



# BUSINESS CONDUCT MANUAL

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## CHAIRMAN'S LETTER

**To all Goodyear Associates,**

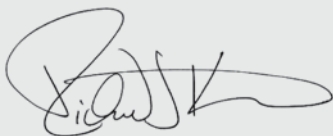
Since our founding in 1898, Goodyear has built a reputation as a company with the highest standards of integrity. Our commitment continues to this day and is reflected in the Strategy Roadmap and our overall pledge to Protect Our Good Name.

The Strategy Roadmap defines the core elements on which Goodyear is built and describes the behaviors we require of ourselves and each other. Our expectation for ethical behavior is summarized in “How We’ll Work: Act with Integrity.”

Goodyear’s Business Conduct Manual provides details about some of the ways in which Goodyear associates must act with integrity.

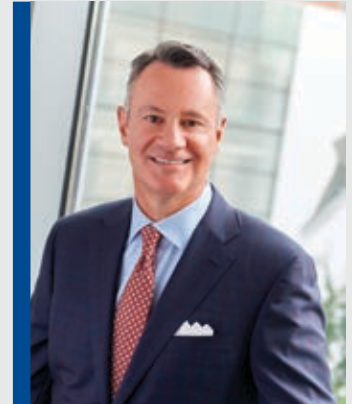
As Goodyear associates, you are required to read the Business Conduct Manual carefully, make sure you understand its principles, read and understand policies referenced in the Manual that apply to your business and conduct yourself accordingly. You are also required to report any known or suspected illegal or unethical behavior or breaches of these policies. Further, if you are a manager, we expect you to ensure that associates who report to you also read, understand and follow these policies. Managers must be available to associates who wish to discuss or report concerns and escalate reported issues as required. Our steadfast focus on behaving ethically will sustain a work environment that includes mutual respect and openness and reinforce our brand and reputation around the world.

We expect you, every day and everywhere we do business, to act with honesty, integrity and respect, and to protect the 120 years and counting legacy of Goodyear’s high-quality people, products and processes.



**Richard J. Kramer**

Chairman, President and CEO







# PROTECT OUR GOOD NAME

## HOW TO USE THIS MANUAL

This Business Conduct Manual (“Manual”) will help you understand Goodyear’s commitment to following the highest ethical and legal standards in doing business and recognize and do the “right” thing. The Manual does not cover every law or ethical standard for every situation you may face, but it summarizes many of the legal and ethical requirements we all must follow.

The Manual applies to every associate of the Goodyear family of companies worldwide, so “Goodyear” or “Company” refers to any such company, and “associate” means every director, officer and salaried and hourly associate, unless otherwise specified. In a number of instances, the rules described in this Manual also apply to other people working on our behalf or at our direction, for example contractors, brokers or agents.

## TAKE NOTE

This Business Conduct Manual and the policies described in it are not an employment contract. Goodyear does not create any contractual rights by issuing the Manual or the policies.

All information in the Manual is important, whether or not your work today seems to be affected by any particular topic. Goodyear requires you to read and understand this Manual, to ask for help with anything you do not understand, to seek advice regarding particular matters and situations and to report any known or suspected violation that comes to your attention.

For compliance and ethics information or advice, you may contact:

- Your manager;
- Your Human Resources representative;
- The VP, Compliance & Ethics at 1-330-796-6635 (GTN 446-6635); the Director, Compliance & Ethics at 1-330-796-7288 (GTN 446-7288); or a Regional Director, Compliance & Ethics (see Compliance & Ethics Website: <http://go.goodyear.com/ethics/> for contact information);
- The VP, Internal Audit at 1-330-796-3143 (GTN 446-3143);
- The [Goodyear Integrity Hotline](#) (phone numbers and web intake form may be accessed at [www.goodyear.ethicspoint.com](http://www.goodyear.ethicspoint.com)); or
- The Goodyear lawyer responsible for your business or function or the Office of the General Counsel.

Contact	Phone Numbers
Office of the General Counsel, Goodyear Corporate	1-330-796-2408 GTN 446-2408
Associate General Counsel, Americas	1-330-796-9435 GTN 446-9435
Associate General Counsel, Asia Pacific	86-21-6132-6085 GTN 601-6085
Associate General Counsel, Europe, Middle East and Africa	32-2-761-1807 GTN 669-1807

# PROTECT OUR GOOD NAME

## OTHER RESOURCES

Throughout this Manual, you will find references to Goodyear policies related to, or providing more information about, the subject matter discussed. If you are reviewing the Manual online, policy references are hyperlinks, which will direct you to the policies. If you are reviewing a printed version of the Manual, you can access the complete list of Compliance & Ethics Policies on the Goodyear Online (GO) Policies page at [go.goodyear.com/reference/policies/](http://go.goodyear.com/reference/policies/).

Refer to the Manual whenever you have questions and/or when your job assignment or work situation changes. If you need additional information or materials or to arrange for special training, please contact the Goodyear lawyer responsible for your business or function or the Compliance & Ethics Department.

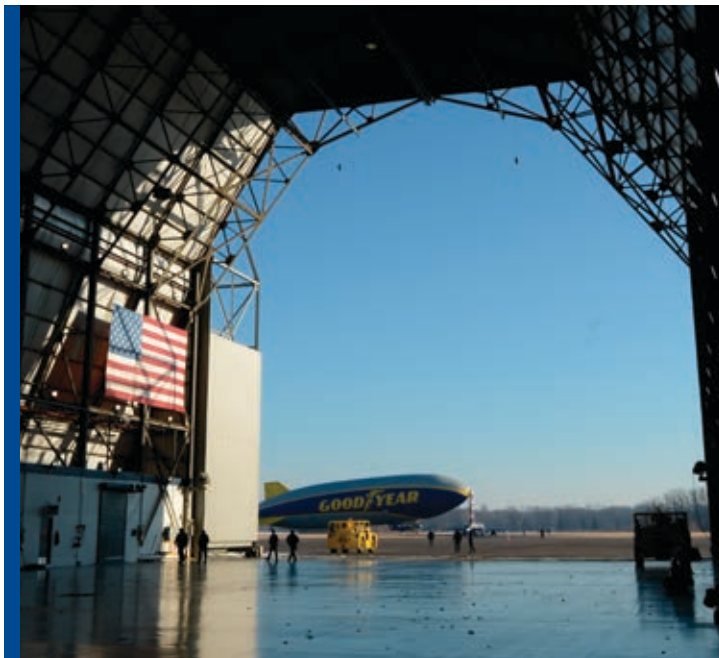
## YOUR RESPONSIBILITY – ASSOCIATE AND MANAGER

### ASSOCIATE RESPONSIBILITY

As an associate, it is your responsibility to:

- Know and comply with the policies, laws and regulations that apply to your job and Goodyear, whether stated in this Manual or elsewhere;
- Provide full, accurate, timely and clear information in reports and documents that Goodyear files with, or submits to, government authorities and regulators, including but not limited to the Securities and Exchange Commission, and in other public communications made by Goodyear;
- Report whenever you know or suspect that there has been a violation or if you are asked or directed to do anything you believe would be a violation; and
- Cooperate fully and truthfully in any review or investigation of a possible violation.

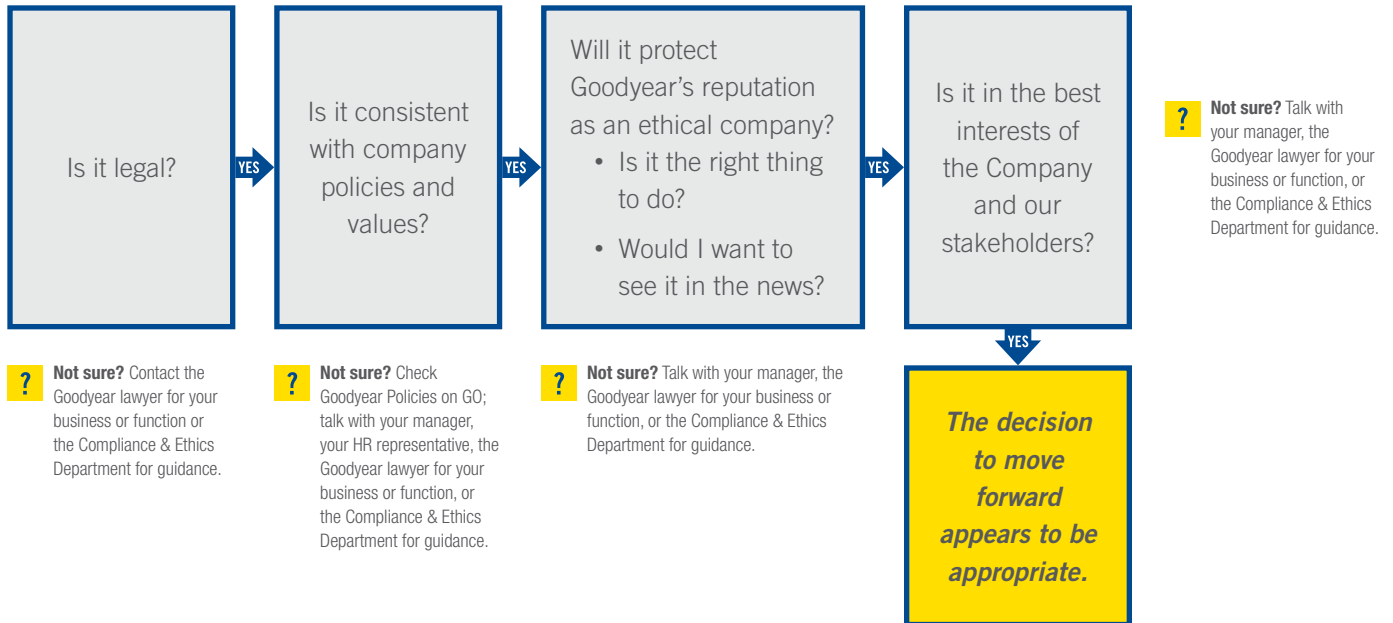
Compliance with the Company's policies and ethical standards is vital to our business success and to Protecting Our Good Name.



