



# CODE OF CONDUCT



# Message from Tenneco's Management

## Message from Gregg Sherrill, Chairman and Chief Executive Officer

### Dear Tenneco Team:

Throughout our Company's history, we have built relationships of trust with key stakeholders through our unwavering commitment to the highest ethical standards. Our core values include *Trust, Integrity, Transparency* and *Accountability*. Your commitment to our core values drives our business success. We must all be committed to honest and ethical conduct in all that we do throughout the world.

Each of us is engaged daily in meeting competitive challenges and embracing opportunities to continuously move our Company forward. However, the pressure to succeed can never be an excuse for taking short-cuts that would compromise our core values. Our shareholders and those with whom we do business expect and deserve nothing less than the highest levels of service and ethical behavior.

I am personally committed to ensuring that Tenneco remains firmly rooted in the Code of Conduct. This Code describes our values and provides the tools necessary to help us do the right thing when presented with difficult situations and choices.

While policies such as this Code are important, our success is ultimately determined by our own actions. Every day, I expect the highest level of integrity from every Tenneco team member. All of us should set high standards of excellence for ourselves and our

fellow team members and we must never compromise those standards.

I assure you that if you become aware of violations of this Code, you will not suffer any negative consequences for promptly reporting those violations in good faith. This is my commitment to you and it has the full backing of our Board of Directors and the Senior Management Team.

Our dedication to working daily in compliance with the law and this Code will help Tenneco maintain its leadership position. With your help, we will continue to provide our customers with the highest levels of quality and performance while adhering to uncompromising standards of business ethics and integrity.

Thank you again for all you do to maintain a positive and productive workplace.

Sincerely,

**Gregg Sherrill**  
**Chairman and Chief Executive Officer**



# Message from Jim Harrington, Chief Compliance Officer

**THE CODE OF CONDUCT** sets high standards for our Company and enhances the way we work together as one global team. These standards are rooted in our values and are vital to our reputation and success.

This Code serves as a daily reminder of what is expected from every member of the Tenneco team. It includes tools and resources you can use when you are not sure if the action you or other team members are about to take is appropriate. It also refers you to additional resources and policies for more guidance including specific people at Tenneco who you can talk to about your questions or concerns.

As you read this Code, take time to think about how to incorporate the ethical standards described in this Code into your work activities. Our reputation for utmost integrity depends on the actions that each of us takes in our daily work lives.

If you have questions about our values or expectations, please speak up. Likewise, if you learn about or witness something that might violate this Code or the law, you have a responsibility to report it promptly to your manager or through one of [Tenneco's Ethics and Compliance Resources](#). You should report prohibited conduct even if you're not sure or you don't have all of the information. While we encourage you to identify yourself when you make a report, you can choose to remain anonymous where permitted by law. In all cases, we will take your report seriously and will prohibit anyone from retaliating against you for asking a question or making a report in good faith.

As Tenneco's Chief Compliance Officer, I encourage you to contact me if you have any questions or concerns. I am responsible for administering this Code and my door is always open.

Thank you for your continued support in maintaining our high standards for integrity and honesty. Your daily actions help create the best environment possible for all of us to grow and contribute to Tenneco's success.

Sincerely,

**Jim Harrington**

**Senior Vice President, General Counsel, Corporate Secretary and Chief Compliance Officer**

## Our Values

- **Integrity**  
Being honest, fair and never compromising our ethics
- **Accountability**  
Accepting responsibility
- **Trust**  
Relying on and having faith in one another
- **Results Oriented**  
Taking authority; driving to achieve and meet commitments
- **Passion and a Sense of Urgency**  
A consuming desire to win now
- **Perseverance**  
Resolute and unyielding; the unrelenting pursuit of goals
- **Teamwork**  
Seamless collaboration
- **Innovation**  
Discovering new solutions using engineering expertise and advanced technologies
- **Health & Safety**  
Committed to a healthy and safe work environment for all employees
- **Transparency**  
Raising issues; being forthcoming and open

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# OUR COMMITMENT TO COMPLIANCE AND ETHICS



## Scope and Applicability

At Tenneco, ethics, integrity and lawful conduct are among our most important priorities. Our Board of Directors has adopted this Code to reinforce the Company's commitment to the highest standards of ethical and legal conduct and to ensure that all Tenneco team members share this commitment. This Code explains Tenneco's expectations for our behavior and provides direction in areas of our jobs where special attention may be needed. Although this Code is not intended to address every situation we may encounter or to answer every question we may have, it provides guiding principles, practical directions and other information to assist us in making ethical and lawful decisions in our daily work lives.

This Code applies worldwide and company-wide to all Tenneco team members including all directors, officers, employees, agents, independent contractors and consultants. We also expect that the individuals and organizations with whom we work or seek to do business, including our customers, suppliers and other business partners, will follow the same high standards.

## Your Obligations

Tenneco requires that all team members understand and comply with the principles outlined in this Code and the laws and policies that apply to your positions with the Company. We encourage you to seek help whenever you have questions about specific compliance issues or what constitutes ethical and lawful conduct. "I didn't know" will not be an excuse for unethical or illegal behavior.

Since Tenneco is a multinational company, the laws of many different jurisdictions may apply to our jobs. Team

## YOUR RESPONSIBILITIES

- Comply with all applicable laws and regulations.
- Meet the ethical standards described in this Code.
- Seek help when you have questions about specific ethics and compliance issues.
- Promptly report suspected misconduct using the ethics and compliance resources described in this Code.

members are expected to comply with certain aspects of U.S. law because Tenneco is a U.S. based company. Where local laws, cultures or customs may be different from the principles and standards established in this Code, team members should seek guidance from the Chief Compliance Officer.

The [Compliance Policy Manual](#), your human resources policies and other applicable policies and procedures contain more specific guidance about the Company's expectations. Like this Code, these policies reflect the Company's commitment to the highest legal and ethical standards. As a general rule, you should follow the specific guidance in the Compliance Policy Manual and the specific policies that apply to your work. In all cases, however, this Code establishes the basic principles and minimum standards of behavior that apply throughout our global operations.

From time to time, you will be required to certify that you have read and understand this Code and that you have complied and will continue to comply with this Code. Failure to follow the standards contained in this Code,

including disclosure requirements, may result in a range of disciplinary actions, up to and including termination of employment.

## Obligations of Managers

Managers set the tone for proper behavior at Tenneco. Any team member who manages other team members has a special obligation to promote and ensure ethical and lawful conduct among team members. If you manage others, you should serve as a role model and ensure that team members reporting to you understand and comply with this Code and with all applicable laws and policies. You need to promote a work environment for your team that encourages frank and open communications concerning Tenneco's expectations of ethical and lawful conduct. You also need to make sure that your team members do not fear retaliation if they have a question or want to report a concern involving actual or potential law or Code violations. Any report you receive about actual or potential violations must be promptly brought to the attention of the Chief Compliance Officer.

### YOUR RESPONSIBILITIES AS A MANAGER

If you manage others, you are expected to:

- Serve as a role model.
- Review questions and reports you have or receive about this Code with your managers.
- Provide feedback and guidance to help resolve ethical dilemmas.
- Report all violations of this Code to the Chief Compliance Officer.

## Getting Advice and Reporting Concerns

This Code will help you work through business issues and choices, but you may still have questions and concerns about the proper way to handle specific situations. If you are unsure whether a particular action or behavior is appropriate, you should first consider the following questions:

- Have I reviewed the facts carefully?
- Is the action consistent with Tenneco's values and policies and this Code of Conduct?
- Is the action legal?
- Would I be comfortable explaining my action to my manager, my team members or my family?
- Would I be proud to read about it in the newspaper or on the internet?

In most cases, if something seems unethical or improper, it probably is. Just because others are doing something doesn't mean that it's the right thing to do. However, if you are still unsure about the appropriate course of action or question how Tenneco's standards and principles apply to a specific situation, you should speak up. Asking even a simple or preliminary question of your manager or fellow team member can help clarify and avoid potentially troubling situations.

All of us at Tenneco have a duty to help the Company address legal and ethical issues and to promptly raise concerns in good faith if we suspect that any activity or behavior may violate the law or this Code. The Chief Compliance Officer is responsible for the administration of this Code and is a source of additional information about Tenneco's standards and expectations. He is available to discuss any questions or concerns you may

have about compliance or ethics at Tenneco. A comprehensive description of the Company's resources for raising questions or concerns about legal or ethical issues at Tenneco is included on the following page.

