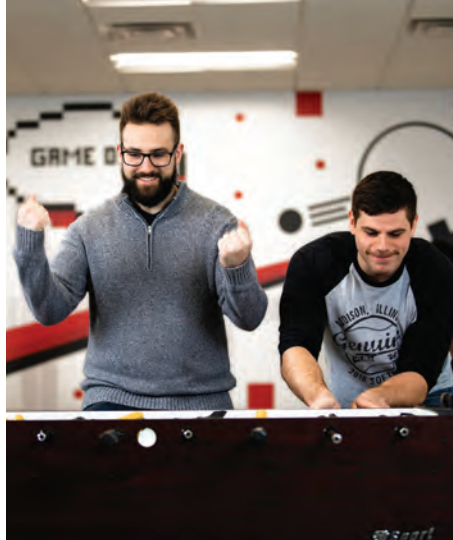
You should never give or receive cash, cash equivalents (such as gift cards), loans or any item that obligates you to provide something in return, and you should not actively solicit gifts or entertainment from a current or potential client or business partner. If you plan to expense any gift or entertainment to be provided to a client or business partner, please review your applicable expense policy. Before accepting any gift or entertainment exceeding the limits, you must seek and request approval from a senior member of your department.

Supplier Relationship & Contracting

We choose our suppliers and business partners based on merit – considering professionalism, price, quality, delivery capability, responsiveness, their reputation for service and, in particular, their integrity. We only work with third parties of the highest integrity who share our commitment to treating their team members with dignity and respect. When we negotiate agreements, we must ensure that our statements and representations to our customers and suppliers are fair and accurate and that every step of the negotiation process is in full compliance with our policies, procedures and practices. Before executing or amending a contract, we must have all appropriate approvals in place.

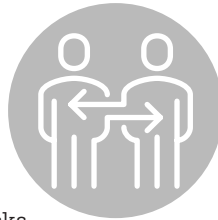


For those team members authorized to negotiate agreements on the Company's behalf, you must be aware of the domestic and international customs, laws and regulations of the government and commercial field in which you are contracting. This includes ever evolving privacy laws protecting team members and consumer data (see privacy and confidential information below). This is extremely important as violating laws or regulations, or directing others to do so, may result in disciplinary action, as well as possible civil and criminal liability. Before choosing any supplier or negotiating any contract with a supplier, contact your supervisor or the Legal Solutions team to ensure the appropriate process is followed.



Work Environment & Potentially Conflicting Relationships

We are committed to providing a safe and professional work environment. We do not tolerate any form of abusive, threatening or violent behavior in the workplace. This includes verbal, written or nonverbal threats or physical attacks at any PTU facility or involving team members, customers, suppliers or other business partners.



PTU does not prohibit dating among team members, nor do we prohibit relatives from working together within, for or on behalf of the Company. However, if a potentially conflicting relationship, romantic or otherwise, involves two team members in a direct reporting relationship, in the same chain of command, or otherwise creates an actual or apparent conflict of interest, the team members must immediately disclose the relationship to the People & Culture team. If you are a manager, your failure to properly disclose may result in serious discipline.

Where a significant other, relative, or any other potentially conflicted person is within a chain of command, the impacted manager must recuse themselves from any decision-making concerning the person's compensation, promotion, discipline or termination and must refrain from participating in his/her performance review. If you have a personal or financial relationship with any service providers to PTU, such as vendors, suppliers or contingent workers, for which you have work-related responsibilities (e.g., where you are the assignment manager, participating in vendor selection, determining the terms of a contract or assignment, etc.), you must disclose that relationship to your supervisor and recuse yourself from any decision-making regarding that service provider.

Harassment

PTU does not tolerate harassment or mistreatment – intentional or unintentional – that subjects another team member, guest, customer, supplier or other third party to a hostile environment or to uninvited or inappropriate attention. Consistent with applicable law, we prohibit all discriminatory comments or actions regarding the gender, race, color, nationality, ethnic or national origin, ancestry, citizenship, religion, age, physical or mental disability, medical condition, sexual orientation, veteran status, marital status, genetic information or characteristics, or any other category protected under applicable federal, state or local law.



