

Fenix Parts, Inc.
Anti-Hedging and Anti-Pledging Policy

Purpose

The Company believes that its incentive stock plans are an effective means of compensating its directors and executive officers and aligning their interests with the long-term interests of the Company and its stockholders. At the same time, the Company is aware that certain types of stock transactions could create the appearance that they were based on material non-public information or that the incentives of the Company's directors and executive officers were no longer aligned with the long-term interests of the Company and its stockholders. Accordingly, the Board of Directors has determined that certain types of stock transactions, described below, should not be undertaken by the Company's directors and executive officers (or any other covered person).

Covered Persons

This Policy applies to Fenix Parts's directors and executive officers ("Covered Persons"). The Compensation Committee of the Board of Directors may extend coverage to other officers or to all employees as the Committee sees fit from time to time.

Policy

Short Sales. Short sales of Company stock (i.e., sales of Fenix Parts stock that the seller does not own) reflect an expectation on the seller's part that the stock will decline in value, and will be interpreted by the market as a sign that the seller lacks confidence in the Company and its short-term prospects. In addition, short sales may reduce the seller's incentive to work to improve the Company's performance. For these reasons, short sales of Company stock by Covered Persons (including short sales "against the box") are prohibited. Separately, and in any event, the Company's directors and executive officers are prohibited from engaging in short sales by Section 16(c) of the Securities Exchange Act of 1934.

Hedging Transactions. Certain forms of hedging or monetization transactions, such as zero-cost collars or forward sale contracts, allow a stockholder to lock in the value of his or her Company stock, often in exchange for all or part of the potential for upside appreciation in the value of the stock. These transactions allow the stockholder to continue to own the shares in question, but without the full risks and rewards of ownership. When that occurs, the stockholder may no longer have the same objectives as the Company's other stockholders. Accordingly, Covered Persons are prohibited from engaging in hedging or monetization transactions like those described.

Margin Accounts and Pledged Stock. Stock held in a margin account as collateral for a margin loan may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, stock pledged (or "hypothecated") as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when the Covered Person is aware of material non-public information or otherwise is not permitted to trade in the Company's stock, Covered Persons are prohibited from

holding Company stock in a margin account or otherwise pledging Company stock as collateral for a loan.

Publicly-Traded Options. Because of the relatively short term of publicly-traded options, transactions in these options are, in effect, a bet on the short-term movement of the Company's stock. As such, they may cause or be perceived as causing a Covered Person to focus on the Company's short-term performance at the expense of its long-term objectives. Accordingly, Covered Persons are prohibited from transactions, on an exchange or in any other organized market, in put options, call options or other derivative securities related to Company stock, whether the transactions are settled in cash or by delivery of shares of Company stock.

Waivers

Under what is anticipated to be very limited circumstances, a waiver of the Company's Policy in a particular case may be granted upon a Covered Person's timely application to the Compensation Committee and compliance with any procedures for this purpose that the Committee may adopt from time to time.