## ETHICAL DECISION MAKING — ASK YOURSELF:

Not all situations are clear-cut, so good judgment is essential. When in doubt, ask yourself these questions about the action you are considering.

If you are unsure of the right course of action, discuss the matter with one of the listed resources.



If you answer “NO” to any of these questions, the action may have serious consequences. **DO NOT DO IT.**

# PROTECT OUR GOOD NAME

## ADDITIONAL RESPONSIBILITIES FOR MANAGERS

If you are a manager, it is also your responsibility to:

- **Lead by example.** Demonstrate your commitment to our high ethical standards through your words and actions.
- **Communicate and Discuss Applicable Policies, Laws and Regulations.** Make sure everyone you manage or supervise understands their obligations and lives up to the spirit and letter of our Compliance & Ethics Policies, the law and regulations. Ensure associates complete all required Compliance & Ethics Training.
- **Monitor and Ensure Compliance by Associates.** Hold everyone accountable for ethical behavior. Ensure our policies and business practices are followed consistently throughout your department, business unit or region.
- **Encourage open and honest communication.** Be open and available to associates who want to discuss a concern, make a report or ask a question. Create an environment that encourages questions and discussions about legal and compliance practices at all levels.
- **Support associates who raise issues.** Treat associate issues seriously and work for a prompt and effective resolution.
- **Protect confidentiality.** Do not share associate issues and concerns with others who do not have a legitimate “need to know.” However, do not guarantee anyone absolute confidentiality, as the Company may be obligated to investigate the concern. All reasonable steps will be taken to safeguard the associate’s identity.

- **Report matters brought to your attention.** If associates report to you concerns regarding questionable or unethical behavior, you are responsible for bringing those concerns to the appropriate department for review and investigation. You may not conduct your own investigation, and you may not simply direct the reporter to “Call the Hotline.” See the [Speak Up! section](#) below for more details ([p. 10](#)).
- **Ensure no retaliation.** Clearly communicate the Company’s strict “no retaliation” policy, which protects associates who report violations in good faith from adverse action because they made the report.

Refer to the following for more information:

- *Leading with Integrity ... A Guide for Managers*





## THE “DO NOT TRY TO HANDLE YOURSELF” LIST

The following are examples of allegations or matters that must be escalated or referred for investigation. This list is not exhaustive. If you have questions about whether a matter should be referred or escalated, contact the Goodyear lawyer for your business or function.

### **Product-related matters:**

- Any noncompliance with product quality requirements

### **Financial matters:**

- Giving any kickback to a customer or receiving any kickback from a Goodyear supplier/vendor of products or services
- Providing bribes or other improper benefits to a government official
- Benefits offered or given to a customer to encourage or reward the purchase of products
- Theft or fraud, either from Goodyear or by a Goodyear employee, contractor or other third party
- Improper booking/accounting of revenue or expenses
- Intentional misstatement of accounting records
- Inaccurate creating, reporting or falsification of company business and financial records or regulatory submissions
- Exchange of pricing or other proprietary information with competitors

### **Employee-related matters:**

- Unsafe work practices or conditions
- Discrimination or sexual harassment
- Workplace violence
- Accepting or giving improper gifts or entertainment
- Misuse of intellectual property rights
- Conflicts of interest
- Privacy data breaches, misuse of Personally Identifiable Information (PII) or other cybersecurity matters

## SPEAK UP!

### REPORTING A CONCERN

If you have a concern regarding a compliance and ethics issue, you must make a report to any of the following resources:

- Your manager;
- Your Human Resources representative;
- The VP, Compliance & Ethics, the Director, Compliance & Ethics or a Regional Director, Compliance & Ethics;
- The VP, Internal Audit;
- The [Goodyear Integrity Hotline](#) (phone numbers and web intake form may be accessed at [www.goodyear.ethicspoint.com](http://www.goodyear.ethicspoint.com));
- The Goodyear lawyer responsible for your business or function, or the Office of the General Counsel.

### WHAT WILL GOODYEAR DO WHEN IT RECEIVES A REPORT THROUGH THE INTEGRITY HOTLINE?

Each report is reviewed by the Goodyear Compliance & Ethics Department to determine how the Company should best review the matter.

Goodyear's Integrity Hotline is operated by a third-party provider that accepts reports, either by telephone or online, and then forwards the reports to Goodyear's Compliance & Ethics Department. The Integrity Hotline is available 24 hours a day, every day of the year.

If you call the Integrity Hotline, translation services are available upon request. You may also submit reports to the Integrity Hotline online in any language.

You may use Goodyear's Integrity Hotline to report a possible violation anonymously. If you do so, you must give enough information about the possible violation for Goodyear to conduct an effective investigation.

Some restrictions on anonymous reporting may apply in certain locations in the European Union because of local privacy laws. Where anonymous reporting is prohibited by local law, you may still make a report to the Integrity Hotline or by contacting one of the resources on [p. 5](#).





## RETALIATION IS PROHIBITED

Goodyear strictly prohibits any form of retaliation against individuals who:

- report in good faith known or suspected violations of policy or law (even if those concerns are found to be unsubstantiated) or
- participate and cooperate honestly and completely in an investigation.

Retaliation is serious misconduct and will be punished with severe disciplinary action, up to and including termination of employment and forfeiture of benefits.

If you believe you have experienced retaliation or believe someone else has been retaliated against, report this immediately by contacting one of the resources on [p. 5](#).

Making a report or cooperating in an investigation, however, does not protect individuals from discipline for their own misconduct or wrongdoing. For example, if one associate involved in a scheme to defraud the company reports the illegal activity, s/he is not immune from discipline for his or her own activity.

## WHAT HAPPENS IF THERE IS A LEGAL OR POLICY VIOLATION?

Following review of the matter, any associate who:

- Violates, or requests that someone else violate, any Company policy or legal requirement;
- Fails to promptly report a known or suspected violation;
- Conceals or destroys evidence or information related to an investigation or a violation; and/or
- Withholds information from, refuses to cooperate with or provides false information during an investigation of a possible violation

is subject to appropriate discipline, up to and including termination of employment, forfeiture of benefits, and civil and criminal prosecution.

The Company commits to administering disciplinary action and penalties in a consistent, proportionate and lawful manner.

# PROTECT OUR TEAM

## RESPECT ONE ANOTHER

**Goodyear demands a workplace environment that maximizes the potential of its associates and fosters a team spirit in a diverse workforce.** To that end,

Goodyear has zero tolerance for acts of harassment and discrimination, based upon consideration of race, color, ethnicity, religion, national origin, sex (including pregnancy), sexual orientation, gender identity, age, disability, veteran status, genetic information, citizenship status, or other characteristics protected by applicable law. Goodyear also has zero tolerance for any form of workplace violence.

### TAKE NOTE

At Goodyear, we respect the unique abilities, experiences, cultures and differences of our associates. Embracing the diversity of our associates enriches our corporate environment, helps to create a business advantage and is an essential component of our success.

Goodyear shall recruit, hire, train, compensate, promote and provide other conditions of employment without regard to an individual's race, color, ethnicity, religion, national origin, sex (including pregnancy), sexual orientation, gender identity, age, disability, veteran status, genetic information, citizenship status, or other characteristics protected by applicable law. Goodyear will use merit, qualifications and other job-related criteria as the basis for all employment-related decisions affecting associates and applicants.

Goodyear is an equal opportunity employer and provides equal employment opportunities to qualified associates and applicants for employment without regard to race, color, ethnicity, religion, sex, sexual orientation, gender identity, national origin, age, disability, veteran status, genetic information, citizenship status or other characteristics protected by applicable law.

Harassment includes conduct that is unwelcome and unwanted and has the purpose or effect of creating an intimidating, hostile or offensive working environment.

Inappropriate conduct, behavior or material includes offensive name-calling, slurs, taunting, nicknames, epithets, graffiti, jokes, posters, calendars, emails, pictures or other things deemed inappropriate by the Company.

**This policy prohibits unwanted sexual advances, requests for sexual favors, and visual, verbal and physical conduct of a sexual nature including but not limited to:**

- Offering employment benefits in exchange for sexual favors;
- Making or threatening reprisals after a negative response to sexual advances;
- Visual conduct, such as leering; making sexual gestures; or viewing, forwarding or displaying sexually suggestive objects, pictures, cartoons, websites or posters (including on company-provided assets such as mobile devices or computers);
- Verbal conduct, such as making or using derogatory sexual comments, nicknames, epithets, slurs or jokes; graphic verbal commentaries about an individual's body; sexual comments on or inquiries into one's sex life or sexual activities; obscene letters, emails, pictures, graffiti, social media posts, websites or notes; and
- Physical conduct, such as impeding or blocking movements, touching, groping or assaulting.

*Refer to the following for more information:*

- *Zero Tolerance Policy*
- *Global Workplace Fraternalization Policy*
- *Social Media/Internet Guidelines*
- *Acceptable Use of IT Resources Policy*

## Q&A

**Q:** *Is it permissible to have a dating relationship with another Goodyear associate?*

**A:** Goodyear does not prohibit associates from engaging in consensual romantic or personal relationships. However, these relationships have the potential to create Conflicts of Interest and other issues. As such, associates must promptly report to their manager, Human Resources, or the Law Department any romantic or personal relationship with another associate that may create or appear to create a conflict of interest with their job responsibilities or the interests of Goodyear. Supervisors and managers are strongly discouraged from engaging in romantic or personal relationships with subordinates or lower-level associates. Romantic relationships are prohibited between managers and associates who report to them, or hold positions with authority for promotions or salary decisions. The best time to address any potential issues is before the relationship starts. As always, your conduct must be guided by this Manual and the Global Workplace Fraternization Policy.