If you suspect harassment, discrimination or retaliation has occurred, you are encouraged, and managers are required, to promptly provide a written or oral complaint to the PTU EthicsPoint Hotline (partstownunlimited.ethicspoint.com) or a member of the People & Culture team.



Important!



Communications

You should take care to ensure that all business records and communications, including electronic communications, are clear and accurate. The Company may have obligations to preserve electronic communications and other information in connection with existing or reasonably foreseeable legal matters, such as litigation, investigations, subpoenas or enforcement proceedings. If directed by the Legal or IT teams, you must not alter, delete or destroy electronic communications or information. Please remember that your business communications may be shared or become public through these legal events or publication in the media.

You must consult with the head of Marketing for your division and your department director before making formal statements or providing information about PTU, our products, our business or about fellow team members to journalists, bloggers and industry analysts through any public forum (such as a tradeshow or conference). If any media representative, governmental agency or other third-party requests information or an interview, direct the person to contact the head of the Marketing Department at your division. Even if the request is not about a confidential or proprietary matter, it's the best way to ensure that accurate and permitted information is provided.

Social Media

In current times, what any of us says in an email, blog, post or tweet can reach thousands of people in mere seconds. With this reach comes responsibility. In general, the Company views social networking websites (e.g., Facebook, Twitter, Instagram, TikTok, YouTube, LinkedIn, etc.), personal websites and blogs positively and respects the right of team members to use them as a medium of self-expression.

But team members must be aware that information they share publicly not only reflects on them, but could be associated with the Company as well. So as in all other conduct, team members should always use professional judgment and take the most prudent action possible, always adhering to the Company's Core Values.

*It goes
without saying
(but we'll say
it anyway)*



Don't make maliciously false statements or statements that violate the law, the community terms of use for the media page you are using or our Company policy. Use good judgment and never assume that your audience is limited. Your actions can result in unintended consequences. For more information, review the Social Media guidelines in your Division handbook, or contact your People & Culture or Legal Solutions team for further guidance.

Financial Integrity and Responsibility

Team members are expected to act responsibly and exercise sound judgment with respect to matters involving Company finances. If, in the course of your duties, you spend money or distribute anything else of value (as defined in the Anti-Corruption Policy), enter into contracts or maintain financial records on behalf of PTU, you must keep accurate and complete records, submit accurate and complete reports as required and comply with PTU's system of internal



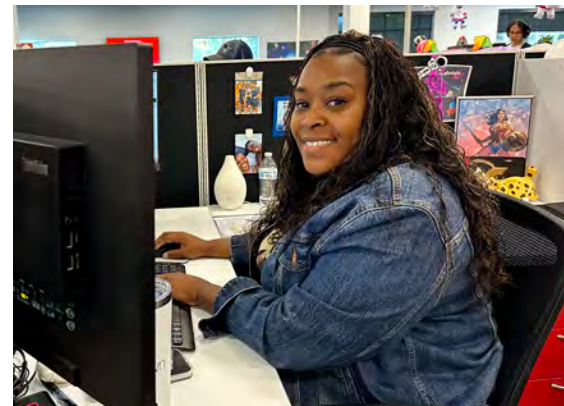
Team members should also refrain from sharing confidential information internally beyond those persons who legitimately need to know it for purposes of their job. We have an open and transparent culture, and the intent is not to stifle the ongoing engagement and sharing that has facilitated so much of our success. Rather, you should use your best judgment to share what is appropriate inside the Company in furtherance of your and others' jobs.

controls, including controls relating to the proper review, approval and execution of contracts. Please refer to the best practices and to the Global Travel & Expense Policy for additional guidance. If you have questions about these obligations, please contact your Finance team.

Confidential Information

PTU's confidential business information is a valuable asset that everyone must protect. Team members may only use confidential information for business purposes and must always keep such information in strict confidence. Confidential information includes data and information including trade secrets and know-how such as strategic, sales and product plans, software and product designs, inventions, customer or supplier lists, personnel data, financial information, budgets, pricing and other business information. This extends to confidential information of third parties received under non-disclosure agreements.

