

**Goodyear's Anti-bribery Policy**  
**July 1, 2011**

# Anti-bribery Policy

Goodyear does not wish to obtain business advantages by offering or receiving improper payments or anything of value, even in countries where such practices may be accepted. The United States Foreign Corrupt Practices Act (FCPA), the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, the UK Bribery Act and the United Nations Convention Against Corruption, as well as numerous other anticorruption laws around the world, underscore the worldwide concern over bribery.

**Goodyear’s policy is that no Goodyear associate will offer or make or agree to 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.**

The **FCPA** makes it a *crime* under United States law to offer or pay bribes or to offer or make other corrupt payments to International Government Officials for the purpose of *obtaining or retaining business or securing any improper advantage*. The FCPA prohibits paying or offering to pay money or anything of value. Under the FCPA, and for purposes of this Policy, the term **“International Government Official”** includes officials, employees, and agents of foreign governments, state-owned enterprises, and public international organizations (such as the United Nations), or to a foreign political party or party official, any candidate for foreign political office, or members of foreign armed forces. The prohibitions of the FCPA apply to United States firms and their directors, officers, employees and agents, any individual who is a United States citizen, national or resident, and, in many cases, to the foreign subsidiaries of United States firms.

**The UK Bribery Act** contains similar prohibitions on bribery of International 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 International Government Officials). Unlike the FCPA, the Act does not permit facilitating payments. All Goodyear associates are expected to comply with all applicable anti-bribery laws including but not limited to the FCPA and the UK Bribery Act.

**Improper payments may include but are not limited to** commissions, rebates, kickbacks, consulting or other service fees, special discounts, certain entertainment, and transfers of money or *any other form of value* where it is known, or reasonably suspected, that any part of the payment or value will go to reward an International Government Official or any other person in order to *obtain or retain business, to make a favorable decision, or to secure any improper advantage*.

## **Third Party Representatives**

Distributors are also prohibited from offering or making any improper payment or anything of value to anyone anywhere in the world in order to obtain or retain business or to secure any improper advantage for Goodyear. Agents and consultants are treated as Goodyear associates

under this Policy. Payments which are prohibited by this Policy are equally improper when they are made by or through a distributor, agent or consultant rather than directly by an associate.

Goodyear associates are required to ensure that representatives comply with this Policy, the FCPA, and local law. In connection with the selection and retention of representatives, associates must comply with Goodyear's *International Anti-bribery Compliance Operational Guide*, which can be found on the policy page on Goodyear Online (GO).

### **Facilitating Payments**

The FCPA permits "facilitating payments" to *low-level* governmental employees for the purpose of expediting or securing the performance of certain *routine, non-discretionary* government actions to which a company is already entitled under local law (such as the processing of governmental papers (such as visas), loading/unloading cargo, providing police protection, and mail pick-up/delivery.)

However, even though Facilitating Payments are permissible under the FCPA, Facilitating Payments are not permitted under the UK Bribery Act and the local laws of many countries. **FOR THIS REASON, FACILITATING PAYMENTS ARE NOT PERMITTED UNDER THIS POLICY.** The only exception to this is when a Facilitating Payment is necessary to protect the health, liberty or safety of the associate or representative (in which case, the payment must not exceed US \$100.00 and written disclosure of the payment must be made within 48 hours to the General Counsel.) Facilitating Payments made for this exception must be recorded promptly and accurately on Goodyear's books and records.

### **Political Contributions**

As indicated above, the FCPA prohibits giving anything of value to a foreign political party or party official, or any candidate for foreign political office, to obtain or retain business or to secure any improper advantage. In addition, other laws prohibit contributions to candidates for United States Federal offices, a political party or political committee. The law defines "contribution" to include, among other things, providing the work time of associates or allowing the use of any company facility or resources.

Goodyear policy requires the specific approval of the General Counsel before any contribution out of Company funds can be made to any political party or party official or political committee, or to a candidate for any state, provincial, local or other government office. Approval of the General Counsel in advance is also required for contributions to support any ballot issue in the United States.

### **Charitable Donations**

Associates and representatives 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. If charitable donations are provided, they must meet all of the following criteria:

- The charitable donation is not inconsistent with either applicable governmental policy or any applicable local law or regulation;
- The charitable donation is not a bribe or payoff and is not given to secure any improper advantage;
- The charitable donation is recorded promptly, fully and accurately on the Company's financial books and records; and
- If the charitable donation is suggested or required by an International Government Official, it must be approved in advance by an Associate General Counsel.