## WORKPLACE SAFETY AND HEALTH

Safety is a value in every facility and for all Goodyear associates, which means we all must take personal responsibility for our safety and the safety of others around us. We have a simple and straightforward goal for safety at Goodyear and it is reflected by our global safety initiative: No One Gets Hurt. Our goal is that every Goodyear associate and contractor around the world goes home injury-free every day.

Goodyear is committed to operating facilities in compliance with applicable national, provincial, state, and local safety, health and environmental requirements. Management works to ensure that Goodyear's facilities enhance quality of life in the workplace and in the communities in which Goodyear operates. Goodyear associates are responsible for contributing to a culture that reduces risk of injury to themselves, their co-workers and others. Associates should never compromise the safety or health of anyone, including themselves, for the sake of production or other results. Associates must stop work and report to a responsible manager if they know or have reason to believe that a workplace condition poses an unreasonable danger to the safety or health of the associate or others.



## SUBSTANCE ABUSE

Goodyear is committed to providing a safe and productive work environment that is free from the influence of alcohol, illegal drugs and misused prescription medication, or certain legal drugs.

The improper use, sale, manufacture, purchase, transfer or possession or being under the influence of the above-noted substances on Company time and property is prohibited.

*In the United States, refer to the following for more information:*

- *Alcohol and Illegal Drugs Policy*

Please consult your local Human Resources representative or the Goodyear lawyer responsible for your business for additional information and policies for your location.



## ASSOCIATE PRIVACY

Goodyear is committed to conducting its worldwide business operations in a manner that complies with applicable legal requirements and protects personal privacy. When legal and business requirements make it necessary for Goodyear to acquire, record, process, store and use Personally Identifiable Information (PII), the information must be handled appropriately and securely.

It is the responsibility of every associate to recognize and respect the sensitive and confidential nature of PII. PII is any information related to an identified or identifiable person. PII includes, but is not limited to, name, address, phone number, email address, online identifier (e.g., cookies, device IDs, IP addresses or RFID tags), location data, genetic data, financial profile, personal identification number (e.g., Social Security or government identification number) and credit card information.



## Q&A

**Q:** *We are contracting with a new employee benefits provider, and we will need to transfer associate PII to the provider for it to provide services to Goodyear. How do we handle the transfer of associate PII to a third party?*

- a)** *tell them our data protection requirements and send them a link to our privacy policies*
- b)** *work with the lawyer for your business or function to assess the service provider's capability to protect PII and to include the correct contractual provisions in the agreement and ensure compliance with Goodyear's privacy policies and applicable laws*
- c)** *do not permit transfer to the third party under any circumstances*

**A:** The correct answer is (b). All contracts involving employee information should include appropriate language about our data protection requirements. Consult the lawyer for your business or function to obtain the correct contractual provisions and ensure compliance with applicable laws. As a general practice, you must limit the data transfer to only that data which is needed for the service to be provided. Moreover, Goodyear should conduct upfront due diligence to ensure the third party adequately protects PII.

Goodyear's Global Privacy Policy, Associate Privacy Policy and Online Privacy Policy explain how Goodyear protects the PII that it collects, uses and retains in the course of business operations. As described in those policies, Goodyear will endeavor to collect and retain only those items of PII that are required for business and legal purposes, and will endeavor to use this PII only in ways that are compatible with the purposes for which the PII was collected or subsequently authorized by the individual.

Many jurisdictions, including the European Union ("EU"), have specific laws and requirements that govern how Goodyear may collect and process PII. Associates must be familiar with and follow all applicable laws and policies concerning privacy. There are additional obligations for protecting certain classes of data. For example, there are U.S. laws regarding protection of certain medical or health information, including the requirements of HIPAA. Likewise, the EU's laws apply special protections to "sensitive personal data," which includes data revealing racial or ethnic origin, sexual orientation, political opinions, religious beliefs, trade-union membership and health data (including genetic or biometric data). If questions exist regarding the necessary procedure for data collection or handling PII, contact the Goodyear lawyer responsible for your business or function for assistance or the VP, Compliance & Ethics at 1-330-796-6635 (GTN 446-6635); the Director, Compliance & Ethics at 1-330-796-7288 (GTN 446-7288); or a Regional Director, Compliance & Ethics.

*Refer to the following for more information:*

- *Global Privacy Policy*
- *Online Privacy Policy*
- *Associate Privacy Policy*
- *HIPAA Privacy Notice (U.S.)*
- *Acceptable Use of IT Resources Policy*



## GOVERNMENT BUSINESS AND COMPLIANCE WITH REGULATORY REQUIREMENTS

There are special rules that apply when Goodyear does business with governments and state-owned enterprises. At Goodyear, we are committed to following all applicable laws for transacting in the public marketplace and meeting all obligations imposed by this type of business.

### Q&A

**Q:** *I am working with a consultant to help secure a government truck tires contract in Kazakhstan. The consultant's commission is somewhat higher than we typically pay and he has asked that we pay him in cash. Should we proceed?*

**A:** First, the consultant must be reviewed as part of Goodyear's anti-bribery due diligence process from the International Anti-Bribery Compliance Operational Guide. Second, high commissions and cash payments are "red flags" of potentially corrupt behavior, especially if you are operating in a country where bribery and corruption are common. Red flags need to be reviewed and MUST be cleared by the Goodyear lawyer for your business or function before proceeding. Contact the Goodyear lawyer responsible for your business or function for assistance.

## ANTI-BRIBERY

This section contains an overview of the key provisions of the Anti-Bribery Policy.

The Foreign Corrupt Practices Act ("FCPA") makes it a *crime* under U.S. law:

- to offer, pay, promise to pay or authorize the payment of money or any thing of value to any person while knowing that all or a portion of such money or thing of value will be offered, given or promised, directly or indirectly, to a Non-USA Government Official for the purpose of *obtaining or retaining business or securing any improper advantage*.
- for companies like Goodyear to fail to have sufficient internal controls over financial reporting.
- to knowingly falsify the books and records of publicly traded companies.

### TAKE NOTE

Goodyear's Anti-Bribery Policy states that no Goodyear associate will, directly or indirectly, offer, pay, promise to pay, authorize the payment of, receive or accept any improper payment or anything of value to or from anyone, anywhere in the world, in order to obtain or retain business or to secure any improper advantage. We will give up any business opportunity that can be won only by giving an improper or illegal payment, bribe, gift, rebate, kickback or similar inducement.





# PROTECT OUR BUSINESS AND ASSETS

For purposes of this policy, the term “**Non-USA Government Official**” means: (a) any official, employee or agent of a Non-USA government (including members of armed forces and police forces), any Non-USA public hospital or public international organization (such as the United Nations, World Bank, EU Commission, etc.); (b) any Non-USA political party official or any candidate for Non-USA political office; or (c) any employee or agent of a Non-USA State-Owned Enterprise. If you have questions about what constitutes a “State-Owned Enterprise,” please refer to the Glossary of Terms for Anti-Bribery Policy Compliance. An increasing number of jurisdictions and countries are also passing and enforcing similar anti-bribery and anti-corruption laws and regulations, for example, Brazil, China, France, Kenya and India.

**The United Kingdom (UK) Bribery Act** contains similar prohibitions on bribery of Government Officials. In addition to these prohibitions, the UK Bribery Act prohibits the offering, making and receiving of commercial bribes (bribes to and from persons and entities that are not Government Officials).

All Goodyear associates are expected to comply with all applicable anti-bribery and anti-corruption laws, including but not limited to the FCPA, the UK Bribery Act and similar laws enacted in other countries and the Goodyear Anti-Bribery Policy.

## **Improper payments or things of value may include but are not limited to:**

- Cash or cash equivalents (like gift cards or gift certificates)
- Gifts or other tangible items
- Commissions
- Rebates or special discounts
- Kickbacks
- Consulting or other service fees
- Special discounts
- Certain entertainment

- Travel expenses
- Facilitating payments
- Employment or internships
- Charitable donations

where it is known (or suspected) that any part of the payment or thing of value will be provided to a Non-USA Government Official or any other person in order to obtain or retain business and/or to secure any improper advantage for Goodyear.

## **Q&A**

**Q:** *You are at a customs office and asked to pay the required fee to ship goods, but the customs office employee charges you an extra 10% to be paid in cash and refuses to provide a receipt. What should you do?*

- a)** *Pay it and not tell anyone about the extra amount*
- b)** *Use normal company funds to pay the required fee, but use petty cash for the additional 10%*
- c)** *Offer to make a larger additional payment to induce the official to provide a receipt*
- d)** *Do not pay, leave the office and contact the lawyer for your business or function*

**A:** The correct answer is (d). You should leave the office and immediately contact the lawyer for your business or function. The customs official may be seeking a Facilitating Payment, which is prohibited under Goodyear policy.

The Goodyear Lawyer for your business or function can help you determine whether the payment is permissible and how to proceed if it is not.



## FACILITATING PAYMENTS

“Facilitating Payments” are usually described as payments to *low-level* government employees for securing the performance of certain *routine, non-discretionary* government actions to which a company is already entitled under local law (for example, processing government papers such as visas, loading/unloading cargo, providing police protection and mail pick-up/delivery). The UK Bribery Act and the laws of many countries prohibit such “facilitating” payments.

## TAKE NOTE

**FACILITATING PAYMENTS ARE NOT PERMITTED UNDER GOODYEAR’S ANTI-BRIBERY POLICY.**

## EXTORTION OR DURESS

Payments made under imminent and real threats of violence or harm to associates do not violate the FCPA or the UK Bribery Act. As such, Goodyear’s Policy does not prohibit payments made under the real threat of violence or harm if the payment is necessary to protect the health, liberty or safety of the associate or representative. In these situations, the payment must be less than U.S. \$100; written disclosure must be made within 48 hours to the General Counsel of The Goodyear Tire & Rubber Company; and the payment must be properly recorded on Goodyear’s books and records.

