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Goodyear's Anti-Bribery Policy

May 8, 2017

Anti-Bribery Policy

Introduction

As part of our worldwide commitment to honesty, integrity and respect, Goodyear does not wish to obtain business advantages by offering or receiving improper payments or things of value, even in countries where such practices may be socially and culturally accepted. The United States (U.S.) 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 Anti-Bribery Policy ("Policy") is 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.

Definitions

For purposes of this Policy, the following definitions apply:

"Non-USA Government Official" means: (a) any official, employee, or agent of a Non-USA government (including members of armed forces and police forces), Non-USA public hospital or a 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.

"State-Owned Enterprise" means: a company, partnership or other legal entity (a) with an ownership interest of 30% or more held, directly or indirectly, by a Non-USA national, provincial, regional or local government or government entity (or group of governments or government entities) or (b) otherwise controlled by a Non-USA national, provincial, regional or local government by virtue of the ability to appoint a majority of the entity's Board of Directors or similar body, or the ability to appoint the entity's chief executive officer, managing general partner or other similar officer. If you have any questions about whether a certain entity is a "State-Owned Enterprise" under Goodyear's Policy, please contact the Goodyear Attorney for your country/cluster/region/function or Business Unit ("BU"), or the Compliance & Ethics Department.

“Improper payments” or “things of value” may include, but are not limited to, any of the following, 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 or to secure any improper advantage for Goodyear:

- Cash or cash equivalents (like gift cards or gift certificates)
- Gifts or other tangible items
- Commissions
- Rebates and special discounts
- Kickbacks
- Consulting or other service fees
- Special discounts
- Certain entertainment
- Travel expenses
- Facilitating payments
- Employment or internships
- Charitable donations

“Third Party” means any entity or individual that is not Goodyear or a Goodyear associate.

“Covered Third Party” means a Third Party that must undergo Goodyear’s Anti-Bribery Due Diligence Process. An up-to-date list of [Covered Third Parties](#) is available on GO.

“Agent” means a Third Party who acts on behalf of Goodyear with express (oral or written) or implied authority to represent Goodyear in relationships with other parties. Independent sales agents, commission agents, sales consultants, sales representatives, sales brokers, finders, Customs Agents, Customs Brokers, Freight Forwarders, Clearing Agents, or the like are frequently Agents.

“Distributor” means a Third Party that purchases products or services (for its own account) from Goodyear and resells them to retailers, Dealers, other distributors or other non-individual customers (e.g., commercial fleets, municipal transit services, etc.), regardless of whether a formal distributorship agreement with Goodyear exists, and regardless of whether the Third Party has been officially appointed by Goodyear as a distributor. For purposes of determining whether Anti-Bribery Due Diligence is required for a particular Third Party, a business with both wholesale and retail locations will be deemed a “Distributor” unless retail is 90% or more of its business.

Remaining **Capitalized Terms** used in this Policy and in the Operational Guide are defined in the Glossary of Terms for Anti-Bribery Compliance, which is attached as Appendix A to this Policy.

Goodyear's Policy

All Goodyear associates are expected to be familiar with and comply with Goodyear's Policy as stated herein and with all applicable anti-bribery laws, including but not limited to the FCPA and the UK Bribery Act, as well as any anti-bribery laws that are applicable in the associates' local jurisdictions. Questions regarding local and country-specific anti-bribery laws may be addressed to the Goodyear Attorney for your country/cluster/region/function or BU, or to the Compliance & Ethics Department.

The **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. The FCPA also requires companies like Goodyear, which are traded on U.S. stock exchanges, to maintain sufficient internal controls over financial reporting. Likewise, the FCPA prohibits individuals and companies from knowingly falsifying the books and records of publicly-traded companies, like Goodyear.

The prohibitions of the FCPA apply to U.S. firms and their directors, officers, employees and agents; any individual who is a U.S. citizen, national or resident; and, in many cases, to the foreign subsidiaries of U.S. firms. Goodyear's Policy applies to all Goodyear operations and associates, worldwide.

The UK Bribery Act contains similar prohibitions on bribery of Non-USA Government Officials. In addition to these prohibitions, the UK Bribery Act prohibits the offering, making and receiving of commercial bribes. Commercial bribery is a form of bribery that does not necessarily involve any government official. Like the UK Bribery Act, Goodyear's Policy prohibits any form of bribery, including commercial bribery.

Third Parties

Payments that are prohibited by this Policy are equally improper if they are made by or through a Third Party, rather than directly by an associate. Consequently, Agents, Distributors and other Third Parties 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 this Policy, the FCPA, and local laws when acting on behalf of Goodyear. In connection with the selection and retention of Third Parties, associates must comply with Goodyear's [International Anti-Bribery Compliance Operational Guide](#) ("Operational Guide"). All 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.

