



OSHKOSH CORPORATION

# The Oshkosh Way

A Corporate Code of Ethics & Standards of Conduct





# The Oshkosh Way

Dear fellow employee:



We exist to serve and delight our customers and shareholders. That's our mission. We do that by conducting business using the guiding principles and tools of the Oshkosh Operating System. This requires us relentlessly to improve all that we do to better serve and delight them while working as One Team – *The Oshkosh Way*.

We know what is right, and we lead our company to do what is right in all matters. We stand behind our work, we say what we mean, and we do what we say. We compete with intensity and do it fairly. We obey the letter and spirit of the law. We value our employees, customers, shareholders and suppliers. We are committed to actively supporting the communities in which we operate and to protecting the environment we share.

We build trust doing business *The Oshkosh Way* – the kind that comes only after decades of proven results. That trust is hard-earned and easily lost. We will keep it so long as we continue to do the right thing, because that is *The Oshkosh Way*.

Along the way, we make choices every day; choices that affect the reputation of Oshkosh Corporation and reflect upon all of us as individuals. And let's face it, sometimes we find ourselves in situations that make us a little uncomfortable – that make us stop and think for a second. When you find yourself in one of those gray areas of laws or ethics, just think of *The Oshkosh Way*.

We must always do the right thing by carefully considering every course of action in the context of *The Oshkosh Way*. Each of us has the obligation to fully understand and follow the expectations set out in this booklet. Doing the right thing not only includes accountability for our individual behavior, but as employees entrusted with carrying out the vision of *The Oshkosh Way* we have an obligation to lead the company to do what is right. We also have an obligation to raise questions and – if we see possible violations of our policies and principles – consult with the appropriate Human Resources or Compliance representative for further guidance.

This booklet will help you find the right direction. It describes the core values that have allowed us to grow since our founding in 1917, and it summarizes the rules and policies we all must know and follow. You can get more detailed information from our published corporate policies and procedures, from periodic communications on these topics, and in training sessions provided or sponsored by the company. Experts within the company are always available to answer your questions and advise you.

In the end, it's up to each of us to make sure we follow our policies and hold to our core values: Honesty, Integrity, Accountability, Respect and Citizenship.

That's *The Oshkosh Way*.

A handwritten signature in black ink that reads "Charles L. Szews". The signature is fluid and cursive, written in a professional style.

Charles L. Szews  
President and Chief Executive Officer

## Our Mission Statement

**Oshkosh Corporation partners with customers to deliver superior solutions that safely and efficiently move people and materials at work, around the globe and around the clock.**

## Report Violations

You are encouraged to report possible policy, ethical and legal violations internally. You can do so without fear of retribution or retaliation. For many questions and issues, your supervisor is an excellent first resource.

We are promoting a culture where we expect our supervisors to “Do the Right Thing.” However, there may be times when getting advice or reporting a workplace concern to your supervisor or manager is inappropriate or is uncomfortable for you. Here are other resources you can use:

Human Resources • Corporate Compliance Group • Contacts identified in Corporate Policies and Procedures

All issues are handled confidentially to the maximum degree consistent with the need to investigate and to comply with other legal obligations.

We also created the Oshkosh Corporation Code Connection HotLine to answer questions about such matters, to clarify our Code of Ethics and Standards of Conduct, and to give you another way to report potential wrongdoing. In accordance with the Sarbanes-Oxley Act of 2002, the Code Connection HotLine is also available for reporting concerns about questionable accounting, internal accounting controls, or auditing matters in the United States. Any such reports will be promptly forwarded to the Audit Committee of the Board of Directors. The HotLine is managed by an independent third-party provider and is available around the clock.

All calls to the Code Connection HotLine are confidential. In some countries, including the United States, you have the option of reporting anonymously. While anonymous reporting may be allowed, please note that withholding any information you have could prevent our company from conducting as thorough an investigation as possible.

## The Code Connection HotLine

Available 24 Hours Per Day

Employees are encouraged to contact the HotLine without fear of retribution or retaliation. *Translation services are available.*

Country	Toll-Free Number	Country	Toll-Free Number
United States	866-554-3844	Italy	800-788433
Australia	1-800-13-4749	Netherlands	0800-022-1732
Belgium	0800-7-5665	Norway	800-10156
Brazil	0800-891-4414	Poland	0-0-800-111-1627
China (North)	10-800-711-7060	Romania <i>AT&amp;T Direct Access Code –</i>	080-803-4288 <i>(800-566-8709)</i>
China (South)	10-800-110-0702	Spain	900-97-1047
Denmark	80-887125	Sweden	020-79-7599
France	0800-91-3705	United Kingdom	0808-234-7588
Germany	0800-182-5408		
Hong Kong	800-900542		

Oshkosh Corporation does not tolerate acts of retaliation against anyone who, in good faith, reports ethical or legal concerns, discrimination, harassment, or any behavior that is in conflict with our policies. Retaliation is a serious offense that may result in disciplinary action up to and including termination. If you feel someone is retaliating against you, immediately contact Human Resources or the Corporate Compliance Group.

