



CHALMERS SUSPENSIONS INTERNATIONAL INC.
6400 Northam Drive
Mississauga, Ontario, Canada
L4V 1J1

ANTI-BRIBERY AND
ANTI-CORRUPTION POLICY

APPLICATION OF THE POLICY

This Anti-Bribery and Anti-Corruption Policy (this “Policy”) applies to all directors, officers and employees, collectively “personnel” of Chalmers Suspensions International Inc. and all of its subsidiaries (collectively, “Chalmers Suspensions, “we”, “us”, “our” or “the Organization”). This Policy is applicable to the Organization’s operations worldwide.

This Policy reflects the standards to which the Organization expects any person or entity that performs services on behalf of the Organization to adhere to when acting on the Organization’s behalf. Such persons or entities acting on the Organization’s behalf could include business associates, partners, agents, intermediaries, representatives, suppliers, contractors, third party service providers and, consultants (collectively “Third Parties”).

Please direct any questions and requests for authorization relating to this Policy to the Chief Executive Officer (“CEO”), Chief Financial Officer (“CFO”), or Director of Operations. Please see Appendix “A” hereto for contact information for the above officers.

COMMITMENT TO ANTI-BRIBERY AND ANTI-CORRUPTION

The purpose of this Policy is to reiterate the Organization’s commitment to conducting its business with honesty and integrity and in full compliance with applicable anti-bribery or anti-corruption laws, including, but not limited to, those applicable in the Canada & United States. In the event that local laws are more restrictive than this policy, the more stringent local requirement will apply.

PROHIBITION

Bribery and corruption are strictly prohibited.

A “bribe” is anything of value that is offered, promised, given or received by any party to influence a decision or to gain or reward an improper or unfair advantage for the benefit of the Organization or any other party. “Corruption” is the abuse of power or position for private gain. Bribery and corruption can take many forms, including the offering, provision or acceptance of:

- Cash payments;
- Loans or non-arm’s length transactions;
- Phony jobs or “consulting” relationships;
- Kick-backs;
- Political contributions;
- Charitable contributions;
- Employment opportunities or internships;
- Social benefits; or
- Gifts, travel, hospitality and the reimbursement of expenses.

The Organization strictly prohibits all bribery or corruption, in any form whatsoever.

Do not make “facilitation payments”.

Facilitation payments are also a form of bribe and are, therefore, not permitted. Facilitation payments are small payments made to secure or speed up routine actions or otherwise induce public officials or other Third Parties to perform routine functions they are otherwise obligated to perform. This does not include legally required administrative fees or legally permitted fees to fast-track services. If you have a question about whether a particular payment is permitted under this Policy, please contact the CEO, CFO or Director of Operations listed in Appendix “A” prior to making such payment.

DEALING WITH PUBLIC OFFICIALS

Interactions with public officials require enhanced scrutiny and sensitivity.

A “public official” is any person who is employed by or is acting in an official capacity for a government, a department, agency or instrumentality of a government, regulator, or a public international organization.

This includes elected or appointed persons who hold legislative, administrative or judicial positions such as politicians, bureaucrats, civil servants, and judges. It also includes persons who perform public functions such as professionals working for public health agencies, water authorities, planning officials and agents of public international organizations. A “public official” also includes employees of government-owned or controlled businesses such as the manager of a state-owned public utility.

There is increased sensitivity and scrutiny of dealings with public officials because this has traditionally been an area where bribery activity and corruption are more likely to occur. Be cognizant of these risks in your dealings and interactions with public officials and consider how your actions may be viewed. For example, payments, gifts or employment to close relatives of public officials may be treated by enforcement authorities as direct payments to the public officials and therefore may constitute violations of law. As a result, gifts to public officials are strictly prohibited and entertainment for public officials should be modest and reasonable. In addition, because interactions with public officials carry special risks under applicable anti-bribery and anti-corruption laws, contracts and payments to public officials should be reviewed carefully to determine what additional safeguards, if any, may be necessary to protect the Organization. Please seek authorization from the CEO, CFO or Director of Operations listed in Appendix “A” prior to entertaining, contracting with, or offering or making payments to public officials.

GIFTS AND ENTERTAINMENT

Any gifts given or received shall be modest and any entertainment given or received shall be proportionate and reasonable for the circumstances.

Subject to the restrictions set out in the prior section relating to public officials, gifts given to or received from persons who have a business relationship with the Organization are generally acceptable, if the gift is modest in value, is appropriate to the business relationship, infrequent, is

not given or received to gain an improper advantage and does not create an appearance of impropriety. No cash payment or cash equivalents should be given or received.

Entertainment (e.g. meals, tickets to sporting events or theatre, rounds of golf) given to or received from persons who have a business relationship with the Organization are generally acceptable, if the entertainment is reasonable in value, appropriate to the business relationship, is not given or received to gain an improper advantage, does not create an appearance of impropriety and if a representative from the sponsoring organization (the party paying for the entertainment) is present at the event. Note that many jurisdictions have laws restricting entertainment of public officials or their close relatives.

Gifts and entertainment (including meals) that are repetitive, no matter how small, may be perceived to be an attempt to create an obligation to the giver and should be avoided. Gifts or entertainment given close in time to when a decision impacting Calmers Suspension's business is being made may be perceived as a bribe in return for a favourable decision and should also be avoided.

