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**TO: ALL UCI EMPLOYEES**

**SUBJECT: UCI GUIDE TO ETHICS AND STANDARDS  
OF BUSINESS CONDUCT**

This is your personal copy of UCI's Guide to Ethics and Standards of Business Conduct that defines the Company's shared values. It is intended to provide a clear understanding of UCI's expectations for business conduct and to help all of us understand how we are to interact with each other, with our business partners, our business resources and our communities.

As we strive to achieve ever improving operational and financial performance, it is imperative that we ensure these results are attained in strict conformance with the law, customer requirements, high standards of business ethics, and business and financial reporting practices. Our everyday actions must support and demonstrate the highest level of business standards and conduct. Anything less will not be tolerated.

Concerns or questions regarding ethics and compliance related matters may be directed to any of the following: your supervisor or other management member, your Human Resources representative, or the Director, Internal Audit & Compliance (Karl Van Mill, 812-867-4721). In addition, we are establishing an "**Ethics & Compliance Line**" (800-735-0658). The Ethics & Compliance Line is available, toll free, for you to call and ask questions or report your concerns. You can call confidentially, you do not need to provide your name and no one will know who made the call.

It is the responsibility of each UCI employee to act responsibly and ethically. Misconduct by one person can discredit our Company, harm our good name and reflect poorly on all of us. If you have questions, ask. If you have a concern or see a possible problem, raise the issue. It requires a team effort to achieve and maintain our objective of ethical excellence.

Sincerely,



Bruce Zorich  
CEO

United Components, Inc.

## Our Shared Values

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- **Integrity** We conduct our business guided by the highest ethical standards and recognize each individual's responsibility to ensure consistent compliance with our standards and related policies and procedures.
- **Customers** We put the customer first and are committed to establishing and maintaining long-term relationships based on mutual trust, honesty and respect.
- **Employees** We believe in our people and seek to provide ample opportunity for development and growth, open communications and sharing of ideas, and appropriate reward for individual and team achievements.
- **Quality** We are dedicated to providing quality products that meet or exceed customer requirements. We continuously strive to improve product performance and work with our customers to meet the needs of constantly changing markets and technology.
- **Reporting** We strive to provide full, fair, timely, accurate and understandable financial reporting compliant with all legal and regulatory requirements.
- **Community** We take pride in the communities in which we live and work, and acknowledge our responsibility to ensure safe, healthy and environmentally friendly conditions.

## Our Relationship With Our Customers

***We will always strive to meet or exceed customer expectations for quality, price and delivery. We will build long lasting relationships with our customers based on mutual trust, integrity and honesty. We are sensitive to customer schedules, quality and cost issues and recognize the vital importance of supporting their needs while also complying with legal, ethical and regulatory requirements.***

### WE PROVIDE QUALITY PRODUCTS AND SERVICES

We strive to provide products and services that meet or exceed our customers' expectations for quality, integrity, and reliability.

**Question:** My supervisor told me we are behind schedule on a very important order for a key customer. He told me to "do whatever it takes" to deliver the product by month-end. I am concerned that our process and quality standards may not be followed. What should I do?

**Answer:** First, talk to your supervisor to voice your concerns and to clarify his instructions. If you are not satisfied, talk to another member of management, your Human Resources representative,

the Director, Internal Audit & Compliance (Karl Van Mill, 812-867-4721), or call the **Ethics & Compliance Line (800-735-0658)**.

### WE MAKE CONTRACT TERMS CLEAR AND CONCISE

UCI will communicate clearly and precisely so that we and our customers share a common understanding of the terms of our contracts including performance criteria, costs and schedules.

### WE DO NOT PROVIDE OR ACCEPT GIFTS OR GRATUITIES

Gifts and gratuities are always a high-risk area where the underlying motives for such activities can easily be misinterpreted.

The basic rule is to avoid giving or accepting any gifts or gratuities.

In no event should any entertainment or gifts be given or accepted that would adversely impact or appear to impact job performance, cause embarrassment to the Company or compromise the integrity or independence of any employee.