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This booklet summarizes various policies and procedures of Oshkosh Corporation. Details are available in published policies and procedures available on the Corporate Intranet (on the Corporate home page at the Corporate Policies & Procedures drop down); in formal training; from your supervisors, managers and Human Resources personnel; on the Compliance Intranet site; and from other resources mentioned on these pages.

## SCOPE

The principles and requirements outlined in *The Oshkosh Way* apply to all directors, officers, employees, contractors, interns, consultants and agents of Oshkosh Corporation and each of its subsidiaries, divisions and affiliates throughout the world. They also apply to all guests to our facilities and to all of the organization's suppliers where a supplier lacks its own code of ethics or its code contradicts or ignores any specific provision of *The Oshkosh Way*. Unless local law limits a provision, or it specifically says otherwise, there are no exceptions to any of the principles or requirements of this Code.

# SECTION 1





## *The Oshkosh Way*

# Our Core Values and Commitments

We face choices every day. We are constantly called upon to make decisions that affect our jobs, our co-workers and our company. In making these decisions, we must be guided not only by the facts at hand, but also by our corporate values. While laws, regulations, policies and procedures provide direction, it is our values that help us navigate the gray areas where the written rules alone may not tell us what to do. We must apply these values in all our dealings with fellow employees, customers, suppliers, shareholders, our communities and the environment.

### **Honesty**

We are always true to others. We are truthful in all our endeavors. We are honest and forthright with everyone. We say what we mean, and do what we say.

### **Integrity**

We are true to ourselves, our own moral principles, and our corporate values. We do the right thing even when nobody is watching. We make genuine promises, and our actions to fulfill them are honorable. We stand for what is right.

### **Accountability**

We honor our obligations and keep the commitments we make. We speak up and report concerns in the workplace without fear of retribution. We seek clarification and guidance whenever we have questions. We don't seek to blame, but seek the truth to be able to improve all that we do.

### **Respect**

We treat others with dignity and fairness. We are polite and courteous to one another under all circumstances. We appreciate the diversity of our workforce and our world. We celebrate the uniqueness of each person.

### **Citizenship**

We obey the letter and spirit of all laws of all the countries where we do business. We do our part to make our communities, and our world, better places to live. We respect our environment.

# *The Oshkosh Way*

## A Corporation at its Best

Oshkosh Corporation operates in many countries and cultures where laws and principles of business vary. This booklet contains guidelines to help us navigate through our global marketplace. No written document can answer or anticipate every nuance of the business situations we may encounter. *The Oshkosh Way* serves as a guide on what to consider before deciding on a course of action, and tells where to get more help when needed. You can learn more by taking part in compliance training related to your position; getting familiar with the policies, laws and regulations under which you operate; and seeking advice and clarification when necessary.

## Our Commitments

Our beliefs in high ethical standards are carried through in our commitments to all with whom we do business.

**To our EMPLOYEES**, we are committed to working together as One Team, just and effective management, providing a safe and healthy workplace, and respecting every person's dignity and privacy.

**To our CUSTOMERS**, we are committed to delivering superior quality, safe products, services and technologies at competitive prices, delivered as promised.

**To our SHAREHOLDERS**, we are committed to pursuing sound growth and earnings objectives, to using our assets and resources prudently, and maintaining the highest level of financial integrity.

**To our SUPPLIERS**, we are committed to fair competition and to mutually satisfying business relationships based on trust and cooperation.

**To our COMMUNITIES**, we are committed to being responsible neighbors, reflecting all aspects of good citizenship.

**To our ENVIRONMENT**, we are committed to meeting or exceeding all laws and regulations that apply to us and to promoting responsible and sustainable practices.

### OUR EXPECTATIONS

Written rules provide guidance in most situations. It is our obligation to know and follow these rules, and to raise any questions promptly with the appropriate people. If you do not receive adequate answers through normal channels, don't just let the matter drop. Seek further guidance, such as through Human Resources or the Code Connection HotLine.

## If it Feels Wrong...

Each of us has an internal set of personal values that guide our daily decision-making. Oshkosh Corporation has a culture built on solid values. Our corporate values of Honesty, Integrity, Citizenship, Accountability and Respect help guide us through ethical situations that may not be black-and-white. When something is not consistent with our values, it often just FEELS wrong. You should heed and explore those feelings.

Ask yourself:

- Are my actions legal?
- Have I sought the appropriate advice?
- Am I being fair, honest and ethical?
- Will my actions stand the test of time?
- How will I feel about myself afterward?
- Will I sleep soundly tonight?
- What would I tell my child to do?
- Am I doing the right thing?

**If you are thinking about doing something that you wouldn't want to see highlighted in the media – don't do it.**

If the answers to any of these questions give you pause, get more information and input from others. Oshkosh Corporation has followed an ethical course through its long and successful history, and all of us must help steer true to that course.

## Discipline and Your Rights

Oshkosh Corporation rewards compliant and ethical behavior. On the other hand, violations of our policies can result in disciplinary action. Such action may be taken against:

- Employees who authorize or take part in actions that violate laws, regulations, or company policy.
- Anyone who retaliates, directly or indirectly, against an employee who reports a violation of laws, regulations, or company policy, or against anyone who participates in an investigation of inappropriate behavior.
- Employees who deliberately withhold relevant and material information about a violation.
- Managerial supervisors, where the circumstances of a violation by an employee reflect inadequate supervision, a lack of diligence, or misuse of authority.

