

The Billion Group Employee Handbook

EFFECTIVE FEBRUARY 1, 2017

THE BILLION GROUP HUMAN RESOURCES
3401 WEST 41ST STREET, SIOUX FALLS, SD 57106

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INTRODUCTION

Welcome

Welcome to the Billion Group!

The Billion Group is a group of affiliated companies operating motor vehicle sales and services businesses and related businesses in Iowa, South Dakota and Montana. The Billion Group includes the following companies:

Billion Air Management, LLC

Billion Holdings, Inc.

Billion Auto, Inc. d/b/a Billion Kia of Sioux City

Billion C, Inc. d/b/a Billion Chevrolet

Billion CC, Inc. d/b/a Billion Hyundai

Billion Clear Lake, Inc. d/b/a Billion Ford

Billion Clinton, Inc. d/b/a Billion Chevrolet Buick GMC Toyota

Billion Community, Inc. d/b/a Billion Chevrolet Buick GMC Cadillac

Billion Dells Auto, Inc. d/b/a Billion Chevrolet of Dell Rapids

Billion Des Moines Motors, Inc. d/b/a Billion Buick GMC

Billion FT, Inc. d/b/a Billion Fiat and Billion Chrysler Jeep Dodge RAM

Billion FT Des Moines, Inc. d/b/a Billion Alfa Romeo and Fiat of Des Moines

Billion G, Inc. d/b/a Billion Buick GMC

Billion H, Inc. d/b/a Billion Honda

Billion Hawkeye, Inc.

Billion K, Inc. d/b/a Billion Kia of Iowa City

Billion Montana Motors, Inc. d/b/a Billion Kia of Missoula

Billion Motors, Inc. d/b/a Billion Kia and Billion Used Car Superstore

Billion NSC, Inc. d/b/a Billion Nissan

Billion SC, Inc. d/b/a Billion Buick GMC Cadillac of Sioux City

Billion Southtown, Inc. d/b/a Billion Southtown

Billion T, Inc. d/b/a Billion Toyota

Billion West, Inc. d/b/a Billion Kia Rapid City

Billions Empire Motors, Inc. d/b/a Billion Hyundai, Billion Mazda and Billion Nissan

Nichols Media, Inc.

Sterling e-Marketing, Inc.

Tower Campground, LLC

VGP, Inc.

Water Solutions, Inc.

West Twelfth Properties, LLC

If you are a new employee, we would like to extend you a warm welcome to the Billion Group! We are pleased that you are joining us and we know that your contributions will assist us in remaining a leader in the communities where we operate and in our industry. If you are already an employee, we have extended our welcome before and we appreciate the hard work you do.

We are proud to have you as part of our team. To ensure continued success, we feel it is important that all employees understand our policies and procedures. As one of our employees, you will want to know what you can expect from us and what we expect from you. This Employee Handbook will give you that information by outlining our current benefits, practices and policies.

Introductory Statement

This Employee Handbook will give you important information about working at the Billion Group. The policies in this Employee Handbook explain many of the benefits of working here. This Employee Handbook also explains what we expect of you and describes many of our rules. However, not all of our policies, procedures and rules are set forth in this Employee Handbook. We have summarized only some of the more important ones. If you have any questions or concerns about this Employee Handbook or any other policy or procedure, please contact the Human Resources Department.

The Billion Group sometimes may make changes to this Employee Handbook. The Billion Group has the right to add new policies, change policies or cancel policies at any time. This Employee Handbook and its contents replace and supersede all prior versions of our handbook. Please note, however, that policies or procedures addressed elsewhere and not in this Employee Handbook are not replaced or superseded.

This Employee Handbook is not a contract of employment. No statement or provision in this Employee Handbook or in any other policy or statement of the Billion Group's beliefs (such as statements during performance evaluations or wage reviews) are or should be taken as being an express or implied promise of continuing employment. Employees are employed at-will. "At-will" means that you are free to resign at any time, with or without cause. Likewise, "at-will" means that the Billion Group may terminate your employment at any time, with or without cause or advance notice as long as we do not violate any applicable law. Also, please understand that no one has the authority to enter into an oral employment contract on the Billion Group's behalf. Only the President or a Vice President of a Billion Group company has authority to enter into a written employment contract.

The Billion Group operates in different states. This Employee Handbook is intended to comply with federal law. If a provision of this Employee Handbook conflicts with applicable state law, state law will be followed if it benefits the employee. Please see the state addendum for further information regarding rules and benefits specific to the state in which you work.

This Employee Handbook is posted to our website at www.billionbenefits.com and is available at any time for you to access and review. By using an electronic format, we can keep this Employee Handbook current as changes are made. It is your responsibility to check for updates.

EMPLOYMENT

Equal Employment Opportunity

To give equal employment and advancement opportunities to all people, we make employment decisions at the Billion Group based on each person's performance, qualifications and abilities. The Billion Group does not discriminate in employment opportunities or practices on the basis of race, color, religion, sex, national origin, age, disability, genetic information, pregnancy or any other characteristic protected by applicable local, state or federal law.

Our Equal Employment Opportunity policy covers all employment practices including, but not limited to, selection, job assignment, compensation, discipline, termination and access to benefits and training.

If you have a question about this policy or wish to make a report about possible discrimination at work, speak with the Director of Human Resources or Corporate Counsel or call or report online to our Ethics Hotline (tel. 866.91.ALERT or www.eidebailly.com/hotline). You will not be punished or retaliated against for asking questions about this policy or for reporting possible discrimination. Also, if we find out that anyone was illegally discriminating, that person will be subject to disciplinary action, up to and including termination of employment.

Sexual and Other Unlawful Harassment

It is the policy of the Billion Group that all employees shall have the right to work in an environment free from any form of unlawful harassment or discrimination.

Sexual harassment is considered discrimination and is prohibited by state and federal laws. It is the Billion Group's policy that sexual harassment will not be allowed or tolerated. It is a violation of Billion Group policy for any employee, male or female, to engage in sexual harassment as defined below. Such conduct will result in disciplinary action up to and including termination of employment.

The Equal Employment Opportunity Commission (EEOC) defines sexual harassment as follows:

Quid Pro Quo

Unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature constitute quid pro quo harassment when (1) submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment or (2) submission or rejection of such conduct by an individual is used as the basis for employment decisions affecting an individual.

Hostile Environment

A hostile environment is one in which unwelcome sexual advances, requests for sexual favors or other verbal or physical conduct of a sexual nature occur and when such conduct

has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive work environment. This may exist when co-workers (or non-employees, such as vendors, customers and clients) participate in such conduct.

Some examples of sexual harassment include but are not limited to:

- Unwanted sexual advances
- Offering employment benefits in exchange for sexual favors
- Making threatening reprisals after a negative response to sexual advances
- Visual conduct such as leering, making sexual gestures, or displaying sexually suggestive objects, videos, pictures, cartoons or posters
- Verbal conduct such as playing recordings of or making derogatory comments, sounds, epithets, slurs, sexually explicit jokes or comments or sounds about an employee's body or dress
- Verbal sexual advances or propositions
- Verbal abuse of a sexual nature, graphic verbal commentary about an individual's body, sexually degrading words to describe an individual or suggestive or obscene letters, notes or invitations
- Physical conduct such as touching, assault or impeding or blocking movement
- Retaliation for reporting harassment or threatening to report harassment

It is important to note that sexual harassment does not have to involve conduct of a sexual nature in order to constitute unlawful behavior. For example, abusive, offensive or demeaning behavior that is directed to members of one gender only (whether male or female) may be deemed a form of sexual harassment, even though the conduct was not motivated by sexual desire or gratification. In addition, harassment of a male by another male or female by another female may also constitute an unlawful form of sex discrimination.

The Billion Group is committed to providing a work environment free of any unlawful harassment not just harassment that is sexual in nature. **The Billion Group policy prohibits sexual harassment and harassment because of race, color, national origin, disability, veteran status, age, religion, pregnancy, gender identity, genetic information or any other basis protected by applicable federal, state or local law, which creates an intimidating, offensive, or hostile working environment or otherwise interferes with work performance. All such harassment is unlawful and will not be tolerated.**

If you believe you have experienced such conduct by anyone, including a supervisor, co-worker or by persons doing business with or for the Billion Group, you should tell the offender that such conduct is unwelcome and unacceptable. If the behavior does not stop, or if you are not comfortable dealing with the offender, you must immediately report such conduct in writing to your supervisor (unless you are not comfortable reporting the matter to your supervisor) or to the Director of Human Resources or Corporate Counsel or call or report online to our Ethics Hotline (tel. 866.91.ALERT or

www.eidebailly.com/hotline). Supervisors and managers are required to report to the Director of Human Resources or Corporate Counsel any report or complaint received by them of harassment or any harassment that they may observe or become aware of.

The Billion Group prohibits retaliation against any employee who reports or complains of harassment or who participates in an investigation. This does not mean that an alleged harasser who participates in the investigation will not be disciplined, up to or including termination of employment, if the investigation shows such action is warranted. All aspects of the complaint-handling procedure will be handled discreetly. However, it may be necessary to include others on a need-to-know basis.

All incidents of prohibited harassment that are reported will be investigated. The Billion Group will immediately undertake or direct an effective, thorough and objective investigation of the harassment allegations. The investigation will be completed as soon as practicable and a determination regarding the reported harassment will be made and communicated to the employee who complained and to the alleged harasser. If a complaint of prohibited harassment is substantiated, appropriate corrective action, up to and including termination of employment, will be taken. Appropriate action will also be taken to correct the effects of the harassment and to deter any future harassment.

Disability Accommodations

The Billion Group is committed to complying fully with the Americans with Disabilities Act (ADA), and related state Laws.

