Policy	Number: ELS 109
	Version: 1
	Effective Date: March 1, 2016

Gifts & Hospitality

Owner: Director of Compliance
Approval: General Counsel

1. GUIDING PRINCIPLE

As directors, officers, employees, and representatives (collectively, "Employees") of Tenneco ("the Company"), we must conduct ourselves in accordance with our standards of business ethics, and we must comply with all applicable laws, when we engage with our customers, suppliers, other business partners, and government officials.

2. PURPOSE

The giving and receiving of gifts, travel, and other hospitalities is a common occurrence in the business world, but these activities can give rise to improper relationships, the appearance of impropriety, or even illegal conduct if not handled appropriately. This policy ("Policy") sets forth rules to ensure the appropriateness of such activities.

3. SCOPE

This Policy applies to all directors, officers, employees, and any third party acting on Tenneco's behalf. This Policy outlines the basic rules and approval requirements that govern all Hospitality provided by or on behalf of Tenneco to customers, potential customers, government officials, or other outside parties, and all Hospitality provided to Tenneco Employees by third parties the Company has engaged, such as distributors, resellers, agents and business partners (collectively, "Third Parties").

While these rules and requirements apply to Company operations worldwide, local legal and policy requirements, such as Tenneco's Travel and Entertainment Policy, could be more stringent in some countries, as the laws and risks the Company faces may vary by region. Where local laws and policies are more exacting, Employees must comply with all such other laws and policies.

4. POLICY

Tenneco's *Code of Conduct* and this *Gifts and Hospitality Policy* allow Employees, under certain circumstances detailed below, to give and receive gifts and meals, travel, accommodations, entertainment, and other promotional expenditures (collectively, "Hospitality") that are reasonably priced and related to a legitimate business purpose. This general rule is intended to encourage good stewardship of Company resources and merits-based business decisions by Tenneco and our business partners. Hospitality that does not follow this general rule risks violating this Policy, Tenneco's *Anti-Corruption Policy*, and laws prohibiting corrupt payments to government officials and others, such as the U.S. Foreign Corrupt Practices Act ("FCPA").

We may spend reasonable amounts of the Company's funds on bona fide expenses for outside parties that are (i) directly related to the promotion, demonstration, or explanation of the Company's products or services, or (ii) incurred pursuant to the execution or performance of a contract. For instance, under appropriate circumstances, acceptable expenditures can include the provision of **inexpensive** gifts (such as Company-branded promotional items and modest gifts reflecting goodwill on holidays), **reasonable** meals and entertainment (such as a moderately priced dinner or tickets to a concert or game in connection with a business discussion that takes place during, immediately before, or immediately after the event), and **standard** Company-sponsored travel (including, for example, a site visit to see Tenneco's headquarters and/or manufacturing facilities).

To avoid the appearance of impropriety and to ensure the appropriateness of such expenditures, Hospitality provided on behalf of the Company—to current or potential customers, government officials or other parties—must have a legitimate purpose and be in accordance with the specific requirements set forth in this Policy. You should also consult Tenneco's *Anti-Corruption Policy* and related procedures, and be aware that local policies may be more restrictive.

While each instance of Hospitality must be considered on its own merits, the following principles should guide your conduct. Appropriate Hospitality expenditures must be:

- openly incurred, that is, no effort is made to conceal them;
- reasonable, customary and appropriate (in the context of the local economy where they are to be provided and consistent with the specific standards in Tenneco's *Anti-Corruption Policy*);
- given without an appearance of impropriety (for example, substantial Hospitality should not be offered to decision-makers in the context of a proposal or a tender involving the Company);
- where possible, incurred using the Company's preferred service providers (*e.g.*, approved travel agents and hotels, etc.);

- where possible, paid directly to service providers and not to recipients themselves, and paid via wire, check or company credit card; and if not possible, then reimbursement made only on the basis of original receipts and written justification of business purpose;
- supported by adequate, accurate documentation (*e.g.*, invoices, receipts);
- accurately recorded in the Company's books and records; and
- where travel is involved, mirror the guidelines and allowable expenses that are applicable to Employees, such as the *Global Travel and Expenses Policy*.

Appropriate Hospitality expenditures may not:

- be offered or provided in return for any favor or benefit to the Company or to improperly influence a decision;
- impose a sense of obligation on the recipient;
- be lavish, excessive, or too frequent;
- involve non-Company-related activities that overshadow the business-related purpose of the Hospitality, such as travel centered around trips to tourist attractions or hotel accommodations that extend beyond the period of the particular business activity;
- be in the form of cash gifts (or cash equivalents, such as gift cards) or advance payments;
- be paid for out of personal or non-Company funds (for which reimbursement is sought);
- violate local law (including any internal regulations governing the recipient's conduct, such as ethics rules or reporting requirements for government officials), Company policies, or the code of conduct/policies of the recipient's employer; or
- have been solicited by anyone at the Company.

We must take special care to avoid even the appearance that the Company is providing others, particularly government officials, with any economic benefit for the purpose of influencing them improperly to obtain any type of advantage. If a specific project or approval is pending before a recipient (or the recipient's employer), then the expenditure must be reviewed and approved in advance by the Law Department to ensure that it is appropriate under the circumstances.

A. Additional Considerations Governing Travel

Site visits, offsite meetings, and other business-related transactions that involve the payment or reimbursement of travel and travel-related expenses (including transportation, accommodations, meals and incidental expenses) can pose significant compliance-related risks, particularly when provided for the benefit of individual government officials. Thus, transactions such as paying travel-related expenses to attend a Company-sponsored event or to visit a Company facility must be carefully considered to ensure consistency with Tenneco's *Global Travel and Expenses Policy*, local policies, and with all other laws and regulations to which we are subject.