Discipline can include many actions, up to and including termination, reimbursement to the company for losses or damages, and even referral for criminal prosecution. As in all matters involving discipline, we apply principles of fairness and dignity. Anyone accused of a violation will have an opportunity to explain his or her actions and supply relevant information before disciplinary action is taken.

## Working Worldwide

Oshkosh Corporation is a global company. Laws differ among countries and may even conflict with laws in your home country and with Oshkosh Corporation policies. Consult Human Resources or the Corporate Compliance Group and take advantage of training to help you understand the specific laws and expectations of the countries in which you work. While the laws may differ, our ethical standards do not change. Honesty, Integrity, Accountability, Respect and Citizenship are global tenets by which we all live and work.

## SECTION 2





## *The Oshkosh Way* Standards of Conduct

### Avoid Discrimination and Harassment

Oshkosh Corporation promotes a diverse workplace free from the effects of unlawful discrimination or harassment. The company prohibits any employment practice that in any way discriminates against any employee or applicant for employment with respect to compensation, terms, conditions or privileges of employment because of:

- Race
- Color
- Religion
- National origin
- Gender
- Age
- Disability
- Veteran status
- Marital status
- Citizenship status
- Creed
- Sexual orientation
- Other protected categories as provided by law

Our work environment must be kept free of all forms of sexual harassment or intimidation. Unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature are serious violations of company policy. The company also prohibits any type of harassment based on any of the characteristics described above, regardless of the form it takes. Discrimination or harassment of any kind will not be tolerated, and it may also be illegal under state or federal laws.

In addition, Oshkosh Corporation will provide reasonable accommodations for disabled employees and employees with specific religious requirements, when necessary.

#### EXAMPLE

**Q.** A male co-worker is obsessed with one of his female colleagues. He has asked her out several times.

She has declined, but he is convinced she will come around. He has mentioned sending flowers and gifts to her home. Should I report this to anyone?

**A.** Yes. This sounds like harassment and should be reported to Human Resources by anyone who is aware of it, not just the recipient of unwelcome conduct.

#### EXAMPLE

**Q.** A woman I worked with recently posted embarrassing photos of me on a social networking site.

Some co-workers saw them, and now I am the topic of jokes and comments. What should I do?

**A.** Confront your co-worker directly and ask her to remove the photos. If she does not, report the matter to Human Resources.

**Violations of the items summarized in this booklet (such as corporate rules and procedures, regulations, and laws) should be reported immediately so that the company can investigate and correct them. Reporting possible violations is the best way to ensure that appropriate behavior remains the norm throughout Oshkosh Corporation.**

## Embrace Diversity

Much like the global environment in which we conduct business, the team members of Oshkosh Corporation represent diverse backgrounds. Our people are what separate us from our competition, which is why we celebrate diversity and make diversity a priority for our company. To this end, we have established a Diversity Council, which is responsible for promoting awareness and coordinating initiatives recognizing diversity.

## Keep Workplaces Safe, Secure, Healthy

Providing a workplace that is safe is a top priority. It is our intent that every Oshkosh facility achieves Level 4 certification under our Safety Management System. Our property, buildings and equipment all reflect our goal: to prevent injuries to employees, suppliers, customers and guests. Reaching that goal in every workplace requires all of us to take responsibility for our personal well-being and remain alert to actual or potential hazards. Each of us is equally responsible for the effect of each action and decision, and for the personal safety of our co-workers and ourselves. We must follow all safety guidelines and policies, promptly report injuries, and take part in appropriate training.

### EXAMPLE

- Q.** In order to meet production deadlines, a few of my co-workers disabled a safety device on a piece of machinery that has been giving us trouble. No one has been hurt so far, but I really don't want to do it.
- A.** You are right in refusing to do so. Report this to the Corporate Safety Director.

## Keep the Workplace Substance-free

The use, possession, distribution or being under the influence of illicit drugs is prohibited on any company property or when conducting company business.

Being under the influence of drugs or alcohol can create serious safety hazards and negatively affect job performance. Employees are encouraged to use their local Employee Assistance Program (EAP) to address issues with alcohol or drug abuse before it affects work performance. The EAP is a confidential resource to help employees who are facing challenges with substance abuse or other stresses that may affect their work life.

## Help Prevent Workplace Violence

Experts say violence is a substantial contributor to injury and death at work; however, it is largely preventable. Any violent incident, whether between co-workers or involving third parties, substantially disrupts business and people's lives, and often the effects linger. We all have a duty to follow security work rules and to report suspicious activities on or near company premises. Weapons, firearms, ammunition, explosives and incendiary devices are forbidden on company property. Acts or threats of violence are not tolerated. Abusive, intimidating or hostile words and actions often precede more serious violent behavior and should be reported immediately to Human Resources, Security, your supervisor or the Code Connection HotLine.