Your obligation to maintain the confidentiality of this information means that you may not share any such information outside of your division unless permitted under a non-disclosure agreement.



Please also keep in mind that we compete the right way – vigorously but fairly. So you are not to bring with you to PTU, or to use or disclose to any person associated with PTU, any confidential or proprietary information belonging to any former employer or other person or entity to which you owe an obligation of confidentiality under any agreement or otherwise. We do not need and will not use such information, and we will assist you to preserve and protect the confidentiality of proprietary information belonging to third parties. Note that this Code is not intended to restrict an employee's legal right to discuss the terms and conditions of his/her employment.



For help in establishing a non-disclosure relationship or if you have questions about whether certain information can be disclosed, please contact the Legal Solutions team.

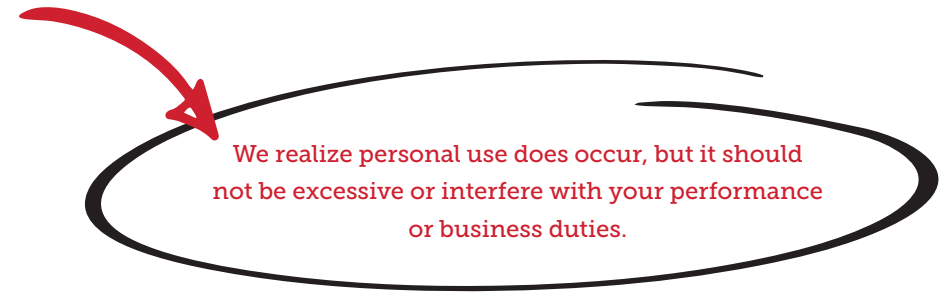
Protection of User, Customer & Personnel Data

Depending on your role, you may have access to information systems or tools that enable you to view certain information relating to customers, manufacturers and products. These tools are important and necessary to enable you to perform your work effectively. However, it is of the utmost importance that all team members treat this data access with extreme sensitivity and caution. You are only authorized to access this data to the extent it is required for you to do your job. Our brand and the trust customers and manufacturers place in us depend on your responsible use of this sensitive data. All team members must review and comply with all privacy-related policies, which describes our privacy expectations for the Company and team members.



Protection and Use of PTU Assets

PTU provides team members with a wide range of valuable assets to help you perform your work on behalf of PTU at the highest level. These assets include computer equipment, mobile devices, communications platforms and equipment, software, office and electronic equipment and facilities. Team members are expected to treat these assets with care and use them with the interests of the business in mind and with a “common sense” approach. We may only use Company assets and funds in a properly authorized manner. We are not allowed to use Company assets or funds for any improper or unlawful purpose. In addition, you shouldn’t use Company assets for personal matters. PTU’s assets are property of the Company and provided for business use.



Compliance with Laws

At PTU, we all must assure that our business activities are in full compliance with applicable federal, state, local and international laws and regulations. Ignorance of the law is no defense. Nor is it good business conduct. The application of these and other laws can be complex and fact-dependent. If you have any questions about the applicability or interpretation of any law, rule or regulation, you should contact the Legal Solutions team. Here are some of the legal areas to keep in mind:

Anti-Corruption & Anti-Bribery



Corruption and bribery are very serious matters and are often a violation of law, such as the U.S. Foreign Corrupt Practices Act, the German Criminal Code, the U.K. Bribery Act and other commercial bribery laws. Corruption is bad for business because it impedes investment, undermines economic growth and reduces market opportunities.

PTU is committed to preventing bribes within our business and avoiding the perception that it might offer bribes to obtain a business advantage. Team Members are therefore, strictly prohibited from giving anything of value to government officials for the purpose of improperly obtaining or retaining business, influencing the performance of official duties or for any other improper purpose or business advantage. Team members are also prohibited from asking someone else – an agent or other third party – to make any payment, or perform any act, that would be inappropriate for PTU to do directly. For more information please reference our Anti-Bribery and Corruption Policy.

