

FOREIGN CORRUPT PRACTICES ACT COMPLIANCE POLICY

I. Purpose

The purpose of this Foreign Corrupt Practices Compliance Policy (the "FCPA Policy") is to help ensure compliance by TriMas Corporation and each subsidiary thereof (collectively, "TriMas" or the "Company") with the Foreign Corrupt Practices Act of 1977, as amended (the "FCPA"). The FCPA makes it illegal for U.S. persons, including U.S. companies and their subsidiaries, officers, directors, employees and agents, and any stockholders acting on their behalf, to bribe foreign officials. The FCPA also requires U.S. companies and their subsidiaries to keep accurate and complete books and records and to maintain proper internal accounting controls. This Policy should be read in conjunction with the Company's Code of Ethics and Business Conduct.

All Company personnel are expected to conduct Company business legally and ethically. The Company will conduct every international business transaction with integrity, regardless of differing local manners and traditions, and will comply with the laws and regulations of the United States, particularly the provisions of the Foreign Corrupt Practices Act (FCPA) and the laws and regulations of each foreign country in which the Corporation operates (except to the extent inconsistent with U.S. law).

II. Application

This FCPA Policy applies to all officers and employees of the Company and its subsidiaries, both within and outside the U.S., and, by written agreement, flowing down all appropriate provisions to all distributors, and to all consultants, representatives, brokers or other persons or firms of U.S. or any other nationality who have or are likely to have contact with a foreign customer and are hired or otherwise retained by the Company to provide services directly related to obtaining, retaining, or facilitating business or business opportunities in or with any foreign country or foreign firm ("third-party contractors").

III. Summary of the FCPA

The FCPA has two primary sections. The first section makes it illegal to bribe foreign officials, and the second section imposes record keeping and internal accounting requirements upon publicly traded U.S. companies, like TriMas, and their subsidiaries.

A. Anti-bribery Provisions

1. Prohibited Payments

The FCPA's anti-bribery provisions make it illegal to bribe foreign officials in order to obtain or retain business or to secure any improper advantage. Specifically, the FCPA prohibits payments, offers or gifts of money or anything of value, with corrupt intent, to a "foreign official".

For purposes of this FCPA Policy, a "foreign official" means any officer or employee of a foreign government (i.e., other than the United States) or any department, agency, or instrumentality thereof (which includes a government-owned or government-controlled state enterprise) or of a "public international organization", any person acting in an official capacity for or on behalf of a foreign government or government entity or of a public international organization, any foreign political party or party official, or any candidate for foreign political office. Thus, foreign officials include not only elected officials, but also consultants who hold government positions, employees of companies owned by foreign governments, political party officials and others.

The term "public international organization" includes such organizations as the World Bank, the International Finance Corporation, the International Monetary Fund, and the Inter-American Development Bank. The Company's Legal Department should be contacted if there is a question as to whether an organization should be treated as a public international organization for the purpose of this Policy.

The FCPA prohibits both direct and indirect payments to foreign officials. Thus, a U.S. company can face FCPA liability based upon improper payments made by its agents or other business partners. Accordingly, except as set forth in this FCPA Policy and the Foreign Official Hospitality Guidelines attached hereto as Exhibit A, neither the Company nor any of its employees, agents or business partners shall make, promise or authorize any gift, payment or offer anything of value on behalf of the Company to a foreign official or to any third person (such as a consultant) who, in turn, is likely to make a gift, payment or offer anything of value to a foreign official.

The Company's Foreign Official Hospitality Guidelines specifically outline the very limited circumstances - entertainment, meals, Company promotional items, gifts of a nominal value and other business courtesies - when items of value can be given to foreign officials. Such entertainment, meals, Company promotional items, gifts of a nominal value and other business courtesies may not be made except in accordance with the Company's FCPA Policy and Foreign Official Hospitality Guidelines and unless the Legal Department has provided prior, written approval, if such approval is required.

2. Limited Exceptions and Affirmative Defenses

The FCPA contains certain limited exception and affirmative defenses to the prohibitions set forth above. These limited exceptions and affirmative defenses may not be utilized or relied upon except in accordance with this FCPA Policy.

a. Facilitating Payments

The FCPA does allow certain types of payments to foreign officials under very limited circumstances. For example, the FCPA allows certain "facilitating" or "expediting" payments to foreign officials in order to expedite or secure non-discretionary, "routine governmental action."

