Volkswagen Group of America, Inc.

Code of Conduct for Business Partners

APPENDIX F

VWGoA SUPPLIER PROCUREMENT
CODE OF CONDUCT FOR BUSINESS PARTNERS

1. Perform duties with care, diligence, professionalism and integrity to maintain or enhance the reputation and professional standing of VWGoA;

2. Provide an environment where potential suppliers, large or small, majority or minority-owned, are afforded an equal opportunity to compete for VWGoA business;

3. Preserve the integrity of VWGoA by adhering to the VWGoA Code of Conduct for Business Partners. No supplier involved in the procurement process will offer or accept money, loans, credits, prejudicial discounts, favors, or accept gifts from an employee or subcontractors. Entertainment which supports mutual business interests should not influence or be deemed by others to have influenced a business decision;

4. Promote positive supplier relationships through impartiality in all phases of the procurement process;

5. Expect that information exchanged in the course of business should be true and fair and not designed to mislead;

6. Create a professional atmosphere free from any harassment that could create an intimidating, hostile, or offensive work atmosphere. Accordingly, we expect our suppliers to treat all VWGoA employees according to the same standard as supplier are to be treated by VWGoA employees;

7. All suppliers are expected to exercise the highest standard of care when entrusted with confidential information by VWGoA as part of the procurement process, and the supplier will continue to exercise this standard of care until obtaining a written release from VWGoA which releases the supplier from this duty;

8. Suppliers and subcontractors who confirm compliance with the VWGoA Code of Conduct for Business Partners are responsible for ensuring compliance by those with whom they directly contract to provide products or components or products to be used, purchased or distributed to or by VWGoA.

Bidder's Signature _____Date_____