These requirements are in addition to Company and Business Unit policies relating to the approval of, accounting for and recording of charitable contributions.

## **Acquisitions and Joint Ventures**

Transactions involving acquisitions or joint ventures require specific due diligence and background check procedures that are appropriate to such transactions. Such procedures should be obtained from the General Counsel or any Associate General Counsel. Due diligence and background checks for acquisitions and joint ventures 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 International Government Officials**

### ***Gifts***

Goodyear's Anti-bribery Policy does not prohibit the giving of, and there may be occasions when it is appropriate to give, a gift of nominal value (and preferably with a company logo) to International Government Officials provided all of the following criteria are met:

- The value of the gift may not exceed US \$100.00 without the approval of an Associate General Counsel of Goodyear;
- The gift is not cash or cash equivalent such as gift certificates;
- The gift is not inconsistent with either applicable governmental policy or any applicable local law or regulation;
- The gift is customary under the circumstances and would not embarrass either Goodyear or the recipient;
- The gift is provided in connection with a recognized gift-giving holiday or other special occasion or for promotional purposes;
- The gift is not a bribe or payoff and is not given to secure any improper advantage;
- The gift is recorded promptly, fully and accurately on the Company's financial books and records; and
- The gift is reported on an appropriate expense report and reimbursable by Goodyear.

### ***Gifts or Donations of Tires***

There are occasions when a gift of tires to a foreign government agency may have promotional value or be appropriate for other reasons, but do not make the decision alone. In addition, it may be appropriate to make a donation of tires to (or give a special tire discount to) a foreign 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 International Government Officials for use on their personal vehicles or the vehicles of their family members.

### ***Travel and Delegation Visits***

Goodyear's Anti-bribery Policy does not prohibit providing travel, and there may be occasions when it is appropriate to provide travel, to an International Government Official provided it is given in good faith and not with any corrupt intent or expectation of a favor. All travel and visits provided to an International Government Official must be approved by the Business President and the General Counsel or an Associate General Counsel. An *International Government Officials Travel Due Diligence Checklist* form must be completed and forwarded for approval. The form is attached to this Policy as Exhibit A.

Travel provided to International Government Officials must meet all of the following criteria:

- The travel must be approved in advance and in writing by the General Counsel or an Associate General Counsel;
- The travel provided must be directly related to a bona fide and legitimate business purpose (such as inspecting manufacturing and quality control processes at a Goodyear factory in one country pursuant to Goodyear's efforts to get tires qualified for exportation to another country);
- The value of the travel should be reasonable (in terms of the expense, the number of travelers and frequency);
- Tourist and entertainment excursions should not be paid for by the Company;
- Expenses associated with family members of officials should not be paid for by the Company;
- Cash (compensation per diem) should not be given;
- The delegation members should be selected by the customer (not the Company);
- Prior written notification of the trip should be given to the government organization that employs the recipient;
- The value and purpose of the travel is recorded promptly, fully and accurately on the Company's financial books and records; and
- Travel provided is reported on an appropriate expense report and reimbursable by Goodyear.

### ***Meals and Entertainment***

Goodyear's Anti-bribery Policy does not prohibit the giving of meals and entertainment, and there may be occasions when it is appropriate to provide meals or entertainment, to International Government Officials provided that it is given in good faith and not with any corrupt intent or expectation of a favor. If meals and entertainment are provided to International Government Officials, it must meet all of the following criteria:

- The meal or entertainment provided must be directly related to a bona fide and legitimate business purpose and, where entertainment is provided, the venue must be appropriate for the discussion of business;
- The value of the meal or entertainment should be reasonable (in terms of the expense, the number of attendees and frequency);
- The meal or entertainment is not inconsistent with either applicable governmental policy or any applicable local law or regulation;
- The meal or entertainment is customary under the circumstances and would not embarrass either Goodyear or the recipient;
- The meal or entertainment is not a bribe or payoff and is not given to secure any improper advantage;
- Company personnel must be in attendance;
- The meal or entertainment is recorded promptly, fully and accurately on the Company's financial books and records; and
- Meals and entertainment provided are reported on an appropriate expense report and reimbursable by Goodyear.

## **Gifts, Travel, Meals and Entertainment to U.S. Government Officials**

### ***Gifts to Government Employees in the United States***

Federal and state government employees in the United States are subject to special laws and regulations restricting their receipt of gifts and gratuities from organizations with whom they do business. Associates must be aware of and comply with all Federal and state laws and regulations regarding gifts and gratuities, including applicable restrictions and limits on gifts and gratuities, and should contact the Law Department if they have any questions regarding this subject. Associates should not pay or offer to pay for meals, travel, lodging or entertainment for government employees in the United States without prior approval from the Law Department.

