

# LEAR CORPORATION

## CODE OF BUSINESS CONDUCT AND ETHICS

### I. Introduction

The Board of Directors (the “Board”) of Lear Corporation (together with its subsidiaries, “Lear” or the “Company”) has adopted this Code of Business Conduct and Ethics (this “Code”), which reflects the Board’s commitment to continue to focus the Board and Lear management on areas of ethical risk. This Code provides guidance to personnel to help them recognize and deal with ethical issues, provides mechanisms to report unethical or illegal conduct, and helps the Company maintain a culture of integrity, honesty and accountability.

While this Code covers a wide range of business practices and procedures, it does not cover every issue that may arise. Rather, it sets out basic principles to guide all directors, officers and employees of the Company (each an “Employee”, and collectively, the “Employees”). The Company may adopt more specific or restrictive practices and procedures with respect to particular activities or situations. All of our Employees must conduct themselves accordingly and seek to avoid even the appearance of improper behavior. This Code should be provided to and followed by the Company’s agents, representatives, consultants and contract employees as if such individuals were Employees of the Company for purposes of this Code.

In many instances it will be appropriate for an Employee to discuss a situation with his or her supervisor or local human resources representative. Where it may not be appropriate to discuss an issue with the supervisor or the local human resources representative, the Employee may contact the Company’s Legal Department or the Board. The contact information for the Company’s Legal Department and the Board can be found in Section XIV of this Code. Each person who receives notification of a possible violation of this Code pursuant to this Code is required to act in accordance with this Code with respect to such situation.

The Board believes this Code should be an evolving set of conduct and ethics standards, subject to refinement from time to time as circumstances warrant. Those who violate the standards in this Code will be subject to disciplinary action up to and including dismissal. Any waiver of this Code must be in accordance with Section XIII of this Code. If an Employee is in a situation which the Employee believes may violate or lead to a violation of this Code, the Employee must follow the guidelines described in Section XV of this Code.

### II. Compliance with Laws, Rules and Regulations

The business of the Company is to be conducted in accordance with applicable laws, rules and regulations and in an ethical manner. Obeying the law, both in letter and in spirit, is the foundation on which the Company’s ethical standards are built. All Employees must respect and obey the laws of the cities, states and countries in which the Company operates. Although not all Employees are expected to know the details of applicable laws, it is important to know enough to

determine when to seek advice from a supervisor, the human resource representative or other appropriate Lear personnel. In addition, all transactions between Lear and any of its subsidiaries or between subsidiaries must meet all applicable legal requirements.

Lear is committed to complying with all applicable environmental legal requirements and protecting the quality of the environment. Employees are expected to comply with all applicable environmental legal requirements and report any incidents or conditions that might result in a violation of law or Company policy. Employees are also encouraged to support environmental programs in their workplace.

Political and charitable contributions by the Company must be made in compliance with all applicable federal, state, local and foreign laws and regulations and, to the extent legal, in accordance with (foreign) local custom. All contributions must be restricted to amounts in size sufficient to negate any impression that special consideration is sought for the Company. Questions in this area should be directed to the Company's Legal Department in the manner described in Section XIV.

If a law conflicts with a policy in this Code, Employees must comply with the law; however, if a local custom or practice conflicts with this Code, Employees must comply with this Code. If an Employee has any questions about potential conflicts, the Employee should seek assistance from his or her supervisor or other appropriate Lear personnel pursuant to this Code. Any questions regarding applicable legal requirements should be referred to the Company's Legal Department in the manner described in Section XIV.

### **III. Conflicts of Interest**

Each Employee of Lear is expected to avoid engaging in activities that conflict with, or have the appearance of conflicting with, the best interests of the Company and its stockholders. A conflict situation can arise when an Employee takes actions or has interests that may make it difficult for the individual to perform work for the Company objectively and effectively. Conflicts of interest may also arise when an Employee or a member of the Employee's family, receives improper personal benefits as a result of such individual's position in the Company. Loans to, or guarantees of obligations of, Employees and/or their respective family members by a supplier or customer of the Company may create a conflict of interest or the appearance of a conflict of interest and are prohibited.