When making a report, you should include as much information about the suspected violation as you can provide. Where possible, it should describe the nature of the suspected violation; the identities of the persons involved in the suspected violation; a description of documents that relate to the suspected violation; and the time frame during which the suspected violation occurred. Where you have not reported anonymously, you may be contacted for further information.

## Q&A

**Q:** I am aware of a situation that I think is a violation of this Code. Should I report it even though I am not completely sure there is a problem?



**A:** Yes. You should promptly report possible violations of this Code to your manager or through one of Tenneco's Ethics and Compliance Resources. Reporting an issue in "good faith" does not mean that you have all the facts or that you are "right." It means that you believe that the information you are reporting is accurate and truthful and that you are open and honest in the information you share. It is better to report a suspicion that turns out not to be an issue than to ignore a possible violation of the law or this Code.

## Non-Retaliation and Confidentiality

The Company will not tolerate any form of retaliation for raising an issue or concern in good faith. Any reports of retaliation will be investigated and will be handled appropriately. Tenneco will take all appropriate steps to preserve the confidentiality and identity of any team member who makes a report or raises a concern honestly. On the other hand, it is a violation of this Code to knowingly make a false accusation.

## Investigations

Tenneco will promptly investigate a report of illegal conduct or a suspected violation of this Code. As a Tenneco team member, you are expected to be truthful and to cooperate fully with any investigations regarding allegations of misconduct.

## Amendments and Code Waivers

The Company welcomes suggestions for improving the legal and ethical culture at Tenneco. We will update this Code periodically to reflect relevant changes in the law and changes to Tenneco policies. Proposals for significant revisions to this Code will be submitted to the Tenneco Board of Directors or applicable Board Committee for approval.

Because guidelines like this Code are, by their nature, general in scope, there may be certain situations in which the Company believes that an exception or waiver is appropriate. Any waiver for a director or executive officer may be made only by the Tenneco Board of Directors or applicable Board Committee. Any waiver for any other team member may be made only by the Chief Compliance Officer or the Chief Executive Officer.



# Tenneco's Ethics and Compliance Resources

If you have a concern or question about legal compliance or ethics, Tenneco encourages you to seek guidance from the Company resources listed below. While we encourage you to give your name in order to facilitate our investigation, your call and report may be anonymous, and you will not be required to provide your name, where permitted by law. The Company prohibits retaliation against individuals who raise a concern in good faith.

## TENNECO TEAM MEMBERS

- Your manager, others in the reporting chain or any member of the Senior Management Team
- Chief Compliance Officer  
(Compliance Matters)  
Phone: 1.847.482.5153
- Internal Audit  
(Financial and Accounting Matters)  
Phone: 1.847.482.5161
- Human Resources  
(HR Matters)  
Phone: 1.847.482.5015
- General Counsel/Law Department  
(Legal Matters)  
Phone: 1.847.482.5153

## TENNECO MAIL

**Office of the  
Chief Compliance Officer**  
Tenneco Inc.  
500 North Field Drive  
Lake Forest, Illinois 60045-2595

## TENNECO HOTLINE AND WEBLINE

If you are uncomfortable using the other Tenneco resources, or if at any time your concern has not been resolved to your satisfaction, please call the Tenneco Hotline toll free at the numbers listed below. You may also raise your concern via the Tenneco Webline at [www.tennecohotline.ethicspoint.com](http://www.tennecohotline.ethicspoint.com). The Tenneco Hotline and Webline are available 24 hours a day, 7 days a week.

Calls and reports to the Tenneco Hotline and Webline are received by an outside company not affiliated with Tenneco. Callers and Webline users receive a report number so they can check the status of their report or provide additional information. All issues received through the Tenneco Hotline or Webline are forwarded to the Chief Compliance Officer for appropriate handling. All inquiries will be answered promptly.

**ARGENTINA**  
0.800.555.0906

**CZECH REP**  
800.142.550

**KOREA**  
00798.14.800.6599

**SOUTH AFRICA**  
080.09.92604

**AUSTRALIA**  
1.800.339276

**DENMARK**  
80.882809

**MEXICO**  
001.8008407907

**SPAIN**  
900.991498

**BELGIUM**  
0800.77004

**FRANCE**  
0800.902500

**NEW ZEALAND**  
0800.447737

**SWEDEN**  
020.79.8729

**BRAZIL**  
0800.8911667

**GERMANY**  
0800.1016582

**POLAND**  
0.0.800.1211571

**THAILAND**  
001.800.12.0665204

**CANADA**  
866.828.8388

**INDIA**  
000.800.100.1071

**PORTUGAL**  
8008.12499

**TURKEY**  
0811.288.0001 then  
866.828.8388

**NORTHERN CHINA**  
10.800.712.1239

**ITALY**  
800.786907

**RUSSIA**  
8.10.8002.6053011

**UNITED KINGDOM**  
08.000328483

**SOUTHERN CHINA**  
10.800.120.1239

**JAPAN**  
00531.121520

**SINGAPORE**  
800.1204201

**UNITED STATES**  
866.828.8388

# TRUST

Relying on and having faith  
in one another.



# Creating a Respectful Workplace

## People Make the Difference

**GUIDING PRINCIPLE:** *Each of us must play our part in creating a positive work environment that fosters fairness and respect for others.*

### WHAT THIS MEANS

Tenneco's most important assets are the men and women who work hard each day to serve our customers. Having a highly skilled and engaged workforce is vital to our shared success as a Company.

We are firmly committed to the fair treatment of all team members within a safe and healthy work environment. This same standard also applies to those individuals and organizations with whom we work or seek to do business including our customers, suppliers and other business partners. We have a responsibility to speak up if we experience or witness conduct that violates these standards.

## Diversity and Equal Employment Opportunities

**GUIDING PRINCIPLE:** *We strive to provide equal opportunities and fair treatment for all.*

### WHAT THIS MEANS

As a global company, we see diversity as a competitive advantage. We embrace the unique needs of each geographical market, from customer requirements to employee cultures. We strive to create the best environment possible for all team members to grow.

The Company, our team members and others with whom we work should never tolerate discrimination of, or by, any individual on the basis of race, color, sex, sexual orientation, national origin, religion, age, disability, marital or family status, veteran status, genetic information or any other characteristic protected by law. This principle extends to the Company's employment decisions including all hiring, performance appraisals, compensation, benefits, promotions and terminations. These important decisions should always be based on an employee's qualifications, skills and performance record.

### PRACTICE TIPS

To help ensure a workplace based on respect and fair treatment:

- **DO** help to promote an inclusive culture free of any suggestion of discrimination.
- **DON'T** treat any team member or any customer, supplier or other business partner differently because of any characteristic protected by law or Company policy.
- **DO** notify your local management, Human Resources representative or the Chief Compliance Officer if you are a victim of or witness discrimination.

## Mutual Respect and Anti-Harassment

**GUIDING PRINCIPLE:** *At Tenneco, all team members and all with whom we work or seek to do business are expected to act professionally and to be respectful in their interactions with fellow team members and with others from outside of the Company.*

### WHAT THIS MEANS

We all have the right to work in an environment where our privacy and personal dignity are valued and where each of us is treated with respect. The Company will not tolerate harassment in the workplace or in any other place where our team members are working.

Harassment can take many forms and includes any language or behavior that may demean, intimidate or offend an individual. It includes the display of offensive material and offensive jokes or remarks based on a person's race, color, sex, sexual orientation, national

### PRACTICE TIPS

To maintain a culture free of sexual harassment:

- **DON'T** make jokes, graphic statements or commentaries of a sexual nature or use sexually degrading words.
- **DON'T** display sexually suggestive objects or pictures or make obscene gestures or sexual propositions or threats.
- **DON'T** engage in sexually suggestive touching, body contact or blocking movement, repeated and offensive sexual flirtations or advances, or continued verbal abuse of a sexual nature.
- **DO** notify your local management, Human Resources representative or the Chief Compliance Officer if you experience or witness any sexual harassment or any other violation of the Company's workplace harassment policies.

## Q&A

**Q:** I recently went to dinner with a fellow Tenneco team member and a customer. The customer was making jokes with sexual overtones and commented several times on my team member's appearance. While she brushed off the comments, I was very uncomfortable. Should I do anything?