Reasonable accommodation will be provided to individuals with a known physical or mental disability if such accommodation would not impose an undue hardship on the Billion Group, and would enable the individual to apply for, or perform, the essential functions of the position in question.

Any applicant or employee who requires an accommodation in order to perform the essential functions of the job, including a possible leave of absence, should notify his or her supervisor and the Human Resources Department and request such an accommodation. The Billion Group will then identify possible accommodations, if any, that will help to eliminate the limitation or barrier. If the accommodation is reasonable, will not impose an undue hardship and will not pose a direct threat to the health and/or safety of the individual or others, the Billion Group will make the accommodation. The individual is required to fully cooperate with the Billion Group in seeking and evaluating alternatives and accommodations. The Billion Group may require medical verification of both the disability and the need for accommodation.

Our hiring procedures have been reviewed and they provide meaningful employment opportunities for persons with disabilities. When asked, we will make job applications available in alternative, accessible formats. We will also give assistance in completing

the application when requested. We only make pre-employment inquiries regarding an applicant's ability to perform the duties of the job.

The Billion Group is also committed to not discriminating against any qualified employee or applicant because the person is related to or associated with a person with a disability. The Billion Group will follow any applicable state or local law that gives more protection to a person with a disability than the ADA gives.

The Billion Group is committed to taking all other actions that are necessary to ensure equal employment opportunity for persons with disabilities in accordance with the ADA and any other applicable federal, state and local laws.

Anti-Retaliation

The Billion Group recognizes that retaliation against employees who exercise their lawful rights has no place in the workplace. Retaliation not only raises legal concerns, but it can also seriously damage employee morale within an organization. This policy describes how employees can make a complaint of retaliation without fear of retaliation from their supervisors or coworkers. This policy applies to all employees of the Billion Group regardless of position within the Billion Group.

Retaliation can take many forms. For purposes of this policy, retaliation means taking a "materially adverse action" against an employee because he or she:

- Opposed what he or she in good faith believed to be an unlawful or discriminatory practice of the Billion Group or its employees
- Participated in a governmental proceeding as a claimant or witness, where the purpose of the proceeding was to investigate complaints of unlawful or discriminatory conduct on the part of the Billion Group or its employees
- Exercised his or her legal rights, such as filing a report or complaint of discrimination, a claim for workers' compensation benefits or similar conduct
- Fulfilled a legal duty, such as testifying in court because he or she was subpoenaed, serving on jury duty, reporting suspected abuse or fulfilling military obligations

Taking "materially adverse action" means taking actions that would discourage a reasonable worker from opposing the practice, participating in the proceeding or otherwise taking part in the activities given as examples above. This might include actions such as refusing to hire or rehire, disciplining or discharging, refusing to promote or demoting.

If you experience or witness a violation of this policy, report it immediately to your supervisor (unless you are not comfortable reporting the matter to your supervisor) or the Director of Human Resources or the Corporate Counsel or call or report online to our Ethics Hotline (tel. 866.91.ALERT or www.eidebailly.com/hotline).

Genetic Information

Federal law prohibits employers from requesting or requiring genetic information of an individual or family member of the individual, except as specifically allowed by the law(s). We respect your medical privacy and take our responsibility to comply with these laws seriously. The Billion Group will not request or require you to provide genetic information except in those limited circumstances allowed by law. If you have any questions about this policy, please speak to the Human Resources Department. If you believe there has been a violation of this policy, please follow the procedure set forth in the Billion Group's Equal Employment Opportunity policy.

Employment Application

The employment application is an important part of the hiring process and is used for screening purposes. It provides the information necessary for selection, such as experience and skill. After you are hired, the application is kept as a permanent record in your personnel file. Falsification of an employment application may result in termination of your employment. This is the case no matter when the falsehood is discovered.

Immigration Law Compliance

The Billion Group is committed to employing only people who are United States citizens or who are aliens legally authorized to work in the United States. We do not illegally discriminate because of a person's citizenship or national origin.

The Billion Group must verify that new hires have the legal right to work and live in the United States by reviewing documentation and completing a Form I-9. This requires that you present documents establishing your identity and employment eligibility and complete Section 1 of the Form I-9 on or before your first day of work. The "List of Acceptable Documents" that you can provide can be found at www.uscis.gov. You will also be provided a copy at the time that you complete Section 1.

If you have questions or want information on the immigration laws, contact the Human Resources Department.

Personnel Data Changes

It is important that the Billion Group has certain personal information about you in our records. You need to tell us as soon as there is a change to your mailing address, telephone numbers, marital status, dependents' information, educational accomplishments and other related information. We also need to have information about who to contact in case of an emergency. Copies of current driver's licenses will be collected for updating company records upon expiration. To change your personal information or if you have questions about what information is required, contact the Human Resources Department.

Introductory Period

The Billion Group has an introductory period for all new or rehired employees. **The introductory period for you begins the first day you report to work for employment and ends 90 days later.**

During the introductory period, we will closely review and evaluate your work habits and abilities to make sure that you can perform your job satisfactorily. The introductory period also gives you time to decide if the new job meets your expectations.

While we understand that you will be learning a lot about your new job, you are still expected to perform satisfactorily. Since your employment with the Billion Group is voluntary and at-will, you may terminate your employment at any time during or after the introductory period, with or without cause or advance notice. Likewise, the Billion Group also may terminate your employment at any time during or after the introductory period, with or without cause or advance notice. Completion of the introductory period does not guarantee continued employment and does not change the at-will nature of the employment relationship.

Outside Employment and Gifts

Outside Employment

We understand that our employees may hold second jobs outside the Billion Group or be self-employed. While such activities are your personal decision to make, it is important that you remember that you bear a duty of utmost loyalty to the Billion Group and are required to devote your business time and efforts to the performance of your duties to the Billion Group and its business and affairs. Any employment or self-employment outside the Billion Group must not interfere, be competitive or conflict in any way with your duties, work schedule, attendance or performance in your position with the Billion Group, including your duty of loyalty as an employee.

Without limiting the generality of the foregoing, you must not, without the prior written authorization of the President or a Vice President of Billion Holdings, Inc., directly or indirectly work or perform services for, be engaged or solicit engagement, whether as an employee, independent contractor or on any other formal or informal basis, to perform services by, or accept or receive any current or future consideration, remuneration or compensation from, any person or entity that is a current or prospective customer, partner, reseller, distributor, supplier, lender, lessor, lessee, licensor or licensee of any company within the Billion Group. In addition, you must promptly notify in writing and in reasonable detail the President or a Vice President of Billion Holdings, Inc. should any such person or entity or a representative thereof directly or indirectly offer to you, or solicit you regarding, any such actual or prospective work, engagement, consideration, remuneration or compensation.

Gifts

The Billion Group recognizes that it is customary for some of its suppliers, customers and other business associates to occasionally give small gifts to those with whom they do business. It is important, however, that these gifts do not affect your business judgment, or give the appearance that your judgment may be affected. Accordingly, the Billion Group and you must be very careful when it comes to accepting gifts. As a general rule, you may accept gifts from suppliers, customers or other business associates, provided the gift:

- Does not create the appearance (or an implied obligation) that the gift giver is entitled to preferential treatment, an award of business, better prices or improved terms of sale
- Would not embarrass the Billion Group or the gift giver if disclosed publicly
- Is not sexually suggestive or otherwise inappropriate in nature
- **If valued \$15 or above (even if promotional in nature) or if in doubt as to whether a gift is appropriate, is reported to the Chief Financial Officer of Billion Holdings, Inc.**

The following gifts are never appropriate:

- Gifts that are prohibited by law
- Gifts given as a bribe, payoff or kickback (e.g., in order to obtain or retain business, or to secure an improper advantage, such as securing favorable tax treatment)
- Gifts the recipient knows are prohibited by the gift giver's organization

You must never ask for gifts, gratuities or other items that benefit you personally, regardless of value. You are expected to exercise good judgment in accepting gifts from suppliers, customers or other business associates. You should report to your supervisor any gift offered to or received by you if there is any doubt that the gift is appropriate.

Any gift received by you may be retained only if the Chief Financial Officer does not direct that the gift be disposed of in another way. For example, plants or flowers may be directed to be displayed in a showroom or at another central location. Gifts of food that may arrive during the holidays, and at other times of the year when gift

giving is traditional, may be directed to be distributed to staff even if addressed to a single employee. Exceptions to this Gifts policy may be made only with the permission of the President or Chief Financial Officer of Billion Holdings, Inc.

Discipline Including Termination

Since your employment with the Billion Group is voluntary and at-will, we may terminate your employment at any time, with or without cause or advance notice, if you do not comply with this Outside Employment policy or Gifts policy.

Motor Vehicle Records and Background Checks

The Billion Group reserves the right to conduct background checks of applicants for employment as well as of current employees. Background checks may consist of motor vehicle driving records, a criminal history and other information.

Employees expected to drive Billion Group or customer vehicles must provide the Billion Group with current and acceptable motor vehicle driving information.

Employment and/or assignment will be conditional pending the receipt of a report from the appropriate Department of Motor Vehicles and/or Background report that the Company considers satisfactory. If a driving record is such that the Billion Group's insurance carrier might refuse to provide coverage for that individual or, in the Billion Group's opinion, it will be unreasonably expensive to provide coverage, the applicant may be denied employment or the employee may be terminated.

Any changes in your driving record, including all traffic citations, must be reported to your supervisor and the Human Resources Department immediately. Failure to do so may result in disciplinary action up to or including termination of employment.

COMPENSATION AND HOURS OF WORK

Employee Classifications

As an employee of the Billion Group, you will fall into one of the three classifications listed below:

Full-time

All regular employees hired to work a minimum of 35 or more hours per week for a continuous and indefinite period of time. Full-time employees are eligible for benefits.