It is a conflict of interest for an Employee of the Company to work simultaneously as an employee of the Company and as an employee of a competitor, customer or supplier of the Company. In addition, an Employee is not permitted to work for a competitor as a consultant or board member (or in an equivalent position). A director of Lear may serve as a board member (or in an equivalent position) of a customer or supplier of the Company, provided that (i) such service would not affect his or her status as an "independent" director under the listing requirements of the New York Stock Exchange, as amended from time to time, and (ii) such director provides notice to the Board of such directorship. An officer or employee of Lear (other than the Chief Executive Officer) may serve as a board member (or in an equivalent position) of a customer or supplier of the Company with the approval of the Nominating and Corporate Governance Committee. The Chief Executive Officer may serve as a board member (or in an

equivalent position) of a customer or supplier of the Company with the approval of the Board. Notwithstanding the foregoing, the best policy is to avoid any direct or indirect business connection with significant customers, suppliers or competitors of the Company, except on behalf of the Company.

No Employee shall participate in, or seek to influence, decisions regarding the selection of a particular vendor or supplier if such Employee (or any member of his or her family living in the same household) has any financial interest or investment in such vendor or supplier, other than investments of less than 1% of any class of publicly-traded securities, investments in diversified mutual funds and other immaterial investments or financial interests.

A conflict involving an executive officer (other than the Chief Executive Officer) will be reviewed by the Nominating and Corporate Governance Committee of the Board. A conflict involving the Chief Executive Officer or a director will be reviewed directly by the Board. Conflicts involving any other Employee of the Company will be reviewed by the Employee's supervisor or local human resources representative and the Company's Legal Department after full disclosure by the Employee.

In certain limited cases, activities giving rise to potential conflicts of interest may be waived and permitted if they are determined not to be harmful to the Company. That determination will be made by the Board in the case of the Chief Executive Officer or directors; by the Nominating and Corporate Governance Committee of the Board in the case of executive officers other than the Chief Executive Officer; and by the applicable supervisor or the local human resources representative and, in either case, the Company's Legal Department in the case of other Employees.

No Employee should accept gifts, credits, payments, services, excessive entertainment or anything else of value from an actual or potential competitor, supplier or customer unless such gift is customary and in the ordinary course. Permitting a supplier's or customer's employee to pick up the check at a meal or similar occasions is not inappropriate so long as Company business was discussed at arms-length and there is no suggestion of undue or unfair influence. If a gift or other service or object of significant value is offered to an Employee, such Employee should immediately report the offer to such Employee's supervisor or the Company's Legal Department in the manner described in Section XIV so that an appropriate response can be made to the offeror.

Please remember, however, that local, state and federal laws, including the Foreign Corrupt Practices Act, often impose special rules on relations with government customers and suppliers which may differ from commercial relations. Payments for expenses of government representatives should be reviewed by the Company's Legal Department prior to incurring the expenses and making the payment.

Conflicts of interest may not always be apparent, so if an Employee has a question, the Employee should consult with his or her supervisor or local human resources representative or the Company's Legal Department, who will assist in determining if there is a conflict and, if so, how to resolve it without compromising the Company's interests. Prompt and full disclosure is always the appropriate first step towards identifying and resolving any potential conflict of

interest or problem. Any Employee who becomes aware of a conflict or potential conflict of interest should bring it to the attention of a supervisor, local human resources representative or the Company's Legal Department. Please consult the procedures described in Section XIV of this Code when confronted with a conflict or potential conflict of interest.

#### **IV. Insider Trading**

Each Employee of Lear is expected to comply with applicable securities laws. Ignorance of the law is not a defense. Insider trading or dealing means personally buying or selling securities of any company while in possession of material, non-public information about the company. Stock tipping means disclosing inside information about a company, for example, to a family member or friend, to enable the person to buy or sell securities of the company on the basis of such information. Insider trading, insider dealing and stock tipping are criminal offenses in the United States and most countries where Lear does business. If an Employee becomes aware of material information about Lear or any other company which has been available to the public for less than two (2) full business days, the Employee is prohibited by law as well as by Company policy from (a) using that information for stock trading purposes or for any other purpose except for use in the regular conduct of Lear's business, (b) directly or indirectly disclosing such information to any other persons (including family members or friends) so that they may use that information for stock trading purposes or for any other purpose, or (c) recommending or suggesting that anyone else buy, sell or retain securities of Lear or such other company, as the case may be.