Government Interactions



As a company headquartered in the United States of America, we are subject to U.S. law everywhere we operate, no matter in which geography a division or team member does business. We are also committed to obeying the laws of the lands in which we do

business, as well as the laws of the U.S. that relate to doing business in foreign countries.

Put simply, under these laws, we are not allowed to give, or offer to give, any entertainment, meal, gifts, benefit or form of payment (regardless of value) to any government employee to influence any action or inaction by the official. This is true no matter in which geography we operate, irrespective of local custom. If you are contacted with a request to participate in an activity that could potentially violate this prohibition, or asked to engage in any behavior that might create an appearance of impropriety, immediately consult with our General Counsel. For further guidance on these and other interactions with government officials, please review the PTU Anti-Bribery and Corruption Policy.

Data Privacy



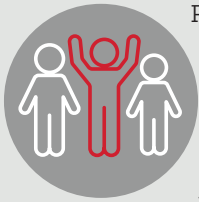
Team members must comply with all applicable data privacy laws and legal requirements. These include laws governing the collection, access and use of data, such as the European Union's General Data Protection Regulation (GDPR), the California Privacy Rights Act (CPRA), the Canadian Personal Information Protection and Electronic Documents Act (PIPEDA) and regulatory obligations applicable in the countries where we do business. For more information please contact the Legal Solutions team.

International Trade



PTU must also comply with all applicable international trade laws and regulations, consistent with the Parts Town Unlimited Global Trade Compliance Manual. These laws and regulations apply to the import and export of goods and technical data to and from the US, the EU and other countries, transactions or dealings with sanctioned countries and restricted parties and anti-boycott requests. For more information, please contact our Compliance team.

Competition



PTU is committed to competing in a fair and vigorous manner, in compliance with all applicable antitrust and competition laws. Antitrust (or Competition) laws protect consumers by prohibiting anticompetitive conduct that can restrict free competition. Under these laws, team members must never agree, either directly or indirectly, with competitors: (1) to set any aspect of prices or other terms related to the products or services we provide to third parties; (2) to allocate customers, advertisers, territories or product markets; (3) not to deal with a particular company (called a “group boycott”); or (4) on bid levels or whether to submit a bid on any prospective business. Further, some conduct may be considered unfair or illegal in certain circumstances, including:

- Sharing competitively sensitive information with competitors
- Leveraging market power to gain an unfair competitive advantage
- Requiring a purchaser to resell a product at or above a particular price
- Entering into agreements with suppliers or customers that impose exclusivity obligations
- Requiring customers to purchase one product to get access to another product (called “tying”)

If you have questions in these areas, please contact your Finance or Legal Solutions team.



Human Rights



PTU is dedicated to protecting basic human rights in all operations, and we will not tolerate any form of forced labor, human trafficking or “modern slavery” anywhere in our supply chain. We only partner with well established, professional businesses in the supply and distribution of our products, and all such suppliers must commit annually to abide by the highest ethical standards. While we expect our Suppliers to follow the laws of their own countries, we are committed to promoting a minimum standard of humanitarian and environmental awareness that may exceed local laws. Through our agreements, Suppliers promise not to use child labor or forced labor, to protect against human trafficking and to treat their employees with respect and dignity.

If any team member suspects any aspect of our operations, or the operations of any direct or indirect supplier, to include forced, bonded (including debt bondage) or indentured labor, involuntary prison labor or slavery, or of transporting, harboring, recruiting, transferring or receiving vulnerable persons by means of threat, force, coercion, abduction or fraud for the purpose of exploitation, these suspicions must be reported immediately either via EthicsPoint or to a Company officer.



Health, Safety, Quality and Environmental



PTU is committed to minimizing our carbon footprint while complying with all applicable environmental laws, rules and regulations. We must all strive to utilize resources appropriately and to efficiently dispose of waste in accordance with best practices and legal requirements.

Our health, safety, quality and environmental (HSQE) programs are designed to protect the environment, maintain a secure workplace and provide team members with the necessary resources to comply with HSQE laws and our Core Values.