Reasonable business entertainment is permitted, including traditional promotional events, as long as what is offered is consistent with usual business practice, is infrequent,

## ***Our Relationship With Our Customers***

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cannot be construed as a bribe or payoff, is not in violation of any law and will not embarrass the Company or ourselves if publicly disclosed.

We will not offer or accept from any of our existing or potential customers cash gifts in any amount or non-monetary gifts or gratuities with a fair market value of more than \$50.

We will never give gifts or gratuities to any federal, state or local government employee or their representative, foreign or domestic.

### **WE DO NOT MAKE IMPROPER PAYMENTS**

UCI strictly prohibits bribes, kick-backs or any other form of improper payment to any customer, government representative or supplier. UCI also strictly prohibits any employee from accepting such payments.

All contacts and dealings with customers and suppliers will be conducted so as to avoid even the appearance of impropriety or violation of any applicable law or regulation, or these standards of business conduct.

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We are committed to ensuring ethical behavior in all of our business relationships and welcome any questions or issues from our customers. Questions or issues can be directed through the customer's usual contacts with UCI, or to the Director, Internal Audit & Compliance (812-867-4721), or the **Ethics & Compliance Line (800-735-0658)**.

## ***Our Relationship With Our Suppliers***

***UCI is committed to dealing fairly with our suppliers. We will emphasize fair competition without discrimination or deception, in a manner consistent with long lasting relationships. We will purchase all equipment, services and supplies based on merit. Our suppliers, vendors and sub-contractors will be treated with fairness and integrity.***

consistent with usual business practice, is infrequent, cannot be construed as a bribe or payoff, is not in violation of any law and will not embarrass the Company or ourselves if publicly disclosed.

**Question:** One of our suppliers sent me an expensive gift basket for the holidays. What should I do?

**Answer:** If it is not possible to return the gift basket, you should donate it to a local charity on behalf of the supplier. Employees are prohibited from accepting any gifts with a value of more than \$50.

You should make sure all suppliers are aware of our policy regarding gifts so this situation can be avoided in the future.

### **WE TREAT ALL SUPPLIERS FAIRLY**

We will treat all suppliers fairly and uniformly when we purchase goods or services. In deciding among competing suppliers, we will impartially weigh all factors and avoid even the appearance of favoritism.

### **WE DO NOT PROVIDE OR ACCEPT GIFTS OR GRATUITIES**

UCI employees will not be influenced by or attempt to influence suppliers or potential suppliers by accepting or providing gifts or gratuities. We will not accept from or provide to our suppliers cash gifts in any amount, or non-monetary gifts or gratuities with a fair market value of more than \$50.

Reasonable business entertainment is permitted, including traditional promotional events, as long as what is offered is

### **WE MAKE CONTRACT TERMS CLEAR AND CONCISE**

We will communicate clearly and concisely so our suppliers understand the terms of our purchase orders and contracts, including price, quantity, performance criteria and schedules.

## *Our Relationship With Our Suppliers*

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### **WE REQUIRE ETHICAL BEHAVIOR OF OUR OUTSIDE CONSULTANTS AND CONTRACTORS**

Consultants and contractors providing services to UCI must adhere to the same high standards of behavior and excellence required of every UCI employee. They must not act on behalf of the Company in any manner that is inconsistent with the highest standards of business conduct, Company policies or any applicable laws and regulations.

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We are committed to ensuring ethical behavior in all of our business relationships and welcome any questions or issues from our suppliers or consultants. Questions or issues can be directed through the supplier or consultant's usual contacts with UCI, or to the Director, Internal Audit & Compliance (812-867-4721), or the **Ethics & Compliance Line (800-735-0658)**.