Part-time

All regular employees scheduled to work less than 35 hours per week. Part-time employees may be assigned a work schedule in advance or may work on an as-needed basis. Part-time employees are not eligible for employee benefits, except as required by applicable law. For example, part-time employees who work on average 30 or more hours per week are eligible for healthcare insurance benefits in accordance with the Affordable Care Act.

Temporary

Temporary employees are individuals hired for short-term assignments. Students who work during the summer or other persons who are employed on a seasonal basis are examples of temporary employees. Temporary employees are not eligible for employee benefits, except as required by applicable law.

As an employee of the Billion Group, you will also fall into one of the two classifications listed below:

Exempt

Exempt employees are those whose job assignments meet the federal and state requirements for overtime exemption. Exempt employees are not eligible for overtime pay. The Human Resources Department will inform you if your classification is exempt at the time of your hire. The Human Resources Department will also inform you if your classification changes -- from exempt to non-exempt, for example -- during your employment.

Non-Exempt

Non-exempt employees are eligible for overtime. The Human Resources Department will inform you if your classification is non-exempt at the time of your hire. The Human Resources Department will also inform you if your classification changes -- from non-exempt to exempt, for example -- during your employment. Please refer to the Overtime policy for more information.

If you have any questions regarding your classification, please contact the Human Resources Department.

Recording Time Worked

Government regulations require that the Billion Group keep an accurate record of time worked by all non-exempt employees in order to calculate pay and benefits, including overtime. The Billion Group also requires for its own business purposes that certain exempt employees (for example, automotive sales associates, finance & insurance employees, service technicians and others) also keep an accurate record of time worked. The Human Resources Department will inform you at the time of your hire if you are required to use the time clock to keep an accurate record of your time worked. The Human Resources Department will also inform you if this requirement changes for you during your employment.

If you are a non-exempt employee or an exempt employee who is required to use the time clock, it is mandatory that you use the time clock provided, punching in at the start and end of each work period. If you are required to use the time clock, you may leave or remain on the premises for lunch, but you must punch out and in when beginning and ending your lunch period. If you are a non-exempt employee, you are expected to take a one-half hour or hour lunch break (unless instructed differently by your supervisor) and you are expected to report to work no more than 15 minutes prior to your scheduled starting time and stay no later than 15 minutes after your scheduled workday has ended unless approved by your supervisor.

If you are a non-exempt employee or an exempt employee who is required to use the time clock and you leave your work premises for anything other than Billion Group business, you must punch out. If you leave the work premises for a work-related function, you need not punch out but must not do any personal business on Billion Group time.

If you are a non-exempt employee and forget or are unable to punch or incorrectly punch your time card, you are required to arrange for your supervisor to correct your time record electronically or to hand write the correct time and then arrange for your supervisor to initial the correction. Falsifying a time record or purposely recording time for another employee at the time clock will lead to discipline up to or including termination of employment. Discipline up to or including termination of employment may also result if an employee makes too many errors in punching in or out or repeatedly forgets to use the time clock.

The Billion Group's policy is to pay employees for all time worked as required by applicable law. We specifically prohibit employees from working "off the clock." Any non-exempt employee who is asked to work "off the clock" should report it to the Director of Human Resources. All non-exempt employees are prohibited from accessing work emails, work texts or other work communications outside of working time.

"Off the clock" means performing work without recording the time worked and, therefore, not receiving pay. It is a violation of our policy for anyone to instruct or encourage any non-exempt employee to work "off the clock," to incorrectly report hours worked or to alter another employee's time records. If anyone directs or encourages you to incorrectly

report your hours worked, or to alter another employee's time records, you must report the incident immediately to either the general manager or senior manager on site at your Billion Group company, the Director of Human Resources or the Corporate Counsel or call or report online to our Ethics Hotline (tel. 866.91.ALERT or www.eidebailly.com/hotline).

Overtime

There may be times when the Billion Group cannot meet its operating requirements or other needs during regular working hours. If this happens, we may schedule employees to work overtime hours. When possible, we will try to give you advance warning of a mandatory overtime assignment.

It is our policy that no overtime can be worked by a non-exempt employee without the approval of his or her supervisor. Working unauthorized overtime may result in discipline up to or including termination of employment.

If you are a non-exempt employee, you will receive overtime pay at one and one-half times your regular rate for all hours actually worked over 40 hours in a workweek. Overtime pay is based on the actual hours worked. For this reason, time paid for but not worked is not counted as hours worked when calculating overtime pay.

For overtime pay calculation purposes, the work week begins at the beginning of Sunday and ends at the end of Saturday.

Deductions from Exempt Employees' Compensation

Exempt employees generally will not have deductions made from their pay except as permitted by law. Deductions may include the following:

- Absences in the initial or final week of employment
- Full-day absences for personal reasons
- Full-day absences due to sickness or disability (including work-related accidents)
- Penalties imposed for infractions of safety rules
- Full-day absences caused by disciplinary suspensions imposed for infractions of written workplace conduct rules
- Full or partial day absences covered by the Family and Medical Leave Act or full day absences covered by a General Leave of Absence

Exempt employees are also subject to deductions for offsetting amounts employees receive from military leave, jury duty and appearing as a witness.

Report questions or complaints about deductions to the Human Resources Department or the Payroll Department. If it is determined that an improper deduction has been taken, the Billion Group will make full reimbursement to the affected employee.

Business Travel Expenses

We will reimburse you for your business travel expenses as described in this policy if your supervisor approves the travel in advance and we determine that the expenses were reasonably necessary to meet the objectives of the trip. Itemized receipts are required for you to be reimbursed.

Meals, Lodging and Other Travel Expenses

You will be reimbursed for reasonable meal, lodging and other travel expenses based on the Billion Group travel expense reimbursement policy then in effect. Contact the Human Resources Department about the current travel expense reimbursement policy or with questions about business travel, expense reports or any other travel issues.

We discourage you from paying for meals other than your own and recommend obtaining prior approval from your supervisor before doing so.

When a business trip ends, you must submit your completed travel expense report within 5 business days of the end of the trip. When you submit your expense report, you must also submit receipts (other than for meals) for every expense item listed in your travel expense report.

It is a very serious matter if you record false or misleading information on your expense report. You may not request reimbursement for expenses that you did not have or that were not business-related.

The general travel expense reimbursement policy outlined above is subject to change and does not apply to all travel for Billion Group business. It is important that you contact the Human Resources Department for help and questions about business travel, expense reports or any other travel issues before each business trip.

Personal Automobile Use

You are encouraged to use Billion Group vehicles whenever available for Billion Group business outside your local area. When use of a Billion Group vehicle is not possible, the Billion Group will reimburse you for use of your personal vehicle based on the Billion Group travel expense reimbursement policy then in effect. The Billion Group will not be responsible for damage to your personal auto when you are using it for a Billion Group company's business. You must have a valid updated insurance card with you whenever driving a personal vehicle.

If you are involved in an accident while on business travel, immediately report the accident to your supervisor. If you use a vehicle owned, leased, or rented by a Billion Group company, you may not use that vehicle for personal reasons unless you obtain advance approval from your supervisor.

Annual Continuous Employment Bonus for Automotive Sales Associates

Each automotive sales associate will be paid an annual bonus based on years of continuous employment as an automotive sales associate in lieu of paid time off or holiday pay. Sales managers, finance and insurance employees and other employees (other than automotive sales associates) are not eligible for this bonus.

The bonus will accrue and be payable only on the completion of each year of continuous employment (i.e., on the employee's employment anniversary date), starting at the end of the second year of continuous employment. The continuous employment bonus will be calculated based on the employee's prior calendar year's aggregate wages divided by 52 weeks.

Years of Continuous Employment	Bonus
2 – 5 years	2 weeks
6 – 10 years	3 weeks
11+ years	4 weeks

Adverse Weather

It is the policy of the Billion Group to remain open during most periods of inclement or adverse weather. However, where circumstances warrant in the judgment of the Billion Group, the Billion Group may close the premises where you work due to inclement or adverse weather. Thus, you are encouraged to monitor radio and television broadcasts during periods of adverse weather to find out if your work premises are open or closed on a given day.

Regardless of whether your work premises are open or closed, it is your responsibility to decide whether or not to come to work during adverse weather conditions. If you decide not to work on a given day, you must call and advise your supervisor about your decision.

Work Premises Closed

If you are a non-exempt employee or an exempt employee in a position that accrues PTO and your work premises are closed on a given day or you are sent home from work during the day, you will be required to use any available accrued PTO. To the extent that you do not have available accrued PTO, the time off will be unpaid except as otherwise

required by applicable law (including the Fair Labor Standards Act). If you are an exempt employee subject to discretionary time off and your work premises are closed on a given day or you are sent home from work during the day, you will receive your regular pay for the time off.

Work Premises Open

If you are a non-exempt employee or an exempt employee in a position that accrues PTO and your work premises remain open on a given day and you do not report to work, you will be required to use any available accrued PTO. To the extent that you do not have available accrued PTO, the time off will be unpaid except as otherwise required by applicable law (including the Fair Labor Standards Act). If you are an exempt employee subject to discretionary time off and your work premises remain open on a given day and you do not report to work that day, the day off will be unpaid except as otherwise required by applicable law (including the Fair Labor Standards Act).

Arriving Late or Leaving Early

You must notify your supervisor if you choose to arrive late or leave early due to inclement weather when your work premises are open. If you are a non-exempt employee or an exempt employee in a position that accrues PTO, you will be required to use any available accrued PTO. To the extent that you do not have available accrued PTO, the time off will be unpaid except as otherwise required by applicable law (including the Fair Labor Standards Act).