Examples of such routine governmental actions include actions ordinarily and commonly performed by a foreign official in:

- Obtaining permits, licenses, or other official documents to qualify a person to do business in a foreign country;
- Processing governmental papers such as visas and work orders;
- Providing police protection, mail pick-up and delivery, or scheduling inspections;
- Providing phone service, power and water supply, loading and unloading cargo, or protecting perishable products or commodities from deterioration; or
- Actions of a similar nature.

The term “routine governmental action” does not include any decision by a foreign official on whether, or on what terms, to award new business to or continue business with a particular party, or any action taken by a foreign official involved in the decision-making process to encourage a decision to award new business or to continue business with a particular party.

Employees or agents may make facilitating payments only in accordance with this FCPA Policy and only if the Legal Department has provided prior, written approval.

b. Promotional Expenses

Various types of "promotional or marketing payments" may also be permissible under the FCPA in certain circumstances. For example, certain reasonable, bona fide expenses incurred while promoting the Company to foreign officials, hosting a tour of foreign public officials at a Company facility or entertaining employees of a foreign state-owned firm (such as a state-owned oil company) may also be legitimate expenses under the FCPA. Once again, Company employees and agents should not provide gifts and entertainment to foreign officials or authorize a promotional expense or event for a foreign official except as set forth in the Foreign Official Hospitality Guidelines attached hereto as Exhibit A and only if the Legal Department has provided prior, written approval, if such approval is required. Moreover, these expenses must be fully and accurately described in the Company's books and records.

c. Actions in Accordance with Local Law

The FCPA also contains an affirmative defense for payments to foreign officials that are lawful under the written laws and regulations of the foreign official's country. That being said most countries have laws prohibiting the payment of bribes to government officials. Further, no country has written laws permitting bribery. Thus, no payment shall be made by any Company employee, officer or agent to a foreign official in reliance upon the written laws of the local country without the prior written approval of the Legal Department.

B. Record-Keeping, Accounting & Payment Practices

The record-keeping provisions of the FCPA require publicly held U.S. companies, such as the Company, and their subsidiaries to keep their books, records and accounts in reasonable detail, accurately and such that they fairly reflect all transactions and dispositions of assets. Thus,

the FCPA prohibits the mischaracterization or omission of any transaction on a company's books or any failure to maintain proper accounting controls that results in such a mischaracterization or omission. Keeping detailed, accurate descriptions of all payments and expenses is crucial for this component of the Act.

Accordingly, Company employees must follow applicable standards, principles, laws and Company practices for accounting and financial reporting. In particular, employees must be timely and complete when preparing all reports and records required by management. In connection with dealings with public officials and with other international transactions explained in this FCPA Policy, employees must obtain all required approvals from the Legal Department and, when appropriate, from foreign governmental entities. Prior to paying or authorizing a payment to a foreign official, Company employees or agents should be sure that no part of such payment is to be made for any purpose other than that to be fully and accurately described in the Company's books and records. No undisclosed or unrecorded accounts of the Company are to be established for any purpose. False or artificial entries are not to be made in the books and records of the Company for any reason. Finally, personal funds must not be used to accomplish what is otherwise prohibited by Company policy.

C. Penalties

The FCPA imposes criminal liability on both individuals and corporations. For individuals who violate the anti-bribery provisions of the FCPA, criminal penalties include fines of up to \$100,000 or twice the amount of the gross pecuniary gain resulting from the improper payment, imprisonment of up to five years, or both. The Company may not reimburse any fine imposed on an individual. Corporations may be fined up to \$2,000,000, or, alternatively, twice their pecuniary gain, for criminal violations of the FCPA's anti-bribery provisions.

In addition to criminal penalties, the U.S. Department of Justice or the SEC may bring a civil action for a fine up to \$10,000 against any company that violates the anti-bribery provisions, and against any officer, director, employee or agent of a company, or a stockholder acting on behalf of a company who violates the Act. In an SEC enforcement action, the court may impose an additional fine of up to the greater of (i) the gross pecuniary gain that resulted from the violation or, (ii) for individuals, up to \$100,000, and for corporations, up to \$500,000. The U.S. Department of Justice and the U.S. Securities Exchange Commission may also obtain injunctions to prevent FCPA violations.

Individuals who willfully violate the accounting provisions of the FCPA may be fined up to \$5,000,000, imprisoned up to twenty years, or both. A corporation may be fined up to \$2,500,000 per violation. Alternatively, both individuals and corporations violating the FCPA's accounting provisions may be subject to fines of up to twice the amount of any pecuniary gain or loss resulting from such violation.