## ***Our Relationship With The Company and Each Other***

***We are committed to treating each other fairly and to maintaining employment practices based on equal opportunity for all employees. We will respect each other's privacy and treat each other with dignity and respect. We are committed to providing safe and healthy working conditions and an atmosphere of open communications for all employees.***

### **WE ARE AN EQUAL OPPORTUNITY EMPLOYER**

UCI is an equal employment opportunity company. Our goal is to provide challenging, meaningful and rewarding opportunities for employment and personal growth to all employees without regard to race, religion, color, national origin, age, gender, sexual orientation, physical or mental disability or status as a disabled veteran or veteran of the Vietnam era.

### **WE MAINTAIN A DRUG-FREE WORKPLACE**

UCI prohibits the manufacture, distribution, sale, purchase, transfer, possession or use of alcohol, illegal drugs or the misuse of prescription drugs in the workplace.

### **WE PROHIBIT ALL FORMS OF HARASSMENT**

We forbid all forms of harassment by fellow employees, employees of outside contractors or visitors. This includes but is not limited to demeaning, insulting, embarrassing or intimidating behavior directed at any employee because of his or her race, religion, color, national origin, age, gender, sexual orientation, physical or mental disability or status as a disabled veteran or veteran of the Vietnam era.

UCI bans sexual advances or physical contact, sexually oriented gestures or statements, and the display or circulation of sexually oriented pictures, cartoons or jokes. We also prohibit retaliation against any employee who rejects, protests or complains about sexual harassment.

### **WE BELIEVE IN THE EMPLOYEE'S RIGHT TO PRIVACY**

We respect our employee's privacy and therefore maintain only those historical and current employee and medical records needed for business, legal or contractual purposes, restricting access and knowledge of the contents to those with a legitimate need to know. We will comply with all applicable laws regulating the disclosure of personal 'information about employees.

## *Our Relationship With The Company and Each Other*

### **WE ARE CAREFUL WHEN HIRING CLOSELY RELATED PERSONS**

UCI will not discourage the tradition of family service and may employ persons related to UCI employees. We will avoid placing family members in direct reporting relationships to the extent practical. The overriding considerations in this matter are fairness and the avoidance of any perception of favoritism.

### **WE STRIVE FOR A SAFE AND HEALTHY WORK ENVIRONMENT**

You are required to comply with all applicable laws and Company policies relating to safety, health and the environment.

The Company is committed to high standards of safety and employee protection. Meeting this commitment is the collective responsibility of all UCI employees. To that end, the Company shall comply with all applicable government safety, health, and environmental regulations, and establish systems to provide a safe and healthy workplace.

You are expected to be aware of and follow Company security procedures, including evacuation plans. You also are responsible for working safely to avoid risk to yourself and colleagues, immediately identifying and reporting unsafe working conditions or breaches

of security, and communicating ideas that will reduce injuries and workplace hazards.

**Question:** I think one of my co-workers may be drinking on the job. What should I do?

**Answer:** You should consult with your supervisor or other management member, your Human Resources representative, the Director, Internal Audit & Compliance (Karl Van Mill, 812-867-4721), or you can call the **Ethics & Compliance Line (800-735-0658)**.

### **WE PROTECT OUR COMPANY'S ASSETS**

All employees should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the company's profitability. All Company assets should be used for legitimate business purposes only.

**Question:** I have seen a co-worker stealing supplies from our Company. What should I do?

**Answer:** Contact your supervisor or other management member, your Human Resources representative, the Director, Internal Audit & Compliance, or call the Ethics & Compliance Line.

## *Our Relationship With The Company and Each Other*

### **WE PROTECT OUR CONFIDENTIAL INFORMATION AND TRADE SECRETS**

You may learn facts about the Company's business plans or "secrets of success" that are not known to the general public or to competitors. Sensitive information such as customer lists, the terms or pricing offered to particular customers, marketing or strategic plans, and proprietary or product systems developments are examples of the Company's products and trade secrets. Similarly, you may obtain information concerning transactions with other companies or confidential information about other companies.

You may not disclose without proper approval any confidential information or trade secrets of UCI to others or use any such information for your own or someone else's benefit. Within the Company, confidential information and trade secrets should be divulged only to other employees who need the information to carry out their business responsibilities.