**A:** Yes. The actions of the customer may be considered sexual harassment and should be reported immediately. Tenneco prohibits any conduct with sexual overtones or any behavior

that creates an intimidating, hostile or offensive work environment. Our policy applies equally to all team members and to anyone who wishes to do business with us including customers. It also applies to both work-related settings and to activities outside the workplace. You should ask your team member to report the situation to her manager or to Human Resources. If she does not, you should mention it to your manager and make sure the situation is addressed.

origin, age, religion, disability, marital or family status, veteran status, or other personal characteristic. It also includes sexual harassment which is a specific form of harassment involving unsolicited and unwelcome sexual advances, requests for sexual favors or any other verbal, visual or physical conduct of a sexual nature. We must all be committed to an environment free of offensive, obscene or threatening behavior and play an active role in maintaining this environment.

## Workplace Violence

**GUIDING PRINCIPLE:** *All Tenneco team members have the right to perform their jobs in an environment that is free from violence, bullying, threats or intimidation.*

### WHAT THIS MEANS

No team member or business partner should ever cause others to reasonably fear for their personal safety or for the safety of their family, friends or property. For your protection, Tenneco also prohibits the possession of guns, explosives, and other weapons on Company property or while conducting Company business unless this prohibition is contrary to local law.

If you encounter a situation involving violence, bullying or threats, you should speak to your manager, a Human Resources representative or, if necessary, call the appropriate emergency authorities.

## Human Rights

**GUIDING PRINCIPLE:** *Tenneco respects the human rights of all people and expects our suppliers and other business partners to follow the same high standards of social responsibility.*

### WHAT THIS MEANS

Tenneco recognizes our obligations as a responsible corporate citizen and seeks to promote the well-being of our team members, our customers and our communities. As a company, we contribute to programs and initiatives that enhance the quality of life in the areas in which we work, live and do business. We are committed to fair labor practices and comply with all laws that protect the human rights of workers. Team members will be employed voluntarily and receive legal compensation. Likewise, Tenneco will not employ child labor and will never allow corporal punishment or other forms of physical coercion.

# Maintaining a Healthy, Safe and Clean Environment and Delivering Quality Products

## A Healthy and Safe Place to Work

**GUIDING PRINCIPLE:** *Because the safety of our team members is a priority at Tenneco, safety is a personal responsibility of all team members.*

### WHAT THIS MEANS

Each of us must strive to prevent and minimize personal injuries resulting from equipment, machinery or hazardous materials. We should never compromise safety procedures to increase productivity or output. World class health and safety performance enhances our ability to produce high-quality products.

All team members are expected to know, understand and comply with the safety laws and regulations that apply to their areas of responsibility. Following these requirements helps ensure not only your own safety, but also the safety of others. Should you experience or witness a job-related injury or illness, you should report it as soon as possible to your manager or to the Environment, Health and Safety Department. We also encourage team members to bring forward suggestions of innovative ways for us to improve Tenneco's health and safety procedures.

## Q&A



**Q:** My manufacturing location has a major order to fill. We are running at full capacity and are under a great deal of pressure to get the product out the door. One of the pieces of equipment is not operating properly and I think it's unsafe. But if we shut the equipment down, we may not meet the shipment deadline. What should I do?

**A:** You need to report the situation to your manager immediately to make sure the equipment is safe. At Tenneco, the pressure to succeed can never be an excuse for taking short-cuts that would compromise safety. Safety is always a top priority at Tenneco. If you are uncomfortable discussing this with your manager, contact your safety representative or plant manager.

## PRACTICE TIPS

To help ensure a safe workplace:

- **DO** take appropriate safety precautions including wearing and using personal protective equipment and using seat belts while driving or riding in a Company vehicle.
- **DON'T** use cell phones or similar devices while driving on the job or driving a Company vehicle, to make a business call while driving or in other situations where it would be unsafe.
- **DON'T** instruct anyone to disregard safety procedures.
- **DO** notify your manager or the Environment, Health and Safety Department of any hazardous conditions, improper use of safety equipment or failure to follow safety procedures.

## Substance Use and Abuse

**GUIDING PRINCIPLE:** *As part of our commitment to provide a safe and healthy work environment, Tenneco maintains a workplace that is free from all forms of substance abuse.*

### WHAT THIS MEANS

Tenneco prohibits the use, possession or distribution of illegal drugs or controlled substances. Team members are not permitted to be under the influence of illegal or controlled substances or alcohol or to misuse prescription medications while at work or on Tenneco premises. You

may not consume alcohol on Tenneco premises or in work-related settings, except as permitted by management. In addition, employees will not be allowed to work if their use of legal drugs creates an unsafe condition.

Tenneco retains the right to search Company property at any time, to the extent permitted by local law. If controlled, prohibited or illegal substances are found, they will be confiscated and, if appropriate, turned over to the authorities.

Drugs and alcohol can impair your ability to do your job and can put other team members at risk. Team members who violate Tenneco's Substance Use and Abuse Policy will be subject to disciplinary action, up to and including termination. You are expected to report any violations of these guidelines to a manager or to your facility's Human Resources manager.

## Environmental Protection

**GUIDING PRINCIPLE:** *We conduct our business in a way that protects the environment and the public. We believe that environmental management is an essential business function that provides a competitive business advantage.*

### WHAT THIS MEANS

In addition to manufacturing products that clean the environment and improve driver comfort and safety, Tenneco is focused on environmental stewardship and the welfare of our communities. We demonstrate our commitment in many ways including:

- Using innovative technologies to produce safe and sustainable products;

- Proactively working to continuously improve our environmental practices to minimize the environmental impact of our products and our manufacturing facilities; and
- Focusing efforts on important environmental issues including energy conservation and greenhouse gas emission reduction initiatives.

Each of us is responsible for complying with all applicable environmental laws and all Company standards for preventing environmental incidents. We should each strive to minimize waste and to eliminate situations that negatively impact the environment in our daily decisions and actions.

## Q&A

**Q:** It looks like a piece of equipment is leaking a liquid. What should I do?

**A:** Under this Code and Tenneco policies, all of us need to take action to eliminate situations that might negatively impact the environment. Instead of guessing, you should talk to your manager to see if anything needs to be done.



## Product Quality

**GUIDING PRINCIPLE:** *We strive to provide the highest quality goods and services to our customers to meet and exceed their specifications and expectations.*

### WHAT THIS MEANS

We manage change, including new manufacturing processes, products and acquisitions, by identifying and eliminating new risks resulting from those changes. Each of us is expected to participate in Tenneco's development of a quality culture that values leadership, teamwork and open communication.

### PRACTICE TIPS

Our commitment to deliver quality products drives our performance.

- **FOCUS ON THE CUSTOMER:** Customer satisfaction is at the center of everything we do.
- **MEASURE AND MANAGE WITH DATA:** We are relentless in using data to improve and achieve sustainable results.
- **CONTINUOUSLY IMPROVE:** Our customers demand and deserve excellence. We relentlessly identify, apply and share best practices from internal and external sources.



# Protecting Information and Assets

## Proprietary and Other Confidential Information

**GUIDING PRINCIPLE:** *Each Tenneco team member is expected to safeguard all confidential information to which he or she may have access. All team members must take care to protect the Company's intellectual property rights and respect the intellectual property rights of others.*

### WHAT THIS MEANS

The Company's intellectual property, including our patents, trademarks, copyrights, trade secrets, inventions, know-how and technology, represents some of our most valuable assets and is critical to delivering innovation and technical expertise to our customers. We must do what we can to secure and protect these assets for the Company. You should contact the Law Department if you suspect any misuse of our intellectual property.

Tenneco produces and holds other valuable confidential information that gives us a competitive advantage. Confidential information includes all non-public information that might be of use to our competitors or harmful to Tenneco, our customers or our other stakeholders, if disclosed. It includes new product plans, business plans, financial information, business processes, strategic, commercial, marketing and technical data, as well as information about our team members, customers and other business partners.

Tenneco team members are expected to protect Tenneco's confidential information from loss, misuse, misappropriation or any inappropriate, unauthorized or inadvertent disclosures. In many cases, you may only share the confidential information you have with other team members who have a clear right and need to know. You should not discuss confidential information with family members, business associates or friends. You should not exchange confidential information with anyone outside the Company unless the information

## Q&A



**Q:** When I left work last night, I noticed that one of my colleagues had left marketing and sales data in a conference room. It was marked "Highly Confidential." What should I do?

