

## **SECTION 5: INTERNAL ACCOUNTING CONTROLS**

### **Exhibit 5 – Internal Accounting Controls Policy**

**Policy Number 15-100**

**SUBJECT: INTERNAL ACCOUNTING CONTROLS**

**Application: Worldwide Strategic Business Units and Subsidiaries.**

### **POLICY**

The Company maintains a system of internal controls sufficient to provide reasonable assurance regarding the reliability of financial reporting, ensuring the following objectives are met:

1. Transactions are executed in accordance with management's general or specific authorization.
2. Transactions are recorded as necessary to:
  - (a) Make and keep books, records, and accounts in reasonable detail to accurately and fairly reflect the transactions of Tenneco and the disposition of its assets.
  - (b) Permit preparation of financial statements in conformity with accounting principles generally accepted in the United States as well as any other criteria applicable to such statements such as local statutory regulations or other government regulations.
3. Adequate segregation of duties is maintained. The principal duties to segregate are transaction authorization, custody of assets, and recording or reporting of transactions.
4. Assets are safeguarded from loss by intentional acts and unintentional errors.
5. Financial accounts are reconciled to supporting documentation at reasonable intervals and appropriate action is taken with respect to any differences.

### **GENERAL**

For purposes hereof, the concept of "reasonable assurance" is based on two factors:

1. The cost of control should not exceed the benefits likely to be derived, and
2. The evaluation of costs and benefits requires good faith estimates and judgments by the management.

Our system of financial reporting internal controls, at a minimum, provides for the following:

1. A clear definition and communication of the delegation of authority and responsibility beginning with the Board of Directors and continuing successively to each level of management to manage risks and keep the business operating.
2. Written policies and procedures that help ensure management directives are carried out, including a system of authorization, record keeping, and reporting to provide reasonable control over assets, liabilities, revenues, and expenses.
3. Monitoring the effectiveness of and compliance with the prescribed policies and procedures.

#### **PROCEDURE**

1. A copy of this policy and procedure will be furnished to each senior member of operating management and to all accounting personnel.
2. The Corporate Controller is responsible for the development and, as determined to be necessary or appropriate, documentation of corporate policies and procedures necessary for compliance with this policy, including necessary distribution and consultations to ensure employee knowledge and awareness.
3. At least annually, the Controller of each strategic business unit will review the unit's policies and procedures pertaining to internal accounting controls and make any changes necessary to maintain at least the minimum system of controls prescribed above.
4. Any employee who has any questions regarding this policy or its application should discuss the matter with the Chief Financial Officer of Tenneco.

#### **MONITORING COMPLIANCE**

1. It will be the responsibility of the Chief Financial Officer of Tenneco to ensure proper dissemination of and compliance with this policy and procedure.
2. The Controller of each strategic business unit and other appropriate employees, as designated by the Chief Financial Officer of Tenneco, will be required to confirm compliance with this policy at least annually. It will be the responsibility of the Chief Financial Officer of Tenneco to obtain and review these statements at least annually and to report to the Audit Committee of the Board of Directors of Tenneco the results of such reviews and compliance with this policy and procedure.

3. The Internal Audit group of Tenneco will, as part of regular auditing procedures, determine compliance with this policy and procedure and adequacy of documentation. At least annually, the results of such audits will be summarized and reported in writing to the Chief Executive Officer and Chief Financial Officer.
4. In reporting on their examinations of the Company's financial statements, the Company's independent auditors will be requested to state whether or not anything has come to their attention in the course of such examination that has led them to believe that this policy and procedure is not being followed.
5. Annually, as required by the Sarbanes-Oxley Act of 2002, the Company's Form 10-K report will include a management report regarding internal controls, according to final rules and regulations to be issued by the Securities and Exchange Commission. The Company's independent auditors will be asked to attest to that report, to the extent required by these final rules and regulations.