



MARTINREA INTERNATIONAL INC.

Responsible Function: MARTINREA LEGAL DEPARTMENT

Policy Name: ANTI-BRIBERY AND CORRUPTION OF FOREIGN PUBLIC OFFICIALS POLICY

Policy No.: LP-3-V5-2020

Revision Number: 5

Last Revised: March 13, 2020

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Policy Scope: ALL LOCATIONS

ISSUED AND APPROVED BY: EXECUTIVE CHAIRMAN, BOARD OF DIRECTORS AND CEO

POLICY SUMMARY

1. WHAT IS THIS POLICY?

This Anti-Bribery and Corruption of Foreign Public Officials Policy (the "Policy") outlines the commitment of Martinrea to conduct business in full compliance with the anti-bribery and corruption laws in all countries where the Company operates and in a manner which does not negatively impact the reputation of the Company.

2. WHY IS THIS POLICY IMPORTANT?

This Policy plays an important role in ensuring that Martinrea and its employees and representatives abide by the various laws in countries where it operates (or may operate in the future) which prohibit bribery and corruption of foreign public officials and provides representatives of the Company with guidance on how to recognize and handle bribery and corruption issues. Individuals who violate this Policy will face disciplinary action.

3. WHAT YOU SHOULD DO?

Ensure that you do not bribe (give, pay, offer, authorize, promise, or agree to pay), or receive anything of value from, a public official. Note that a facilitation payment is a type of bribe. Only accept or give gifts to a public official (including meals, tickets to sporting events, etc.) if they are of a small or reasonable value and there is a business purpose. Do not make a political donation, or a charitable donation above CDN\$1,000, on behalf of the Company to any public official unless authorized by the Executive Chairman.

Contact one of the individuals listed in Appendix "A" of the Policy prior to entering into a contract with, or offering or making payments to, public officials that are not of a routine business nature. When dealing with persons working on Martinrea's behalf, ensure that a review of their anti-corruption processes is completed.

You must report any suspected violations through one of the reporting options in Appendix "A".

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1. SCOPE

- 1.1. This policy applies to all within Martinrea International Inc., its operating divisions, subsidiaries and sponsored joint ventures (collectively, “Martinrea” or the “Company”). This policy extends to the Company’s Board of Directors, Officers and Employees.

2. PURPOSE

- 2.1. The purpose of this Policy is to reiterate the Company’s commitment to conducting business in full compliance with the anti-bribery and corruption laws in all countries where the Company operates and in a manner which does not negatively impact the reputation of the Company. This Policy clarifies and is in addition to the Company’s *Code of Conduct* and the Company’s *Corporate Social Responsibility and Environmental Sustainability Policy*. It is noted that it has always been the Company’s policy to comply with the law.

3. POLICY

3.1. Introduction

This Anti-Bribery and Corruption policy (the “Policy”) is designed to ensure that Martinrea International Inc. (“Martinrea” or the “Company”) and its employees and representatives abide by the various laws in countries where it operates (or may operate in the future) which prohibit bribery and corruption of foreign public officials, including the *Canadian Corruption of Foreign Public Officials Act* (“CFPOA”) and the *U.S. Foreign Corrupt Practices Act* (“FCPA”), as well as other regulations, guidelines and standards which apply to those countries. This Policy is also designed to provide representatives of the Company with guidance on how to recognize and handle bribery and corruption issues, especially as they might relate to dealings with public officials. A public official is any person who is employed by, holds, or is acting in, an official capacity for the government, a department, agency or a public international organization. This includes elected or appointed persons who hold legislative, administrative or judicial positions such as politicians, bureaucrats and judges. It also includes employees of government owned or controlled businesses. It may also include recently departed government officials who still advise or provide consulting services to the government. There is increased sensitivity and scrutiny of dealings with public officials because this has traditionally been an area where bribery activity and corruption are more likely to occur.

3.2. Applicability

This Policy applies to the following:

- The Board of Directors, officers and employees of the Company;

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- Wholly-owned or partially owned subsidiaries (affiliates) of the Company (including employees, directors and officers); and
- All persons acting in an agent or representative capacity on behalf of the Company, including those that interact with government officials or government entities on Martinrea's behalf.

This Policy is applicable to Martinrea's operations worldwide.

3.3. **Compliance with Laws and Regulations**

All representatives of Martinrea are required to comply with applicable laws and regulations including Martinrea's *Code of Conduct* and all of the Company's policies. All persons subject to this Policy are also required to comply with the laws and regulations of the jurisdiction in which they conduct business (or could conduct business in future (e.g. India)).

3.4. **Dealing with Public Officials**

A public official is any person who is employed by, holds, or is acting in, an official capacity for the government, a department, agency or a public international organization. This includes elected or appointed persons who hold legislative, administrative or judicial positions such as politicians, bureaucrats and judges. It also includes employees of government owned or controlled businesses. It may also include recently departed government officials who still advise or provide consulting services to the government. There is increased sensitivity and scrutiny of dealings with public officials because this has traditionally been an area where bribery activity and corruption are more likely to occur.