It is difficult to describe exhaustively what constitutes "material" information, but an Employee should assume that any information, positive or negative, which might be of significance or important to an investor in determining whether to purchase, sell or hold a security would be material. Information may be significant for this purpose even if it would not alone determine the investor's decision. Examples, but not by way of limitation, may include a potential business acquisition or disposition, internal financial information, important product developments, the acquisition or loss of a major contract, or an important financing transaction. We emphasize that this list is merely illustrative. Employees with questions should consult the Company's Legal Department in the manner described in Section XIV.

#### **V. Corporate Opportunities**

Employees owe a duty to the Company to advance the Company's legitimate interests when the opportunity to do so arises. Employees are prohibited from taking for themselves personally (including for the benefit of family members or friends) opportunities that are discovered through the use of Company assets, property, information or position without the consent of the Board of Directors. No Employee may use Company assets, property, information, or position for improper personal gain (including for the gain of family members or friends), and no Employee may compete with the Company directly or indirectly.

## **VI. Competition and Fair Dealing**

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal practices. Stealing or illegally appropriating proprietary information, possessing trade secret information improperly obtained, or inducing such disclosures by past or present employees of other companies is prohibited. If an Employee improperly obtains proprietary information from competitors, suppliers or other third parties, the Employee should treat that information as confidential and not use it for improper business purposes. In addition, the Employee should promptly report the situation to the Company's Legal Department in the manner described in Section XIV. Each Employee should endeavor to respect the rights of the Company's customers, suppliers, competitors and employees.

To maintain the Company's valuable reputation, compliance with our quality processes and safety requirements is essential. In the context of ethics, quality requires that our products and services be designed and manufactured to meet our obligations to customers. All inspection and testing documents must be handled with appropriate confidentiality restrictions and in accordance with all applicable regulations and Company procedures.

All commissions or fees paid or accrued, for agents or other representatives of the Company, shall be in accordance with sound business practice, for legitimate commercial reasons, and reasonably related in value to the services performed. Where there is reason to suspect that all or part of any commission or fee paid by the Company may be used for improper payments, the Employee in charge of such commission or fee must promptly report the matter to the Employee's immediate supervisor and the Company's Legal Department in the manner described in Section XIV.

The Company may only purchase products from reputable and qualified individuals or firms based upon appropriate commercial considerations. An Employee should also not give the impression to a third-party that he or she has the authority to legally bind the Company when he or she is not authorized to do so. All agreements with customers, suppliers and other third parties should be memorialized in writing. If oral agreements are the local custom in the country in which an Employee works, he or she should contact his or her supervisor or the Legal Department in the manner discussed in Section XIV to determine the appropriate course of action.

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers or suppliers. No gift or entertainment should ever be offered, given, provided or accepted by any Company Employee, family member of an Employee living in the same household or agent unless it: (a) is consistent with customary business practices; (b) is not excessive in value; (c) cannot be construed as a bribe or payoff; and (d) does not violate any laws or regulations. A "gift" in the form of cash is prohibited. Employees should discuss with their supervisor and the Company's Legal Department any gifts or proposed gifts which they are not certain are appropriate.

Antitrust laws in the United States, the European Union and other countries in which the Company does business govern permissible dealings with Lear's competitors. Severe criminal and civil penalties may be imposed on the Company and Employees if an Employee authorizes or participates in a violation of applicable anti-competition laws. Therefore, it is important to understand and strictly comply with Company policies governing unethical and illegal anti-competitive practices. No Employee may reach a formal or informal understanding or agreement with a competitor to limit competition by setting price levels or terms or conditions of sale, limiting production or establishing joint procedures relating to distribution, sales territories or customers. As discussed above, no Employee may hire a competitor's employees to obtain confidential information. Certain arrangements that involve exclusive dealing, tie-in sales or other restrictive agreements with customers or suppliers and certain communications with competitors that relate to pricing, production, customer information, product development, sales goals and certain other matters may violate the law as well. Employees are encouraged to contact the Company's Legal Department in the manner discussed in Section XIV with any questions or concerns regarding the nature or application of applicable anti-competition laws.