TIME OFF BENEFITS

Accrued Paid Time Off (PTO) for Non-Exempt Employees and Certain Exempt Employees

Paid Time Off (PTO) is a benefit provided by the Billion Group to certain employees so they may enjoy rest and relaxation away from work. The Billion Group considers this time of rest to be valuable. All eligible employees are strongly encouraged to take all PTO to which they are entitled. However, eligible employees may not take time off in excess of their then available accrued PTO.

Eligibility

The following employees are eligible for PTO:

- Employees who are non-exempt and full-time (i.e., scheduled to work 35 or more hours per week)
- Certain full-time exempt employees (for example at January 1, 2017, service technicians and certain detail techs in our motor vehicle service centers and collision/body shops)

The Human Resources Department will inform you at the time of your hire if you are eligible for PTO.

Accrual of PTO

Each employee eligible for PTO accrues PTO benefits on a monthly basis, beginning on the first day of third calendar month (the “PTO Start Month”) that begins after the first day you report to work for employment (your “Start Date”) and is accrued only after you have completed the entire calendar month in the employment of the Billion Group and without a leave of absence. For example, if you are an eligible employee and the first day you report to work for employment is January 15, 2017, your PTO benefit first accrues at the end of April 2017.

The PTO benefit for any month accrues only after you have completed the entire calendar month in the employment of the Billion Group and without a leave of absence. For example, if you are an eligible employee and the first day you report to work for employment is January 15, 2017, your first PTO benefit of 8 hours per month accrues only if and when you have completed the entire month of April 2017. Once the 8 hours of PTO for April 2017 have accrued, they become available for your use from on and after May 1, 2017.

Hours of PTO accrue as follows:

Time Period	Monthly Accrual Rate	Maximum Accrual
Up to the PTO Start Month	0 hours	0 hours
From your PTO Start Month through the beginning of the month in which the 3 rd anniversary of your Start Date falls	8 hours	136 hours
From the beginning of the month in which the 3 rd anniversary of your Start Date falls through the beginning of the month in which the 6 th anniversary of your Start Date falls	10 hours	160 hours
From the beginning of the month in which the 6 th anniversary of your Start Date falls through the beginning of the month in which the 9 th anniversary of your Start Date falls	12 hours	184 hours
From the beginning of the month in which the 9 th anniversary of your Start Date falls	14 hours	208 hours

Once you reach the maximum accrual applicable to you, no additional hours will accrue until the PTO in your account falls below the applicable maximum accrual.

For example, if you are an eligible employee and the first day you report to work for employment is January 15, 2017, your PTO benefit of 8 hours per month that begins to accrue in April 2017 accrues only after you have completed the entire month of April 2017. Once the 8 hours of PTO for April 2017 have accrued, they become available for your use from on and after May 1, 2017. Provided that you remain in the continuous employment of the Billion Group, your monthly PTO accrual rate will change from 8 hours per month to 10 hours per month beginning on January 1, 2020.

Use of Available Accrued PTO

Use of your accrued and unused PTO must be scheduled with and approved by your supervisor in advance. The only exception is an absence due to illness or an emergency which cannot be scheduled in advance. In the event of an illness, your supervisor should be notified as early as possible. The Billion Group may deny any request to use PTO based on our business needs.

You must use available accrued PTO benefits for FMLA leave and all other leaves and absences, except only when receiving short term disability benefits or workers' compensation benefits. You must use available accrued PTO time in two, four, six or

eight-hour increments. You are not permitted to work extra hours in exchange for time off. For example, you normally may not work ten hours one day and six hours the next.

When you use available accrued PTO, the PTO hours that you use are not counted as hours worked when calculating overtime.

Voluntary or Involuntary Termination of Employment

Upon termination, employees with accrued unused PTO will be paid for 50% of their accrued unused PTO benefits, except as required by applicable law.

Discretionary Time Off for Exempt Employees

Exempt employees generally must work 40 or more hours per week. Therefore, we believe exempt employees should share the responsibility for managing their time and collaborate and communicate with their department and supervisor to support each other whenever possible with the workload.

Automotive Sales Associates

Automotive sales associates are not eligible for accrued PTO benefits or holiday pay, and no PTO accrues for automotive sales associates at any time. "Automotive sales associates" includes all sales representatives in our dealerships, but does not include sales managers or general managers. Automotive sales associates are allowed Sundays and holidays off and a total of 5 other discretionary days off per month when your Billion Group company is open, without loss of pay. These 5 days off will include days off, with the prior approval of your sales manager or general manager, as well as any other days off for illness or unforeseen circumstances.

If (1) you are an automotive sales associate, (2) you are credited with less than 10 motor vehicle sales or lease transactions in a calendar month, and (3) you have more than 5 days off in that month, your salary will be reduced by \$100 per missed day starting with the 6th day off.

Exempt Employees (Other than Exempt Employees Who Are Eligible for PTO and Automotive Sales Associates)

Exempt employees (other than exempt employees who are eligible for PTO and automotive sales associates) are provided with the flexibility to take discretionary time off, with the prior approval of their supervisor, without loss of pay from time to time as business needs permit, as long as there is no abuse of this policy and all work is responsibly and timely handled. This policy does not apply to extended absences that are normally covered under a leave of absence policy, such as FMLA leave or a General Leave of Absence. No PTO accrues for exempt employees (other than exempt employees who are eligible for PTO) at any time.

The Human Resources Department will inform you at the time of your hire if you are eligible for discretionary time off.

General Provisions

The following are provisions applying to discretionary time off without loss of pay for you if you are an exempt employee (other than exempt employees who are eligible for PTO), whether you are an automotive sales associate or another exempt employee:

- No PTO accrues for you at any time
- You should discuss discretionary time off plans with your supervisor
- Discretionary time off must be scheduled with and approved by your supervisor in advance, except for illness or other unforeseen circumstances
- Discretionary time off for a period of more than one week should be pre-approved by your supervisor at least one month in advance
- You are encouraged to schedule discretionary time off for times that will not cause significant disruption to business operations
- Extended time off due to illness and/or injury or leaves of absence including, but not limited to Family and Medical Leave Act leaves of absence and General Leaves of Absence are not covered under this policy. Discretionary time off cannot be used for these types of lengthier absences
- Since you do not accrue PTO, you do not receive compensation for any PTO when your employment with the Billion Group terminates
- If your performance declines, in the Billion Group's judgment, as a result of time off under this policy, the Billion Group reserves the right to review your continued eligibility for time off under this policy
- Abuse of this policy may lead to discipline up to or including termination of employment

Holidays

The Billion Group generally gives time off to employees on the following holidays:

- New Year's Day (January 1)
- Independence Day (July 4)
- Thanksgiving
- Memorial Day
- Labor Day
- Christmas

In the event that a holiday falls on a Saturday or Sunday, the holiday will be at the discretion of the Billion Group. For business reasons, dealerships premises may be open and employees may be required to work on any given holiday.

If you are a full-time non-exempt employee or a full-time exempt employee eligible for PTO, you will be paid for holiday time off on holidays falling more than 90 days after you first report to work for employment. If you are eligible, your holiday pay will be calculated at your regular pay rate as of that holiday multiplied by 8 hours. Employees must work their full scheduled day before and after the holiday to receive holiday pay, unless with the approval of your supervisor you use available accrued PTO or discretionary time off. A full day may consist of a combination of four hours worked and four hours PTO. Non-exempt employees and exempt employees who are eligible for PTO who miss the

first scheduled day of work before or after the holiday and have no accrued PTO available (or do not receive approval to use available accrued PTO) will not receive holiday pay.

Non-exempt employees and exempt employees who are eligible for PTO who work a full day on a holiday will be paid their normal rate of pay, or overtime rate if applicable, and are entitled to eight hours of additional compensation.

We do not count holiday paid time off as hours worked when calculating overtime.

Exempt employees (other than exempt employees who are eligible for PTO) will be paid the same pay for the week in which the holiday occurs as they would have been paid had there been no holiday. Automotive sales associates' pay is not affected by a holiday.

Bereavement Leave

The Billion Group provides bereavement leave to full-time employees (i.e., an employee scheduled to work 35 or more hours per week) who wish to take time off in the event of a death of an immediate family member (spouse, parent, step-parent, child or step-child) or a close relative (brother, step-brother, sister, step-sister, half-sister, and half-brothers, grandparent, grandparent of spouse, parent or step-parent of spouse or grandchildren), as described below. Employees are not required to complete the introductory period prior to being eligible for this benefit.

Immediate Family

If you are a full-time employee and a death in your immediate family occurs, you are allowed up to three days of absence from regularly scheduled workdays within two weeks after the death. You will be paid up to a maximum of eight (8) hours per day for each such day of absence. One of the days off must be the day of the funeral. If you are notified of a death in your immediate family while at work, you will also be paid for the remainder of the scheduled hours that day, if approved by your supervisor.

With your supervisor's approval, you may also use available accrued PTO benefits, if you need more time off.

Close Relative

In the event of a death of a close relative, you, as a full-time employee, are allowed up to one day off with pay, up to a maximum of eight hours. The day off must be the day of the funeral.

General

All time off in connection with the death of an immediate family member or a close relative must be scheduled with your supervisor.

We do not count bereavement leave paid time off as hours worked when calculating overtime.

With the approval of your supervisor, time off without pay will be allowed if you desire to attend the funeral of an employee. Notice should be given to your supervisor prior to your attendance at the funeral.

Jury Duty

The Billion Group encourages you to fulfill your civic responsibilities by serving jury duty if you are summoned or called.

When you receive a summons to serve as a juror, you must fill out an override and attach the summons or subpoena. You must submit the request to your supervisor for approval. Approved requests and summons must be sent to the Payroll Department.

Leave for jury duty is unpaid. If you are a non-exempt employee, you may make a request to use any available accrued PTO benefits you have in order to be paid for jury duty leave. If you are an exempt employee, you may request to use discretionary paid time off in order to be paid for jury duty leave. No PTO accrues during any leave for jury duty.