**A:** Your colleague should not have left the information unprotected in the conference room. You should speak with him or his manager about the importance of keeping potentially confidential information protected. You should store the information in a secure place and advise your colleague where you put it. Also remember that the confidential information should not be shared with anyone else.

is subject to an agreement approved by the Law Department and the exchange is done on the terms described in the agreement. This obligation to preserve confidential information continues even after your position with Tenneco ends.

We should be particularly careful to not disclose trade secrets or other proprietary information through what appear to be innocent or innocuous discussions, communications or inquiries regarding the Company or its business processes. For example, prototype samples often contain our newest technologies that may be protected only as trade secrets until patent applications can be filed. Particular care should be made not to release prototypes until you are certain that their proprietary content is protected by a confidentiality obligation or other measures. Be sure you know exactly with whom you are dealing and make certain that they have a legitimate business connection with Tenneco and a need to know the information to be provided. An agreement approved by the Law Department must be in place before any proprietary or other confidential information is disclosed.

We must also protect confidential information entrusted to us by our former employers and customers, suppliers and other third parties with whom we do business. We also respect the patents, trademarks, copyrights and other intellectual property rights of others.

You should report to your manager, the Law Department or the Chief Compliance Officer if any outside party attempts to obtain our intellectual property or any other confidential or proprietary information. Likewise, you should also report if you learn of or suspect any unauthorized use or disclosure of our intellectual property or other confidential or proprietary information.

## PRACTICE TIPS

To help ensure our confidential information, including proprietary information, is protected:

- **DON'T** disclose confidential information unless you have been authorized to do so.
- **DON'T** seek or accept confidential information of a competitor in an illegal or unethical manner.
- **DON'T** disclose confidential information from or about a former employer.
- **DON'T** store confidential information on portable devices, such as zip drives, that could be easily lost or stolen.

## Tenneco Assets

**GUIDING PRINCIPLE:** *We each have a responsibility to protect Tenneco's assets. We should only use Company assets and resources for legitimate business purposes and should limit personal use that may interfere with our responsibilities to the Company.*

### WHAT THIS MEANS

Each of us is responsible for protecting Company assets and safeguarding them from fraud, misuse or waste. This responsibility extends to tangible assets such as money, equipment, physical materials, computer software and real property, and to intangible property, such as business plans, trade secrets, computer programs, technologies, electronically recorded data and other confidential or proprietary information.

Company assets are provided for business use only. We should not use them for our personal benefit. We are all expected to use and maintain Company assets with care and according to Company policies and to protect them from damage, abuse, theft, misappropriation and infringement.

You should report any theft or misuse of Tenneco property to your manager. The manager should consult with the SBU controller to determine whether further reporting is required.

## Information and Communications Technology

**GUIDING PRINCIPLE:** *We need to ensure that our use of Tenneco's electronic systems maximizes their productive benefit to the Company, protects Tenneco's confidential and proprietary information and shields the Company from exposure to liability for unauthorized acts.*

### WHAT THIS MEANS

Tenneco's electronic resources, including our e-mail, internet and intranet systems, are powerful communication tools and valuable business assets. All team members should use the Company's computer resources responsibly and in compliance with all applicable policies and guidelines. We should use care in all of our electronic communications. Electronic communications can be easily circulated and can be retrieved even when deleted.

We should use the Company's electronic resources primarily for Tenneco business purposes. Except for the occasional short and appropriate e-mail messages to family members or friends, personal or non-Company business use of Tenneco's electronic resources is not allowed without approval in writing by your manager.

The Company's electronic resources, including information created, accessed, transmitted or stored using the Company's systems, are considered a business tool that will be monitored by the Company to ensure proper use to the extent allowed by local law.

Tenneco maintains an [IT Policy Manual](#) which is a part of the IT Policies and Procedures System. It contains guidelines regarding acceptable uses of the information technology systems. If you have questions or need clarification, please consult the IT Policy Manual.

### PRACTICE TIPS

To help ensure that our information and communications technology is protected:

- **DO** follow established security procedures and controls for every information technology resource you use and safeguard your accounts and passwords.
- **DO** follow required procedures for the transmission of sensitive, confidential and proprietary information.
- **DO** use care whenever you forward emails and send attachments to make sure that you are not sending confidential or proprietary information without the required approvals and agreements.
- **DON'T** transmit, download or link to any material that violates laws or Company policy including material with discriminatory, defamatory, harassing or obscene content.
- **DO** follow established procedures to protect information technology resources from damage though infection by a computer virus.

# Q&A



**Q:** I occasionally work from home. Can I use my personal computer to store the Company information I need to use in my job? And can I keep hard copies of Company files at home so I have access to them?

**A:** No. The Company has put systems in place on Company equipment and at Company locations to protect and maintain our business records. You should maintain electronic copies of Company records on Company computers only – not on your personal computer. Likewise, you are not authorized to keep hard copy Company records or copies of Company records at your home. You should discuss these matters with your manager and IT.

## Company Records Management

**GUIDING PRINCIPLE:** *We have a shared obligation to create and manage Company records responsibly, with honesty and accuracy, taking due care and complying with any applicable laws and regulations.*

### WHAT THIS MEANS

As a business, we generate a wide range of business records in many forms and we store these records in various places designated by Tenneco. Each of us must maintain our business records in accordance with the Company's document management policies. We must not improperly destroy any corporate accounts, records or other official Company documents.

If litigation, a government audit or an investigation is imminent or pending, the Law Department will suspend Tenneco's normal document destruction procedures until all documents relevant to that litigation, audit or investigation are identified, segregated and preserved as required by law.

## Data Security and Privacy

**GUIDING PRINCIPLE:** *We respect the privacy and protect the personal data of our team members, customers, suppliers and other business partners.*

### WHAT THIS MEANS

We will collect, process, store and submit personal data for proper business purposes only, in compliance with Company policy and all applicable privacy and data protection laws. Team members who work with personal information about individuals or who have access to personal information held by the Company are expected to be familiar with applicable laws and Company policies and to take all necessary steps to safeguard it. You should never share this information without permission or use it in ways that violate the applicable privacy and data protection laws or Company policy.

# INTEGRITY

Being honest, fair and never compromising our ethics.



# Acting in the Best Interests of Tenneco

## Conflicts of Interest

**GUIDING PRINCIPLE:** *We should avoid situations in which a conflict of interest or the appearance of a conflict of interest could occur.*

### WHAT THIS MEANS

Conflicts of interest exist when your personal interests or activities interfere, or appear to interfere, with your judgment, loyalty or responsibilities to Tenneco. This includes situations where a conflict may arise indirectly, as a result of the personal interests or activities of someone with whom

#### PRACTICE TIPS

To ensure that your activities, interests and relationships do not even appear to impact your job performance at Tenneco:

- **DO** avoid any interest or activity that makes it difficult for you to be objective in your job.
- **DO** avoid any situation where you, members of your family or household or your personal friends receive any improper personal benefits as a result of your position with the Company.
- **DON'T** do any work or make any investments that interfere or appear to interfere with your job at Tenneco and your responsibilities.
- **DON'T** use Tenneco time or resources for personal or outside business matters.

you have a personal relationship or an organization with which you or that person are involved. If you are in Global Supply Chain Management, you need to be especially diligent to ensure your undivided loyalty to Tenneco and protect the Company's reputation for integrity.

While it is difficult to list all of the situations in which a conflict of interest—or the appearance of a conflict—might arise, some typical examples include:

- **Opportunity for Personal Benefit or Gain from Business:** Doing Company business with a family or household member or personal friend or with an organization that you or they own or help manage;
- **Family or Close Personal Relationships:** Supervising or being supervised by a family or household member or a close personal friend;
- **Working with Customers, Suppliers, Other Business Partners or Competitors:** Doing outside work (including work as a consultant or advisor) for a customer, supplier or other business partner or a competitor;
- **Other Outside Work:** Performing services for others (including service as a board member, work as a consultant or advisor and self-employment) that interferes with your work and responsibilities at the Company;
- **Investments:** Financial interests or investments in a customer, supplier or other business partner or a competitor; and

- **Gifts:** Accepting gifts or other favors that might actually, or appear to, influence your business decisions, including gifts and other favors received with strings attached (i.e., quid pro quo).