### **WE PROTECT OUR TRADEMARKS, COPYRIGHTS AND PATENTS**

In performing your responsibilities, you sometimes may create or develop information, practices, methods or inventions. You must assign any and all such creations to the Company to

the extent permitted by law, whether such creation consists of improvements, designs, technologies, written materials, programs or other works. In other cases, you may develop inventions or create original works that are not part of your specific job-related responsibilities but that arise from information or resources that are available to you in connection with your employment and these must also be assigned to the Company to the extent permitted by law.

Creations involving Company information or processes, whether or not patentable or protectable by copyright, trade secret or trademark, belong to the Company. Such "intellectual property" may not be tangible like our buildings or equipment, but it is among the most valuable of the Company's assets. You are responsible for assisting the Company in securing and preserving, and when appropriate, enforcing UCI's intellectual property rights. When you leave the Company, for whatever reason, you must return any and all of the Company's intellectual property and other work products that are in your possession, including any copies.

## *Our Relationship With The Company and Each Other*

### **WE COMPLY FULLY WITH THE LETTER AND SPIRIT OF LAWS TO PRESERVE FREE AND OPEN COMPETITION**

UCI supports vigorous but fair competition. The United States and many other countries have enacted laws – usually referred to as antitrust, monopoly, competition or cartel laws – designed to preserve free and open competition. You must make business decisions using independent judgment and avoid even the appearance of agreeing with a competitor to limit the way we compete with one another.

Examples of the above are discussing pricing or pricing policy, costs, marketing or strategic plans, proprietary or confidential information, agreeing on prices you will charge customers, or agreeing to divide customers or markets, or boycotting certain customers, suppliers or competitors. You must make factual and truthful statements about our products and those of our competitors, whether in advertising or in speaking with customers or others.

### **NEVER BE AFRAID TO ASK QUESTIONS OR RAISE ISSUES**

Remember, you should never hesitate to raise a concern or question. The foundation of our compliance effort is openness, accessibility and discussion within the UCI community.

We encourage employees to present ideas, raise concerns and ask questions – especially those of a legal or ethical nature, but also those relating to quality of work.

All managers are responsible for supporting this policy and maintaining an "open door" for their direct reports and other employees who may reach out to them.

## Our Reporting Integrity

***UCI is strongly committed to conducting its business affairs with honesty and integrity and in full compliance with all applicable laws, rules and regulations. No employee may commit an illegal or unethical act or instruct or authorize others to do so, for any reason, in connection with any act, decision or activity that is or may appear to be related to his or her employment by or position with UCI.***

### WE PROVIDE PROPER REPORTING

UCI is committed to providing information about the Company to the public in a manner that is consistent with all applicable legal and regulatory requirements and that promotes investor confidence by facilitating fair, orderly, and efficient behavior. UCI's reports and documents filed with or submitted to the Securities and Exchange Commission, and UCI's other public communications, must include full, fair, accurate, timely, and understandable disclosure. All employees who are involved in the Company's disclosure process are responsible for using their best efforts to ensure that UCI meets such requirements.

You are responsible for taking all reasonable measures to protect the confidentiality of non-public information

about UCI or its subsidiaries and their customers obtained or created in connection with your activities and to prevent the unauthorized disclosure of such information unless required by applicable law or regulation or legal or regulatory process.

### WE MAINTAIN ACCURATE AND RELIABLE RECORDS

We must maintain accurate and complete records. Transactions between the Company and outside individuals and organizations must be promptly and accurately entered into our books in accordance with generally accepted accounting principles and practices.

Misrepresenting facts or falsifying records for any reason is illegal and will not be tolerated. If you have any reason to believe that any of the Company's books and records are not being maintained in an accurate or complete manner, you are expected to report this immediately to any one of the following: your supervisor or other member of management, the Director, Internal Audit & Compliance (Karl Van Mill, 812-867-4721), or you can call the **Ethics & Compliance Line (800-735-0658)**.