## THIRD PARTIES

Third Parties, such as Agents, Distributors, Consultants and Advisors (see Glossary of Terms for Anti-Bribery Policy Compliance), are also prohibited from offering, paying, promising to pay, authorizing the payment of, receiving or accepting any improper payment or anything of value to or from anyone, anywhere in the world, in order to obtain or retain business or to secure any improper advantage for Goodyear.

Goodyear associates are required to ensure that third parties comply with the Anti-Bribery Policy, the FCPA and local laws when acting on behalf of Goodyear.

When selecting and retaining third parties, associates must comply with Goodyear’s International Anti-Bribery Compliance Operational Guide (“Operational Guide”). Certain Third Parties, defined as Covered Third Parties, are required to undergo Goodyear’s anti-bribery due diligence process before they can do business with Goodyear. This process is described more fully in the Operational Guide.



# PROTECT OUR BUSINESS AND ASSETS



## POLITICAL CONTRIBUTIONS

The FCPA prohibits giving anything of value to a Non-USA political party or party official, or any candidate for a Non-USA political office, to obtain or retain business or to secure any improper advantage. In addition, other laws restrict contributions to candidates for U.S. federal and other state or local offices, a political party or political committee. A “contribution” may include, among other things, providing the work time of associates or allowing the use of any Company facility or resources. Restrictions may apply to certain individual Goodyear associates, too.

Goodyear policy requires the specific approval of the General Counsel before any contribution out of Company funds can be made to any U.S. or Non-USA political party, party official or political committee, or to a candidate for any U.S. or Non-USA federal, state, provincial, local or other government office. Approval of the General Counsel in advance is also required for contributions out of Company funds to support any ballot issue in the United States, including but not limited to local or state issues such as school bonds or sewer and water assessments.

Refer to the following for more information:

- *Individual Political Activity Policy*

## CHARITABLE DONATIONS

Associates and third parties are required to ensure that charitable donations made on behalf of the Company are given only to bona fide charities and are used for charitable purposes and not otherwise misapplied. All charitable donations are required to be recorded in the appropriate “Charitable Donations” General Ledger Code as described in the Global Chart of Accounts and the Worldwide Accounting Policy.

## Q&A

**Q:** *I am the Project Manager for a big plant expansion project. We’ve experienced several delays and are behind schedule. To obtain a necessary permit to have electricity in time for production, the head official at the Ministry of Energy is demanding that we make a substantial contribution to the hospital foundation where his wife is the chief doctor. The hospital foundation is a good charity, and the plant manager is not opposed to the donation. What should we do?*

**A:** Regardless of whether the hospital is a legitimate charity, this is a request for a donation in exchange for obtaining a business advantage for Goodyear and is prohibited by the FCPA and Goodyear’s Anti-Bribery Policy. Contact the General Counsel or the lawyer for your business or function for more information and instructions.

If a charitable donation is suggested or required by a Government Official, it must be approved in advance and in writing by an Associate General Counsel. This approval documentation must be retained as part of the record for that charitable donation. In addition, charitable donations provided must meet all the criteria listed in the Anti-Bribery Policy under the heading “Charitable Donations.”

For policies or laws applicable in the country or business/function where you work, contact the Goodyear lawyer responsible for your business.

## ACQUISITIONS, JOINT VENTURES, PARTNERSHIPS AND OTHER UNIQUE TRANSACTIONS OR INVESTMENTS

Acquisitions, joint ventures, partnerships and other unique transactions or investments require specific due diligence and background check procedures that are appropriate to such transactions. Such procedures, which are outlined in Goodyear's Anti-Bribery Due Diligence Procedure for Acquisitions and Joint Ventures, must be obtained from the General Counsel or any Associate General Counsel. Due diligence and background checks for such transactions will require substantial effort and time to complete. For that reason, early involvement of the Law Department is critical.

## GIFTS, TRAVEL, MEALS AND ENTERTAINMENT TO NON-USA GOVERNMENT OFFICIALS

### Gifts

Under Goodyear's Anti-Bribery Policy, any gift given to Non-USA Government Officials must meet all the criteria listed in the Anti-Bribery Policy under the heading "Gifts, Travel, Meals and Entertainment to Non-USA Government Officials." All such gifts must be recorded in the Company's books and records using the appropriate "Gifts" General Ledger Code.

### Gifts or Donations of Tires

There may be occasions when a gift of tires to a Non-USA government agency or department may have promotional value or be appropriate for other reasons. In addition, it may be appropriate to donate tires to (or give a special tire discount to) a Non-USA government department for mounting on an official vehicle for demonstration or testing purposes. All such gifts or donations of tires must be approved by an officer of Goodyear and an Associate General Counsel. Tires (and special discounts on tires) may not be given to Non-USA Government Officials for use on their personal vehicles or the vehicles of their family members.







## Travel and Delegation Visits

There may be occasions when it is appropriate or legally required to provide travel to a Non-USA Government Official, as long as it is done in good faith, not with any corrupt intent or expectation of a favor and is directly related to a bona fide and legitimate business purpose (for example, inspecting a Goodyear manufacturing plant in order to obtain approval for export of tires from such facility). All such travel must be approved in advance by the Regional President or the elected officer for the business or function and the General Counsel or an Associate General Counsel, through the use of the Travel for Non-USA Government Officials Checklist form, which must be routed electronically through Global Contract Solution (“GCS”). In addition, travel provided must meet all the criteria listed in the Anti-Bribery Policy under the heading “Gifts, Travel, Meals and Entertainment to Non-USA Government Officials.”

## Meals and Entertainment

There may be occasions when it is appropriate to provide meals or entertainment to Non-USA Government Officials provided that such meals and/or entertainment are given in good faith and not with any corrupt intent or expectation of a favor and in accordance with all the criteria listed in the Anti-Bribery Policy under the heading “Gifts, Travel, Meals and Entertainment to Non-USA Government Officials.”

## GIFTS, TRAVEL, MEALS AND ENTERTAINMENT TO U.S. GOVERNMENT OFFICIALS

### Gifts to Government Employees in the U.S.

U.S. federal, state and local government employees are subject to special laws and regulations restricting their receipt of gifts, meals and entertainment or other benefits. Associates must be aware of and comply with all federal, state and local laws and regulations regarding gifts and gratuities. Any meals, travel, lodging or entertainment for U.S. government employees must be approved, in advance and in writing, by the Law Department.

### Senate and House Gift and Travel Rules

It is Goodyear’s policy to comply in all respects with all applicable laws and regulations, including the Standing Rules of the U.S. Senate and Rules of the U.S. House of Representatives relating to prohibitions and restrictions on gifts to and travel by Members of the U.S. Senate and the U.S. House of Representatives and their staff. As an organization employing federal lobbyists, Goodyear is prohibited from providing *any* gift of any value to Members of Congress or congressional employees unless the gift fits squarely within one of the exceptions to the gift ban. Under the Rules, “gift” means any gratuity, favor, discount, entertainment, hospitality, loan, forbearance or other item having monetary value and includes gifts of services, training, transportation, lodging and meals, whether provided in kind, by purchase of a ticket, payment in advance or reimbursement.

*Refer to the following for more information:*

- *Anti-Bribery Policy*
- *International Anti-Bribery Compliance Operational Guide*
- *Anti-Bribery Policy Covered Third Party List*
- *Senate and House Gift and Travel Rules*
- *Goodyear Anti-Bribery Due Diligence Procedure for Acquisitions and Joint Ventures*
- *Travel for Non-USA Government Officials Checklist*



## ANTI-MONEY LAUNDERING

Goodyear is committed to complying fully with applicable anti-money laundering, anti-corruption and terrorist financing laws and regulations throughout the world, and the Company has implemented appropriate procedures to comply with applicable reporting requirements. To support this, Goodyear conducts business only with customers involved in legitimate business activities, with funds derived from legitimate sources.

Failure to comply with these laws could subject the Company to civil and criminal penalties and hurt the Company's reputation.

Money laundering is the act of converting money or other monetary instruments, such as money orders, cashier's checks or traveler's checks, obtained from fraudulent or illegal activities by associates, third parties, criminals, terrorists or others into money or investments that make the funds appear legitimate and prevent tracing them back to their original source.



**Be alert to the following activities that have become associated with money laundering:**

- Multiple money orders, traveler's checks or large amounts of cash;
- A customer or other third party who is reluctant to provide complete information, provides false or suspicious information, is incorporated in an offshore jurisdiction, for example, British Virgin Islands (BVI), Vanuatu, Guernsey or Seychelles, and/or is anxious to avoid reporting or record-keeping requirements;
- Unusually favorable payment terms or unusual fund transfers to or from foreign countries unrelated to the transaction (see [Accommodation Payments, p. 27](#)); or
- Structuring a transaction to avoid Company requirements, such as conducting multiple transactions below the reportable threshold amounts or an accommodation payment (see [Accommodation Payments, p. 27](#)).

For further guidance on this topic, refer to your applicable local policies and procedures or contact the Goodyear lawyer responsible for your business or function.

*Refer to the following for more information:*

- *Anti-Money Laundering*
- *Goodyear U.S. Export and Foreign Transaction Controls Website*

## ACCOMMODATION PAYMENTS PROHIBITED

Goodyear requires that payments be made only to the entity that earned them and in the jurisdiction in which they were earned. For example, **never make a payment to an individual (even the owner of an organization) who is different from the organization with which Goodyear conducted business, or to a bank account in a different country from the one in which an organization does business, is incorporated, or in which the goods or services were provided.** Goodyear's policy also prohibits other "favors," such as providing an altered invoice or making a cash payment that is not reflected in Goodyear's records.