Team members must obtain prior consent from the Chief Compliance Officer before doing outside work. You

## Q&A



**Q:** One of our customers has asked if I could do some consulting work for his company during my personal time. I can do the work at night and on the weekends and I'll get paid by the hour. Can I go ahead and accept the offer if the project is not related to my work at Tenneco? If I can't do it, can I see if my son's girlfriend can get the job? She does good work.

**A:** First, while you are employed at Tenneco, you may not accept a job with a customer even if it is not related to your work for the Company. It may also be inappropriate to get your son's girlfriend involved. If you want her to get the job, you should discuss the situation with the Chief Compliance Officer before doing anything.

must also promptly inform the Chief Compliance Officer of any personal relationship, outside business position or any other interest or activity that might be viewed as conflicting with your Tenneco duties or responsibilities. The Chief Compliance Officer will review the information you provide and inform you if the Company consents to the outside employment, interest or activities in question and any limitations to such consent.

You should report any violations of our conflict of interest policy to the Chief Compliance Officer.

Guidelines and procedures that apply to non-employee members of Tenneco's Board of Directors are set forth in the Tenneco's Governance Principles and Related Party Policy.

## Corporate Opportunities

**GUIDING PRINCIPLE:** *We must not take for ourselves opportunities that rightfully belong to the Company.*

### WHAT THIS MEANS

Each of us owes a duty to the Company to advance its legitimate business interests when the opportunity to do so arises. For that reason, Tenneco team members must not:

- Participate in any business or make any investment or take advantage of any other opportunities that you find as a result of your position with the Company or through the use of Company property or information;
- Compete with the Company; or
- Use corporate property, information or your position with the Company for personal gain.

## Gifts, Entertainment, Hospitality and Other Benefits

**GUIDING PRINCIPLE:** *We must make sure that any gift or other benefit we give or accept is appropriate and consistent with Company policies. We must avoid all gifts or benefits that might compromise or appear to compromise the recipient's objectivity.*

### WHAT THIS MEANS

Business gifts and other courtesies can create legal and ethical concerns for Tenneco, particularly where they are given or received with strings attached (i.e., quid pro quo) or could create an actual or apparent conflict of interest. However, in some situations, modest gifts, entertainment and hospitality may be appropriate means of promoting general business goodwill among our customers, suppliers and other business partners.

Team members must never solicit any gift or benefit and must never offer or accept any cash gift or loan from anyone who does or wants to do business with the Company. In addition, you should never offer or accept anything that is intended to influence business decisions or which could compromise the integrity of our business relationships. This policy covers the offer or receipt of payments, fees, services, gifts, entertainment, travel, accommodations or other benefits or favors. Regardless of the recipient, we do not want to create a feeling of obligation or to improperly influence the recipient's judgment.

In offering and accepting business gifts and other courtesies, it is important to consult this Code and other applicable policies and to always exercise good judgment. We also need to make sure that our practices in this area are reasonable and consistent with more restrictive local

laws or customs. In addition, anyone acting on behalf of Tenneco must properly record and report any gift or benefit you offer or receive. Management approval is required before you can offer or accept gifts or other benefits of more than nominal value.

Subject to limited exceptions, gifts to employees will almost always be viewed by the Internal Revenue Service as compensation. Please contact your Human Resources representative upon receipt of such gifts. Additionally, gifts to third parties may have tax implications. Please contact

### PRACTICE TIPS

As a general rule, you can offer or accept gifts, entertainment and hospitality that are:

- Infrequent and modest in value;
- Directly related to building customer or supplier relationships;
- Consistent with customary practices in the industry and country;
- NOT solicited;
- NOT in cash or cash equivalents, such as gift certificates or gift cards;
- NOT tied to a potential contract or business deal;
- In accordance with all applicable laws and policies that apply to the giver, the recipient, or both; and
- Reported and approved in accordance with Company policies at [https://tenneco.ethicspointvp.com/custom/tenneco/gifts\\_fcpa/form\\_data.asp](https://tenneco.ethicspointvp.com/custom/tenneco/gifts_fcpa/form_data.asp).



the Lake Forest Tax Department prior to giving a gift to a third party.

You should never offer or accept anything that could compromise the integrity of our business relationships including gifts, entertainment, hospitality, benefits or favors that are:

- Of substantial monetary value;
- Intended to improperly influence business decisions or may be viewed as a bribe, payoff or improper influence;
- Harmful to or could create a negative impression of the Company;
- For the exclusive benefit of a family member or friend; or

- Against the law or not permitted by the other party's gift policy.

Also, to ensure compliance with applicable laws, no gifts, items of value or other benefits should be offered to a government official or employee without following the practices and procedures described in the Compliance Policy Manual. The section of this Code entitled "Doing Business with Honesty" contains additional restrictions on offering or providing gifts and other benefits to people and organizations with whom we do business, including government officials and employees, which could be perceived as a form of bribery.

If you have questions or doubts about our policies on giving or receiving any gift, entertainment or other benefit or favor, you should discuss them with your manager or the Chief Compliance Officer.

## Q&A

**Q:** I am based in Europe and one of our best suppliers recently gave me some nice athletic apparel from one of my favorite teams. It looks great but I think it cost around 100 Euros. She also asked me to watch next week's regular season game with her in the supplier's company luxury suite. Since I know that our policy says I can accept gifts that are not excessive in value, what should I do?

**A:** Under our policy, you can accept occasional gifts of nominal value including promotional materials such as pens, notepads and calendars. As a general rule, in many of our locations, Tenneco employees can accept gifts that do not exceed U.S. \$75 in value. In this case, you need to obtain approval from your manager before accepting either or both of these gifts.



# Doing Business with Honesty

## Bribery, Kickbacks and Money Laundering

**GUIDING PRINCIPLE:** *Tenneco's policy is clear and absolute: We will not directly or indirectly offer or accept bribes to obtain or retain business or obtain a business advantage.*

### WHAT THIS MEANS

Tenneco is committed to doing business with integrity. No business objective or opportunity, no matter how important or potentially lucrative, is worth the legal liability, financial sanctions or sacrifice of our reputation or the trust of our stakeholders. We must avoid any behavior that could be perceived as a form of bribery. Bribery arises when something of value is offered directly or indirectly to corrupt the judgment of the recipient or to

gain or retain business or obtain favorable treatment. Bribes can consist of money or can be gifts, trips, jobs or favors, whether for the benefit of the people we are working with or for their family members or friends.

Our anti-corruption policy applies to all transactions worldwide and in all aspects of our business including commercial transactions between private parties and all transactions with governments and public officials and employees. It applies even if these payments may be widely accepted – and even expected – in the country involved. All team members and anyone working with us or on our behalf are expected to comply with this policy.

Laws in many countries prohibit bribery in all forms, making it unlawful for a company to make or accept bribes or to authorize anyone to make or accept bribes on its behalf. We must comply with the anti-corruption and anti-bribery laws in the countries where we do

## Q&A

**Q:** I understand that some laws permit the payment of small amounts of cash to low level government officials to help expedite some routine administrative activities. Can we make these payments at Tenneco?

**A:** No. The types of payments you describe, which are sometimes referred to as “facilitation payments,” are prohibited under Tenneco policy, as well as many laws that apply to Tenneco (including the U.K. Bribery Act). Tenneco makes no distinction between bribes and facilitation payments.



business. In particular, we must comply with the U.S. Foreign Corrupt Practices Act (FCPA) and the U.K. Bribery Act 2010, each of which can apply to our activities throughout the world. Many of these laws also require us to maintain a system of internal accounting controls and to keep accurate records of Tenneco's transactions and assets. Violations of these laws can lead to severe penalties for the Company and for the responsible individuals at Tenneco including significant fines and criminal prosecution.

We must use special care in our dealings with government officials and employees. This includes our dealings with managers and employees of state-owned businesses. For this reason, before you make a gift or offer anything of value to a government official or employee, contact the Law Department to see if the recipient is considered a "government official" and get the Law Department's approval before you act.

Under anti-bribery laws, Tenneco can be held responsible for improper payments made by our agents and others who are working with us or on our behalf. We must exercise care in selecting our distributors, agents, joint venture partners and other service providers. We must also use care in reviewing the reasonableness and transparency of fees and expenses charged by our agents, distributors and others acting on our behalf to make sure that they are not making bribes in our name or on our behalf. We must be alert to red flags including any excessive commissions, lavish travel or entertainment or unusual or disguised allowances, expenses, or political or charitable contributions. Before making any agreement with an agent or distributor, you must first contact the

Law Department to coordinate the appropriate due diligence and obtain Law Department approval.