Lobbying and Campaign Finance



Our Company's activities in politics are limited by law, and we must avoid using Company resources for political purposes or for making any political statement perceived as being on behalf of the Company. Any decision to use Company resources for political purposes may only be made by our CEO, and no team

member is authorized to make contributions with Company assets, directly or indirectly, to any political party or to the campaign of any candidate. Team members may of course participate personally, on their own time, and at their own expense, in the local political process, in accordance with applicable laws and regulations.

Insider Trading



Under laws, it is generally illegal to trade in securities or others financial investment while in the possession of material non-public information about the Company.

It is also generally illegal to provide material non-public information about PTU to others who then trade on the basis of that information. Please direct all inquiries regarding the Insider Trading topic to our Finance team.

Reporting Violations

PTU promotes a culture of integrity, innovation and community, characterized by open and honest communications within and across all levels of the organization. All team members are expected to understand and follow the principles in this Code, which means conducting our business according to the highest ethical and legal standards. An important part of our ethical behavior is the responsibility to report any information suggesting an apparent or potential violation of this Code. We must also report any actions that may be a departure from appropriate standards of ethical conduct.

If you learn about or suspect a violation of this Code, another PTU policy or any law, you must promptly report it to one of the following:

- Partstownunlimited.ethicspoint.com
- Any human resources associate
- Any Company lawyer or member of the Legal or Compliance teams
- Any Company executive (title of VP or above)
- The CEO

We commit to investigate all identified ethical or legal issues and every credible claim of impropriety. We also are sensitive to the possibility that an allegation might be made mistakenly or improperly, and could have a negative impact on the reputation of any accused team member. We handle all reports and investigations discretely and confidentially, to the extent possible. Although anonymous reports are usually of very limited use, any kind of report is better than leaving a matter unaddressed. On the other hand, reports that are groundless or have no reasonable basis can waste resources and can be damaging to the reported individuals. The Company reserves the right to take disciplinary action with respect to clearly false or malicious reports.

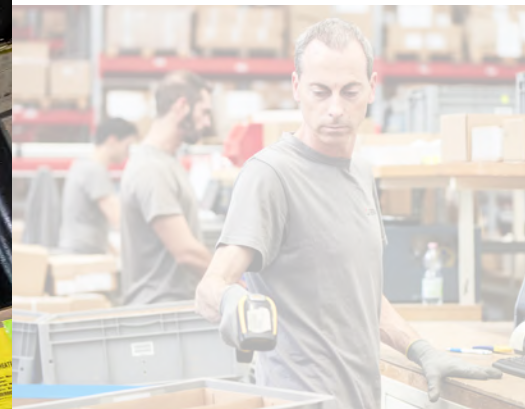
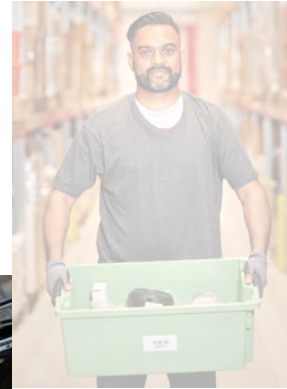
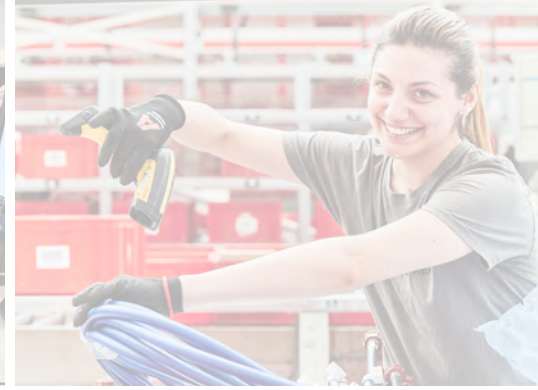
Conduct that violates the law or Company policies is grounds for prompt disciplinary or remedial action. In addition, failure to report a known violation of law or Company policy by someone else may result in disciplinary action for team members. Discipline for a violation of PTU policies or applicable law may range from a warning up to and including immediate termination of employment. PTU's response to reports of possible violations of law may involve disclosure to and cooperation with the appropriate authorities.