## **VII. Discrimination/Harassment/Anti-Retaliation**

The diversity of the Company's Employees is a tremendous asset. The Company's objective is to create and maintain an environment that fosters collaboration, interaction, tolerance and respect. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples include derogatory comments based on race, gender or ethnicity and unwelcome sexual advances. The Company has a policy against harassment of Employees on the basis of race, gender, color, national origin, disability or sexual orientation. An Employee who makes a good faith report of discrimination, harassment or other unlawful treatment should not be concerned about action being taken against him or her because of the report. The Company will not tolerate retaliation of any kind against those who make complaints in good faith. Employees can find a copy of Lear's policies concerning discrimination, harassment and anti-retaliation on Lear's Intranet, or can obtain a copy from the Company's Corporate Human Resources Department or Legal Department.

## **VIII. Health and Safety/Employee Relations**

The Company strives to provide each Employee with a safe and healthful work environment. Each Employee has responsibility for maintaining a safe and healthy workplace for all Employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

Violence or threatening behavior is not permitted under any circumstances in the workplace. Employees should report to work in condition to perform their duties, and must be free from the influence of illegal drugs and alcohol. The use of illegal drugs or the misuse of alcohol or legally prescribed drugs in the workplace will not be tolerated.

In addition, Employees are required to adhere to all other health and safety policies, including the prohibition of weapons on any of the Company's premises. Employees can find a

copy of the Company's health and safety policies on Lear's Intranet, or can obtain a copy from the local human resources representative.

The Company has adopted a Global Working Conditions Policy which prohibits the Company from using any type of forced labor or child labor, or engaging in abusive or corrupt business practices. In addition, the Company's Global Purchasing Terms and Conditions (the "Terms and Conditions") prohibit the Company's suppliers and their subcontractors from using any type of forced or child labor, or engaging in abusive or corrupt business practices. It is the Company's policy to not interfere with its employee's rights to freedom of association. Further, the Company's posture with respect to labor relations is that employees have the right to choose (or not) to affiliate with legally sanctioned organizations without unlawful interference. Where trade unions are present, it is the Company's policy to deal with them fairly and conduct negotiations in a purposeful and non-adversarial manner. The Company monitors and enforces the Code, the Terms and Conditions and other policies affecting workplace human rights through a compliance program that includes oversight by a Compliance Committee that reports directly to the Company's Audit Committee of the Board of Directors. The Company also regularly assesses the effectiveness of its compliance programs. The Company will conduct periodic monitoring of compliance with these policies.

## **IX. Record-Keeping**

All of the Company's books, records, accounts and financial statements must be timely maintained in reasonable detail and must completely and accurately reflect the Company's assets, liabilities and transactions, conforming to applicable legal requirements and financial policies and procedures of the Company's internal controls systems. No transaction shall be carried out in a manner such that the substance of the transaction is obscured or recorded improperly.

Many Employees regularly submit business expense accounts, which must be documented and recorded accurately. If an Employee is not sure whether a certain expense is legitimate, the Employee should ask his or her supervisor or the local controller. Rules and guidelines are available from the Company's local accounting department.

If an Employee has any concerns with accounting or auditing matters, the Employee should report them to his or her supervisor or the local human resources representative. Where it may not be appropriate to discuss an issue with the supervisor or the local human resources representative, the Employee may contact the Company's Legal Department by telephone at (248) 447-1500 for further information. To the extent the matter has been reported to local management or the Company's Legal Department and remains unresolved, or it would be inappropriate to report such matter to local management or the Company's Legal Department, the Employee should report such matter to the Audit Committee pursuant to the compliance procedures contained in Section XIV of this Code.

Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork, or improper characterizations of people, events and companies. This prohibition applies equally to e-mail, internal memoranda, formal reports as well as business letters. E-mail systems and information technology systems provided by the

Company should be used only to advance the legitimate business purposes of the Company, although incidental personal use may be permitted. Records should always be retained or destroyed according to the Company's record retention policies. In no event should records be destroyed that relate to an existing dispute or investigation, unless directed by the Company's Legal Department. Employees should consult the Company's Legal Department with any questions concerning the Company's record retention policies.

## **X. Confidentiality**

Employees must not disclose confidential information of the Company or confidential information provided to such Employee by the Company, except when disclosure is authorized by the Company's Legal Department or required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers or suppliers, if disclosed. Confidential information also may include information that a supplier or customer has entrusted to the Company. The obligation of an Employee to preserve confidential information continues after employment with the Company ends. Company personnel should not discuss internal Company matters or developments with anyone outside of the Company, except as required in the performance of their regular Company duties and in compliance with applicable laws and any confidentiality agreements to which the Company may be a party or otherwise subject.

This prohibition applies specifically (but not exclusively) to inquiries about the Company which may be made by the media, investment analysts or others. It is important that all such communications on behalf of the Company be made through an appropriately designated officer. Failure to follow the procedures set forth herein could result in severe penalties to both the Employee involved and the Company. Unless an Employee is expressly authorized to make a comment or respond, if an Employee receives any inquiries of this nature, the Employee should decline comment and refer the inquiry to the Company's Investor Relations and Communications Department, Lear Corporation, 21557 Telegraph Road, Southfield, Michigan 48034 or by telephone at (248) 447-1500.

## **XI. Protection and Proper Use of Company Assets**

All Employees should endeavor to protect the Company's assets and ensure their efficient use. Furthermore, Company assets should be used for legitimate business purposes, although incidental personal use may be permitted. In addition, the use of Company assets may be permitted pursuant to any duly-authorized compensatory plan or arrangement or under circumstances where the Company is reimbursed. It is important to remember that theft, carelessness, and waste of the Company's assets have a direct impact on the Company's profitability. Accordingly, any suspected incident of fraud, theft or misuse should be immediately reported for investigation in the manner described in Section XIV.

The obligation of Employees to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, copyrights and know how, as well as business, sales, marketing and service plans, engineering and manufacturing ideas and practices, designs, databases, records, salary and other compensation/benefit information and any unpublished financial data and reports. Unauthorized

use or distribution of the Company's proprietary information is prohibited. Unauthorized use or distribution of the Company's proprietary information could also be illegal and may result in the imposition of civil or criminal penalties.

## **XII. Operating in the International Community**

Lear is an international company with relationships in many countries around the world. Lear is committed to maintaining high standards of business conduct in the United States and abroad. If an Employee conducts business outside the United States, it is important that the Employee have a general understanding of the laws and regulations that may be relevant to the business he or she is conducting on behalf of the Company. Any questions in this regard should be directed to the Company's Legal Department in the manner described in Section XIV.

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. Lear strictly prohibits the making of illegal payments to government officials of any country.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities to U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy but may also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules. If requested, the Company's Legal Department can provide guidance to Employees in this area.

Any activity that involves exporting commodities or transmitting technical data or software to another country may require a validated export license. An "export" is defined as any method of conveying products or data to foreign individuals or companies, verbally or in writing, including sales, training and consulting, and product promotion, even if the activities occur in the U.S. Regardless of the country in which you are working, United States Export Control Regulations apply to the following:

- Direct exports from the United States;
- Re-exports of certain U.S.-origin commodities and technical data from countries outside the U.S. to third countries;
- U.S.-origin parts and components used in the manufacture of a non-U.S. end-product for export or re-export; and
- Non-U.S.-produced direct products that result from U.S.-origin technical data.

A validated license may be needed even if a commodity is freely available in the United States or if technical data or software is not proprietary.

