

**Engine Manufacturers Association
Conflict Of Interest Policy**

1. Officers, Directors and members of the Engine Manufacturers Association's committees shall have a conflict of interest, for purposes of this Policy, and shall abstain from voting on matters before the EMA in the following situations:

(a) When the officer, director or committee member, or a member of the officer, director or committee member's immediate family or household¹, owns, has an ownership interest in, or is on the board or employed by a corporation, partnership, organization or other type of entity or business that is a party to or would directly benefit from a contract or business arrangement to be entered into by EMA;

(b) When the officer, director or committee member, or a member of the officer, director or committee member's immediate family or household, personally would be directly or materially affected by the decision of the EMA on a particular matter; or

(c) When the officer, director or committee member otherwise determines in good faith that he or she would be unable to act impartially on the matter for any reason.

2. In the event an officer, director or committee member determines he or she has a conflict of interest on a particular matter, he or she shall disclose the conflict to the EMA Board of Directors or to the other members of the committee, as applicable. He or she may participate in the discussion and remain in the room during the vote on the matter, unless a majority of the disinterested directors (or committee members, as applicable) present determines otherwise. Resolution of the matter shall be determined by a majority of the disinterested directors (or committee members, as applicable) present at the meeting, in accordance with EMA's bylaws.

3. To help assure full disclosure of any actual or potential conflicts of interest:

(a) Each officer, director and committee member of the EMA shall disclose (i) all memberships on boards, offices held, employment or consulting arrangements or other affiliations that such EMA officer, director, or committee member, or members of his or her immediate family or household, have had within the previous 12 months or reasonably expect to have within the next 12 months with any organizations, businesses, groups, agencies or other entities that have done business with or had a relationship with the EMA within the past three years, or that such officer, director or committee member reasonably believes may do business with or establish some form of relationship with the EMA within the next 12 months; and (ii) his or her material ownership interests (including stock options but excluding indirect investments through mutual funds and the like) in any entity that has a commercial interest in an activity, contract or matter currently under consideration by the EMA (just the fact of ownership shall be reported, and not the actual amount of such holdings).

(b) Annually, each officer, director or committee member of the EMA shall sign and give to EMA's Executive Vice President a disclosure form (a copy of which is attached hereto): (i) acknowledging that he or she is aware of and has read the EMA's Conflict of Interest Policy, and (ii) containing the information described in Section 3(a) above, if any. If, subsequent to any such annual disclosure (but prior to execution of a new annual disclosure form), an EMA officer, director or committee member becomes aware of a relationship required to be so disclosed, that officer, director or committee member shall promptly make the required disclosure by providing EMA's Executive Vice President with a signed statement (or revised disclosure form) identifying the organization, business, group, entity, etc., and describing the nature of the relationship.

¹ For purposes of this policy, the term "immediate family or household" refers to an individual's spouse, minor child, or other person with whom such individual directly shares income.

ENGINE MANUFACTURERS ASSOCIATION

Conflict of Interest Disclosure Form

I affirm that the following are all of my (including my immediate family and household¹) material business, financial and organizational interests and affiliations which are or could be construed to be reasonably related to the interests, activities and programs of the Engine Manufacturers Association:

(Please complete the following or attach substantially the same information in some other form (e.g., a vita). If you have no information to list, please note "None.")

1. Business Interests and Positions

2. Material Ownership Interests

3. Organizational Interests and Affiliations/Positions

I represent that I have read, understand and agree to the terms of the EMA Conflict of Interest Policy. I further represent that, to the best of my knowledge and belief, the information reported above is complete and accurate, and I am not aware of any other personal or professional position(s) or interest(s) or activities in which I am, or am about to be, engaged that reasonably may be anticipated to conflict with the interests of EMA.

Signature: _____ Date: _____

NAME: _____

PHONE NUMBER: _____

Please forward a copy of this Disclosure Form to EMA's Executive Vice President. Keep a copy for your records.

EMADOCS: 34686.1

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