You must notify your supervisor each day you are scheduled to report for jury duty.

General Leaves of Absence

You may request a General Leave of Absence for non-family or non-medical reasons. You may also request a General Leave of Absence for family or medical reasons if you are not eligible for Family and Medical Leave or you have exhausted Family and Medical Leave. You become eligible for consideration for a General Leave of Absence after completing your introductory period. The maximum length of time available for a General Leave of Absence is generally 21 consecutive calendar days. Requests for a General Leave of Absence are subject to the approval of the Billion Group in its discretion.

All General Leaves of Absence are without pay. If you have available accrued PTO, it must be used before you are eligible for consideration for a General Leave of Absence.

You must submit a request for a General Leave of Absence to your supervisor and to the Director of Human Resources as far in advance of the anticipated leave date as practicable. In most cases, the request should be submitted at least 30 days prior to the anticipated leave date. You may not take a General Leave of Absence unless you receive prior written approval from both your supervisor and the Director of Human Resources. If the absence is due to an unforeseeable emergency, you or a member of your immediate family must inform your supervisor as soon as possible.

If a request for a General Leave of Absence is based on medical reasons, you must submit medical documentation of the need for leave. The medical documentation should include the length of time for which you need leave. Upon returning, you must provide

the Billion Group with a release to return to work signed by your doctor. The Billion Group reserves the right to obtain an opinion from the Billion Group's doctor as well.

PTO hours will not accrue during any portion of a General Leave of Absence. Continuation of health and other insurance benefits will generally be available during a General Leave of Absence, subject to the terms, conditions and limitations of the applicable plans and policies. However, you will be responsible for the payment of all premiums (including the amount, if any, that the Billion Group would pay if you were not on a General Leave of Absence) required to maintain your benefits. Arrangements regarding insurance and payment of insurance premiums should be taken care of prior to the commencement of a General Leave of Absence.

If you are on a General Leave of Absence, you should confirm your return date at least three days before returning to work. Any request for additional leave must be made as a new request for a General Leave of Absence. We will make reasonable efforts to place you in your former position or a position comparable in status and pay. If you fail to return from a General Leave of Absence on the scheduled date of return or accept other employment while on leave, you will be considered to have voluntarily terminated your employment with the Billion Group.

Military Leave

The Billion Group will grant a military leave of absence if you are absent from work because you are serving in the U.S. uniformed services in accordance with the Uniformed Services Employment and Reemployment Rights Act (USERRA) and applicable state law. You must give your supervisor and the Human Resources Department advance notice of upcoming military service and provide a copy of your orders unless military necessity prevents advance notice or it is otherwise impossible or unreasonable.

You will not be paid for military leave. However, if you have available accrued PTO, you may use any available accrued PTO to help pay for the leave.

Continuation of health insurance benefits is available as required by USERRA based on the length of the leave and subject to the terms, conditions and limitations of the applicable plans for which you are otherwise eligible. You must provide your new address to the Human Resources Department to help coordinate the continuation of benefits.

If you are on military leave, you must apply for reemployment in accordance with USERRA and applicable state laws.

When you return from military leave (depending on the length of your military service in accordance with USERRA), you will be placed either in the position you would have attained if you had stayed continuously employed or in a comparable position. For the purpose of determining benefits that are based on length of service, you will be treated as if you had been continuously employed.

If you have questions about military leave, contact the Human Resources Department for more information.

Family and Medical Leave Act

The Billion Group strongly supports the benefits provided for eligible covered employees under the Family and Medical Leave Act (FMLA). The following is a summary of the FMLA, and is subject to and qualified in its entirety by the provisions of the FMLA and regulations promulgated thereunder. You should contact the Human Resources Department with specific questions

Basic Leave

Any employer covered by FMLA is required to provide up to 12 weeks of unpaid, job-protected leave to any eligible employee for the following reasons:

- For incapacity due to pregnancy, prenatal medical care or child birth
- To care for the employee's child after birth, or placement for adoption or foster care
- To care for the employee's spouse, son or daughter (including step children), or parent who has a serious health condition
- For a serious health condition that makes the employee unable to perform the employee's job

An eligible employee may take a leave of absence for one or more of the above reasons for up to a total of 12 weeks in a 12-month period. The 12-month period is determined on a "rolling" basis, measured backward from the date an employee uses any FMLA leave. For example, if you use 4 weeks beginning February 1, 2017 and need leave on December 1, 2017, the Billion Group will look back 12 months from December 1, 2017 to determine how many weeks of leave you have remaining. In this case, you would have eight weeks of leave remaining on December 1, 2017 to use.

Military Family Leave

An eligible employee with a spouse, son, daughter or parent on "covered active duty" as that term is defined in the Family and Medical Leave Act may use the 12-week leave to address certain a "qualifying exigency." Qualifying exigencies may include attending certain military events, arranging for alternative childcare, providing parental care for a military member's parent who is incapable of self-care, addressing certain financial and legal arrangements, attending certain counseling sessions and attending post-deployment reintegration briefings. Qualifying exigencies may also include up to 15 days of leave for periods of rest and recuperation for the covered service member, leave of up to seven days as a result of short-notice deployment, or leave for other activities arising out of the service member's covered active duty. This leave may be taken for up to 12 weeks in a 12-month period. The 12-month period is determined on a "rolling" basis, measured backward from the date an eligible employee uses any FMLA leave as described in further detail above.

FMLA also includes a special leave that permits an eligible employee to take up to 26 weeks of unpaid, job-protected leave to care for a covered service member during a single 12-month period. A covered service member is a current member of the Armed Forces, including a member of the National Guard or Reserves, who is undergoing medical treatment, recuperation or therapy; is otherwise in outpatient status or is otherwise on the temporary disability retired list for a serious injury or illness. A covered service member also includes covered veterans who are undergoing medical treatment, recuperation or therapy for a serious injury or illness if the veteran was a member of the Armed Forces and was discharged or released under conditions other than dishonorable at any time during the five years preceding the first date an employee takes FMLA leave to care for the covered veteran. Please keep in mind that the FMLA definitions of “serious injury or illness” for current service members and veterans are distinct from the FMLA definition of “serious health condition.” The single 12-month period is measured forward beginning from the date an eligible employee’s first FMLA leave to care for the covered service member begins. While a total of 26 weeks of leave may be allowed, please keep in mind that an eligible employee’s leave to care for the ill or injured covered service member and leave for any of the other reasons under FMLA cannot exceed a total of 26 weeks in a single 12-month period.

Benefits and Protections

During FMLA leave, the Billion Group will maintain the eligible employee’s health coverage under any “group health plan” on the same terms as if the employee had continued to work, as required by the Family and Medical Leave Act. The Billion Group may recover from an employee its portion of the premiums paid to maintain an employee’s health insurance coverage during FMLA leave if the employee fails to return to work after the employee’s FMLA leave has expired, unless such failure to return to work is due to (1) the continuation, recurrence or onset of a serious health condition or (2) other circumstances beyond the employee’s control. Upon return from FMLA leave, most employees must be restored to their original or equivalent positions with equivalent pay, benefits and other employment terms.

Use of FMLA leave does not result in the loss of any employment benefit that accrued prior to the start of an eligible employee’s FMLA leave. However, benefits such as PTO do not accrue during the period of any FMLA leave.

Eligibility Requirements

An employee is eligible for FMLA leave if: (1) the employee has worked for the Billion Group for at least one year in the last seven years; (2) the employee has worked at least 1,250 hours for the Billion Group during the 12 months immediately preceding the commencement of the leave; and (3) the Billion Group employs at least 50 employees within 75 miles.

Definition of Serious Health Condition

A serious health condition is an illness, injury, impairment or physical or mental condition that involves either an overnight stay in a medical care facility, or continuing treatment by a health care provider for a condition that either prevents the employee from performing

the functions of the employee's job, or prevents the covered family member from participating in school or other daily activities.

Subject to certain conditions, the continuing treatment requirement may be met by a period of incapacity of more than three full consecutive calendar days combined with at least two visits within 30 days of the first day of incapacity to a health care provider or one visit and a regimen of continuing treatment, or incapacity due to pregnancy, or incapacity due to a chronic condition. The first treatment visit must take place within seven days of the commencement of the incapacity. Other conditions may also meet the definition of continuing treatment.

Use of Leave

An employee does not need to use FMLA leave in one block. Leave can be taken intermittently or on a reduced leave schedule when medically necessary. Leave for birth or placement of a child for adoption or foster care must be taken in one block of time (as opposed to intermittently or on a reduced leave schedule) and must be concluded within 12 months of the birth or placement.

Employees must make reasonable efforts to schedule leave for planned medical treatment so as not to unduly disrupt Billion Group operations. Leave due to qualifying exigencies may also be taken on an intermittent basis.

Leave Taken by Spouses

Spouses who are both employed by the Billion Group are limited during any 12-month period to a combined total of 12 weeks of: (1) family leave which is taken for the birth or placement into the spouses' family of a child for adoption or foster care; or (2) leave taken to care for a sick parent who has a serious health condition.

PTO and FMLA Leave

The Billion Group requires the use of available accrued PTO during FMLA leave unless the employee is receiving short-term disability benefits or workers' compensation benefits. If the employee is receiving such benefits, available accrued PTO can be used upon agreement by the Billion Group and the employee.

Employee Responsibilities

An employee must provide 30 days' advance notice of the need to take FMLA leave when the need is foreseeable. When 30 days' notice is not possible, the employee must provide notice as soon as practicable and generally must comply with the Billion Group's normal call-in procedures. When taking leave on an intermittent basis or leave for an indefinite or unknown duration, the employee must comply with the Billion Group's daily call-in requirements to report their absence.