### EXAMPLE

- Q.** A co-worker told me she feels threatened at work because of issues at home. Her husband has threatened to come to the office to "settle some things." What should I do?
- A.** Take this situation seriously – never dismiss even a potential threat. Contact Human Resources for advice. If it is an imminent threat, warn those who could be in harm's way and contact Human Resources or Security immediately.

## Be Environmentally Responsible

Protecting the environment is an Oshkosh Corporation core value. It is our goal to reduce wastes and emissions, minimize adverse environmental impacts, and promote resource conservation throughout our company.

Environmental laws are complex, vary among countries and change frequently. All employees should be familiar with the company's environmental policies and procedures applicable to their area of the business; however, you can always contact the Corporate Environmental Protection Department for clarification about how these laws apply to your job.

Compliance, however, is only the framework. We should always be looking for better ways to operate that help protect the environment and make our company more energy efficient.

### EXAMPLE

**Q.** My supervisor asked me to follow a procedure that I believe may violate an environmental regulation. What should I do?

**A.** Double-check with your supervisor to verify the procedure and to voice your concern. Never guess about environmental procedures. If you still believe the request violates a regulation, seek advice from the Corporate Environmental Protection Department or report your concern to the Code Connection HotLine.

## Safeguard Corporate Assets

Just like in our homes, we are responsible for protecting and preserving the assets of Oshkosh Corporation. That includes company property, facilities and equipment, and items that have been furnished by our customers and suppliers. Treat all company assets as you would your own.

## Practice Cost Consciousness

As a publicly traded company and a major government contractor, it is imperative that we be sensitive to cost control. We are and must always be a cost-conscious business. We must acquire all materials and services using the most rigorous procurement standards, obtaining items of appropriate quality at a price that optimizes total cost and value for the company and the customer. We provide reimbursement only of reasonable expenses for employees who travel on business or to company-sponsored events.

## Ensure Product Safety and Quality

Delivering safe and durable vehicles and equipment to our customers is the most critical aspect of our business. Every bolt, every weld, every detail of production demands the highest level of excellence. So, each of us is expected to demonstrate uncompromising dedication to quality and safety.

### AS AN OSHKOSH EMPLOYEE, YOU ARE RESPONSIBLE FOR:

- Immediately raising possible quality issues to your supervisor or the Quality Assurance team
- Considering product quality and quality performance in all aspects of your job at all times
- Completing required training
- Understanding and following all quality and safety processes

## Use E-mail and Electronic Communications Systems Professionally

Occasional personal use of the company's electronic communications systems is permitted, but only if such use is legal and does not negatively affect job performance or compromise Oshkosh Corporation's business interests. You must not access, download, upload, or disseminate material that is prohibited by law, contains sexual content or offensive language, or that could negatively reflect on the company in any way.

## Protect Confidential Information

All of us have the duty to preserve and protect confidential company information. Items such as financial details, important business developments, and intellectual property (patents, trademarks, trade secrets) should be shared only with authorized people who need to know. We must also protect the confidential information of suppliers, customers and even competitors. In some cases, sharing such information, even with people inside the company, may not be appropriate. The company also has a duty to protect each employee's personal, medical and financial records. (However, we should not expect privacy when using company assets such as computers or telephones.)

Modern electronic communication devices have added a new layer of confidentiality concerns. Such devices are not secure so you should refrain from communicating or storing confidential information on them. And, like company computers, they should be used in a responsible and ethical manner.

### EXAMPLE

- Q.** My supervisor wants to know my computer password so she can check my e-mail while I'm gone. Should I give it to her?
- A.** No. Computer passwords are confidential and should not be shared with anyone except designated employees of the IT department.

### EXAMPLE

- Q.** A friend is starting a business and would like me to send samples of contracts I've written for the company so he can develop his own templates. If I remove all identifying information, can I do this?
- A.** No. The work you do for the company is not to be shared with anyone else without the permission of the Legal Department.

### EXAMPLE

- Q.** We just hired a salesperson who used to work for a competitor. Can we use his knowledge of the competitor's products or strategies for preparing our proposals?
- A.** No. We must respect the confidential information of others, including our competitors.

### EXAMPLE

- Q.** A vendor is texting me with some elements he or she would like added to a contract that is under negotiation. Is this OK?
- A.** No, if the information is confidential or sensitive. There is no assurance of confidentiality on cell phones and other similar devices. You should avoid such communications to ensure that such information is protected.

## Stay Clear of Insider Trading and “Tipping”

At times you may know important information about our company, a vendor or a competitor which has not been released to the public: news of a major contract award, a lawsuit, a new product or a change in upper management are some examples. You must hold such “material non-public information” in strict confidence. It is against the law to buy or sell stock while you have such information. It is also illegal to engage in “tipping” – giving the information to someone else so he or she can buy or sell stock. Be careful with company information even in seemingly innocent settings. Don’t mention a development at the company while talking about your job to a community group. Don’t share confidential information with family members. Don’t discuss it with co-workers while having lunch at a restaurant. Even if what you say does not violate any laws, it can cast the company, and all of us, in a negative light.