We also need to actively guard against the use of our products and services for the purposes of money laundering. Money laundering involves the movement of proceeds of criminal activity through a company's financial systems in order to hide their criminal origin.

## Q&A



**Q:** We need to get someone on board to expand our sales in one of our target countries since we don't have anyone in country who can do it. One of my contacts has given me the name of someone who works in the target country for a number of different companies on commission. It sounds like she has a lot of great contacts. Can I contact her and get her started?

**A:** Not yet. Given the stakes, you need to contact the Law Department to coordinate the appropriate due diligence before making any deal with anyone who is going to work on Tenneco's behalf and to approve any agreement.

## PRACTICE TIPS

In order to ensure compliance with anti-bribery laws and policies including the FCPA and the U.K. Bribery Act:

- **DON'T** offer or accept any bribes or authorize or permit anyone to make or receive bribes on our behalf.
- **DO** contact the Law Department for guidance and approval before agreeing to engage an agent or representative to act on our behalf and use care in reviewing their fees and expenses.
- **DON'T** make any false or misleading entries in Tenneco records or make any payment on behalf of the Company without adequate supporting documentation.
- **DO** report any violations of this policy, including any violations of related Tenneco financial and accounting policies, to the Law Department and to the Director, Internal Audit.

## Trading in Securities

**GUIDING PRINCIPLE:** *You may not buy or sell—or assist others in buying or selling—securities of Tenneco or any other company if you have material inside information about the company that you learned while at Tenneco.*

### WHAT THIS MEANS

While at Tenneco, it is possible that you may encounter or learn of material, non-public information that we consider

to be “inside information.” Information is material where it could affect a person’s decision to buy, sell or hold securities. It is non-public if it has not yet been generally disclosed to the investing public. Inside information may concern the Company or it could involve another company, such as a Tenneco supplier, customer or other organization with which Tenneco has, or is negotiating, a business or contractual relationship.

Common examples of material inside information include:

- Financial projections or results, such as revenues, earnings or losses;
- Development of new products and services;
- Significant changes in levels of operation;
- Gain or loss of a substantial customer or supplier;
- Potential acquisitions or dispositions or mergers;
- Significant changes in competitive position;
- Major changes in management;
- Developments regarding significant litigation or government agency investigations; and
- Major transactions.

Buying or selling securities of Tenneco or any other company on the basis of inside information, either personally or on behalf of others, is against the law and prohibited at Tenneco. It is also against the law and Company policy to communicate or “tip” inside information to any one (including a family member or friend) who uses that information to trade. Similarly, you cannot recommend to anyone that they buy or sell securities of the company to which the information relates. These rules apply to trading in all types of securities including common stock and derivative

## PRACTICE TIPS

To avoid violations of the insider trading rules:

- **DON'T** buy or sell securities based on information you acquired while at Tenneco that might be considered inside information which has not been released to the public.
- **DO** make sure that confidential information is disclosed only to individuals (including co-workers) who have a business need to know.
- **DO** notify the Law Department or the Chief Compliance Officer if you know or suspect that others are trading in securities based on inside information.

securities such as calls and puts. If you are not certain that the information has been released to the public, do not trade. In general, if you have inside information about Tenneco, wait until at least the third business day after a Tenneco press release disclosing that information is issued before buying or selling Tenneco securities.

Additional restrictions on securities trading apply to all officers and directors of Tenneco, as well as to certain employees who have access to inside information (including financial results) before it is released to the public. These restrictions include “black out” periods in which Tenneco officers, directors and these employees cannot trade without the prior approval of the Law Department. In addition, without the prior approval of the Law Department, Tenneco officers, directors and these employees should not purchase Tenneco

securities on margin, trade in Tenneco securities on a short-term basis or enter into transactions designed to hedge the risks and benefits of ownership of Tenneco securities including purchasing or selling options, warrants, puts, calls and other derivative securities. The Law Department will notify you if you are subject to these additional restrictions.

## Q&A



**Q:** One of our customers told me that his company is about to do a big acquisition, but it hasn't been announced to the public. Can I tell one of my friends that she should buy some of that company's stock as long as I don't tell about the potential acquisition?

**A:** No. Your customer has given you material inside information. You cannot trade in that company's stock until at least the third business day after the information has been released to the public. In addition, you cannot tell anyone else they should buy that company's stock. It doesn't matter whether you tell your friend why you think she should buy the shares. You would be “tipping” inside information to her, which is illegal and against Tenneco policy.

# TRANSPARENCY

Raising issues; being forthcoming and open.



# Competing Fairly

## Relationships with Customers, Suppliers and Competitors

**GUIDING PRINCIPLE:** *We deal fairly and honestly with our colleagues, customers, suppliers and competitors.*

### WHAT THIS MEANS

Tenneco competes solely on the quality and pricing of our goods and services and on our reputation. We award business exclusively on the basis of merit, seeking to get the best value for our Company. We will succeed by satisfying our customers' needs and by lawfully outperforming our competitors. We should not make false or misleading statements about our competitors – or their products or services – but instead focus on the benefits gained from partnering with Tenneco.

We must avoid taking unfair advantage of others through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or through any other unfair dealing. We may only gather competitor information through lawful and ethical means and through public sources. We must never misrepresent ourselves or the Company or use deceptive means when gathering information for Tenneco.

## Anti-Competitive Activities

**GUIDING PRINCIPLE:** *Tenneco believes in free and fair competition. We compete ethically and comply with all applicable competition laws including U.S. antitrust laws that apply to all of our operations worldwide.*

### WHAT THIS MEANS

Most countries have well-developed laws designed to encourage and protect free and fair competition. Although the spirit of these laws is straightforward, they can be quite complex. Tenneco is committed to obeying both the letter and spirit of these laws, and the consequences of not doing so can be severe for all of us.

Antitrust and competition laws prohibit any practices that unlawfully limit competition or unlawfully restrict a competitor's opportunities. This includes formal or informal agreements or understandings with competitors:

- To fix prices, pricing strategy or terms of sale;
- To divide markets, customers or territories;
- To limit production;
- To rig a competitive bidding process; or
- To boycott a customer, supplier or other business partner.

## Q&A

**Q:** One of our new hires used to work for a competitor. What kind of information can she share with me?

**A:** You should not ask her for any confidential or proprietary information about or from her former employer. She may not share that type of information with you.

To avoid inadvertent violations of the antitrust and competition laws, contact the Law Department for advice before any contact with a competitor or entering into any agreement with a competitor and never discuss any competitive information or strategies with a competitor.

Competition laws also regulate Tenneco's relationships with suppliers, customers, dealers and distributors. They can cover pricing, terms of sale, exclusive dealerships or distributors, restrictions on carrying competing products, restrictions on a customer's use or resale of our products, terminating relationships and many other practices. It is important not to engage in any activities with these parties that may unfairly exclude competition and we should be especially cautious if Tenneco has a high market share in a particular product or geographic location. For example, we cannot tie a customer's purchase of one product to another or force suppliers to buy from us to retain our business. You should consult with the Law Department before entering into any understanding with a customer that might restrict their discretion to use or resell one of our products.

The Company expects team members in marketing, sales, purchasing and acquisitions to have a basic knowledge of what may constitute a violation of the antitrust and competition laws and to avoid doing anything that might even appear to violate those laws. Consult the Law Department if you have questions regarding specific business practices.

Any failure to adhere to antitrust and competition laws can lead to severe penalties for the Company and for the responsible individuals including significant fines and criminal prosecution.

#### PRACTICE TIPS

To help the Company meet its commitment to free and fair competition:

- **DON'T** ever discuss pricing, pricing strategies, product planning, production levels, customers, territories, marketing or terms of sale or any other competitive information with competitors.
- **DO** consult with the Law Department before any contact with a competitor and before exchanging any information with a competitor.
- **DO** consult with the Law Department in advance if you are uncertain whether any proposed pricing or marketing plan is lawful.

Agreements that illegally limit or restrain competition are unlawful, even when the parties involved do not sign a written document. If competitors make a conscious commitment to a common course of anti-competitive action, they may be violating antitrust and competition laws. As a Tenneco team member, remember that the best policy is to avoid any form of anti-competitive communication or activities and, where possible, to avoid any communications with competitors.