An employee must provide sufficient information for the Billion Group to determine if the leave may qualify for FMLA protection and the anticipated timing and duration of the leave. Sufficient information may include that the employee is unable to perform job functions, that a covered family member is unable to perform daily activities, the need for

hospitalization or continuing treatment by a health care provider, or circumstances supporting the need for military family leave. An employee also must inform the Billion Group if the requested leave is for a reason for which FMLA leave was previously taken or certified. An employee also must provide a medical certification and periodic recertification supporting the need for leave.

An employee who fails to return a requested certification within 15 days, absent circumstances beyond the employee's control, may jeopardize the employee's rights and benefits under the Family and Medical Leave Act, and may be subject to discipline, up to or including termination of employment, for being absent without being on approved leave.

The first time an employee requests leave for a qualifying exigency arising out of covered active duty, the employee must provide the Billion Group with a copy of the active duty orders or other documentation issued by the military which indicates that the covered military member is on covered active duty and the dates of the covered military member's covered active duty. The Billion Group may require copies of new active duty orders or other documentation issued by the military if the need for leave because of a qualifying exigency arises out of a different covered active duty of the same or a different covered military member. Completion of a certification form provided by the Billion Group will also be required.

An employee returning from a leave due to the employee's own serious health condition must provide a note from his or her doctor releasing the employee to work and addressing his or her ability to perform the essential functions of the job.

Employer Responsibilities

The Billion Group will inform an employee requesting leave whether the employee is eligible under the FMLA. If the employee is eligible, the notice will specify any additional information required as well as the employee's rights and responsibilities. If the employee is not eligible, the Billion Group will provide a reason for the ineligibility.

The Billion Group will inform an employee if leave will be designated as FMLA-protected and the amount of leave counted against the employee's FMLA leave entitlement. If the Billion Group determines that the leave is not FMLA-protected, the Billion Group will notify the employee.

FMLA Leave and Work-Related Injuries or Illnesses

An employee who suffers a work-related injury or illness that constitutes a serious health condition under the FMLA will be granted FMLA leave, if otherwise eligible for FMLA leave. Workers' compensation leave and FMLA leave will run concurrently.

Failure to Return to Work

An employee who is unable to return to work at the expiration of FMLA leave must contact the Human Resources Department to determine if the Billion Group has other forms of leave that the employee may use. An employee who does not report for work at the

conclusion of FMLA leave and who has not contacted the Billion Group requesting an extension of leave will be considered to have voluntarily terminated employment with the Billion Group.

An employee who is unable to return to work after 12 weeks of FMLA leave may request additional leave under the General Leave of Absence policy. In that case, the provisions of the General Leave of Absence policy will apply, not the provisions of this Family and Medical Leave policy. An employee who wishes to request leave time for medical or family reasons who is not eligible for leave under this FMLA policy may request leave under the General Leave of Absence policy.

Other Employment While on FMLA Leave

An employee is prohibited from working for another employer while on FMLA leave. If an employee on FMLA leave does so, the employee will be considered to have voluntarily terminated employment with the Billion Group.

Unlawful Acts by Employers and Enforcement

FMLA makes it unlawful for an employer to:

- Interfere with, restrain or deny the exercise of any right provided under FMLA
- Discharge or discriminate against any person for opposing any practice made unlawful by FMLA or for involvement in any proceeding under or relating to FMLA

The Billion Group fully complies with the FMLA and prohibits all employees from engaging in these unlawful acts. If you believe any of the Billion Group's employees have engaged in these unlawful acts, you should report the matter to your supervisor (unless you are not comfortable reporting the matter to your supervisor) and to the Director of Human Resources or the Corporate Counsel or call or report online to our Ethics Hotline (tel. 866.91.ALERT or www.eidebailly.com/hotline). Retaliation against an individual for bringing a complaint to the Billion Group's attention is strictly prohibited.

An employee may file a complaint with the U.S. Department of Labor or may bring a private lawsuit against an employer.

FMLA does not affect any federal or state law prohibiting discrimination, or supersede any state or local law or collective bargaining agreement which provides greater family or medical leave rights.

Special Leaves

In some states where we operate, state law may require special types of leave or greater leave rights than contained in our policies. In those cases, the Billion Group will follow applicable state law. Information regarding these special leave situations under state law is covered by the attached state addendum.

BENEFITS

Benefits

The Billion Group sponsors benefits programs for full-time (i.e., scheduled to work 35 or more hours per week) employees, except that as required by applicable law. For example, part-time employees who work on average 30 or more hours per week are eligible for healthcare insurance benefits in accordance with the Affordable Care Act. In addition to receiving a competitive salary or wages and having an equal opportunity for professional development and advancement, you may be eligible to enjoy other benefits that will enhance your job satisfaction.

A good benefits program is a solid investment in the Billion Group's employees. The Billion Group will periodically review the benefits program and make modifications as deemed appropriate by the Billion Group.

This section of the Employee Handbook is meant to highlight some features of our benefits programs. Our group health and related programs are described more fully in Summary Plan Description booklets, provided to you when you are eligible to participate in these programs.

In the event anything in this Employee Handbook is different from the information in the plan booklets and documents, the plan booklets and documents will govern in all cases.

The Billion Group reserves the right to modify, add or delete the benefits it offers at any time.

Health Insurance

Details of the health insurance plan are described in the Summary Plan Description (SPD). An SPD and information on cost of coverage will be provided in advance of enrollment to eligible employees. Contact the Human Resources Department for more information about health insurance benefits.

Workers' Compensation Insurance

The Billion Group provides a comprehensive workers' compensation insurance program to our employees. This program does not cost you anything.

The workers' compensation program covers injuries or illnesses that occur as a result of or during the course of your employment that require medical, surgical or hospital treatment. Subject to legal requirements, workers' compensation insurance begins after a short waiting period.

It is very important that you tell your supervisor immediately about any work-related injury or illness, regardless of how minor it might seem at the time. Prompt reporting helps to make sure that you qualify for coverage as quickly as possible and lets us investigate the matter promptly.

Workers' compensation covers only work-related injuries and illnesses. Neither the Billion Group nor its insurance carrier will pay workers' compensation benefits for injuries that might happen if you voluntarily participate in an off-duty recreational, social or athletic activity that we might sponsor.

Please realize that in some cases, workers' compensation benefits may be denied if the injury is the result of willful misconduct or you do not report an injury in the time period required by applicable law.

If you have available accrued PTO, you are required to use your PTO until workers' compensation pay becomes available.

Benefits Continuation: COBRA

The federal Consolidated Omnibus Budget Reconciliation Act (COBRA) helps employees and their dependents to continue their health insurance even if they are no longer eligible under our health plan.

There are strict rules about when you can use COBRA. COBRA lets an eligible employee and dependents choose to continue their health insurance when a "qualifying event" happens. Qualifying events include the employee's resignation, termination, leave of absence, shorter work hours, divorce and legal separation, entitlement to Medicare benefits or death. Another qualifying event is when a dependent child stops being eligible for coverage under your health insurance.

If you continue your insurance under COBRA, you will pay the full cost of the insurance at the Billion Group's group rates plus an administration fee. When you become eligible for our health insurance plan, we will give you a written notice describing your COBRA rights. Because the notice contains important information about your rights and what to do if you need COBRA, be sure to read it carefully.

Employee Discounts

The Billion Group may provide discounts to its employees in connection with motor vehicle purchases and maintenance and repair services from time to time in its discretion. These discounts vary from time to time due to changes in vehicle availability and manufacturers' incentive programs. You should contact the appropriate dealership general manager or service manager when you are interested in purchasing a vehicle or having it serviced to determine your eligibility and for other details.

EMPLOYEE CONDUCT

Employee Conduct and Work Rules

Employees are expected to act in a professional manner at the workplace at all times. This extends to the behavior of an employee around customers, suppliers and other visitors, and includes all times the employee is engaged in work-related activities, whether on Billion Group property or at another location.

While it is impossible to list every action that is unacceptable conduct, the following lists some examples. This is not an exhaustive list. Employees who break work rules such as these may be subject to disciplinary action, up to and including termination of employment:

- Theft or other unlawful or inappropriate removal, possession, use or disclosure of property or of confidential information
- Acceptance or solicitation of a kickback, bribe, substantial gift or special consideration
- Falsification of employment records, timekeeping or other Billion Group records
- Fighting or threatening or engaging in violence
- Possession of dangerous or unauthorized materials, such as explosives or firearms or illegal drugs in the workplace, while on duty, or while operating employer-owned vehicles or equipment
- Sexual or other unlawful or unwelcome harassment, discrimination or other conduct
- Negligence or improper conduct leading to personal injury or property damage
- Violation of safety or health rules
- Disobeying a direct work order
- Smoking in prohibited areas
- Unauthorized absence from work station during the workday
- Violation of any policy in this Employee Handbook
- Unsatisfactory performance or conduct

Although employment may be terminated at will by either the employee or the Billion Group at any time, without following any formal system of discipline or warning, the Billion Group may exercise discretion to utilize forms of discipline other than termination of employment. Examples of less severe forms of discipline include verbal warnings, written warnings, demotions and suspensions. While one or more of these forms of discipline may be taken, no formal order or procedures are necessary.

This statement of prohibited conduct does not alter or limit the policy of employment at-will. Either you or the Billion Group may terminate the employment relationship at any time for any reason, with or without cause and with or without notice.

Personal Automobile and Other Personal Property

The Billion Group will not be responsible for your personal property that is lost, damaged or stolen.

Personal Automobile Use

You are encouraged to use a Billion Group vehicle whenever available for the business of a Billion Group company outside your local area. When use of a Billion Group vehicle is not possible, the Billion Group will reimburse you for use of your personal vehicle based on the Billion Group travel reimbursement policy then in effect. The Billion Group will not be responsible for damage to your personal auto when you are using it for a Billion Group company's business. You must have a valid updated insurance card with you whenever driving a personal vehicle.