Speak Up Without Fear of Retaliation

The law prohibits and the Company will not tolerate any form of retaliation against anyone for taking the responsibility in good faith to report or assist in reporting a violation of this Code. Retaliation or discrimination against an Associate for lawfully and truthfully reporting information or participating in investigations involving any allegations of unethical or illegal conduct should be reported immediately to any member of the Human Resources or Legal Solutions team.

Training

All PTU officers and employees, as well as certain contingent workers and third parties, as determined by the Legal team, must familiarize themselves with and complete training on the Code.



Integrity & Anti-Corruption Policy

Parts Town Unlimited and its subsidiaries (“PTU” or “Company”) are committed to doing business with the highest levels of integrity. This means zero-tolerance for all kinds of corruption, including bribery of government officials or individuals in the private sector.

PTU will abide by all applicable anti-corruption laws, including the U.S. Foreign Corrupt Practices Act (“FCPA”), the UK Bribery Act, Germany’s Gesetz zur Bekämpfung der Korruption law, Italian law 231/2001, as well as applicable laws in any country in which it does business (collectively, “anti-corruption laws”). The requirements of the Parts Town Unlimited Integrity & Anti-Corruption Policy (“Policy”) are designed not only to comply with the law, but also to avoid even the appearance of improper conduct in connection with PTU’s operations.

This policy applies to all employees (whether temporary, fixed-term or permanent), officers and directors of PTU (“associates”), and agents, consultants or other third-party representatives when acting on behalf of Parts Town (“representatives”). The Company expects all third parties that engage in business with Parts Town to abide by the principles of this policy.

1 Potential Consequences of Violating this Policy

The company has a zero-tolerance approach toward bribery and corruption in any form. Associates who violate this Policy may be subject to disciplinary action, which could include termination. Representatives who violate this Policy are subject to termination of all commercial relationships with PTU. Violations of this Policy and/or anti-corruption laws could also result in serious criminal or civil fines, penalties and even imprisonment for individuals and for PTU, both in the US and the country in which the conduct occurred.

2 Prohibited Payments

Associates and Representatives are prohibited from offering, promising, paying, giving or authorizing any payment of money or any other item of value to any other person or organization, with the intent to:

- Secure an improper advantage for the Company, such as obtaining or retaining business
- Exert improper influence over the recipient
- Induce the recipient to violate his or her duties
- Improperly reward the recipient for past conduct
- Achieve any other illegal or improper purpose

Offering or providing benefits to Government Officials (defined below) can raise special risks and heightened exposure. Company personnel who interact with Government Officials must ensure that any benefit conveyed to a Government Official complies with all applicable laws and regulations, the internal rules of the recipient’s organization and this Policy.



As discussed further below, this prohibition applies equally to giving anything of value, not just cash or monetary instruments. Both direct and indirect payments or transfers of value are prohibited. And neither the Company, nor any individual acting on its behalf, may do indirectly—through another person or company, such as a dealer or sales agent—what it is prohibited from doing directly. No Associate or Representative will be penalized for any delay or loss of business resulting from refusing to offer, promise, pay, give, approve or authorize a bribe.

3 Bribes Do Not Have to Involve Money

Anything of value can constitute a bribe if it is intended to obtain an improper benefit for the Company, or to induce the recipient to violate a duty or law. Benefits of an indirect nature (for example, hiring an official’s family member, or donating to an official’s favorite charity) qualify as value, as do improper gifts, meals or entertainment, loans, travel expenses and employment opportunities. The examples in this section address several activities and risk areas that warrant special vigilance.