### ***Senate and House Gift and Travel Rules***

It is the policy of Goodyear to comply in all respects with all applicable laws and regulations that include 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. As a matter of company policy, all Company associates are required to adhere to the congressional gift rules, whether or not they are lobbyists. [See Compliance and Ethics, “Senate and House Gift and Travel Rules,” on the policies page on Goodyear Online (GO)].

## **Compliance**

No violation of this Policy, the FCPA or any other anti-bribery law will be tolerated, even if no crime under applicable law is charged or proved, and even if the payment is customary in a particular country. Associates and representatives who violate this Policy will be subject to disciplinary action up to and including discharge.

## **Reporting Violations**

All associates and agents, consultants, representatives and distributors who suspect violations of Goodyear’s Anti-bribery Policy should immediately notify their supervisor or a member of the Goodyear Law Department or the Integrity Hotline at 1-888-494-6854 or [www.tnwinc.com/Goodyear](http://www.tnwinc.com/Goodyear). Supervisors receiving reports of suspected violations of Goodyear’s Anti-bribery Policy must promptly report the allegation to the General Counsel of Goodyear U.S. The Company prohibits any form of actual or attempted retaliation against any person for reporting any suspected violation in good faith.

**International Government Officials Travel Due Diligence Checklist**

**INSTRUCTIONS:**

This form must be completed before authorizing Company-funded travel and related expenses provided to International Government Officials.

1. Complete **Section A** of this form. This section should be completed by the business person responsible for the proposed travel or by his or her designee.
2. Submit the form to [the Business President] for review and approval as described in **Section B**.
3. Following approval by [the Business President], submit the form to the Law Department for approval by the Associate General Counsel or General Counsel as described in **Section C**.

**Section A**

(to be completed by the requestor or his/her designee)

1. Identify the Goodyear employee who has proposed the travel expenditure.
  - a. Name
  - b. Position
  - c. Country
2. Identify each International Government Official whose travel and/or related expenses would be reimbursed by the Company, in whole or in part.

Name of Individual	Position	Institution / Agency

3. Give the total proposed budget, and explain in the table below all of the separate costs that are included in the total.

Description of separate cost	Cost	Cost (US\$)
<b>TOTAL BUDGET:</b>		

4. Attach a copy of the proposed travel itinerary or write it in the space below.
5. What is the business purpose of the travel? Why should the Company pay for this travel? Describe in detail. Attach additional sheets as needed.
6. Does the itinerary include any stops at locations where Goodyear does not have an office or other ongoing operation?
- Yes  No
- If yes, explain the business purpose for stopping at such a destination.

7. Please indicate the travel and accommodation standards.

Airline:  Economy  Business  
Hotel:  Business  Other  Not Applicable

If business class air travel is planned, please explain why you believe that it is reasonable under the circumstances.

8. Are any steps necessary in order for the travel to comply with local law or the internal rules of the International Government Official's organization?
- Yes  No

If yes, please describe and state whether any required approval has been obtained.

9. Please confirm the following:

a. The travel is not intended as an incentive for, or in exchange or as a reward for, an improper business advantage for Goodyear.

Confirmed  Not confirmed

b. The travel is not intended to confer a personal benefit on an International Government Official.

Confirmed  Not confirmed

- c. Trip participants were selected by a government agency, not Goodyear.  
 Confirmed     Not confirmed
- d. Prior written notification of the trip was provided to the government organization that employs the trip participants.  
 Confirmed     Not confirmed
- e. No family members of trip participants will travel at Goodyear's expense.  
 Confirmed     Not confirmed

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Name: \_\_\_\_\_ Position: \_\_\_\_\_

[SUBMIT COMPLETED FORM TO BUSINESS PRESIDENT]

### Section B

(to be completed by the Business President (or equivalent))

I have reviewed the foregoing information and collected supporting information as necessary. Based on my review this sponsorship request is

APPROVED     DENIED

Business President Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Name: \_\_\_\_\_ Position: \_\_\_\_\_

[SUBMIT COMPLETED FORM TO THE LAW DEPARTMENT]

### Section C

(to be completed by an Associate General Counsel or the General Counsel)

I have reviewed the foregoing information and collected supporting information as necessary. Based on my review this travel request is

APPROVED     DENIED

Law Department Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Name: \_\_\_\_\_ Position: \_\_\_\_\_