Other Personal Property

If you bring personal property/items/belongings into the office or on the property of a Billion Group company, you are responsible to keep track of them. If you do bring personal property, you need to understand that it will not be covered under the Billion Group's insurance and because of limitations on personal homeowners' policies, it may not be covered under your homeowner's coverage either.

Also, the Billion Group prohibits any items on the premises or worksite that are sexually suggestive or demeaning to specific individuals or groups, along with firearms or other weapons. Employees should understand that all personal property brought onto Billion Group's premises may be inspected for purposes of enforcing the Billion Group's policies and to protect against theft.

Licensing

In general, all positions with the Billion Group require the holding of a valid driver's license as long as the requirement would not violate any applicable law. For example, a driver's license is required for all automotive sales associates, service technicians and other positions. Please realize that if you lose a required license for any reason or become too expensive, in the Billion Group's opinion, for the Billion Group to insure you for your driving duties, you may become ineligible for continued employment.

Solicitation and Distribution

In the interest of maintaining the proper working environment, preventing interference with work and preventing inconvenience to others, employees may not distribute literature or printed materials of any kind, sell merchandise, solicit financial contributions or solicit for any other cause during working time. Employees who are not on working time (e.g., those on lunch hour, paid or unpaid breaks or prior to or after their shift) may not solicit

employees who are on working time or customers or other visitors for any cause or distribute literature of any kind to them. Furthermore, employees may not distribute literature or printed material of any kind in working areas at any time. Non-employees are likewise prohibited from distributing material or soliciting employees or customers or other visitors on Billion Group's premises at any time.

Bulletin boards are reserved for the exclusive use of the Billion Group for posting work-related notices or notices that must be posted pursuant to local, state or federal law. From time to time, special notices and information for employees may be posted by the Billion Group on bulletin boards. Please check the boards regularly for these notices. Employee postings, third party postings and other postings are not permitted.

Business Ethics and Conduct

We expect Billion Group employees to be ethical in their conduct. Our continued success depends on our customers' and the public's trust. Employees owe a duty to the Billion Group and our customers to act in ways that will earn the continued trust and confidence of the public.

As an organization, the Billion Group will comply with all applicable laws and regulations. We expect all directors, officers and employees to conduct business in accordance with all relevant laws and not to do anything that is illegal, dishonest or unethical. The Billion Group requires you to carefully follow all laws and regulations and to observe high standards of conduct and personal integrity.

If you use good judgment and observe high standards of conduct and personal integrity, you will make good decisions. However, if you are not sure if an action is ethical or proper, you should discuss the matter openly with your supervisor (unless you are not comfortable reporting the matter to your supervisor) and Corporate Counsel.

It is the responsibility of every Billion Group employee to comply with our policy of business ethics and conduct. Employees who ignore or do not comply with this standard of business ethics and conduct may be subject to disciplinary action, up to and including termination of employment.

Conflicts of Interest

The Billion Group has guidelines to avoid real or potential conflicts of interest. It is your duty as an employee of the Billion Group to follow the following guidelines about conflicts of interest. If this is not clear to you or if you have questions about conflicts of interest, contact the Human Resources Department.

What is a conflict of interest? Generally, an actual or potential conflict of interest is when you are in a position to influence a decision or have business dealings on behalf of the Billion Group that might result in a personal gain for you or for one of your friends or relatives.

Confidential Information

The Billion Group's trade secrets and confidential information is vital to the current operations and future success of the Billion Group companies. Each employee must use all reasonable care to protect or otherwise prevent the unauthorized disclosure of any trade secrets or confidential information. In no event may trade secrets or confidential information be disclosed or revealed within or outside the Billion Group without proper authorization or purpose. If you are uncertain whether certain information should be treated as confidential or as a trade secret, you should seek clarification from your supervisor and from the Human Resources Department or Corporate Counsel.

Confidential information includes, but is not limited to, the following examples:

- business plans
- business methods
- customer lists
- computer processes
- computer programs and codes
- customer preferences
- customer personal and financial information, including but not limited to all information about customers or potential customers made that either (1) identifies or can be used to identify an individual (name, signature, employee identification numbers, government-issued identification numbers, addresses, telephone numbers, zip codes, e-mail addresses, etc.) or (2) relates to an individual's finances or accounts (loan information, financial account numbers, credit report information, income, payment passwords/PINs, answers to security questions, etc.)
- marketing strategies
- new materials research
- pending projects and proposals
- proprietary production processes
- research and development strategies
- scientific data
- scientific formulae
- scientific prototypes
- technological data
- technological prototypes
- financing methods
- methods of competing
- inventions

If you have access to trade secrets or confidential information, we may ask that you sign a non-disclosure agreement as a condition of your employment or continued employment.

If you improperly use or disclose a trade secret or confidential information, or permit others to do so, or fail to report a violation of this policy to your supervisor and Corporate Counsel, you will be subject to disciplinary action, up to and including termination of employment and legal action. This applies even if you do not get any benefit from releasing the information.

However, please be aware that under the federal Defend Trade Secrets Act of 2016, an employee will not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that: (1) is made (a) in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney; and (b) solely for the purpose of reporting or investigating a suspected violation of law; or (2) is made to the employee's attorney in relation to a lawsuit for retaliation against the employee for reporting a suspected violation of law; or (3) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal.

Drug and Alcohol Use

The Billion Group is committed to being a drug-free, alcohol-free, healthful and safe workplace. You are required to come to work in a mental and physical condition that will allow you to perform your job satisfactorily.

Billion Group employees may not use, possess, manufacture, distribute, dispense, sell or be under the influence of alcohol or illegal drugs while on Billion Group premises while conducting any business-related activity away from Billion Group premises, or at any time while using any Billion Group-owned vehicle or equipment. You may use legally prescribed drugs on the job only if they do not impair your ability to perform the essential functions of your job effectively and safely without endangering yourself or others.

If you violate this policy, it may lead to disciplinary action, up to and including termination of employment. We may also require that you participate in a substance abuse rehabilitation or treatment program in order to continue employment.

If you have questions about this policy or concerns related to drug or alcohol use at work, you should raise your questions or concerns with the Human Resources Department.

Employees must tell their supervisor if they are taking medication which they believe is impacting their ability to perform their work in a safe manner.

Customer Relations

Our customers are very important to us. Every employee represents the Billion Group to customers and the public. Our customers judge all of us by how we treat them. One of the highest priorities at the Billion Group is to help any customer or potential customer. Nothing is more important than being courteous, honest, friendly, prompt and helpful to customers.

Your contacts with the public, your telephone manners and any communications you send to customers reflect not just on you but also on the professionalism of the Billion Group. Good customer relations can build greater customer loyalty and increased profits.

Weapons

For the safety of our employees and customers, the Billion Group prohibits the possession or use of any and all weapons on Billion Group property or while conducting the business of any Billion Group company. The following rules apply to all Billion Group employees:

- Employees may not carry or possess firearms or other weapons of any kind on Billion Group premises. Billion Group premises include working areas, common areas, outside areas, break rooms, locker rooms or rest rooms
- Employees may not carry or possess weapons of any kind while conducting the business of any Billion Group company outside of Billion Group property or while operating a Billion Group vehicle
- Employees who are aware of an unauthorized weapon on the premises should notify a supervisor immediately

If a supervisor suspects an employee of carrying a weapon, the employee may be requested to submit to a voluntary, private, minimally intrusive search.

Violation of this policy will result in discipline up to and including termination of employment.

This policy applies even if the person holds a license issued under any local, state or federal law to carry a concealed handgun or concealed weapon. This policy does not apply to: (1) currently licensed police officers or other peace officers; or (2) to licensed security guards hired by the Billion Group to provide security services.

Workplace Monitoring

The Billion Group may conduct workplace monitoring to help ensure quality control, employee safety, security and customer satisfaction.

Employees may have their telephone conversations and other communications monitored or recorded. Monitoring and recording help us to identify training needs and performance problems.

We may perform video surveillance of non-private workplace areas. We use video monitoring to identify safety concerns, to maintain quality control, detect theft and misconduct and to discourage and prevent harassment and workplace violence. Employees should have no expectation of privacy while at work with the exception of Billion Group restrooms and changing rooms.

Attendance and Punctuality

We expect Billion Group employees to be reliable and punctual. You should report for work on time and as scheduled. The Billion Group recognizes that, due to unforeseen circumstances, you may on occasion may be late getting to work. Whenever possible, you must call your supervisor to provide notification that you will be late, the reason for the delay, and the approximate time you expect to arrive at work.

You must report an absence to your supervisor before your regular start time, if possible, on the day of absence. You should make every reasonable attempt to speak to your supervisor rather than leaving a message or sending an email or text. If your supervisor cannot be reached, you should contact the Human Resources Department. Notification is required for each day absent, unless it is clearly documented that you will be absent for a certain number of days and your supervisor approves of the extended absence in advance.

If you are absent from work due to illness for at least three consecutive days, you may be required to provide a doctor's note indicating you are able to return to work.

Unplanned absences can disrupt work, inconvenience other employees, and affect productivity. If you have a poor attendance record, unexcused absence, or excessive lateness, you may be subject to disciplinary action up to and including termination of employment.

If you fail to report for work or fail to call in for two consecutive days, you may be considered to have voluntarily terminated employment. If you fail to report for work or to call in for three non-consecutive days in a 12-month period, you may be considered to have voluntarily terminated employment.

Personal Appearance

The image we project to our customers is reflected in the appearance of our employees. Simply stated, employees should look neat, clean and well-groomed and should be dressed appropriate for the business environment. Employees are expected to use good judgment in their appearance, personal hygiene and grooming, keeping in mind the nature of the work, their own safety, the safety of co-workers and their need to interact with the public. In order to provide a good, standard public appearance, some employees may be required to wear prescribed uniforms. Supervisors will instruct employees who fall into this category, and additionally, will inform employees as to the cost, if any.

