

MANHEIM CUSTOMER CODE OF CONDUCT

POLICY

Manheim takes very seriously the safety and security of its employees and customers, and the integrity of the transactions taking place in its auction locations. To provide a safe and secure environment and to ensure the legitimacy of transactions occurring at Manheim auction locations and online, Manheim has adopted the terms of this Customer Code of Conduct ("**Code**"). Manheim is a private organization to which access by customers and others is by-invitation-only. Manheim reserves the right to do or not do business with any person or entity, for any reason, just as its customers have the right to choose to do or not do business with Manheim. This Code sets forth expected and required behavior for buyers, sellers, other persons or entities engaging in transactions through Manheim's private marketplace whether in person or online, and anyone participating in a Manheim auction or visiting a Manheim location (collectively, "**Auction Customers**"), and outlines actions that may be taken by Manheim or Cox Automotive in response to any violation of such expectations and requirements.

PROHIBITED CONDUCT

- COMMERCIAL VIOLATIONS: Manheim is committed to honesty, integrity, and fair dealing in its business operations and expects the same of Auction Customers. Accordingly, Auction Customers are prohibited from engaging in certain activities, including, but not limited to, the following:
 - Collusion/fraud/misrepresentation
 - Paying of bribes/kickbacks
 - Engaging in frivolous or abusive claims or litigation, or attempting to make unauthorized contact with management of Manheim or Cox Automotive
 - Abuse of Manheim systems or commercial practices, as described in the Manheim Terms and Conditions currently in effect and as may be amended, from time to time, in Manheim's sole discretion (the "**Manheim Terms and Conditions**")
 - Failure to meet payment obligations
 - Misrepresenting credentials or computer login IDs and passwords, or improperly allowing others to use them
 - Escorting unauthorized persons onto Manheim's premises
 - Excessive, abusive, or fraudulent use of arbitration procedures
 - Facilitating retail customers' access to the auction and/or "Curbstoning" vehicles
 - Improperly interfering with or attempting to impact condition reports
 - Failure to make any required NAAA disclosure
 - Failure by third-party remarketers to accurately disclose third-party relationship
 - Any other violation of the Manheim Terms and Conditions

- CRIMINAL ACTIVITY OR VERBAL OR PHYSICAL ABUSE: The safety and security of its customers and employees is a core priority for Manheim. Therefore, Auction Customers are strictly prohibited from engaging in activity that could put safety and/or security in jeopardy, including, but not limited to, the following:

- Failing Manheim or Auction Access due diligence (e.g. appearing on the OFAC SDN list or law enforcement wanted list, being under investigation for criminal activity, dealer license suspension, etc.)
- Tampering with vehicles or other assets or equipment owned by another entity
- Assault or battery
- Fighting or belligerent conduct
- Threats of any kind, whether overt or implied
- Use of profanity or derogatory epithets of any kind (e.g., racial, sexual, national origin, etc.)
- Abusive behavior or harassment of Manheim personnel or guests
- Theft of any kind, in any degree
- Causing property damage
- Illegal possession of weapons or drugs at an auction location
- Unauthorized driving of vehicles
- Failure to obey posted signs or regulations, or to follow instructions given by Manheim personnel
- Failure to obey safety rules
- Other criminal activity of any kind

CONSEQUENCES FOR VIOLATIONS OF THIS CODE

Manheim is a private marketplace, as described in the Manheim Terms and Conditions, and may, at its sole discretion, cease doing business with or deny access to any person or entity at any time and for any reason. In furtherance of Manheim's desire to maintain a safe and secure environment, while ensuring the integrity of the auctions, Manheim has established the following consequences to which an individual who violates the expectations and requirements set forth in this Code, or otherwise exhibits inappropriate or unethical behavior, as well as the dealerships or companies they represent, are subject, at the sole discretion of Manheim. Such consequences include, but are not limited to, the following:

- Written or verbal warnings
- Mandatory coaching (e.g., regarding appropriate use of arbitration)
- Immediate expulsion from any Manheim facility
- Temporary or permanent suspension from any or all Manheim locations, or online (simulcast, OVE, etc.)
- Temporary or permanent suspension from buying or selling activities at individual Manheim locations, or online (simulcast, OVE, etc.)
- Temporary or permanent suspension from buying or selling activities at all Manheim locations, or online (simulcast, OVE, etc.)
- Temporary or permanent suspension from access to all Cox Automotive products and services

All customer suspensions or bans are FINAL and are at the, sole and absolute, discretion of Manheim and/or Cox Automotive. Any questions regarding any consequences may be addressed only to Manheim's Customer Care line.