Facilitating Payments

“Facilitating Payments” are small payments made to low-level Non-USA Government Officials for the purpose of securing the performance of certain routine, non-discretionary government actions to which a company is already entitled under local law (such as the proper processing of governmental papers like visas, loading/unloading cargo, providing police protection, and mail pick-up or delivery).

Even though the FCPA contains a narrow exemption for “facilitating or expediting payments,” Facilitating Payments are not permitted under the UK Bribery Act and the local laws of many countries. **Goodyear’s Policy absolutely prohibits the making of Facilitating Payments.**

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. If such a situation should occur:

- (i) the payment must not exceed U.S. \$100.00;
- (ii) written disclosure of the payment must be made within 48 hours to the General Counsel of The Goodyear Tire & Rubber Company; and
- (iii) the payment must be properly recorded on Goodyear’s books and records.

Political Contributions

The FCPA prohibits giving any money or thing 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 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.

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 state, provincial, local or other government office. Advance approval of the General Counsel is also required for contributions to support any ballot issue in the United States.

Charitable Donations

Associates and Third Parties are required to ensure that charitable donations made on behalf of the Company are given only to legitimate 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, either directly or indirectly, a bribe or payoff, and is not given to obtain or retain business or secure any improper advantage; and
- The charitable donation is recorded promptly, fully and accurately on the Company's financial books and records, using the appropriate "Charitable Donations" General Ledger Code. Refer to the [Global Chart of Accounts](#) and the [Worldwide Accounting Policy "Accounting for Charitable Contributions"](#) on GO.

Any charitable donation suggested or required by a Non-USA Government Official must be approved in advance and in writing by an Associate General Counsel. The documentation of the approval must be retained as part of the record for that charitable donation.

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, which are outlined in Goodyear's Anti-Bribery Due Diligence Procedure for Acquisitions or Joint Ventures, 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 Non-USA Government Officials

Gifts

Goodyear's 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 Non-USA Government Officials provided all of the following criteria are met:

- The value of the gift may not exceed U.S. \$100.00 without the advance approval of an Associate General Counsel of Goodyear;
- The gift is not cash or cash equivalent such as gift cards or 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, using the appropriate "Gifts" [General Ledger Code](#); 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 Non-USA government agency may have promotional value or be appropriate for other reasons. In addition, it may be appropriate to make a donation of 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

Goodyear's Policy does not prohibit providing travel, and there may be occasions when it is appropriate or legally required to provide travel, to a Non-USA Government Official provided it is given in good faith and not with any corrupt intent or expectation of a favor. A *Travel for Non-USA Government Officials Checklist* form must be completed and forwarded for approval. The form is attached to this Policy as Appendix B and must be routed through the Goodyear Contract Solution ("GCS").

Travel provided to Non-USA Government Officials must meet all of the following criteria:

- The travel must be approved in advance and in writing on the *Travel for Non-USA Government Officials Checklist* form by the BU President or an elected Company Officer, and 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 must not be paid for by the Company;
- Expenses associated with family members of officials must not be paid for by the Company;
- Cash (such as compensation per diem) must not be given;
- The delegation members should be selected by the government entity (not the Company);
- Prior written notification of the trip should be given to the government entity 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, with a notation stating that the travel recipient is a Non-USA Government Official; 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 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. If meals and entertainment are provided to Non-USA Government Officials, they 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

U.S. federal, state, and local government employees 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, 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 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/or 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. For additional information, see Goodyear's Policy regarding "[Senate and House Gift and Travel Rules](#)."

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 who violate this Policy will be subject to disciplinary action up to and including termination of employment and forfeiture of benefits. Third Parties that violate this Policy will be subject to immediate termination of their business relationship with Goodyear.

Reporting Violations

All associates, who know of or suspect violations of Goodyear's Policy must immediately notify their manager or the Goodyear lawyer responsible for their country/cluster/region/function or BU, or the Integrity Hotline at <http://www.goodyear.ethicspoint.com>. Managers receiving reports of suspected violations of Goodyear's Policy must promptly report the allegation to the General Counsel of The Goodyear Tire & Rubber Company. Any Third Party, including but not limited to Agents, Distributors, Contractors, and other Third Parties, who know of or suspect any violation of Goodyear's Policy, should immediately notify their point of contact at Goodyear or the Integrity Hotline. Goodyear prohibits any form of actual or attempted retaliation against any person for reporting any suspected violation in good faith. All reports of retaliation will be investigated and those found to have retaliated will be subject to discipline, up to and including termination of employment and forfeiture of benefits.