

- 1.0 Purpose:** This policy defines what constitutes Meritor's standards of business conduct and reinforces the importance of strict adherence.

Meritor maintains an Anti-Bribery and Anti-Corruption Policy prohibiting any improper or unethical payment to government officials or a party to a private commercial transaction anywhere in the world by any Employee or Agent. This Anti-Bribery Policy is designed to comply with the requirements of the U.S. Foreign Corrupt Practices Act (the "FCPA"), the U.K. Bribery Act 2010 (the "U.K. Bribery Act") and the anti-bribery laws of those other jurisdictions in which we do business. These laws generally prohibit bribes, kickbacks, or illegal payments to influence business transactions and require Meritor to maintain accurate books and records and a system of internal controls.

No Meritor employee, consultant, representative, contractor, or anyone acting on behalf of Meritor has the authority to offer, promise, give, or authorize payments of money or anything else of value, whether directly or indirectly, to a government official or a participant in a private commercial transaction to improperly induce that person to affect any act or decision, to do or omit to do any act in violation of their duty, or to secure an improper advantage in a manner that will assist Meritor or any of its subsidiaries or divisions, or any of its Associates, agents, or anyone else to obtain or retain business. All Meritor associates and agents have the obligation to record accurately and fairly all of their transactions involving any expense or any other transaction involving the disposal or transfer of Company assets, including submitting and keeping accurate supporting documentation. In addition to direct payments of money, other examples of prohibited payments include the following made at the direction, or for the benefit, of a government official or a commercial business partner:

- gifts, or travel, meals, entertainment or other hospitality expenses
- contributions to any political party, campaign, candidate for office or party official
- employment, whether paid or unpaid (e.g., internships); or
- charitable contributions and sponsorships.

Facilitating payments are not authorized by this Policy. These are payments of small amounts to a government employee to expedite or secure performance of a routine, non-discretionary governmental action, such as obtaining visas, permits and licenses, police protection or utility services in a foreign country. If you have any questions regarding whether the proposed payment qualifies as a facilitation payment, please contact the Law Department. Please note that this Policy does not prohibit payments of official fees, which are standard, published fees available to parties and paid to governmental offices or agencies (rather than directly to government employees) in order to obtain non-discretionary governmental actions, such as legitimate filing fees.

- 2.0 Scope:** This policy applies to all employees of Meritor organizational components, including employees of majority owned affiliates.

3.0 Responsibility:

- 3.1** The Senior Vice President, Finance and Chief Financial Officer and the Senior Vice President & Chief Legal Officer are assigned overall responsibility for supervising the implementation of and compliance with this policy, for issuing implementing procedures, and for amending such procedures from time to time as appropriate.
- 3.2** The Business Standards Compliance Committee shall review reports of violations of the Company's standards of business conduct and the actions taken to resolve such violations and shall review programs designed to ensure compliance with Company policies related to standards of business conduct to ensure that the letter and spirit of the Company's policies are fulfilled.

3.3 The head of each business unit and corporate function is responsible for compliance with this policy and its implementing procedures by all employees within the business unit or function.

4.0 Definitions:

4.1 Company: Meritor, Inc., and all of its organizational components (i.e., all offices, business units, plants, locations, and subsidiaries of the Company in all geographic locations).

5.0 Policy:

5.1 Policy

It is the policy of the Company to conduct its business in accordance with applicable laws of the United States and other jurisdictions in which the Company operates and in accordance with ethical standards of business conduct. All employees and consultants retained by the Company to perform services on its behalf shall adhere strictly to this policy.

All illegal or unethical acts are prohibited under this policy. Special care should be exercised to assure that:

- No bribes, kickbacks or other illegal payments are made by or on behalf of the Company, directly or indirectly.
- No funds or assets are maintained by the Company for any illegal or improper purpose, and no funds or assets which are not clearly disclosed in the financial books and records of the Company are maintained for any purpose.
- No false, misleading or artificial entries are made in the financial books and records of the Company.
- No payments are made by or on behalf of the Company for any purpose other than that described by the supporting documents and records maintained by the Company.
- No illegal political contributions are made, directly or indirectly, by or on behalf of the Company.
- No data concerning customers or competitors are obtained or solicited contrary to law, regulation or authorized government procurement process.

5.2 Compliance Program

The Company shall continue to maintain a vigorous and effective program to ensure that the letter and spirit of this policy are fulfilled.