

Gifts and Entertainment Policy

1. Policy Summary

Delphi employees should never give or receive gifts that compromise their ability to make unbiased business decisions, potentially embarrass the Company, or violate the law or Delphi policy. Specific approvals are required when gifts or entertainment exceed a minimal value or are given / received regularly.

2. Why Do We Have this Policy?

Sharing modest gifts and entertainment with our customers and suppliers can help build goodwill and enhance our business relationships. Giving and receiving gifts and entertainment, however, can also make it difficult to maintain objectivity in the course of our business dealings. In some cases, giving or accepting gifts can even violate the law. Each of us has a responsibility to make sure that our business gifts and entertainment practices are ethical, reasonable and consistent with law and policy.

This Gifts and Entertainment Policy will help guide you through the general rules regarding workplace gifts and entertainment. This policy is also closely linked to Delphi's policies on Anticorruption and Guidelines for Interaction with Government Officials, which you must also follow if your gifts or entertainment involves government officials. When in doubt, you should always speak to your supervisor, the Human Resources staff, or the Legal Staff. You may also contact the **Delphi DRIVE Line** if you have any questions or concerns about whether it is permissible to give or receive a gift or entertainment.

The Gifts and Entertainment Policy applies to everyone at Delphi, including all employees, senior leadership, and management.

3. What are the Key Principles of this Policy?

We must always act with integrity in relationships with our customers and suppliers. As a general guideline, business gifts and entertainment should never:

- Compromise (or appear to compromise) the integrity of the business relationship
- Place you or others in an unsafe environment (for example, gifts of alcohol or alcohol related activities)
- Embarrass or damage either your reputation or that of our Company (for example, visiting adult entertainment or similar establishments)

Contact the Delphi DRIVE Line at <http://driveline.delphi.com/> to report an issue online or by phone

For additional Ethics and Compliance policies visit <http://p01.na.delphiauto.net/10/horizon/ec/SitePages/EC.aspx>

A. Giving and Receiving Gifts

When giving or receiving gifts, you must always follow this Policy, applicable local policies, and the law of the country in which you are doing business. Here are several basic principles to remember when giving or receiving gifts:

- **You may never give or receive cash or cash equivalents unless a regional policy expressly permits it.** Cash equivalents include items such as gift certificates or gift cards.
- **Gifts must be nominal in value.** If you ever receive a gift that exceeds \$50, you must review the gift with your supervisor. If you are planning on making a gift, keep to the same \$50 limit. If you believe that you must give a gift of greater value to avoid being disrespectful from a local cultural perspective, the gift must be reviewed and pre-approved by the Regional Compliance Officer that works in your region or the General Counsel, unless the regional Delphi policy provides for other approvals. You must also always correctly report gifts on your expense report.
- **Gifts should be infrequent.** You should not give or receive gifts on a regular or routine basis.
- **Gifts should be freely offered.** You should never give a gift if you are doing so under any sort of pressure to impact the outcome of a business transaction. If someone requires a gift to extend you a business consideration you need to involve your supervisor and/or the Regional General Counsel for your region.
- **Never demand a gift from third parties.** Remember that a gift is a token of esteem, and nothing more. Follow this Policy and never demand that you be given a gift in exchange for doing your job, or worse, for exercising discretion in your job in a way that will benefit a specific third party. Such conduct would be improper and possibly illegal.
- **Gifts should be consistent with the customer or supplier's policy and practice.** Before giving a gift, you should always confirm with a customer or supplier that the gift will not violate their company's policy.
- **Gifts should be reasonable and customary in scope.** Avoid lavish gifts in excess of what local custom considers reasonable.
- **Cultural variations.** Depending on the country in which we are doing business, the appropriateness of certain gifts may vary. Certain regions may have a special regional Gifts and Entertainment policy that apply in addition to this Policy. Any exceptions to this Policy and/or to any applicable regional policy will require the approval of your supervisor, in consultation with your local Regional Compliance Officer or the General Counsel.

Question and Answer

Q: What are some examples of appropriate gifts?

A: Appropriate gifts are not lavish. Keeping the gift to the US\$50 maximum limit will ensure that what you give is properly understood to be a simple gift and token of esteem. Examples of appropriate gifts could include fruit baskets and other perishable items, flowers, or simple tokens such as pens, calendars, t-shirts, or coffee mugs. If keeping to a US \$50 limit would prove embarrassing to Delphi in given circumstances, obtain the necessary approvals to make a culturally appropriate gift, again, within the limits of what is reasonable and not lavish.