### EXAMPLE

- Q.** I am aware that a key manager is about to leave the company. I think it will have an impact on our stock price. Can I sell my company stock?
- A.** Not until the job change has been made public. If you act before then, you could be guilty of insider trading. Revealing the information to someone else, inside or outside the company, could also be a violation of the law if they would act on the inside information.

## Use Social Networking on the Internet With Care

Social networking sites may be fun, but used carelessly they can cause trouble for you at work. While we may think only friends or discussion board members will see our posts, that is not always so. Think of Internet postings as public communications – because in effect they are. Remember that you are personally responsible for the content you post in the online social media space, so always exercise sound judgment and common sense when posting. As a general rule, avoid using social networking sites, message boards, or other public venues to convey information about the company, unless you are specifically authorized to do so.

### EXAMPLE

- Q.** I got a nice letter from a customer who really likes the truck he or she bought from us. Can I post it on my personal blog or on one of my social networking pages?
- A.** No. It is improper to reference customers in social media without their express consent and without authorization from Oshkosh.

### EXAMPLE

- Q.** I work in Human Resources. My supervisor asked me to contact a prospective employee through a friend request on a social networking site so we can use the information in his profile in our hiring decision. Is this ethical?
- A.** No. To make this request without revealing your true purpose would be unethical.

### GUIDELINES FOR PERSONAL POSTS:

- **Be transparent.** Be honest about your identity. In personal posts you may identify yourself as an Oshkosh employee, but you must be clear that you are participating as an individual, not as a company representative.
- **Be authentic.** Never pretend to be someone else and post about the company.
- **Be aware.** You can be held legally responsible for commentary that is found to be proprietary, copyrighted, defamatory, libelous or obscene.
- **Watch endorsements.** You cannot use the company’s name or logo to promote any product, cause, political party or political candidate.

## Disclose and Avoid Potential or Real Conflicts of Interest

Real or perceived, conflicts of interest can easily arise. We must avoid even the appearance of conflict between our own or our family's interests and those of the company. Personal relationships with suppliers, customers and others must not affect our decisions and judgment. Employment or activities outside work must not interfere with our job performance or decision-making. If you face a situation where you feel there might be a conflict, report all pertinent details to the General Counsel or the Corporate Compliance Group. Written approval from the General Counsel or the Vice President, Ethics & Compliance is required for any involvement in interests that conflict or might conflict with the company's interests.

### EXAMPLE

**Q.** My spouse works for a supplier whose invoices I approve. Is that a conflict?

**A.** It could be. Report the situation to the Corporate Compliance Group, or alert your supervisor and arrange for someone else to handle invoices from that supplier.

### EXAMPLE

**Q.** I own stock in a competitor. Should I report that?

**A.** Possibly, especially if you own a large amount of the stock or hold a sensitive position with the company. Check with the General Counsel or the Corporate Compliance Group.

## Avoid Illegal and Questionable Gifts, Entertainment or Favors

The sale of our products must always be free from the perception that we sought or received favorable treatment based on gifts, entertainment, favors or hospitality. Likewise, our purchases must be based on quality, price and performance alone. Our policies specifically prohibit offering, giving, soliciting or receiving any form of bribe or kickback, to anyone (both private and public parties). Laws and practices on gifts and entertainment differ among countries. It is wise to seek advice before starting a relationship with someone who may have different legal and cultural norms. Consult the Corporate Compliance Group for specific advice.

### *What Can I Give?*

Furnishing meals, refreshments and entertainment as part of business discussions with private-sector entities is a commonly accepted business practice. It is permissible so long as it is reasonable and does not violate the policies of the recipient's organization. Our policies prohibit gifts of more than nominal value to any person, firm or entity with which we do business or seek to do business. Employees and supervisors must use discretion and make sure any gifts cannot be construed as bribes or improper inducements.

Special laws and regulations apply to sales to government organizations. Check with the Legal Department for guidance before offering meals, travel, lodging or gifts to government officials.

### DOCUMENT APPROVED EXPENDITURES

Even when perfectly acceptable, always document and record expenditures for meals, refreshments, entertainment and gifts. This helps avoid any appearance of impropriety.

## *What Can I Accept?*

To avoid the appearance of conflict of interest, we should discourage suppliers from giving us gifts. You may accept meals, refreshments or entertainment of nominal value related to business discussions or meetings and as long as they are not given during the purchasing or contracting decision process. Do not accept any service, lodging or travel whatsoever, unless it is in conjunction with company business. It is never proper to accept cash.

### **REPORT IMPROPER OFFERS**

If you receive an offer of money, gifts or anything else of more than nominal value from a supplier or prospective supplier, report it to the Corporate Compliance Group.

### **EXAMPLE**

**Q.** I'm helping plan a charity golf outing. Can I ask our suppliers to make contributions of cash or product?

**A.** This could be construed as a solicitation and should be avoided. Think of it from the supplier's perspective; would you turn down such a request from a key customer or would you feel pressured to go along in order to keep the customer happy?

### **EXAMPLE**

**Q.** A friend of mine is a manager with a supplier who just landed a big contract with Oshkosh. We were planning a dinner at an expensive restaurant this weekend with our spouses. Should I go?