Gifts, Meals and Hospitality

It is customary in some parts of the world to provide gifts, meals and entertainment to customers and other parties that have a business relationship with the Company. The practice of giving and receiving business gifts, meals and hospitality varies by country and region. But in all situations, gifts, meals and hospitality provided to Government Officials and customers must:



- Be legal under local law and permissible under the rules of the recipient's organization
- Be related to a legitimate business purpose
- Be modest in value and not excessive
- Be provided infrequently
- Be provided openly and transparently, and not secret
- Not be in the form of cash or cash equivalents (e.g., a voucher or gift certificate)
- Not create the appearance of impropriety or embarrass the Company if publicly disclosed

Gifts, meals and hospitality provided to United States federal, state and local Government Officials or candidates are prohibited unless approved in writing by the Company's Chief Financial Officer.

Political Contributions

Company funds and assets may not be used for political contributions or any other political purpose unless approved in writing by the Company's Chief Financial Officer.



Charitable Contributions

The Company may make charitable donations only if the funding is used for a bona fide charitable purpose and without expectation of any reciprocal benefit. Charitable contributions may never be made as part of an exchange of favors with any Government Official, or to provide a personal benefit to any individual, even if the recipient is a bona fide charity. If a Government Official has promised any benefit or issued any threat in connection with a contribution request, then the request must be denied and communicated promptly to the General Counsel. All charitable contributions must comply with applicable laws.



Hiring Decisions

The Company's hiring decisions must be based on objective measures and legitimate business needs. The Company may not provide a job or internship to a Government Official or an Official's close family member to gain influence with the Government Official or to secure any other improper advantage. If a Government Official offers to give a benefit to the Company or threatens to take adverse action in connection with a hiring decision, the suggested candidate may not be hired and the General Counsel must be promptly informed.



Facilitating Payments

In some countries, it is common for Government Officials to request small "facilitating" or "grease" payments to expedite or secure the performance of a routine, non-discretionary government action such as issuing an entry visa. Facilitating payments are impermissible under the laws of many countries and are forbidden by Company policy.



This policy does not prohibit making a payment where an Associate believes in good faith that someone's health or safety is at imminent risk. You must promptly report any such incident to the division CEO and the Company's General Counsel.

4 Business Engagements with Third Parties

The Company and individuals can be held responsible for bribes paid by third-party Representatives acting on our behalf. Thus, all Representatives working on our behalf must conduct business ethically, consistent with the principles set forth in this Policy.

All arrangements with Representatives must be formalized in written agreements, containing appropriate anti-corruption compliance provisions, before the Representative is engaged. Representatives – including but not limited to those that may interface with Government Officials on our behalf – must undergo risk-based due diligence prior to being engaged, as prescribed under the Global Integrity Due Diligence Process administered by the Global Compliance team. The Company will monitor Representatives on an ongoing basis, including periodically auditing and obtaining signed certifications of compliance.

For guidance, contact the Vice President of Compliance or any member of the Legal team.

5 Books & Records

Associates must help to ensure that Parts Town's corporate books and records accurately and fairly reflect all transactions and dispositions of assets in reasonable detail. No undisclosed or unrecorded fund or asset may be established or maintained for any purpose. No Associate or Representative may participate in falsifying any account or other business record, and all associates must respond fully and truthfully to any questions from Parts Town's internal or independent auditors.

Additionally, Associates may never agree to requests for false invoices or for payment of expenses that run afoul of this Policy. If such a request is received, notify the Legal team.

6 Reporting Concerns and Non-Retaliation

If you believe that a bribe has been or may be made, a payment has been or will be recorded improperly or any other violation of this Policy or the anti-corruption laws has been committed, you must report the concern to the Company immediately. There are many ways to report potential violations of law or our policies – including anonymously to our EthicsPoint reporting hotline, to your manager, to any member of the Legal team, to Human Resources or to a senior executive in your division. We can then determine whether investigation or appropriate corrective action is needed.

PTU will not tolerate retaliation or discrimination of any kind against any person for raising a concern in good faith or assisting in an investigation. Anyone found to have engaged in retaliation is subject to disciplinary action, up to and including termination of employment.

Definition of "Government Official" includes:

- Officers and employees of any national, regional, local or other governmental entity
- Officers and employees of government-owned or -controlled commercial enterprises
- Political party officials and candidates for political office at any level of government
- Officers, employees, agents or official representatives of public international organizations, such as the United Nations, European Commission or the World Bank