## Our Reporting Integrity

### WE ADHERE TO COMPANY POLICIES AND PROCEDURES

We comply with our administrative, accounting, and quality controls to assure that all reports are accurate and reliable, and that they fully and fairly disclose pertinent information.

Reasonable expenses incurred by employees in performing Company business will be reimbursed by filing expense reports, which must be documented accurately and completely and properly authorized by management.

No communication or monitoring system can ensure complete compliance. In the end, each of us must use good common sense and judgment in our personal conduct. Company policies and procedures, quality manuals and other plant or departmental procedures are designed to help us in that effort.

If you need help understanding or interpreting policies or procedures talk to your supervisor or other management member, the Director, Internal Audit & Compliance or call the **Ethics & Compliance Line**.

### WE ENSURE UNRESTRICTED AUDIT ACCESS AND REPORTING

Our auditors have unrestricted access to all operations, personnel and records

necessary for the performance of their reviews. No employee will knowingly misrepresent, omit or cause others to misrepresent or omit, material information about the Company to others, including the Company's independent auditors. Also, no action will be tolerated that has the effect of improperly influencing, manipulating, misleading or coercing the Company's external auditors for the purpose of rendering the Company's financial statements misleading.

### WE AVOID CONFLICTS OF INTEREST

You must be alert to any situation that could compromise the position of trust you hold as a UCI employee, and avoid any kind of conflict between your personal interests and those of UCI. You should never use your position with UCI, or information acquired during your employment, in a manner that may create a conflict – or the appearance of a conflict – between your personal interests and those of the Company, its customers or its suppliers.

Examples of conflicts include:

- Obtaining or seeking to obtain any personal benefit from the use or disclosure of information

## Our Reporting Integrity

that is confidential or proprietary to UCI, or from the disclosure of confidential or proprietary information about another entity acquired as a result of or in the course of his or her employment with UCI;

- Improper use of an employee's authority or management position to gain personal benefit from a decision or action by UCI that he or she is in a position to influence;
- Acquiring or attempting to acquire property (including real estate, patent rights, securities, or other properties) knowing that UCI has, or might have an interest in the properties;
- Knowingly competing with UCI or diverting a business opportunity from UCI; or
- Using UCI assets for other business or personal endeavors.

You may not simultaneously work for any concern that does business with or competes with UCI without prior approval of Human Resources. You must disclose to Human Resources if a member of your family or household holds a position that can influence decisions at a firm that directly competes with or does business with UCI.

If you believe you have, or are about to enter into a possible conflict of interest situation immediately contact your supervisor or other management member, Human Resources, the Director, Internal Audit & Compliance (Karl Van Mill, 812-867-4721) or the **Ethics & Compliance Line (800-735-0658)**

*When in doubt, ask first.*

### WE PROHIBIT IMPROPER PAYMENTS

You may not offer or accept any improper payments, gratuities or gifts to obtain or retain business or secure services. It is against Company policy to engage in any form of commercial bribery, including the offer or acceptance of any improper payments, gratuities or gifts to obtain or retain business or secure services anywhere in the world.

## Our Relationship With Our Communities

*The Company has a long-standing commitment to being a good corporate citizen. We will conduct ourselves in a responsible and responsive manner and comply with the laws, regulations and customs of the communities in which we live and work. We support and encourage employee involvement in community activities and organizations. We respect our environment and will protect our natural resources.*

**Answer:** Safety and environmental matters are everybody's "area" and everybody's responsibility. Report your concern to a safety and environmental professional at your location, your supervisor or other management member, your Human Resources representative, the Director, Internal Audit & Compliance (Karl Van Mill, 812-867-4721), or call the **Ethics Compliance Line (800-735-0658)**.

### WE DO NOT MAKE POLITICAL CONTRIBUTIONS

UCI does not allow Company funds to be used for political contributions, directly or indirectly, in support of any party or candidate in any election on the federal, state or local level.