**A.** How would this look to another business partner or someone else who was competing for the contract? It would probably be best to cancel your night out or change your plans for a lower key evening.

### **EXAMPLE**

**Q.** I received a gift through the mail that I think is inappropriate and I have no way to return it. What should do?

**A.** Turn the item over to the Corporate Compliance Group for disposition.

### **WHAT IS "NOMINAL?"**

Common sense should dictate that "nominal" excludes anything that could be considered lavish, extravagant or frequent. Tickets to a baseball game are probably nominal. If the supplier is taking you as a guest, it is considered business-related entertainment and is acceptable. If the supplier is just giving you a few tickets, that is a gift and probably unacceptable. In general, employees may not accept gifts worth \$50 or more from anyone who has or seeks a business relationship with Oshkosh Corporation.

## Keep Complete and Accurate Books, Records and Communications

All employees must properly and promptly record all expenditures and receipts so that our books and records accurately reflect all transactions. We must make sure our records are complete, accurate and honest and in accordance with generally accepted accounting practices. This includes vouchers, bills, invoices and payroll records.

### EXAMPLE

**Q.** My supervisor asked me to record slightly inflated financial figures for the last quarter. I'm afraid that I will get fired if I refuse. What should I do?

**A.** You are putting yourself in legal jeopardy if you falsify financial documents. Report the matter immediately to the Corporate Compliance Group.

## Compete Fairly and Obey Antitrust Laws

Most countries prohibit agreements and actions that result in restraint of trade – restrictive actions that may reduce competition without benefiting customers. Agreements among competitors to set prices or rig bids are clear violations of law and our policies. We must never discuss such matters with competitors. Merely listening to such discussions without taking action may be a violation. Any such discussions must be reported to the Corporate Compliance Group.

Information that we cannot share with competitors or others outside the company include:

- Details about bids or quotes
- Pricing proposals
- Information about costs, sales, marketing or pricing, including prices charged to or by a customer's competitor
- Contract terms

Other actions that are against the law include:

- Boycotting specific suppliers or customers
- Allocating products, territories or markets
- Limiting the production or sale of products or product lines in order to manipulate the marketplace



## Comply With International Trade Regulations

Our international activities are subject to the trade regulations of other nations and organizations, such as the European Union, as well as those governing exports from and imports to the United States.

- **Sanctions:** The United States has imposed sanctions and trade limits on a number of countries. The Export Compliance Group maintains current information on sanctions against specific countries and other regulatory sanctions.
- **Denied parties and prohibited activities:** The federal government prohibits conducting business with certain individuals, groups, and organizations that have been designated as terrorists, those supporting terrorism, drug traffickers and “end-users” who may be involved in chemical or biological weapon development, ballistic missile development, and sensitive nuclear activities in certain countries.
- **Anti-boycott restrictions:** We must adhere to the U.S. anti-boycott laws at all times; these laws prohibit us from participating in unsanctioned boycotts (refusals to do business with certain countries or people). Strictly speaking, the Anti-boycott Regulations apply to any international boycott in which the United States does not take part. As a practical matter, though, we are most likely to encounter regulated boycott situations when dealing with customers or vendors in countries that boycott Israeli-origin goods and services. Requests to participate in a boycott are not always easy to identify, but include requests for: information about the nationality of a supplier, manufacturer or exporter; certification that goods are not of a specified origin; or statements about whether the company does business in a specific country. Notify the Export Compliance Group whenever you read or hear a statement or request that may involve taking action or furnishing information in connection with an unauthorized boycott. This sort of language may appear in letters of credit, draft sales contracts, requests for tenders, shipping instructions, and other related documents.
- **Classification of goods:** Any goods we import to the United States must be classified accurately and assigned the correct tariff number so that we pay the appropriate duties.
- **Restricted products and technologies:** All goods, data and services to be exported are subject either to the jurisdiction of the U.S. Department of State (under the International Traffic in Arms Regulations – the “ITAR”) or to the jurisdiction of the U.S. Department of Commerce (under the Export Administration Regulations – the “EAR”). An accurate determination of which jurisdiction a particular commodity, piece of information or service falls under is critical to ensuring that the item is appropriately identified, secured, handled and transferred in accordance with U.S. export controls. In general, the ITAR prohibits the export, re-export, retransfer, and brokering of defense articles and defense services except as specifically authorized. The EAR governs exports of dual-use hardware and technology, including the shipment or transmission of such items out of the United States and the disclosure of controlled technology to non-U.S. persons inside the United States.

These are complex situations, so bring any questions to the Export Compliance Group.

### EXAMPLE

- Q.** A representative of a customer says he or she will not accept any products with any parts made in a certain country. How should I respond?
- A.** Do not take part in any such discussion. Report the conversation to the Export Compliance Group, which can advise you on how to proceed.

## Gather Competitive Intelligence Legally and Ethically

Competing is part of business, but we must do it honestly and fairly. Part of competition is knowing our competitors. It is fine to gather information from public sources like newspapers, magazines, industry surveys, annual reports and competitors' websites. It is permissible to learn about competitors from their clients, but not if it means gaining access to confidential or proprietary information, written or verbal. Never pay for information about a customer or competitor. And do not make false statements about competitors. Our competitors are trying to learn about us, as well. These same guidelines apply when supplying information to others. Never divulge confidential or proprietary information about the company or our suppliers.