Employees should not give or receive "big-ticket" items, such as travel, accommodations, conference fees, costs for road shows, or event sponsorships, without prior authorization from the CEO listed in Appendix "A". If you are in doubt as to whether gifts or entertainment proposed to be given or received are proportionate and reasonable for the circumstances, please consult any of the individuals mentioned.

POLITICAL DONATIONS AND LOBBYING

Do not offer contributions to political parties or candidates that might influence, or be perceived as influencing, a business decision.

To ensure that we do not breach the law regarding political donations in any country, all political donations, no matter how small or insignificant, made on behalf of the Organization (directly or indirectly) must be authorized in advance by the CEO listed in Appendix "A". Political donations should not be made on behalf of the Organization in countries in which we do not have a presence.

Political donations made by individuals on their own behalf should comply with any applicable local laws and regulations.

In Canada, United States and other jurisdictions, various federal, state, and municipal laws and regulations impose specific restrictions and rules with respect to political contributions, both those made on behalf of the Organization or made by individuals on their own behalf, which can carry significant penalties for the Organization for violations. The Chalmers Political Contributions Policy must be consulted and adhered to before making any political contributions in the Canada or United States on behalf of the Organization or by individuals on their own behalf. Similarly, outside the United States, local political contribution policies should be consulted and adhered to before making any political contributions in that geography.

Do not engage in any lobbying activities on behalf of the Organization without specific authorization.

The Organization encourages its employees, officers and directors to take an active role in public service. However, any participation in this regard is to be undertaken as an individual and not as a representative of the Organization.

Lobbying activities generally include attempts to influence the passage or defeat of legislation and it may trigger registration and reporting requirements. In many jurisdictions, the definition of lobbying activity is extended to cover efforts to induce rule-making by executive branch agencies or other official actions of agencies, including the decision to enter into a contract or other arrangement.

You may not engage in lobbying activities on behalf of the Organization without the prior authorization from the CEO listed in Appendix "A".

CHARITABLE DONATIONS

Do not solicit or offer donations to suppliers, vendors or public officials in a manner which communicates that donation is a prerequisite for future business or that the offer of a donation is intended to obtain a business advantage.

We encourage our directors, officers and employees to contribute personal time and resources to charities and nonprofit organizations. However, unless the solicitation is supported by the Organization, you are prohibited from using the Organization's resources to solicit donations.

All requests on behalf of the Organization for corporate gifts to charities and other not-for-profit organizations shall be authorized in advance by the CEO listed in Appendix "A". Charitable donations or requests for charitable donations made by individuals on their own behalf should comply with any applicable local laws and regulations.

If you are requested by a public official to make a personal donation to a particular charity, please seek authorization from the CEO listed in Appendix "A" before agreeing to or making the donation.

RECORD-KEEPING

Record all our transactions in a complete, accurate and detailed manner so that the purpose and amount of the transaction is clear.

In addition to prohibiting bribery and corruption, some anti-bribery and anti-corruption legislation requires proper record-keeping and the establishment and maintenance of internal controls. The purpose of these provisions is to prevent companies from concealing bribes and to discourage fraudulent accounting practices.

All the Organization's transactions must be recorded completely, accurately and with sufficient detail so that the purpose and amount of any payment is clear. No accounts or payments may be kept "off-book". False, misleading, or artificial entries must never be made in the books and records of the Organization for any reason.

THIRD PARTIES

Third Parties are not permitted to pay, offer, accept or request bribes on our behalf.

The Organization may be prosecuted for failing to prevent bribery by a person associated with it. This includes any Third Party (as defined above). This means due diligence shall be undertaken on Third Parties to establish their anti-bribery credentials, where warranted by the assessed level of risk. This could include informing these persons (and associated companies) of this Policy, meeting with them to better assess their character, and making commercially reasonable inquiries into their reputation and past conduct. Anti-bribery language should be included in Third Party agreements, where appropriate.

REPORTING

The Organization's personnel have an obligation to adhere to this Policy. If you witness behavior on the part of the Organization's personnel or any Third Party that you believe may represent a violation of this Policy you must promptly report it. Internal reporting is important to the Organization and it is both expected and valued.

The Organization takes all reports seriously, and every report received will be assessed and, where necessary, appropriate investigation will be undertaken. The confidentiality of reported violations will be maintained where possible, consistent with the need to conduct an adequate review and subject to applicable law.

Reports should in the first instance be made to the CEO listed in Appendix "A", who will ensure that the information is properly handled and escalated as necessary.

No retribution or retaliation will be taken against any person who has made a report based on the reasonable good faith belief that a violation of this Policy has occurred.

ENFORCEMENT AND DISCIPLINARY ACTION

The Organization will impose discipline on individuals found to have breached this Policy, in a manner that is fair, consistent and that reflects the nature and facts of the violation. Anyone subject to this Policy who violates it may face disciplinary actions up to and including termination of his or her employment for cause and without notice. The violation of this Policy may also violate certain anti-bribery and anticorruption laws. If the Organization discovers a violation of any anti-bribery laws, it may refer the matter to the appropriate authorities, which could lead to penalties, fines or imprisonment or other liability.

**APPENDIX A:
CONTACT INFORMATION FOR POLICY**

CEO: Balwinder Takhar : btakhar@chalmersgroup.com : 905-362-6400 x 1232

CFO: Joseph Jeyanayagam : josephj@chalmersgroup.com : 905-362-6400 x 1230

Dir. Of Operations: Nitin Purohit: nitinp@chalmersgroup.com : 905-362-6400 x 1300