Some organizations may request that Goodyear make payments to an affiliated company or third party in another country for legitimate business reasons such as factoring or legal assignments of rights. Review any such requests or other unusual requests for special treatment or exceptions with the Goodyear lawyer responsible for your business or function before agreeing to such payment arrangements. Documentation of this review must be maintained in accordance with Goodyear's business records retention requirements.

## TAKE NOTE

Accommodation payments may be an indication of fraud, bribery, money laundering or other suspicious behavior. There are many other signs of fraud that may alert you that something is not right. These are sometimes called "red flags." Some common examples of red flags include:

- *Company culture or history of fraud, misconduct or questionable behavior*
- *Excessive fees, commissions, discounts or bonuses levied/proposed to be levied*
- *Consulting agreements that include only vaguely described services*
- *Third party in a different line of business than that for which it has been engaged*
- *The third party is related to or recommended by a government official*
- *Third party is merely a shell company incorporated in an offshore jurisdiction*
- *The third party refuses to promise or certify in writing to abide by the FCPA, other applicable law or Goodyear policy*

For more information about red flags, please contact the Goodyear lawyer for your business or function or the Compliance & Ethics Department.

## CONFLICT OF INTEREST BETWEEN GOODYEAR AND ASSOCIATES

Goodyear expects that all of its associates' actions and decisions will be made objectively and in the best interests of the Company. Associates must be free from any undue influence of personal or outside business interests that may appear to, or actually do, interfere with their working only in Goodyear's best interests. Associates must not place themselves in any situation where they have a direct or indirect interest or connection with outside business activities that relate to any of Goodyear's businesses. Likewise, they must not compete with any Goodyear business, they must not take for themselves a business opportunity that rightfully belongs to the Company, and they must not use corporate property, information or position for personal gain.



### The following are examples of conflicts of interest:

- Directly or indirectly through family or others, owning or holding a material interest in a business that is a Goodyear competitor, customer, supplier, agent, contractor or subcontractor, or otherwise does business with the Company; serving in any capacity with such a business as director, employee, consultant or distributor; or directly or indirectly accepting payments, services, loans or anything else of more than nominal value from such a business;
- Diverting business away from Goodyear; using your position within Goodyear to prevent or hinder its ability to compete with others; or receiving an improper commission, gift, kickback, bribe, payment or otherwise profiting, on a Company transaction; or
- Passing on or selling inside information, or acting on inside information to personally take advantage of a business opportunity or transaction offered to Goodyear or that Goodyear has developed; or
- Serving on a board of directors of a Goodyear competitor, supplier, contractor, agent, customer or any entity that has a business relationship with or competes with Goodyear (serving on a board of directors of another organization, including a charitable or nonprofit organization, may be a conflict of interest and should be discussed with your manager).



## Q&A

**Q:** *My brother-in-law is a landscaper and wants to bid on the landscaping contract at the plant where I am located. What should I do?*

**A:** Depending on your position at the plant, there could be a conflict of interest (for example, if you are the plant manager or finance director, work in the purchasing department or have supervisory oversight for the landscapers).

As soon as you are aware of a possible conflict, you must contact the lawyer responsible for your business or function. The lawyer will help determine if there is a conflict or not and document the situation. In addition, you should:

- Disclose this information to your manager to make him or her aware of the situation;
- Make sure the purchasing department personnel are aware of the situation before the business is awarded; and
- Ensure that you have no influence over the decision on which landscaper will be chosen and no future influence over any decisions to retain or hire the landscaper should your brother-in-law's business be chosen

It is important to avoid both an actual conflict of interest and the appearance of a conflict.



As soon as you discover a potential conflict of interest with Goodyear (preferably before the conflict is actually created), you must report the facts of the situation to the General Counsel or the Goodyear lawyer responsible for your business or function. Goodyear recognizes individual situations may vary and the Company will review each case fully and objectively. Violations will be subject to appropriate discipline, up to and including termination of employment and forfeiture of benefits.

*Refer to the following for more information:*

- *Conflict of Interest Policy*
- *Board of Directors and Executive Officers Conflict of Interest Policy*
- *Global Workplace Fraternalization Policy*
- *Insider Trading Policy*

# PROTECT OUR BUSINESS AND ASSETS

## Q&A

**Q:** *I am a commercial sales representative and I have a retirement fund managed by a third party. The fund has stocks in many companies, including one of my key accounts, a publicly traded OEM. Is this prohibited by the Conflict of Interest Policy?*

**A:** Without more, this would not create a conflict under Goodyear's Conflict of Interest Policy. If you become aware of inside information that would impact the share value of the OEM, you are prohibited from trading on the stock and should review Goodyear's Insider Trading Policy for more information.

Moreover, as a sales representative to your key account, you cannot actively trade in the stock of that Goodyear customer.

Likewise, a purchasing associate cannot trade in stocks of suppliers with whom he/she does business.

## GIVING AND ACCEPTING GIFTS/ENTERTAINMENT

Business gifts and entertainment on a modest scale are commonly used to build goodwill and strengthen working relationships among business associates. Providing or accepting occasional meals, small company mementos and attending sporting and cultural events may be appropriate in certain circumstances. You should review the Giving and Accepting Gifts Policy and use good judgment when determining whether a gift, meal or entertainment is appropriate and talk to your manager or the lawyer responsible for your business or function if you have any doubts as to whether a gift, event or expenditure is appropriate.

## TAKE NOTE

Gifts and entertainment (received, offered or accepted) should be reported on the Gift/Entertainment Disclosure form where required.



## Q&A

**Q:** *Is it permissible for a supplier to pay for my airline tickets, hotel or registration for a conference if they are paying for all of the attendees' expenses? What if I am to be a presenter at the conference, and the supplier offers to pay all my expenses in return?*

**A:** It would not be appropriate for a supplier to pay for your airline tickets, hotel or conference registration fees for your attendance even if they are paying expenses for other attendees. The supplier may pay for the registration fees for the conference if you are speaking or presenting at the conference. However, Goodyear should still pay for your travel expenses such as airfare, car rental or hotel. An exception may be allowed if the conference at which you are presenting is sponsored or hosted by an independent (not a customer or supplier) association, for example, American Bar Association, American Marketing Association or an educational or research institution. The hotel may be covered by that association or institution. Please check with the lawyer responsible for your business or function before agreeing to present at any conference as other requirements may apply.

## GIFTS

Associates may give or receive gifts to/from suppliers, customers or other persons with whom Goodyear is doing or may do business, if the gift meets all of the following criteria:

- The gift is valued below U.S. \$100.
  - A larger gift, not to exceed U.S. \$250 in value, may be approved by your first- and second-level reporting managers
  - Gifts valued in excess of U.S. \$250 require approval by the President or an elected officer and the Associate General Counsel for the region
- The gift is not cash or a cash equivalent such as gift certificates, gift cards or electronic payments through sites such as PayPal, Zelle or WeChat Pay (gifts of cash or cash equivalents are absolutely prohibited);
- The gift is customary and would not appear extravagant, improper or inappropriate to the recipient or an objective observer;
- The gift imposes no sense of obligation on the giver or recipient;
- The gift does not result in any special or favored treatment between the giver and recipient;
- The gift complies with any additional specific limits established by local Goodyear management;
- Gifts given are reported on an appropriate expense report and reimbursable by Goodyear; and
- The gift does not otherwise violate the internal policy of the giver or recipient.

## TAKE NOTE

Please see section on [Gifts, Travel, Meals and Entertainment for Non-USA Officials](#) on [page 23](#) and [Gifts, Travel, Meals and Entertainment for U.S. Government Officials](#) on [page 25](#).

## TAKE NOTE

Gifts for, and entertainment of, Government Officials must also comply with the applicable sections of Goodyear's Anti-Bribery Policy.

Examples of generally acceptable gifts include:

- Standard promotional, advertising or publicity items such as pens, coffee mugs or clothing with company name or logo imprinted;
- Fruit baskets and other foods; and
- Flowers and plants.

Associates must not ask for gifts from a customer or supplier and must refuse or return any gift that is not in compliance with any Company policy. If refusal or return would damage an important business relationship, then the gift should be turned over immediately to the Associate General Counsel for the region or business function for handling and ultimate disposition.

## ENTERTAINMENT

Associates may provide or accept occasional meals and entertainment to/from suppliers, customers or other persons with whom we are doing or may do business, if the entertainment meets all the following criteria:

- The entertainment is customary and would not appear extravagant, improper or inappropriate to the recipient or an objective observer;
- The entertainment imposes no sense of obligation on the giver or recipient;
- The entertainment does not result in any special or favored treatment between the giver and recipient;
- The event is attended by the customer or supplier that is providing or receiving the meal or entertainment;
- The event is held at a venue that is appropriate for business discussions;
- The entertainment complies with any additional specific limits established by local Goodyear management;
- Entertainment provided is reported on an appropriate expense report and reimbursable by Goodyear; and
- The entertainment does not violate the internal policy of the giver or recipient.

## TAKE NOTE

If you are in a position to offer or accept entertainment, keep in mind the following principles:

- You and the giver (or recipient) must attend;
- The value of the entertainment is reasonable;
- The entertainment must be held at a business-appropriate venue; and
- The entertainment must not be offensive, sexually oriented or contrary to our commitment to mutual respect.







# PROTECT OUR BUSINESS AND ASSETS



Examples of permissible entertainment include:

- Refreshments before, during or after a business meeting;
- Meals before, during or after a business meeting or when otherwise business related; and
- Infrequent business-related invitations to engage in activities such as sporting or cultural events.

This policy is not intended to cover Goodyear dealer/distributor incentive trips or award programs. These should be reviewed by the Goodyear lawyer responsible for your business or function prior to such trip or program being offered.