- **Personal gifts.** The restrictions of this Policy typically do not apply to personal gifts (e.g., wedding gifts). However, for a gift to be truly personal, a personal or family relationship must exist between the giver and the recipient independent of any business relationship, and the gift must be paid for by the giver as a personal expense, not as a business expense. If you are giving a personal gift that exceeds \$50 to someone in a business relationship with Delphi, the safest course will be to keep your personal receipts. If you are the recipient of a personal gift from someone in a business relationship with Delphi, try to limit the gift under \$50, because obtaining proof that the expense was personally incurred by the giver will be very difficult.

Question and Answer

Q. I've worked with a consultant for many years, and he has become my friend. I feel socially obligated to invite him to a celebration of my son's birth. I am concerned about him giving me a gift that violates the policy but feel embarrassed about asking him whether he is paying for the gift personally or seeking a company reimbursement. What should I do?

A: Frankness and transparency are usually the best solution to these problems. As a supplier, he knows that we have a policy regarding gifts. At the moment that you invite him, politely remind him that the company is strict and serious about the policy, and that to avoid problems, it would be best to avoid gifts of more than \$50. The fact is that more and more companies have limits on gifts, and it is becoming less socially awkward to politely request observance of these limits.

B. Entertainment

Business-related entertainment may be appropriate when properly conducted on a reasonable and infrequent basis. Examples of permissible entertainment could include:

- Refreshments before, during, or after a business meeting
- An occasional lunch or dinner at a restaurant
- Infrequent invitations to participate in certain recreational activities (such as golf or other sporting activities), provided the activities are reasonable and appropriate

Business-related entertainment should never involve adult entertainment, regardless of whether it may be customary to those with whom you conduct business. Where business entertainment is accompanied by an overnight stay, you must first report this to your supervisor and obtain approval.

Question and Answer

Q: The Company has purchased a table at a local fundraising event, and I would like to invite my customer and her husband to attend. I know the cost of each of the seats exceeds \$50. Would this be appropriate?

A: Before extending the invitation to your customer, you should discuss it with your supervisor. You should also make sure that accepting the invitation would be permissible under your customer's gifts and entertainment policy. If you are ever unsure about the best course of action, talk to your supervisor before proceeding.

C. Speaking Engagements

Delphi employees are sometimes invited to attend an event as a featured speaker, with all or part of the expenses paid. The event may be organized by customers, industry groups, or even the government. Delphi employees may accept such invitations if they comply with the following criteria:

- The Delphi employee's acceptance of engagements with expenses paid from a single source should be infrequent.
- If it is in Delphi's interest for the employee to accept frequent invitations from a single source, the employee must seek his/her supervisor's approval and Delphi must pay the employee's air travel and hotel expenses.
- If the cost of travel and lodging is part of the invitation, air travel should be coach class and lodging should not be lavish.
- The Delphi Employee may accept the meals that are part of the event itself (for example, a luncheon that is provided to all event participants). He/she may accept meals or entertainment outside the event if such meals or entertainment otherwise comply with the remaining provisions of this Policy.

Question and Answer

Q: If a Delphi supplier invites me to speak at an event in a resort where the cost is \$700 per night and I am invited to spend the weekend after the event for recreational activities, may I accept?

A: Ask yourself whether Delphi would pay for these expenses if you were on a regular business trip for Delphi. The cost per night appears high, and absent special circumstances that would justify this expense, you should seek other reasonable, less expensive lodging, even if Delphi pays for it. In case of doubt, speak with your supervisor. As the recreational activities are unrelated to your speaking engagement and to the event itself, it would be improper to accept them.

D. Special Rules Regarding Government and Union Officials

If you deal with government officials as part of your job, there are stricter rules – and in some cases, laws – that govern the provision of gifts and entertainment. In particular, our employees may never offer or provide gifts or travel to government officials without first receiving approval from the Regional General Counsel of the region where the employee works, or the General Counsel. Such gifts run a serious risk of being illegal. Please become familiar with Delphi’s Anti-corruption Policy and Guidelines for Interaction with Government Officials, and in particular, be aware of who may constitute a “government official” under the broad definitions of the anti-corruption laws. Even when a gift to a government official is permitted by law, officials are often required by to report any such offers, and even an inadvertent offer of a gift would need to be reported. This can be embarrassing to both the company and the elected official.

Similarly, it may sometimes be illegal to provide gifts or entertainment to a union or union official. You must obtain approval from the General Counsel or the Regional General Counsel of the region in which you work before providing any type of gift or entertainment to a union or union official.

4. Do We Have Any Related Policies?

Yes. For additional information, please review Delphi’s Anti-corruption Policy, Guidelines for Interaction with Government officials, and Conflicts of Interest Policy.

For additional Ethics and Compliance policies visit the Ethics and Compliance site at <http://p01.na.delphiauto.net/10/horizon/ec/SitePages/EC.aspx>