### WE PROTECT THE ENVIRONMENT

UCI abides by all applicable health, safety and environmental laws and regulations in countries and communities where we do business.

**Question:** I have noticed activities that may be creating a safety and environmental hazard, but it is not in my work area. I do not have to report it, do I?

## Our Ethics and Compliance Program

### OUR ETHICS AND COMPLIANCE PROGRAM

***Acting ethically and in compliance with our standards of business conduct is the individual responsibility of each and every employee. It is your responsibility to raise issues or report violations promptly through any of the following - the choice is yours:***

- ***Your immediate supervisor or other member of management,***
- ***The Director, Internal Audit & Compliance (Karl Van Mill, 812-867-4721),***
- ***A Human Resources representative, or***
- ***UCI's Ethics & Compliance Line***

We protect confidentiality to the fullest extent appropriate or permitted by Company policy or the law. We will thoroughly research any question or concern until it is resolved.

The Director, Internal Audit & Compliance is responsible for the systematic enforcement of this Guide, in coordination with UCI senior management and with direct oversight by the Audit Committee of the UCI Board of Directors. The Audit Committee will be notified of any violation of the Guide.

### THE ETHICS & COMPLIANCE LINE PHONE NUMBER IS 800-735-0658

The Ethics & Compliance Line is a toll-free telephone number monitored on a 24-hour basis by professional personnel trained to coordinate the processing of UCI ethics and compliance questions and issues, as well as questions pertaining to laws, regulations and company policies. No answering machines or other recording devices or caller identification systems are ever used.

When you call the **Ethics & Compliance Line**, here is what you can expect:

- You will be asked if you wish to remain anonymous. If so, you will be given a case number and pin number, which you should write down for later reference.
- You will be asked to describe the situation or present the question in your own words. Relax, take your time and be as specific as possible (dates, times, names, etc.).
- You will be asked about any prior efforts you have made to resolve your concerns or questions and what you were told. You may be asked for details of any discussions you have had with your management and/or Human Resources. Please have names and dates available.

## Our Ethics and Compliance Program

- Your request for information or action will be handled promptly and professionally.
- If you have chosen to remain anonymous, you will be instructed to call back on an assigned date and to give the case number and pin number mentioned above at that time to get feedback and possibly provide additional information.
- If you have given your name and phone number, a representative will discreetly follow-up with you to discuss the resolution of your issue and determine whether you have any additional concerns.

### UCI MANAGEMENT CONTACTS:

If you would like to speak directly with UCI management, you may call:

- Bruce Zorich, Chief Executive Officer (CEO) 812-867-4717
- Charlie Dickson, Chief Financial Officer (CFO) 812-867-4726
- Mike Malady, Vice President, Human Resources 812-867-4513
- Karl Van Mill, Director, Internal Audit & Compliance 812-867-4721

### AUDIT COMMITTEE COMMUNICATIONS

In addition, if your issue involves the CEO or CFO of the Company or anyone charged with supervising the financial reporting or compliance processes, or if you feel your request for action has not been handled properly, you have the option of communicating in writing directly to the Audit Committee of the Board of Directors of UCI. All such written communications should be directed to:

**Leslie Armitage**  
**The Carlyle Group**  
**1001 Pennsylvania Avenue**  
**Washington, DC 20004**

### CONFIDENTIALITY

It is essential that you feel secure when participating in the UCI Ethics and Standards of Business Conduct Program. Therefore, confidentiality is a priority and every effort will be made to protect your identity whenever you interact with any element of this program.

### NON-RETALIATION

Neither UCI nor its individual management members will take any retaliatory action against an employee who, in good faith, appropriately reports a concern to management, Human Resources, our Board of Directors or the **Ethics & Compliance Line (800-735-0658)**.

**I acknowledge I have received a copy of the  
"UCI Guide to Ethics and Standards of Business Conduct."**

Print Name \_\_\_\_\_

Signed \_\_\_\_\_

Date \_\_\_\_\_

*This form must be returned to your manager or designated human resources representative  
and will be retained in your personnel file.*