In addition, various embargo laws and U.S. Department of Treasury regulations place restrictions on trading with Burma (Myanmar), Cuba, North Korea, Iran, Iraq, Sudan, Syria, and certain other countries, as well as individuals and entities listed on the Specially Designated

Nationals List. The European Union also has similar regulations. These regulations and their application to foreign subsidiaries vary, depending on the entity involved and the type of transaction. Their application is not limited to high technology trade but can extend to all types of transactions with listed countries, entities, and individuals.

If an Employee becomes aware of possible violations of applicable export control or embargo laws, or has a concern regarding a particular country, individual, or organization with which the Company is conducting business, he or she should seek advice from the Legal Department in the manner discussed in Section XIV.

### **XIII. Waivers of the Code of Business Conduct and Ethics**

A waiver of this Code for executive officers or directors may be made only by the Board or a Board committee acting on behalf of the Board and will be promptly disclosed to the extent required by law and the listing requirements of the New York Stock Exchange. A waiver of this Code for all other Employees may be made only by the Company's Legal Department.

### **XIV. Reporting any Illegal or Unethical Behavior or Accounting or Auditing Concerns**

Employees are encouraged to talk to supervisors, managers or other appropriate personnel about observed illegal, unethical or inappropriate behavior or accounting or auditing concerns, and when in doubt about the best course of action in a particular situation. It is the policy of the Company not to allow retaliation for reports of misconduct by others or of accounting or auditing concerns, in each case, made in good faith by Employees. Employees are expected to cooperate in internal investigations of misconduct. If an Employee observes or becomes aware of what he or she believes to be illegal, unethical or inappropriate behavior or has accounting or auditing concerns, the Employee should report the behavior (1) to his or her local supervisor, (2) to his or her local human resources representative or, (3) if the Employee feels it would be inappropriate to discuss the matter with the local supervisor or local human resources representative, to the Company's Legal Department as follows: by telephone, requesting the General Counsel, at (248) 447-1500; by mail, c/o Lear Corporation, 21557 Telegraph Road, Southfield, Michigan 48034, Attention: General Counsel; or pursuant to any other procedures that may be posted from time to time on the Legal Department's website at <http://learn.lear.com/divisions/hq/legal>.

If an Employee feels it would be inappropriate to discuss the matter with the Company's Legal Department or the matter has been reported to the Company's Legal Department and remains unresolved, the Employee may report such concerns directly to the Audit Committee or the presiding non-management director of the Board selected in accordance with the Company's Corporate Governance Guidelines (the "Presiding Director"). Any submission to the Audit Committee or the Presiding Director should be marked confidential and addressed to the Chairman of the Audit Committee or the Presiding Director, as the case may be, c/o Lear Corporation, P.O. Box 604, Southfield, Michigan 48037, U.S.A.

### **XV. Compliance Procedures**

We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to determine if an action will result, or has resulted, in

a violation of this Code. Since we cannot anticipate every situation that will arise, it is important that we have a way to address the applicability of this Code to particular situations. These are the steps for Employees to keep in mind:

- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use good judgment and common sense. If something seems unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem or situation.
- Discuss the problem with your supervisor or your local human resources representative. This is the basic guidance for all situations. In many cases, your supervisor or your local human resources representative will be more knowledgeable about the situation and circumstances. Remember that it is the responsibility of your supervisor and your local human resources representative to help solve problems.
- When to report matters to the Company's Legal Department. In the case where it may not be appropriate to discuss an issue with your supervisor or your local human resources representative, or where this Code requires the approval of the Company's Legal Department, you may report the matter to the Company's Legal Department. Any report to the Company's Legal Department should be made to the General Counsel of Lear Corporation. The telephone number to contact the General Counsel is (248) 447-1500.
- Seek help from the Company's Audit Committee or the Presiding Director. In the case where (i) the matter has been reported to your supervisor or your local human resources representative and the Company's Legal Department and remains unresolved or (ii) it would be inappropriate to report such matter to either your supervisor or your local human resources representative or the Company's Legal Department or (iii) your concern involves accounting or auditing matters, you may communicate your concerns confidentially to the Audit Committee or the Presiding Director (if a Presiding Director has been selected). Any submissions to the Audit Committee or the Presiding Director should be marked confidential and addressed to Chairman of the Audit Committee or the Presiding Director, as the case may be, c/o Lear Corporation, P.O. Box 604, Southfield, MI 48037, U.S.A. In addition, confidential communications may be submitted in accordance with other procedures set forth from time to time on the Company's website. The report should contain a full and complete description of the matter, the parties involved, the date of the occurrence or, if the matter is ongoing, the date the matter was initiated and any other information that you believe would assist the Audit Committee or the Presiding Director in the investigation of such matter.