Consult the applicable Travel & Expense policies for specific guidance, but the existence of the following considerations will support the decision that a travel-related expense is appropriate:

- Travel planning, logistics, guidelines and allowable expenses the Company incurs for the benefit of a Third Party mirror those applicable to Employees.
- Travel and related expenses only cover the costs related to a Third Party's direct travel to and from the location of the event and only for its duration, including incidental and local transportation associated with the Third Party's participation in meetings or other business-related activities with Employees.
- Accommodation and related expenses (including reasonable expenditures for meals) are only incurred during the period of the particular meeting, facility visit, seminar or event or en route to those activities. Payments to cover expenses are made directly to vendors (*e.g.*, airlines, hotels, car rental companies) and not to the Third Party.
- Any sightseeing or tourist activities planned are minor, incidental, and secondary to the main purpose of the trip.

B. Approval Thresholds for Providing Hospitality

As outlined below, before providing gifts, meals, travel, or anything of value to a government official (with the exception of official, bona fide fees, taxes, fines or other required payments made directly to government entities), Employees must submit a *Gifts/Hospitality/Government Disclosure Form* and receive written approval from the Tenneco Law Department.

In addition, in certain circumstances related to non-government officials (outlined below), Employees must similarly complete and submit the *Gifts/Hospitality/Government Disclosure Form* and receive written approval from the Law Department before providing Hospitality.

Gifts & Hospitality

Hospitality to *Government Officials*:

Expenditure Threshold	Required Approval
Any gift, service, or benefit, including Hospitality, regardless of form or value, whether it is given directly or indirectly.	Requires approval from the Law Department, which must be requested using the *Disclosure Form*.

Gifts to *Non-Government Parties*:

Expenditure Thresholds	Required Approval
$50 and below (per recipient).	Requires pre-approval from the relevant manager, but no reporting through the *Disclosure Form*. Employees are expected to maintain a personal record of such expenses.
Over $50 (per recipient).	Requires pre-approval from the Law Department, which must be requested using the *Disclosure Form*.

All Other Hospitality for *Non-Government Parties*:

Expenditure Threshold	Required Approval
All non-gift Hospitality provided, including any meals, entertainment and travel, must be reasonable in value.	Where reasonable in value and with a legitimate business purpose (*i.e.*, related to promotion of a product or execution of a contract), no pre-approval is required. If an expense is lavish, or might give the appearance of undue influence, it requires pre-approval from the Law Department, through the *Gifts/Hospitality/Government Disclosure Form*.

C. Approval Thresholds for Receiving Hospitality

When Hospitality is offered to Tenneco—for example, by a distributor, reseller, or service provider—we must meet the same ethical standards that apply when we provide Hospitality. As an absolute rule, no Employee may encourage or solicit Hospitality in connection with any Company business. Employees are also strictly prohibited from accepting Hospitality in exchange for steering or awarding business to a Third Party, or if it would materially affect the outcome of our discussions with the party or create even the appearance of impropriety. Employees should also consult Tenneco's *Conflict of Interest Policy* for policies regarding the receipt of Hospitality from companies and individuals that have or are seeking to have business with Tenneco. In general, Tenneco policies permit Employees to accept inexpensive and reasonable Hospitality from Third Parties as follows:

Gifts Received by Employees:

Receipt Thresholds	Required Approval
Gifts $100 and below.	Requires approval from an Employee's relevant manager, but no reporting through the *Disclosure Form*. Employees are expected to maintain a personal record of such expenses.
Gifts over $100.	Requires pre-approval from Tenneco's Law Department, which must be requested using the *Disclosure Form*.

All Other Hospitality Received by Tenneco:

Receipt Threshold	Required Approval
All non-gift Hospitality provided, including any meals, entertainment and travel, must be reasonable in value.	Where provided expenses are reasonable in value and have a legitimate business purpose (*i.e.*, related to promotion of a product or execution of a contract), no pre-approval is generally required. If an expense is lavish, or might give the appearance of undue influence, it requires pre-approval from the Law Department, through the *Disclosure Form*.

D. Obtaining Approval

Where pre-approval is required, the Employee proposing the Hospitality (the "Employee Sponsor") must submit a completed *Gifts/Hospitality/Government Disclosure Form* as far in advance of the proposed expenditure as possible to initiate the review process. The Employee Sponsor for the proposed Hospitality bears the responsibility for planning the proposed activity(ies) and estimating the associated costs. When disclosing or approving Hospitality for an outside party, the Employee Sponsor and applicable reviewer(s) must assess the appropriateness of the courtesy against the criteria outlined above.

E. Recording and Reimbursement

All expenses related to Hospitality must be accurately and completely recorded. In accordance with the Company's relevant policies and procedures, including those set forth in the *Code of Conduct*, *Anti-Corruption Policy*, and *Global Travel and Expense Policy*, any expense incurred on behalf of the Company, whether self-reported or pre-approved, must be accompanied by the necessary supporting documentation, including any invoices and receipts.

5. CONSEQUENCES

Failure to follow this Policy may result in disciplinary action, up to and including termination. If any employee is involved in or witnesses any violations of this Policy, the employee should report it immediately (via the Hotline or to the employee's manager). Tenneco employees who report violations of this Policy will not suffer any negative consequences.

CHANGES

Rev. Letter	Effective Date	Changes Made