You are expected to report any activities by co-workers or competitors that appear contrary to antitrust and competition laws to the Law Department or the Chief Compliance Officer. Likewise, you should contact the Law Department any time you have questions concerning compliance with the antitrust and competition laws.



# Q&A

**Q:** I have been invited to a trade association meeting next week. Obviously, many competitors will be there. Is it okay for me to attend the meeting?

**A:** Perhaps. The purpose of a trade association meeting is interaction with competitors so you must first contact the Law Department for guidance. If you attend a trade association meeting, you must never discuss prices, costs, sales, profits, market shares or other competitive subjects, even during informal or social gatherings. If those matters do enter into a discussion, stop that discussion immediately and leave the meeting or social gathering in a way that will be remembered. You must also notify the Law Department as soon as you can.

## Corporate Advertising

**GUIDING PRINCIPLE:** *Our corporate advertising must be truthful and fair. Our reputation depends on it.*

### WHAT THIS MEANS

Tenneco's marketing and advertising must be truthful, accurate and never misleading. Advertising should avoid controversial subjects or any offensive stereotyping and should not sponsor television, radio or other programs that might upset customers. Our advertising and marketing should never infringe on the trademarks or slogans of others or attempt to trade on the goodwill of others' products. All advertising must be reviewed by the Communications Department and the Law Department before it is released.

## Global Supply Chain Management

**GUIDING PRINCIPLE:** *We must ensure the highest standard of ethics in our purchasing decisions.*

### WHAT THIS MEANS

Team members involved in purchasing goods and services must take special care to maintain our integrity in dealings with qualified Tenneco vendors. Doing our jobs with integrity, we build good supplier relationships and preserve healthy competition.

Team members involved in Global Supply Chain Management should strive to obtain the best value for Tenneco through competitive bidding and/or negotiations with vendors. Procurement efforts should maximize Tenneco's purchasing leverage through full compliance with multi-facility purchasing agreements.

If you suspect or learn of any violations of Tenneco's procurement guidelines, you should report it to your manager or the Chief Compliance Officer.

### PRACTICE TIPS

To ensure the highest standard of ethics in our purchasing decisions:

- **DO** maintain a level of unquestionable professional integrity and make sure that you do not have any actual or apparent conflict of interest.
- **DO** select high quality, professional vendors with whom Tenneco will be proud to conduct business and who have a proven track record for conformity with all applicable laws and acceptable industry practices.
- **DO** report any violations of global supply chain management guidelines to the responsible supervisor or the Chief Compliance Officer.

# Complying with International Trade Requirements

## Exports, Imports, Trade Embargoes and Economic Boycotts

**GUIDING PRINCIPLE:** *Tenneco's worldwide operations require our compliance with international trade laws. Our team members worldwide, as well as our joint venture partners, agents, distributors and other representatives, are expected to understand and comply with the applicable laws and policies that regulate the transfer of goods, services and technology across national borders.*

### WHAT THIS MEANS

We need to consider many factors in determining whether a product, technology or service can be exported and any restrictions that may apply including the nature of the item, how it can be used, the country of destination and the end-user or end-use.

Export restrictions apply to the export of goods and services, as well as to the licensing of software and the transfer of technology in many forms such as plans, designs, training, consulting and technical assistance. They can apply when we make technical data available across national borders over the internet or through email. They can also apply to our transfer of information or products to Tenneco facilities in other countries, and the in-country transfer of goods or information to a person from a country other than the goods' country of origin. Restrictions can also apply to products made

outside of a country but using that country's technology or containing that country's parts or components. Under certain circumstances, a license from the applicable regulatory authority may be required before an item can be exported.

We are required to maintain complete and accurate records of our international transactions in order to demonstrate compliance in all of our operations. The exporting of goods, technology or services without the appropriate government approvals can result in the loss of export privileges as well as civil and criminal penalties.

We must also comply with all laws and regulations that govern our importing practices. The international movement of Tenneco products and materials requires appropriate classification, customs documentation, country-of-origin markings and proper valuation declarations. Team members involved in the importing process must be aware of our customs compliance policies and be sure to properly document any transactions with which we are involved.

As a U.S. company, Tenneco is also prohibited from any international trade involving certain restricted countries, institutions, persons and products. Because the list of restricted countries, institutions, persons and products is changed from time to time, you should check with the Law Department for an updated list whenever you are involved in a proposal to do business in a country that the Law Department has not recently cleared.

## PRACTICE TIPS

To ensure compliance with applicable international trade laws:

- **DO** be familiar with all applicable laws if you work on programs involving international trade.
- **DO** maintain complete and accurate records of international transactions.
- **DO** watch out for transactions that could be a “cover” for prohibited sales by diverting goods through organizations or countries not subject to restrictions.
- **DO** consult the Law Department anytime you are dealing with a product or technology that will cross national borders.

We must also comply with the U.S. laws that prohibit Tenneco from participating in or cooperating with illegal economic boycotts that may be supported by other nations, such as the Arab League Boycott of Israel. Tenneco, all team members worldwide and all of our joint venture partners, agents, distributors and other representatives, should not engage in, or support, boycotts or the blacklisting of any person, group or country in violation of these laws.

In particular, we should be alert to the possibility that boycott-related provisions can appear in the “standard” language of our business documents such as contracts, letters of credit and shipping documents. You may also receive requests for information or certifications regarding

our employees’ race, religion, sex, national origin or business relationships with Israel or with blacklisted companies. Because this is a complex legal area, if you identify or receive any boycott-related language or request, report them to your manager or to the Law Department for appropriate action including any required reports to the U.S. government.

## Q&A



**Q:** I’m located in one of our U.S. facilities and provide technical support for a program involving one of our Asian customers. Could my email exchanges with the Asian customer be considered exports?

**A:** Yes. Emails that contain information about our technology can qualify as exports. Before you send any emails with technical information outside of the country, you need to talk to a member of the Law Department.

# Participating in Political and Government Affairs

## Political Activities, Political Contributions and Lobbying

**GUIDING PRINCIPLE:** *Tenneco complies with all laws that regulate our participation in political and government affairs. As a company that values a healthy work-life balance, Tenneco encourages all team members to be active in their communities and to engage in political activities during their personal time and in their individual capacities.*

### WHAT THIS MEANS

You are encouraged to vote in government elections and to participate in the political process. These activities should be done on your own time and at your own expense. You should never indicate or represent that your personal political activity is Tenneco's.

Tenneco will comply with all laws that regulate political contributions. The direct or indirect use of Company funds, the Company name and Company facilities for political campaigns or activities must be approved by the Chairman and Chief Executive Officer and the Law Department and may also require the approval of Tenneco's Board of Directors.

Any dealings with public and elected officials regarding Tenneco business, including all meetings with government officials or members of their staffs, must be coordinated with the Vice President, Global Communications and the Law Department. Team members who are authorized to interact with these officials must comply with all applicable lobbying laws including public disclosure requirements.

# ACCOUNTABILITY

Accepting responsibility.



# Ensuring Accurate Records and Reporting

## Business and Financial Records

**GUIDING PRINCIPLE:** *We must ensure that Tenneco's business and financial records are at all times accurate and complete.*

### WHAT THIS MEANS

The accuracy and completeness of Tenneco's business and financial records is critical to our credibility.

We are required to accurately record all Company transactions in our business and financial records in a complete and timely manner. We expect all team members to comply with applicable legal requirements and internal business controls and procedures. Team members involved in preparing, processing and recording financial and other Company information are responsible for its completeness and accuracy. All team members must be accurate and truthful in all entries on expense reports, time sheets and any other Company records.

We record our financial information in accordance with U.S. generally accepted accounting principles. Where generally accepted accounting principles and local requirements differ or conflict, guidance must be obtained from Tenneco's Corporate Controller.

In addition to this general Code of Conduct, Tenneco has adopted a [Code of Conduct for Financial Managers](#) which governs their professional and ethical conduct including the fair and accurate presentation of the Company's financial statements.

Because the integrity of our books and records is essential, you should immediately report any inaccurate, false or misleading entries or records to your manager, the Chief Compliance Officer or the Director of Internal Audit.

## Q&A



**Q:** I have received several large invoices from one of our suppliers. Our results this quarter have been really strong but if I record the invoices as expenses now, we won't make our numbers. Can I simply wait and record the invoices after the end of the quarter?

**A:** No. If you don't record the invoices now, in the time period in which they apply, our earnings will be overstated. This is fraudulent, illegal and against Company policy. We do not tolerate false or misleading financial entries and statements.