### EXAMPLE

**Q.** At a recent trade show, I took photos and videos of a competitor's products. Is this legal and ethical?

**A.** Yes – because the products were displayed in a public setting.

### EXAMPLE

**Q.** In my job, I use the Internet to look for competitive information. Do any restrictions apply here?

**A.** You can use any competitive information that is publicly posted, including product information, pricing or customer references.

### EXAMPLE

**Q.** I want to know what our competitors are paying for a certain material we also use. Can I instruct an employee to call the competitor and pose as a potential buyer of the material?

**A.** No. Even though the price information is publicly available, you would be obtaining it under false pretenses. This practice may be legal, but it is unethical.



## Be Active in the Community and Politics – On Your Own Time

Oshkosh Corporation encourages employees to be active in civic affairs, serve on community boards and committees, and run for elected offices. However, our involvement must be on our own behalf, on our own time, at our own expense. If you speak out on public issues in which the company may have an interest, make it clear that the comments are strictly your own (unless you are officially representing the company).

Be careful with political campaign activities, because campaign laws are strict. You may not use any corporate funds or assets, including employees' time, to benefit any political party, campaign or candidate. As a citizen, you have the right to contact your lawmakers on matters of interest, but be careful when contacting a lawmaker about an issue that may also involve Oshkosh Corporation – otherwise you may violate lobbying rules. Make sure you disclose your relationship with the company and make it clear that the opinions you express are yours alone. It is wise to contact the General Counsel before you begin dialogue with a legislator about a bill that affects the company. Never contact a lawmaker or government employee in an effort to influence the award of a contract to the company.

Oshkosh Corporation has a Political Action Committee (PAC) through which eligible employees may collectively support candidates for federal offices in the United States. PACs are closely regulated by the Federal Election Commission. Participation in the Oshkosh Corporation Employee Political Action Committee (OCEPAC) is voluntary. (This paragraph is not to be considered a solicitation for donations to the OCEPAC.)

### EXAMPLE

**Q.** I am a volunteer for a candidate for the state Senate. May I make copies of a campaign poster on a company copy machine?

**A.** No. This is against company policy and may violate state election laws.

### EXAMPLE

**Q.** A customer has invited me to a fundraising event for a political candidate. Can I submit the cost on my expense account?

**A.** No. Company funds may not be used to support any candidate or campaign.

### EXAMPLE

**Q.** I strongly support a candidate for president. May I use company e-mail to urge friends and co-workers to support this candidate?

**A.** No. You may not use company resources of any kind for work on a political campaign.

# SECTION 3





## *The Oshkosh Way*

# Working on Government and Defense Contracts

Oshkosh Corporation works with governments and government officials around the world. Anyone working with governments or their representatives must know those countries' laws, customs, morals and business practices – they can differ greatly. The Corporate Compliance Group and defense segment legal counsel can help you.

## Work Ethically With Non-U.S. Government Personnel and Public Officials

Oshkosh Corporation always conducts itself ethically and does not accept or offer bribes or other inducements to win or keep business. All employees, contractors and agents must scrupulously adhere to the letter and spirit of the Foreign Corrupt Practices Act (FCPA), which prohibits giving money or items of value to a non-U.S. official to influence a non-U.S. government contract. The FCPA also prohibits giving money or items of value to any person or firm if there is reason to believe it will be passed on to a government official for this purpose.

FCPA also applies to anyone representing us such as consultants, distributors and dealers. Oshkosh employees who select or oversee such relationships must adhere to the following standards:

- Conduct adequate due diligence on third parties to ensure they are qualified and reputable
- Formalize the relationship in writing so all transactions are transparent
- Verify that Oshkosh pays no more than fair market value for services performed by these parties
- Monitor their conduct to ensure they are not participating in activity on our behalf that our employees are prohibited from doing directly

### EXAMPLE

**Q.** I have been asked to make a facilitating payment to the utility service in another country. It was the only way I could have my office phone installed within six weeks. It was a negligible amount. Should I just list it on my expense report as a business lunch?

**A.** Any time you are asked to make such a payment to a government agency or representative, contact the Corporate Legal Department immediately for advice. You should not make such payments without approval of the Legal Department.

## Follow Government Contracting Rules

Laws and rules on government purchases of goods and services are very strict. These laws require us to compete fairly and ethically in all business situations. If you are offered something “secret,” it is most likely against the law.

In dealing with the U.S. government, we must comply with regulations that include the Federal Acquisition Regulation (FAR), Defense Federal Acquisition Regulation Supplement (DFARS), and International Traffic in Arms Regulations (ITAR). Other countries and the European Union have their own laws that we must follow.

## Treat Classified Information Properly

On government projects, some information may be officially classified or have other special restrictions. Be mindful of this and get help from the defense segment legal counsel (Corporate Legal Department) if you have questions.