In addition, because interactions with public officials carry special risks under applicable anti-bribery and corruptions laws, contracts and payments to public officials should be reviewed carefully. Please seek authorization from the individuals listed in Appendix A prior to contracting with, offering or making payments to public officials that are not of a routine business nature.

3.5. **Prohibition**

No person subject to this Policy shall bribe - give, pay, offer, authorize, promise or agree to pay - or receive anything of value that will influence the judgment, decision, or conduct of a person, or to gain an improper or unfair advantage from public officials for the benefit of the Company or its affiliates.

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a) Facilitation Payments

A facilitation payment is a type of bribe and is therefore a prohibited payment. Facilitation payments are payments made in order to secure or expedite a routine action from a public official who would ordinarily be required to perform such an action without payment. These routine actions may include issuing permits, licenses, and releasing goods held in customs.

b) Gifts and Entertainment

Subject to any overriding Company policy, gifts given to or received from public officials who have a business relationship with Martinrea are generally acceptable if the gift is of a small or reasonable value and there is a business purpose.

Entertainment (meals, tickets to sporting events, rounds of golf) given to or received from public officials who have a business relationship with Martinrea are acceptable if the entertainment is appropriate to the business relationship and reasonable in value.

c) Charitable Donations

While Martinrea encourages its employees and representatives to contribute their personal time and resources to not-for-profit organizations, the payment of charitable donations using Company funds should be in the best interest of the Company and should be reasonable. With respect to foreign public officials, any donation above Cdn\$1,000 is prohibited without authorization from the Executive Chairman. Use your discretion wisely. When in doubt, ask the Company's General Counsel and Corporate Secretary or your Business Unit Leader or Vice-President.

d) Political Donations

To ensure that we do not breach the law regarding political donations in any country, all political donations, no matter how small or insignificant, made on behalf of the Company (directly or indirectly) must be authorized in advance by the Executive Chairman. Political donations should not be made on behalf of the Company in countries in which we do not have a presence.

Do not offer contributions from the Company to political parties or candidates that might influence, or be perceived as influencing, a business decision. Political donations made by individuals using their personal resources are acceptable and must comply with the applicable laws and regulations.

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3.6. **Third Parties**

Care and due diligence are required when dealing with Third Parties as Martinrea could be prosecuted for failing to prevent bribery made by the Third Party or by a person associated with a Third Party. Third Party means persons who are acting on Martinrea's behalf, including but not limited to, business partners, agents, intermediaries, consultants, suppliers, contractors, lawyers and business associates.

The due diligence for Third Parties should include a review of their anti-bribery and corruption processes, and all contracts with third party agents.

3.7. **Books and Records**

Certain country's anti-bribery and corruption legislation requires proper record keeping and the establishment and maintenance of internal controls to ensure bribes are not disguised as other payments. This means all transactions must be recorded completely, accurately and with sufficient detail so that the purpose and the amount of the payment is clear and transparent.

3.8. **Duty to Report Suspected Violations**

Individuals subject to this Policy have an obligation to report any violations or suspected violations through one of the reporting options listed in the attached contact information. **Employment-related concerns should continue to be reported through your normal channels such as your supervisor, local HR representative, or to the Executive Vice-President of Human Resources.**

The Company will take action upon notification of a violation, or suspected violation, of the Policy.

Individuals who are in violation of this Policy will face disciplinary action, which may include termination of his or her employment for cause and without notice.

A violation of this Policy may also result in violation of anti-bribery and corruption laws and regulations. The Company may refer the matter to the authorities, which may result in fines, penalties or imprisonment for the individual.

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3.9. **Safety**

Martinrea recognizes that the safety of individuals subject to this Policy is paramount, and that this Policy is not meant to constrain judgment or discretion of individuals facing circumstances of threat to life or safety.

Sincerely,

Robert P. Wildeboer
Executive Chairman
On behalf of the Board of Directors

c.c. Chair, Corporate Governance and Nomination Committee (Sandra Papatello)
General Counsel and Corporate Secretary

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Appendix "A"

Contact Information

**Corporate Governance and Nomination Committee
Chairman**

Sandra Pupatello
Direct: 416-571-4335
Email: sandra.pupatello@martinrea.com

**General Counsel and Corporate
Secretary**

Kerri Pope
3210 Langstaff Road
Vaughan ON L4K 5B2
Main: (289) 982-3000
Direct: (289) 982-3027
Cell: (416) 518-6344
kpope@martinrea.com

Audit Committee Chairman

Terry Lyons
Direct: 1 (604) 220-6919
Email: terry@tlyons.ca

**Confidential Whistleblower & Ethics
Numbers**

US/Can, Toll-free	1-888-392-9356
Spain, Toll-free	34-800-080016
Slovakia, Toll-free	421-800-606918
Mexico, Toll-free	52-800-2694411
Brazil, Toll-free	55-800-5911035
China, Toll-free	86-400-8429158
Germany, Toll-free	49-800-7242334