Refer to the following for more information:

- *Giving and Accepting Gifts Policy*
- *Gift & Entertainment Disclosure form*
- *Anti-Bribery Policy*
- *International Anti-Bribery Compliance Operational Guide*
- *Conflict of Interest Policy*

## Q&A

**Q:** A supplier invited me and other industry leaders to a golf outing. May I attend?

**A:** Keep in mind that accepting appropriate entertainment from suppliers should be on an occasional basis and the supplier should be in attendance. The supplier may not pay for any travel or lodging related to the event. Be mindful of the gift policy limitation for any items that may be provided during the outing. If a contract is currently under negotiation with the supplier, you should discuss with your manager whether or not it is appropriate for you to attend. If competitors will be in attendance or if you have questions, you should ask the Compliance & Ethics office or the Goodyear lawyer responsible for your business or function prior to accepting any invitation.

## ENDORISING SUPPLIERS, CUSTOMERS OR OTHERS

Goodyear generally does not endorse the products or services it may use or the people and companies that make and supply them.

The approval of the Intellectual Property Law Department, the Global Communications Department and the Vice President, Chief Purchasing Officer is required to (i) approve the use of any of our corporate names, marks or logos in another company's advertising or publicity, (ii) offer or give any testimonial in support of an event, product or service or (iii) enter into any contract that requires a testimonial or endorsement by Goodyear.

Likewise, you may not use your job title or affiliation with Goodyear if you personally endorse an event, or the product or service of a supplier or a customer, unless you receive prior approval from the Intellectual Property Law Department, the Global Communications Department and the Vice President, Chief Purchasing Officer.

*Refer to the following for more information:*

- *Endorsing Suppliers, Customers and Others Policy*
- *Social Media/Internet Guidelines*





## USING COMPANY RESOURCES

Goodyear provides you with various assets and applications (for example, laptops, mobile devices, office supplies, tools, telephones, copiers, credit cards, automobiles) to carry out the Company's business. You are responsible for the careful, efficient and proper use of the assets and resources you are given to do your work and must protect them against misuse, damage, theft or other loss.

You may make limited personal use of Goodyear assets or applications if the use:

- is only occasional;
- does not result in more than nominal and incidental costs; and
- complies with all applicable laws, the Manual and other Company policies.

You may not use Goodyear resources to carry on any outside business.

Goodyear has adopted strict security policies for associates' use of Information Technology ("IT") resources. Failure to abide by policy requirements can make Company systems vulnerable to being compromised, which can interfere with operations. Goodyear prohibits the use of Company computers, mobile devices and email systems to receive, create or transmit any illegal or improper materials (for example, pornographic, discriminatory, harassing or abusive messages). If you have any questions regarding the proper use of IT resources, contact the Goodyear lawyer responsible for your business or function, the Intellectual Property Law Department in Akron, your department's IT team or the Goodyear Global IT Security Management Department in Akron (send an email to "[itsupport\\_email@goodyear.com](mailto:itsupport_email@goodyear.com)").

*Refer to the following for more information:*

- *Acceptable Use of IT Resources Policy*
- *Social Media/Internet Guidelines*
- *Conflict of Interest Policy*

## Q&A

**Q:** *I manage an outside sports league and would like to update the league website from my work computer and will also need to create and print copies of the schedule. Is that a problem?*

**A:** Goodyear understands that associates will occasionally need to use business equipment (for example, copiers, phones, computer or mobile device, email, internet, etc.) on a personal basis.

Goodyear's policy regarding proper use of assets states that:

- Personal use of assets is permitted on a limited basis, which means occasional use of phones, copiers, computers and peripheral equipment; and
- Regardless of use, assets may only be used for legal and ethical activities and in compliance with Company policies.

Resources may not be used to carry on any outside business, to compete in any way with Goodyear's business or to engage in an activity that would be in violation of the Manual or any policy.



## ADDITIONAL GLOBAL BUSINESS PRACTICES

### COMPETITION AND ANTITRUST LAWS

#### INTRODUCTION

Goodyear is committed to compliance with antitrust and competition laws and regulations worldwide. “Antitrust law,” and/or “competition law,” refer to civil and criminal laws regulating business conduct. These laws promote vigorous, free and open competition in the marketplace. Routine business decisions involving prices, terms and conditions of sale, dealing with suppliers or customers, sales and purchases of assets or businesses and many other matters frequently present issues of great sensitivity under antitrust or competition laws.

These laws are vigorously enforced around the world. The penalties for violations can be severe, including large fines for companies and individuals, and other criminal penalties, including imprisonment for individuals. Violating these laws can ruin an individual’s career and could severely impact Goodyear. Thus, it is vital that you become familiar with these laws as they apply to your responsibilities and function.

#### Q&A

**Q:** *At dinner during a trade association meeting, sales representatives from a couple of our competitors began discussing their territories and the different types of customers they have. One of them suggested that each of our companies can serve a different category of customer in the territories. What should I have done in this situation?*

**A:** This conversation is prohibited because the participants are discussing how to divide customers by categories among the competitors, which violates competition laws. In this situation, you must make it clear that you will not participate in these acts. Excuse yourself to everyone at the table and leave. Immediately report the situation to Goodyear’s General Counsel, an Associate General Counsel or the Goodyear lawyer responsible for your business or function. If this or something similar were to happen at a meeting, request that the meeting minutes record your departure.

## PROHIBITED PRACTICES AND PENALTIES

This section of the Manual provides a “checklist” of key competition laws. If you believe that you are facing an issue involving these laws, you should immediately seek help from the Goodyear lawyer responsible for your business.

U.S. and other jurisdictions prohibit agreements, contracts, combinations and conspiracies – whether formal or informal – that restrain trade. This general restriction governs the conduct of, and relationships among, competitors. Because of the number, complexity and integration of our businesses, it is vital that associates recognize who our competitors actually are. Goodyear’s competitors are not simply other tire or chemical manufacturers. **Many competitors are obvious, but you must remember that a customer, distributor or supplier of one business may be a competitor of another business.**

**For example, a customer of our tire manufacturing business could be a competitor of our distribution or retail businesses. You must be careful to follow the laws and regulations in your dealings with all customers, suppliers and competitors for this reason. These same prohibitions form the basis of nearly all competition laws in other countries and jurisdictions, e.g., European Union, Australia, China, Japan, India and Brazil.**

The following practices are **illegal** under U.S. and other countries’ and jurisdictions’ laws and, therefore, **are prohibited** by Goodyear:

- Agreements, contracts or conspiracies – whether formal or informal – to fix prices, rig bids or engage in communications with competitors about price or intending to affect or influence price, such as price signaling and price stabilization.
- This prohibition applies to all aspects of price and other terms and conditions of sale, such as price factors and formulas, credit terms, discounts, rebates, advertising, warranties, profit margins or costs.
- **It is against Goodyear policy, as set out in the Manual or in other Goodyear policies, for anyone to exchange with, receive from or provide to any competitor price lists or other information on prices, terms or conditions of sale;**
- Agreements, contracts or conspiracies to divide or allocate customers, suppliers, territories or products with a competitor, including dealers and franchisees in markets in which Goodyear retail outlets are operated;
- Agreeing or conspiring to restrict or limit production or output; and
- Agreeing or conspiring with anyone to boycott or refuse to sell to a customer, to boycott or refuse to purchase from a supplier, or to “gang up” with one competitor against another.

## LIMITATIONS ON DISCUSSIONS WITH COMPETITORS

Occasionally, you may come into contact with competitors, and that contact alone may raise competition law concerns. Therefore, **you should limit contacts with competitors as much as practical, and you must not discuss any information of competitive significance with any competitor.**



## THE DANGERS OF TRADE ASSOCIATION ACTIVITIES

Numerous antitrust enforcement actions have been started by the conduct of attendees at trade association meetings, either during formal sessions or during social activities in connection with such meetings. Because of this sensitivity, always use caution when participating in trade associations.

If you are going to attend the meeting of any trade association:

- 1) Goodyear must be a member of the association or you must obtain specific approval from the Goodyear lawyer responsible for your business or function, and
- 2) If competitors are attending, either a Goodyear lawyer must be present with you, or a Goodyear lawyer must have reviewed the proposed agenda AND you must have received competition law compliance training.

**If you attend a trade association or other meeting where you hear issues being discussed that are competitively sensitive, you must leave the meeting immediately.**

You should request that the meeting minutes record your departure, and you must immediately report the incident to the Goodyear lawyer responsible for your business or function.

## RELATIONS WITH CUSTOMERS AND SUPPLIERS UNDER COMPETITION LAWS

Competition laws and regulations govern daily business behavior with customers and suppliers. In addition to the U.S. prohibitions on certain monopoly conduct, other U.S. laws prohibit price discrimination between customers where that discrimination can affect competition.

## TAKE NOTE

Laws and enforcement policies can vary widely from country to country and are subject to change. What is acceptable today may become problematic in the future. For example, one country's regulators recently changed its policies and conducted an industry-wide sweep related to long-standing incentive practices between tire manufacturers and dealers. Following the review, Goodyear paid a \$2 million penalty and incurred significant costs related to the investigation. Key takeaway: Stay informed of laws and regulations, and ensure that programs are receiving regular legal review.





EAGLE 360  
URBAN

GOODYEAR



# PROTECT OUR BUSINESS AND ASSETS

Practices that raise competition law issues and require review and advice from the Goodyear lawyer responsible for your business or function include:

- Minimum or maximum resale prices – forcing or trying to force a customer to advertise (in print or online) or sell our product at a particular price or not to advertise or sell our product below or above a particular price;
- Trying to restrict a customer or distributor to a certain territory or market or helping one customer prevent another customer from entering into that customer's territory;
- Discriminating on prices (directly or indirectly), advertising or other services between customers;
- Requiring a customer to buy one product to get another;
- Requiring exclusivity from a customer, distributor or supplier;
- Requiring a supplier to purchase products or services from Goodyear as a condition of obtaining a supply contract; or
- Offering rebates, incentive gifts or points to obtain rewards or other programs to help sell or market product with distributors or retail outlets.