The following rules also apply, except as required by applicable law:

- Clothing should not constitute a safety hazard
- All employees should practice common sense rules of neatness and comfort
- When jeans are appropriate, the jeans must be in good condition
- Tank tops, t-shirts, jogging suits, tennis shoes, flip-flops, slippers, clothes that are unnecessarily revealing, sweat pants and other similar apparel are not permitted
- Personal appearance should include good personal hygiene, clean-shaven or trimmed and well-groomed facial hair, and well-groomed, neat hair
- Extreme or potentially offensive piercings, body jewelry and tattoos must be covered or removed when in a customer contact position

We encourage you to seek the advice of your supervisor or the Human Resources Department if you have questions regarding appropriate dress or appearance at work. If your supervisor or the Human Resources Department believes you are inappropriately dressed or groomed, you may be instructed to correct the problem.

SAFETY AND SECURITY

Safety

Our workplace safety program is a top priority at the Billion Group. We want the Billion Group to be a safe and healthy place for employees, customers and visitors. A successful safety program depends on everyone being alert and committed to safety.

We regularly communicate in different ways with employees about workplace safety and health issues. These communications may include supervisor-employee meetings, bulletin board postings, memos and updates to the benefits website www.billionbenefits.com or other written communications.

You are expected to obey all safety rules and be careful at work. You must immediately report any unsafe condition to the appropriate supervisor. If you violate any of the Billion Group's safety standards, you may be subject to disciplinary action, up to and including termination of employment. Violations include causing a hazardous or dangerous situation, not reporting a hazardous or dangerous situation and not correcting a problem that you could have corrected.

It is very important that you tell the appropriate supervisor immediately about any accident that causes an injury, no matter how minor it might seem at the time. When you report it quickly, we can investigate the accident promptly, follow the laws, and start insurance and worker's compensation processing. Please see the Workers' Compensation Insurance procedures for further details.

No customers, visitors or minors are allowed in the service or body shop areas.

Hazardous Materials

As an employee of the Billion Group, you have certain rights and responsibilities regarding the use of hazardous materials in the workplace. The Billion Group will provide you with information regarding the following:

- What chemicals are used in the workplace (MSD Sheets or MSDS)
- Where the chemicals are located
- Physical and health hazards associated with the chemicals
- Protection measures that must be taken to prevent exposure
- What to do in case of exposure to the chemicals

If your job requires that you use hazardous and/or toxic materials, you must comply with all laws, rules and regulations regarding their safe handling and disposal. For additional information on hazardous materials in the workplace, consult your supervisor.

Security Inspections

The Billion Group wants to have a work environment that is free of illegal drugs, alcohol, firearms and other weapons, explosives and other improper materials. We prohibit the possession, transfer, sale or use of these materials on our premises.

We may provide you with desks, lockers and other storage devices for your convenience, but these are always the sole property of the Billion Group. Because they are our property, we may allow our representative or authorized agents to inspect them at any time, either with or without advance notice to you. We may also inspect any items that we find inside them.

We also want to discourage theft and the unauthorized possession of property that belongs to our employees, customers and visitors. To help enforce this policy, we may, in our discretion, require inspection of employees and other persons who enter or exit our premises as well as any packages or other belongings they carry with them. If you wish to avoid having your belongings inspected, the best thing is to not bring them to work.

Workplace Violence

The Billion Group takes the safety of its employees very seriously. As a result, the Billion Group will not tolerate any form of violence in the workplace. The Billion Group considers violence to include such things as physically harming, shoving or pushing another person. In addition, threatening, talking or joking about violence is considered violence as well.

In an effort to provide a safe workplace and prevent violence, the Billion Group specifically prohibits the possession or carrying of any weapons, including weapons transported to work in employee vehicles, while on the Billion Group's property or while performing work as a Billion Group employee. For purposes of this policy, weapons include guns, knives, explosives and other potential weapons.

In addition, access to all Billion Group property and sites by nonemployees is limited to only those persons with a legitimate business interest. Off-duty employees may not come into interior work areas or exterior work areas of the premises.

The Billion Group will do what it reasonably can do to prevent violence in the workplace. However, as an employee, you have a role in preventing violence as well. If you believe a coworker, customer or other visitor may become violent or you see a violation of this policy, you must immediately report this to your supervisor or other management official with whom you feel comfortable or call 911. All reports will be investigated and information will be kept confidential to the extent possible.

First Aid

Call 911, the emergency phone number, if required. If an accident or illness should occur, no matter how slight, notify your supervisor immediately so that appropriate medical treatment can be administered. It is imperative that employees take extreme care in case of an accident, both on and off the job. The transfer of bodily fluid (blood, saliva, urine, etc.) may pass on viruses or other contaminants. Use caution to avoid contact with bodily fluids. Please be sure to use plastic gloves, if available.

Employee Acknowledgement Form

(All locations except Montana)

I understand that the current Billion Group Employee Handbook is available online at the benefits website, www.billionbenefits.com, for my use at any time. I understand that I may request a written copy of the Employee Handbook by contacting the Human Resources Department. I understand that the Employee Handbook replaces and supersedes all prior employee handbooks. I understand that policies and procedures set forth in the Employee Handbook are in addition to policies and procedures addressed elsewhere by the Billion Group, which are not replaced or superseded by the Employee Handbook. In the event anything in the Employee Handbook is inconsistent with or conflicts with policies and procedures addressed elsewhere, the policies and procedures addressed elsewhere will govern in all cases.

I agree to read the Employee Handbook or have it read to me. I understand that it is my responsibility to follow the policies in the Employee Handbook. The Employee Handbook describes important information about the Billion Group. I understand that I should consult the Human Resources Department if I have any questions that are not answered in the Employee Handbook or if I have questions concerning the contents of the handbook.

I understand and acknowledge that there may be changes made at any time and from time to time to the information, policies and benefits in the Employee Handbook. I understand that the Billion Group may add new policies to the Employee Handbook as well as replace, change or cancel existing policies. Handbook changes will be posted on the Billion Group's website at www.billionbenefits.com.

I became an employee at the Billion Group voluntarily. I understand and acknowledge that there is no specified length to my employment at the Billion Group and that my employment is at-will. I understand and acknowledge that at-will means that I may terminate my employment at any time, with or without cause or advance notice. I also understand and acknowledge that at-will means that the Billion Group may terminate my employment at any time, with or without cause or advance notice, as long as they do not violate applicable federal or state laws. I also understand that no one has the authority to enter into an oral or employment contract on behalf of the Billion Group and only the President or Vice President can enter into a written employment contract.

I understand that the Billion Group will monitor my computer files, Internet activity, e-mail transmissions, text messages and voicemail messages that are on Billion Group computers, devices and systems for various reasons. The Billion Group will disclose such activity and messages to another person without my consent when it deems such action necessary or appropriate. I consent to the Billion Group's monitoring of my computer files, e-mail transmissions, text messages, voicemail messages and Internet activity and other electronic records that are on Billion Group computers, devices and systems, and acknowledge that all such electronic records are the property of the Billion Group.

I understand and acknowledge that the Employee Handbook is not a contract of employment or a legal document.

EMPLOYEE'S NAME (printed): _____

EMPLOYEE'S SIGNATURE: _____

DATE: _____, 20__

Employee Acknowledgement Form

(Montana location only)

I understand that the current Billion Group Employee Handbook is available online at the benefits website, www.billionbenefits.com, for my use at any time. I understand that I may request a written copy of the Employee Handbook by contacting the Human Resources Department. I understand that the Employee Handbook replaces and supersedes all prior employee handbooks. I understand that policies and procedures set forth in the Employee Handbook are in addition to policies and procedures addressed elsewhere by the Billion Group, which are not replaced or superseded by the Employee Handbook. In the event anything in the Employee Handbook is inconsistent with or conflicts with policies and procedures addressed elsewhere, the policies and procedures addressed elsewhere will govern in all cases.

I agree to read the Employee Handbook or have it read to me. I understand that it is my responsibility to follow the policies in the Employee Handbook. The Employee Handbook describes important information about the Billion Group. I understand that I should consult the Human Resources Department if I have any questions that are not answered in the Employee Handbook or if I have questions concerning the contents of the handbook.

I understand and acknowledge that there may be changes made at any time and from time to time to the information, policies and benefits in the Employee Handbook. I understand that the Billion Group may add new policies to the Employee Handbook as well as replace, change or cancel existing policies. Handbook changes will be posted on the Billion Group's website at www.billionbenefits.com.

I understand and agree that my employment is terminable at-will during my introductory period so that both the Billion Group and I remain free to choose to end our work relationship for any lawful reason at any time during the introductory period. After my introductory period is completed, I understand that my employment can be terminated for good cause as defined by applicable Montana law. I also understand that no one has the authority to enter into an oral employment contract on behalf of the Billion Group and only the President or Vice President can enter into a written employment contract.

I understand that the Billion Group will monitor my computer files, Internet activity, e-mail transmissions, text messages and voicemail messages that are on Billion Group computers, devices and systems for various reasons. The Billion Group will disclose such activity and messages to another person without my consent when it deems such action necessary or appropriate. I consent to the Billion Group's monitoring of my computer files, e-mail transmissions, text messages, voicemail messages and Internet activity and other electronic records that are on Billion Group computers, devices and systems, and acknowledge that all such electronic records are the property of the Billion Group.

I understand and acknowledge that the Employee Handbook is not a contract of employment or a legal document.

EMPLOYEE'S NAME (printed): _____

EMPLOYEE'S SIGNATURE: _____

DATE: _____, 20__