### EXAMPLE

- Q.** I needed to review some classified documents to prepare for a proposal. I took them on a trip and reviewed them in my hotel room. Was this OK?
- A.** No. Classified documents must be handled only at cleared premises, can be removed only with specific permission, and can be discussed only with cleared employees. In addition, classified documents can only be transported via approved modes of transportation.

### EXAMPLE

- Q.** I am working on a government contract that involves some classified information. Can I share pertinent information with my co-workers?
- A.** Before sharing any classified information, you must be sure that your co-workers have the proper clearance and a legitimate need to know the information. In addition, classified information may only be discussed in an approved location.

## Observe Procurement Integrity Provisions

Under the U.S. Procurement Integrity Act, we cannot seek or obtain “contractor bid or proposal information” or “source selection information” during a procurement process. Even if offered such information, we may not accept it. All information about a competitor is off limits if there is reason to believe the receipt of such information is unauthorized.

### EXAMPLE

- Q.** I have friends who work for the government and are involved with procurement proposals for our company. Because I am not directly involved, may I discuss these proposals with them?
- A.** No. Doing so could jeopardize the company's competitive standing or our ability to bid on proposals in the future. It is also illegal, and both you and the company could be prosecuted.

## Avoid False Statements and False Claims

Any submission to a government customer of a proposal, quotation, invoice, test report or other document or statement that is false, incomplete, or misleading can result in civil or criminal liability for the company and for the employees and supervisors who are involved in (or condone) the practice.

If you are involved in negotiating contracts, you need to ensure that all statements, communications, certifications and representations to the customer are accurate and truthful. When submitting certain sole-source negotiated proposals to the federal government, the Truth in Negotiations Act (TINA) and other regulations require current, accurate, and complete certified cost or pricing data. Failure to observe TINA and other applicable federal contracting laws and regulations can result in “defective pricing” claims against the company as well as civil or criminal liability for the company and for the employees and supervisors who are involved in or condone the practice.

## Charge Costs Truthfully

Take care to record and charge all costs properly to the appropriate account, regardless of the status of the budget for that account. Falsification of time cards or other cost records will not be tolerated. Every supervisor is responsible for ensuring that employee time records are prompt and accurate. Employees are specifically prohibited from submitting any claims, bids, proposals or documents of any kind that are false, fictitious or fraudulent. Such acts are criminal violations (felonies) that can result in prosecution of the company and the employees involved.

## Avoid Illegal and Questionable Gifts, Entertainment or Favors

Federal, state and even local government employees may not accept anything of value from companies or people with whom they do business or over whom they have regulatory authority. Company policy prohibits our employees, contractors and agents from giving or offering anything of value to government personnel. Exceptions include distributing token business mementos and providing nominal refreshments during business discussions. Because these exceptions are narrowly construed and subject to change, and because illegal actions in one state or country may be expected practice in others, you should direct questions to the defense segment legal counsel (Corporate Legal Department). It is important to understand the laws that pertain to you based on the country or state where you work.

## Avoid Kickbacks and Other Improper Gratuities

The U.S. Anti-Kickback Act prohibits accepting or making any payments as an inducement for the award of a subcontract or as an acknowledgment of such an award. It also prohibits soliciting such payments. A payment or kickback includes any fee, commission, compensation, gift or gratuity to the corporation or to any employees (including their relatives), officers or agents.

### EXAMPLE

- Q.** Several executives from a state-owned enterprise in a newly industrialized country are coming to meet with our management team. The agent who arranged the meeting told us they expect us to “show them the sights.” How should we proceed?
- A.** Since these executives are considered foreign officials under the FCPA, we must be very careful. The law allows visits to cultural sites, but more lavish entertainment is not allowed. Verify with your supervisor and the defense segment legal counsel (Corporate Legal Department) or Corporate Compliance Group that any planned entertainment is proper.

### EXAMPLE

- Q.** We will be meeting with government employees from out of town. We’re planning a tour of our city followed by lunch at the best place in town. May we do this?
- A.** It is a hospitable gesture to go out to lunch or tour the city, but government employees may not receive gratuities from a contractor. Be sure the visitors pay their own expenses.

## Follow the Rules When Hiring or Working with Current or Former Government Employees

Laws and regulations covering former U.S. government employees and former military personnel restrict the duties they may perform for the company, whether as consultants or employees. In some cases, the laws even prohibit us from hiring them. For instance, it is illegal to directly or indirectly make any offer or promise of future employment or business opportunity to U.S. federal procurement officials. Other countries may have different laws. You must consult Human Resources or the defense segment legal counsel (Corporate Legal Department) before hiring or retaining former government employees, and before you make contacts or hold discussions with any federal procurement official about future employment or business opportunities.

### EXAMPLE

- Q.** I know a very talented government employee who is about to retire. Can I talk to her about coming to work at our company?
- A.** U.S. law prohibits our company from talking to a government employee about future employment for one year after they were last involved in activities related to our federal contracting work. The law also prohibits federal employees from discussing employment with a company for which they are working on a government contract. Contact the defense segment legal counsel (Corporate Legal Department) for additional guidance before initiating any discussions of this nature.





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