Because of the sensitivity of these relationships under competition laws, Goodyear's policies, programs and practices relating to our customers, suppliers and channels of distribution, as well as changes to such policies, must be reviewed by the Goodyear lawyer responsible for your business before implementation.

## REVIEW OF MERGERS, ACQUISITIONS AND JOINT VENTURES

Competition laws also regulate business combinations, such as mergers, acquisitions, divesting or disposing of assets or businesses, and the forming of joint ventures or strategic alliances. Before discussions or negotiations begin relating to any of these transactions, you must consult with the Goodyear lawyer responsible for your business or function for an opinion about whether the proposed transaction is permissible under applicable laws and regulations, whether a filing(s) will be required and whether other steps or precautions are necessary during the negotiation, due diligence and contract process stages.

## WRITE CLEARLY AND DO NOT EXAGGERATE

In competition investigations or lawsuits, **Goodyear may be required to produce to the other party or government any Company document, including emails and other electronically stored documents and data whether on computer or mobile devices.** Goodyear and its associates may be harmed by internal documents, such as memoranda, emails, texts, chats or other mobile device communications, that contain phrases intended only as exaggerations, emphasis, jokes or to provoke a response from the reader ("dominate, destroy, crush or kill the competition"). Therefore, you must be careful and precise in your communications, including emails, so that what you write and the resulting actions cannot be misinterpreted, even if taken out of context. Be careful to reread even routine emails or other communications before you send them to make sure that you are comfortable with and clear about everything you have written. See [Careful Communications](#) on [p. 48](#) for additional details.

*Refer to the following policies for more information:*

- *EU Guidelines: Gathering & Using Market Information & Pricing Behavior*
- *Guidance for Collecting Competitive Intelligence*
- *Guidelines for Working with TireHub*

## EXPORT AND IMPORT

The global nature of Goodyear's business subjects the Company to a wide range of laws and regulations relating to cross-border activity, including:

- Tax and customs laws and regulations regarding valuation of goods, entry, clearance and duties;
- Currency control laws;
- U.S. export and foreign transaction controls regulating the export and re-export of U.S. goods or technology and imposing prohibitions or other restrictions on trade with certain countries, entities and individuals;
- The Foreign Corrupt Practices Act ("FCPA"), UK Bribery Act or other countries' anti-bribery or anti-corruption laws (see [Anti-Bribery section](#), beginning on [page 18](#));
- Rules prohibiting participation in, cooperation with or support of an international boycott in which the U.S. does not participate;
- Rules prohibiting money laundering and regulations related to reporting requirements for certain transactions; and
- Complex and often conflicting laws of other countries.

## TAKE NOTE

U.S. export controls and sanctions may apply in many everyday situations involving, but not limited to:

- Employment or assignment of associates, including at specific Goodyear facilities;
- Goodyear or third-party visitors to Goodyear locations;
- Procurement of raw materials or banking, shipping or contractor services;
- Development of tires for the military;
- Transfer of data to other Goodyear business units; and
- Payments (including refunds or credits) to or from a customer or supplier.

Remember that other countries or regions may have export controls or sanctions programs as well.



# PROTECT OUR BUSINESS AND ASSETS

Because Goodyear is accountable for the actions of non-associate agents and representatives, all arrangements to use commission agents and sales consultants in export transactions must be in written agreements approved by the Goodyear lawyer responsible for your business or function, and such agents and other Covered Third Parties must be properly screened under Goodyear's Anti-Bribery Policy. Goodyear is committed to the strict adherence to all applicable tax and import and export laws and regulations by all its associates, agents and representatives. In particular, all imports must be accurately valued in all invoices and import declarations, and submissions to all governmental authorities, including tax authorities on any topic, must be accurate. For advice regarding import and export laws applicable to your business, refer to the lawyer for your business or function.

Refer to the following for more information:

- *Goodyear U.S. Export and Foreign Transaction Controls Website*
- *Agreement of Visitor to Goodyear Facilities*
- *Anti-Bribery Policy*
- *International Anti-Bribery Compliance Operational Guide*

## Q&A

**Q:** *Jan is facing budget cuts at the end of the year. To defer recognizing an expense, Jan asks a supplier to bill Goodyear a few days late for a piece of equipment so the purchase would be recorded in the next year. The supplier will be paid and Jan's department will meet its budget. Is this appropriate?*

**A:** No. Costs must be recognized in the same time period you received the related product or service. You must never delay or intentionally record incorrect, incomplete or misleading information about transactions.

## FINANCIAL RECORDS, PUBLIC DISCLOSURES, ACCOUNTING, INTERNAL CONTROLS AND AUDITING

Goodyear relies on accurate information and reliable records to make responsible business decisions. These records serve as the basis for managing Goodyear's business; for measuring and fulfilling Goodyear's obligations to shareholders, customers, associates, suppliers and others; and for compliance with tax and financial reporting requirements, including Goodyear's public financial reporting. All associates must:

- Maintain all books, records and accounts in accordance with regulatory and legal requirements and generally accepted accounting principles;
- Comply with Goodyear's accounting standards and policies and Goodyear's system of internal controls;
- Record and report information promptly, accurately, completely and honestly;
- Provide full, fair, accurate, timely and clear information in reports and documents that Goodyear files with the U.S. Securities and Exchange Commission ("SEC"), other securities exchanges or other governmental agencies and in all public communications made by Goodyear;
- Ensure that all financial entries and related disclosures accurately characterize the true nature of transactions and events;
- Never establish any undisclosed or unrecorded funds, assets or debts on behalf of the Company for any purpose; and
- Sign only those documents believed to be accurate and truthful.

Associates with concerns regarding questionable accounting or auditing matters or detected or suspected fraud may make a report to either the Vice President and General Auditor or to the Goodyear Integrity Hotline; such report may be made anonymously.

Refer to the following for more information:

- *Corporate Fraud Policy*

## SAFEGUARDING INTELLECTUAL PROPERTY AND PERSONAL INFORMATION

### PROTECTION OF TRADE SECRETS AND CONFIDENTIAL INFORMATION

Goodyear's trade secrets and other confidential and proprietary information give us advantages in our industry. If Goodyear's confidential and proprietary information is disclosed and used by others, Goodyear could be exposed to financial loss or competitive harm. Confidential and proprietary information is information that has not been disclosed to the general public. Common examples include formulas, business and manufacturing processes and trade secrets, as well as financial information, corporate strategies and information about relationships with our customers and suppliers. You may have access to this kind of information in your job, and protecting it against unauthorized disclosure is part of your responsibility.

#### TAKE NOTE

Safeguard our intellectual property by never allowing it to be used or shared outside the Company without first having the appropriate legal documents in place.



To protect Goodyear's confidential and proprietary information, associates should:

- Follow IT policies and guidelines for protecting company confidential information (e.g., using strong passwords, encrypting sensitive information, and employing cybersecurity best practices as described in the Be Alert webpage);
- Never disclose confidential and proprietary information to other parties without an appropriate confidentiality agreement or the prior approval of the Law Department;
- Never discuss confidential or proprietary information in public places such as elevators, airplanes or restaurants;
- Be careful about transferring proprietary information; and
- Use confidentiality agreements where appropriate and as advised by the lawyer for your business or function.





The Associate Confidentiality & Intellectual Property Agreement (“ACIPA”) or similar agreement you may have signed during onboarding contains more details concerning your obligations toward Goodyear trade secrets, and the Law Department can guide you any time you have a question about what should be treated as confidential and proprietary information. In addition, you may have similar responsibilities regarding trade secrets of others with whom we do business. Failure to protect trade secrets may be a violation of the ACIPA or similar agreement and local law.

If you have questions, ask your manager, the Intellectual Property or Law Departments or the lawyer for your business or function.

*Refer to the following for more information:*

- *Release of Company Information Policy*
- *Confidentiality & Intellectual Property Agreements*
- *Goodyear U.S. Export and Foreign Transaction Controls Website*
- *Guidance for Collecting Competitive Intelligence*

## PROTECTING THE PRIVACY OF CUSTOMERS, SUPPLIERS AND OTHERS WITH WHOM WE DO BUSINESS

Goodyear is committed to conducting its worldwide business operations in a manner that actively protects personal privacy and complies with all applicable privacy laws. When legal and business requirements make it necessary for Goodyear to acquire, record, store and use personally identifiable information, the information must be handled appropriately.

*Refer to the following for more information:*

- *Global Privacy Policy*
- *Associate Privacy Policy*
- *Online Privacy Policy*
- *HIPAA Privacy Notice (U.S.)*
- *Confidentiality & Intellectual Property Agreements*



# PROTECT OUR BUSINESS AND ASSETS

## USING CORPORATE NAMES AND LOGOS

You may use the name or logo and other marks of the Company only in carrying out the Company's business and for no other purpose, unless you have the approval of the Intellectual Property Law Department. Our policy prohibits the creation and use of any logo-type design, even for a business reason, without specific prior approval from both the Goodyear lawyer responsible for your business or function and the Intellectual Property Law Department in Akron.

Refer to the following for more information:

- *Endorsing Suppliers, Customers and Others Policy*



## CAREFUL COMMUNICATIONS

All associates must be careful and accurate in communicating with others in the course of Company business. It is sometimes easy to send out communications that may inadvertently contain inappropriate information or comments. Take time to prepare all documents and electronic communications thoughtfully and to review them thoroughly.

### Q&A

**Q:** *Ana's department has collected a large amount of consumer Personally Identifiable Information ("PII") as part of a customer survey. Matthew, who works in the Marketing Department, contacts Ana to ask for the files containing this PII so that he can develop targeted marketing emails. Should Ana provide the files to Matthew?*

**A:** No. Although Matthew has what may seem like a legitimate business reason for using this PII, the individuals who participated in the customer survey may not have opted-in to allow Goodyear to use their information for marketing purposes. Therefore, Ana should not provide the PII to Matthew for this purpose. Under Goodyear's Privacy Policy and many local laws, marketing emails may only be sent to customers who have opted-in to receive them.