In addition to civil and criminal penalties, a person or company found in violation of the FCPA may be precluded from doing business with the U.S. government. Other penalties include denial of export licenses and debarment from programs under the Commodity Futures Trading Commission and the Overseas Private Investment Corporation.

Violating the FCPA will also result in discipline by the Company, up to and including termination of employment.

IV. Due Diligence and Selection of Representatives and Business Partners

In many instances, the use of a local sales agent, consultant, distributor, or joint venture partner is an essential element of doing business in a foreign country. Generally speaking, an agent is a person engaged specifically for the purpose of securing or retaining business.

As discussed above, the prohibitions of the FCPA include payments to foreign officials made by agents or intermediaries on a company's behalf. Local agents are retained and local partners are selected in part for their knowledge of and access to persons in the relevant market and their ability to contribute to the success of development efforts. For this reason and because payments made to a local agent can be significant, there is a need to be sensitive to potential abuses. The Company should be careful to avoid situations involving third parties that might lead to a violation of the FCPA. It is much better not to hire an agent or consultant, for example, than to conduct business through the use of a third party's questionable payments.

Therefore, prior to retaining any agent, representative, consultant, or other third party contractor, (collectively "third-party contractors") who act on behalf of the Company with regard to foreign governments or international business development or retention, the Company will perform proper and appropriate FCPA-related due diligence and obtain from the third party certain assurances of compliance.

Such due diligence should include where available:

- checking public sources of information, including any published press reports concerning the agent, the commercial attaché at the foreign embassy in the relevant foreign country and/or relevant country desk officers at the U.S. Department of State and U.S. Department of Commerce;
- checking with business references provided by the potential third-party contractors;
- interviewing the third-party contractor;
- obtaining information from institutions (banks, accounting firms, lawyers) in the third-party contractor's country of operations.

A file should be maintained documenting the due diligence efforts undertaken in relation to the retention of each and every third-party contractor.

All third-party contractors must be identified and selected on the basis of objective and written evaluation criteria, e.g., a partner should be selected on the basis of identifiable commercial and technical competence and not because he is the relative of an important government official.

A written agreement must be entered into prior to doing business with any third-party contractor, the form of which must receive the written approval of the Company's Legal

Department. Although the terms of such agreements may vary based upon the relationship between the parties, the transaction at hand, and the local jurisdiction, each written agreement shall attach and incorporate the Terms and Conditions of Ethical Business Practices contained at Exhibit B hereto and each third-party contractor must agree in writing to abide by same.

Attached hereto as Exhibit C is a list of Red Flags to be aware of when retaining and doing business with third-party contractors. The presence of any of the Red Flags listed in Exhibit C should be brought to the attention of the Legal Department. You should not retain or do business with any third-party contractor where any of the listed Red Flags are present without first consulting with and obtaining the written approval of the Company's Legal Department.

V. Enforcement of FCPA Policy

Every Company employee, agent or representative whose duties are likely to lead to involvement in or exposure to any of the areas covered by the FCPA is expected to become familiar with and comply with this FCPA Policy. Periodic certifications of compliance with the Company's FCPA Policy will be required, as will participation in training sessions as instructed by management.

It is the individual responsibility of each officer, employee, and agent of the Company, whose duties are likely to lead to involvement in or exposure to any of the areas covered by the FCPA, by action and supervision as well as continuous review, to ensure strict compliance with this FCPA Policy. The Company may take severe disciplinary action, up to and including dismissal, against any officer, employee or consultant who violates this FCPA Policy.

Any officer or employee who suspects or becomes aware of any violation of the FCPA Policy shall report the violation to his or her supervisor, who will immediately advise the Legal Department, who shall cause an investigation of the reported matter to be conducted. In the alternative, any officer, employee or agent who suspects or becomes aware of any violation of this FCPA Policy, may report the suspected violation to the Company's Confidential Hotline.

If you have questions or problems concerning this FCPA Policy, foreign officials or payment practices you should contact the Company's Legal Department at:

TriMas Corporation
Attn: Joshua Sherbin
General Counsel
39400 Woodward Avenue, Ste 130
Bloomfield Hills, MI 48304
Telephone: (248) 631-5497
Facsimile: (248) 631-5413

Alternatively, you may direct questions or concerns to the Company's Confidential Hotline toll free in the United States at 1-877-888-0002 or collect from international locations (interpreters available) at 1-770-810-1147.