## PRACTICE TIPS

To ensure our full compliance with applicable reporting and disclosure requirements:

- **DON'T** make – or assist in making – inaccurate, false or misleading entries in Tenneco books and records.
- **DON'T** make payments without appropriate supporting information and approvals.
- **DO** know and follow Tenneco's accounting and internal control procedures, particularly if you participate in the preparation of the Company's financial reports.

## Public Company Disclosures

**GUIDING PRINCIPLE** *The disclosures in Tenneco's reports to our shareholders and other stakeholders and in other documents that the Company files with the government are accurate, timely and understandable.*

### WHAT THIS MEANS

As a public company, Tenneco has a responsibility to furnish complete and accurate information about the Company to the public on a timely basis. Our Chief Executive Officer and Chief Financial Officer are required to certify to the accuracy and completeness of our public filings and to the effectiveness of the Company's disclosure controls and internal control over financial reporting. We also provide information about our business to various governments and other stakeholders

throughout the world and must ensure that the information we provide is accurate.

The Company may ask you from time to time to provide information necessary to assure that Tenneco's public reports are complete, fair and understandable. For some team members, the collection or preparation of this information may be part of your job responsibilities. In all cases, you are required to provide prompt and accurate information related to Tenneco's public disclosure requirements.

In addition, if you become aware of a matter that may require disclosure in our public reports, you must report the matter to either Tenneco's General Counsel or to Tenneco's Chief Financial Officer. These officers have been designated as responsible for the gathering, assessing and possible reporting of the disclosed information. If you do not feel comfortable raising the issue with one of these designated officers, you should report the matter to your manager, who must then report the matter to one of the named officers.

The Company's Disclosure Controls and Procedures describe matters that may require disclosure to the U.S. Securities and Exchange Commission (SEC). As a general rule, the SEC requires the Company to disclose "material" known demands, commitments, events, trends or uncertainties that could impact (favorably or unfavorably) liquidity, capital resources, assets, revenues, costs or net income. You should consult the Disclosure Controls and Procedures to see the matters in your area of responsibility that you are required to report up.

# Communicating Appropriately with Investors, the Media and the Public

## Communications with Investors and the Media

**GUIDING PRINCIPLE:** *We have a responsibility to be honest and accurate in our communications and to ensure that we disclose material financial information as broadly and equitably as we can. To ensure that we achieve these objectives and deliver consistent messaging through the appropriate avenues within our organization, only authorized individuals should speak on the Company's behalf.*

### WHAT THIS MEANS

Investors, the financial community, creditors and others depend on us to provide reliable and timely information about the Company's operations and performance. Only authorized employees may respond to inquiries from the investment and financial community. You should refer all requests for business or financial information to Tenneco's Chief Financial Officer or the Investor Relations Department.

We also maintain a coordinated and consistent posture in our relations with the various segments of the news-gathering industry. All contact with news media concerning the affairs of Tenneco, including written and oral communications and the release of photographs, must be coordinated through the Vice President, Global Communications. You should refer any inquiries regarding current or former employees, other than by the news media, to the applicable Human Resources contact.

## Q&A



**Q:** Although I do not use social media as part of my job at Tenneco, I assume I can use it in my free time without any Company restrictions. Is that right?

**A:** Not necessarily. Even team members who are not authorized to participate in social media for Tenneco business purposes have an obligation to ensure that any personal participation in social media complies with the policies and standards contained in this Code and with all other applicable Tenneco policies. For example, you need to keep in mind the Tenneco policies that prohibit the unauthorized disclosure of confidential and proprietary information and the insider trading rules when using social media or in other online forums. You also need to avoid responding to blogs and reports relating to the Company. You may not speak for or on behalf of the Company, unless specifically authorized to do so. If you read false or misleading information about the Company in social media, you should refer it to Tenneco's Chief Financial Officer or the Investor Relations Department.



## Social Media

**GUIDING PRINCIPLE:** *We must be careful in our use of social media and ensure that our use of social media complies with applicable policies and the standards contained in this Code.*

### WHAT THIS MEANS

Social media has emerged as a significant communication tool in both business and social settings. While these tools can create new avenues for communication and collaboration, we must ensure that our use of social media complies with Company policies relating to confidential information, communications and the use of intellectual property. It is important to remember that when information is shared online through social media, it becomes public information.

Before team members can participate in social media for Tenneco business purposes, you must get specific authorization from the Chief Compliance Officer and must comply with all applicable policies and procedures.

## Cooperating with Government Audits and Investigations

**GUIDING PRINCIPLE:** *The Company and its officers, directors and employees will cooperate with all reasonable requests for information from governmental agencies. Requests for information other than routine forms must be forwarded to the Law Department.*

### WHAT THIS MEANS

Tenneco will always provide information that is truthful

and accurate in our responses to governmental requests for information about our Company. Our directors, officers and other employees should always show respect to government and regulatory officials with whom we interact. Our policies apply equally to our agents, independent contractors and consultants with respect to their work for or on behalf of the Company.

If approached by any person who identifies himself or herself as a government investigator, you should contact the Law Department immediately. The Law Department will assist you in following proper procedures for cooperating with the investigation.

You should never feel pressured to talk to a government investigator without first contacting the Law Department. Tenneco will provide consultation with our Law Department to any team member who is contacted in connection with a government investigation of the Company.

### PRACTICE TIPS

To ensure that we meet our legal obligations:

- **DO** make sure that any statements you make to any government official or agency, whether orally or in writing, on Tenneco's behalf, are accurate.
- **DON'T** destroy or alter any Company document or record in anticipation of or following a request for the document or record by a government official or agency.
- **DO** contact the Law Department if you are approached by any person who identifies himself or herself as a government investigator.

# RESOURCE SUMMARY

Tenneco is committed to honest and ethical conduct in all that we do throughout the world. Our Code of Conduct describes our values and should be used as one of our most important tools in charting the right course for our business and managing relationships with our customers, suppliers and fellow employees.

Other tools available to you include the [Compliance Policy Manual](#), your human resources policies and other applicable departmental policies and procedures, each of which will provide you with more detailed information regarding the topics discussed in this Code.

In addition, below is a summary of important resources that will be useful when presented with difficult situations and choices. Remember that the Company will not tolerate any form of retaliation for raising an issue or concern in good faith.

Contact and Contact Information	Reason to Contact
<b>Your manager, others in the reporting chain or any member of the Senior Management Team</b>	To discuss whether a proposed course of action is consistent with the law or this Code of Conduct or to raise any questions or concerns regarding legal compliance or ethical conduct at Tenneco
<b>Human Resources at your location or the Tenneco Human Resources Department</b> 1.847.482.5015	To discuss Human Resources related issues and concerns, including concerns about employment discrimination and harassment and to handle inquiries, other than from news media, relating to current and former employees
<b>Internal Audit</b> 1.847.482.5161	To discuss questions or concerns relating to the integrity of our books and records
<b>Chief Compliance Officer</b> 1.847.482.5153	To discuss any issues or concerns relating to legal compliance or ethics or report suspected violations of law or this Code of Conduct
<b>General Counsel and the Law Department</b> 1.847.482.5153	To seek advice about legal compliance or report requests by government agencies for information or the receipt of any requests or documents relating to litigation, legal claims or government inquiries or investigations
<b>Tenneco Hotline and Webline</b> Code of Conduct, <a href="#">page 9</a> <a href="http://www.tennecohotline.ethicspoint.com">www.tennecohotline.ethicspoint.com</a>	To report actual or suspected misconduct, ask questions, or raise concerns about ethics and compliance matters, or to raise concerns about employment discrimination or harassment
<b>Investor Relations</b> 1.847.482.5162	To handle questions from the investment community including security analysts
<b>IT Department</b> NORTH AMERICA: 1.877. 984.8501 / 1.847.482.6291 INTERNATIONAL: +32.2.761.0573 INDIA LOCATIONS: 1.800.425.8247	To report issues relating to the security of Tenneco's computer or information resources
<b>Vice President,</b> Global Communications 1.847.482.5607	To handle media and public relations requests and to coordinate any dealings with public and elected officials including all meetings with government officials and members of their staffs



**CORPORATE HEADQUARTERS**

Tenneco Inc.

500 North Field Drive

Lake Forest, Illinois 60045

847.482.5000

[www.tenneco.com](http://www.tenneco.com)