Follow these guidelines:

- Be clear, concise and accurate;
- Maintain a spirit of professionalism in all your communications;
- Stick to the facts; do not overstate or exaggerate;
- Ensure that advertising, packaging and promotions do not misstate facts or provide misleading impressions. Claims regarding the company's products shall be factual and fully substantiated;
- Stick to your area of expertise;
- Never create threatening, sarcastic or demeaning communications about the Company, our associates, competitors, customers or suppliers;
- Avoid phrases that may be misinterpreted as inappropriate or unethical;
- Select the most appropriate means of communication – sensitive matters may best be communicated orally;
- Send communications only to associates or other persons who have a need to receive the communications;
- Be careful not to disclose confidential information about Goodyear or others;
- Never speculate or offer an opinion regarding the legality of business conduct; and
- Do not state, suggest or imply in your personal communications that your views or opinions are those of Goodyear.

## SOCIAL MEDIA/INTERNET POSTING

Goodyear recognizes that the internet provides many opportunities to instantaneously share opinions, experiences, photos and other information on a one-to-one, one-to-few or one-to-many basis using a wide variety of multimedia and social networking sites, platforms, applications, forums and other websites, for example, Facebook, LinkedIn, Yammer, Instagram, WeChat and Skype; blogs and microblogs such as Twitter and Weibo; and wikis such as Wikipedia.

It is important for associates worldwide to be aware of the risks inherently involved in such communications and understand the responsibilities that come with participation in social media.

- Use common sense – if you wouldn't say something in person, don't post it on the internet, put it in an email or post on social media;
- Keep in mind that there is no such thing as anonymity on the internet; and
- Remember that electronic messages (including emails and text messages) are permanent, transferable records of communications.

All Goodyear associates – especially those who participate in social media and are identifiable online as Goodyear associates – must read and adhere to the guidelines explained in the Company's Social Media/Internet Guidelines. Also, remember that you must follow the Social Media/Internet Guidelines and Release of Company Information Policy before posting any information or responding to any inquiries about the Goodyear business.

If you have questions, contact Global Communications, the Goodyear lawyer responsible for your business or function, the Compliance & Ethics Department or your Human Resources representative.

*Refer to the following for more information:*

- *Social Media/Internet Guidelines*
- *Acceptable Use of IT Resources Policy*
- *Global Privacy Policy*
- *Release of Company Information Policy*





### DEALING WITH OUTSIDE INQUIRIES

From time to time, Goodyear is contacted by outsiders about various matters. Regardless of what the question or survey may be, or how it came to you, all responses to outside inquiries must be handled by the Global Communications Department or the communications representative in your business or function. Inquiries that involve financial information or that have legal or governmental implications may require additional approvals, so contact the Goodyear lawyer responsible for your business.

*Refer to the following for more information:*

- *Release of Company Information Policy*
- *Social Media/Internet Guidelines*

### AVOIDING “INSIDER” TRADING

This section contains a summary of key provisions of the Insider Trading Policy. You should refer to the complete Insider Trading Policy for details on its restrictions as well as a list of people subject to quarterly blackout periods.

While working for Goodyear you may acquire material information about Goodyear and its subsidiaries, or the business of other companies, that has not yet been made available to the general public. You are prohibited from using this information for your own financial gain or disclosing it to others for their financial gain. If, for example, you learn of something that could reasonably be expected to affect the price of Goodyear’s common stock or other securities, or the stock or other securities of another company, you must not buy or sell that stock or those securities, or disclose that information to others, until after the information has been released to the public.

Examples of effective public disclosure include:

- disclosure by Goodyear in filings with the SEC or securities exchanges on which securities of a Goodyear subsidiary or affiliate may be traded;
- press releases; and
- conference calls or webcasts that are open to the public.

The circulation of rumors, even if accurate and reported in the media, does not constitute effective public disclosure. Insider trading is a violation of both U.S. and foreign law and Goodyear policy. The consequences of insider trading are severe, including civil and criminal fines and imprisonment for up to 20 years. Insider trading is relatively easy for authorities to detect, and the SEC pursues insider trading cases vigorously.

If you are aware of material nonpublic information, you must not engage in transactions involving Goodyear securities (or the securities of other affected companies) until two full trading days after the day of the effective public disclosure of the material information.

## WHAT TRANSACTIONS ARE PROHIBITED?

**Transactions in Goodyear Securities.** When an associate is aware of material nonpublic information about Goodyear, he or she, or anyone living in his or her household, may not:

- Buy, sell or transfer Goodyear securities;
- Advise others to buy, sell or hold Goodyear securities;
- Have others buy, sell or transfer Goodyear securities for him or her or for the benefit of his or her family members, including any securities held in any retirement or financial institution account;
- Establish, alter or cancel any standing or limit order for the purchase or sale of Goodyear securities, including the exercise of any stock options or stock appreciation rights and instructions regarding transactions in the Goodyear stock fund of the 401(k) plan;
- Disclose the material nonpublic information to anyone else under any circumstances, including to family and friends (also known as “tipping”), other than those persons whose position or relationship with Goodyear requires them to know the information; or
- Assist anyone in any of these activities.

## TAKE NOTE

Review these situations before you trade to protect you, your family and the Company from an insider trading violation:

- If you have important information about Goodyear or other companies (either positive or negative) that could affect the stock price when the information is announced, don't share it or trade.
- If you are unsure whether important Goodyear news is inside information, don't share it or trade.
- If you have advance information regarding Goodyear's quarterly earnings or other significant announcements, don't trade until two full trading days after our official public announcement of this information.

## IMPORTANCE OF INFORMING YOUR FAMILY ABOUT INSIDER TRADING

Associates are responsible for the transactions of their family members. In cases where a family member overhears confidential information, that family member becomes a “temporary insider” for the purpose of insider trading laws. Because insider trading is highly regulated with severe penalties for violators, it is advisable to speak with your family members about the Insider Trading Policy and suggest that they confer with you prior to any transactions in Goodyear securities.

The prohibitions against insider trading previously described apply equally to transactions in our Goodyear subsidiaries’ or other companies’ securities, including those of customers or suppliers, if the Goodyear associate is aware of their material nonpublic information.

Goodyear associates, regardless of whether they are aware of material nonpublic information about the Company, are prohibited from engaging in short sales of Goodyear securities, other transactions predicated on a drop in the price of Goodyear securities or any hedging transactions. Goodyear associates are also prohibited from holding Goodyear securities in a margin account or otherwise pledging Goodyear securities as collateral for a loan.

## TRADING WINDOWS

**Regular Quarterly Blackout Periods.** A blackout period occurs each quarter in connection with Goodyear’s public reporting of its financial results. The quarterly blackout period begins on the 16<sup>th</sup> day of the last month of each quarter and ends the second full trading day after the date the financial results are announced to the public. Any associate who receives, or has access to, Company year-end or quarterly financial results is prohibited from trading in Goodyear securities during the quarterly blackout period. For a detailed list of associates who cannot trade in Goodyear securities during the blackout periods, refer to the Insider Trading Policy.

## WHOM TO CONTACT FOR GUIDANCE

For more information or guidance regarding the Insider Trading Policy or what may constitute insider trading, including whether or not you are aware of material nonpublic information, contact Goodyear’s Assistant Secretary and Senior Legal Counsel, the Compliance & Ethics Department or the lawyer for your business or function.

*Refer to the following for more information:*

- *Insider Trading Policy*







## PRODUCT QUALITY

Goodyear's reputation is riding on the quality of every product we produce. We must always follow applicable specifications and established procedures so that we build quality into every product. Let your manager know of any product or process that does not comply with Goodyear's quality standards. All associates must do their part to ensure that Goodyear's quality standards are part of the way we do business every day and everywhere we do business. Goodyear achieves business excellence by:

- Listening to our customers;
- Designing and producing quality products that provide value;
- Managing processes to ensure consistent quality performance;
- Providing service excellence;
- Encouraging and expecting the creative involvement of every associate in continuous improvement activities; and
- Adequately auditing quality system performance.

## TAKE NOTE

If you are aware of or suspect any associate of not meeting our quality, safety or environmental expectations, please contact your manager, the lawyer for your business or function or the Integrity Hotline.

## PROTECTING THE ENVIRONMENT

Goodyear's policy is to always manufacture, handle and dispose of materials in an environmentally responsible manner, and the Company demands strict adherence to all applicable laws and regulations. Goodyear is also committed to the conservation of natural resources and waste reduction and expects every associate to help in these and our other sustainability efforts.

Refer to the following for more information:

- *Environmental Health & Safety Policy*
- *Goodyear's Corporate Responsibility Website*
- *Supplier Code of Conduct*
- *Natural Rubber Procurement Policy*

## POLICY ON GLOBAL HUMAN RIGHTS

Goodyear's Global Human Rights Policy applies to the Company's operations worldwide and is part of our commitment to ethical and socially responsible behavior.

Our policy serves as a guide to how we conduct business around the world. As stated in the Global Human Rights Policy, we abide by the following principles:

- Maintaining an inclusive workplace free of unlawful harassment and discrimination;
- Employment is voluntary; all forms of compulsory labor or human trafficking are prohibited;
- Exploitation of children, including child labor, is not permitted;
- Associates have the right to join organizations (such as unions) of their choosing or to refrain from joining organizations;
- Compliance with all applicable laws and regulations dealing with wages and hours worked; and
- Providing a safe and secure workplace.

Goodyear seeks to do business with customers and suppliers that observe similar standards with their employees and their own suppliers.

Refer to the following for more information:

- *Global Human Rights Policy*
- *Supplier Code of Conduct*
- *Goodyear's Corporate Responsibility Website*
- *Natural Rubber Procurement Policy*