- You may report violations of this Code or accounting or auditing concerns without fear of retaliation. All submissions to the Company's Legal Department, the Audit Committee or the Presiding Director will be handled in a responsible manner and in compliance with applicable law. The Company does not permit retaliation of any kind against Employees for good faith reports of violations of this Code or accounting or auditing concerns.
- Always ask first, act later. If you are unsure of what to do in any situation, seek guidance before you act.

## **XVI. Specific Provisions for Executive Officers**

The Board has adopted certain specific provisions in this Section XVI (the "Specific Provisions") that apply to the Company's executive officers who are designated as such by the Board for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (each, an "Officer", and collectively, the "Officers"). The Specific Provisions are designed to deter wrongdoing and to promote (i) honest and ethical conduct, (ii) full, fair, accurate, timely and understandable disclosure in the Company's filings with, or submissions to, the Securities and Exchange Commission ("SEC") and in other public communications made by the Company, (iii) compliance with applicable governmental laws, rules and regulations, (iv) prompt internal reporting to the Board or any Board committee overseeing the Specific Provisions or violations of the Specific Provisions (the "Board Committee") and (v) accountability for adherence to the Specific Provisions.

Each Officer is expected to act with uncompromising honesty and integrity. Each Officer is required to adhere to the highest standards regardless of local custom. An Officer is expected to be honest and ethical in dealing with all Employees of the Company and the Company's customers, suppliers and other third parties with whom the Company conducts business. The actions of an Officer must be free from illegal behavior. Each Officer is expected to avoid engaging in activities that conflict with, or have the appearance of conflicting with, the best interests of the Company and its stockholders. Any personal activities or interests of an Officer that could negatively influence, or which could have the appearance of negatively influencing, the judgment, decisions or actions of such Officer must be disclosed to the Board or the Board Committee, who will determine if there is a conflict and, if so, how to resolve it without compromising the best interests of the Company and its stockholders. Prompt and full disclosure is always the correct first step towards identifying and resolving any potential conflict of interest. A conflict involving an Officer will be reviewed by the Board or the Board Committee; provided, that any conflict involving the Chief Executive Officer will be reviewed by the Board.

Each Officer shall endeavor to ensure full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the SEC and in other public communications made by the Company. Each Officer shall review each SEC periodic report and material press release prior to the time it is filed, furnished or issued to the SEC or made public, as applicable. Any material inaccuracy or misstatement in, or the omission of any information necessary to make the statements made not misleading from, any SEC filing or press release shall be immediately disclosed to the Board and, if applicable, the Company's auditors and legal advisors.

Each Officer shall comply with applicable governmental laws, rules and regulations.

If an Officer becomes aware of a violation of the Specific Provisions, such Officer should report the matter immediately to the Board or the Board Committee. It is the policy of the Company not to allow retaliation for violation allegations made in good faith by Employees of the Company. Officers are expected to cooperate in investigations concerning allegations of violations of the Specific Provisions.

Any waiver of the Specific Provisions may be made only by the Board or the Board Committee. The Board or the Board Committee will promptly disclose waivers of the Specific Provisions to the extent required by applicable law, including the rules and regulations promulgated by the SEC.

Any Officer who violates the Specific Provisions will be subject to disciplinary action up to and including dismissal. If an Officer is in a situation which he or she believes may violate or lead to a violation of the Specific Provisions, such Officer should contact a member of the Board or the Board Committee as soon as possible.

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**Effective February 8, 2007**