



Martinrea International Inc.



ANTI-TRUST COMPLIANCE POLICY

Contents

- 1. Guidelines..... 3
 - 1.1. Introduction 3
 - 1.2. Applicability..... 3
 - 1.3. Anti-Trust Laws 3
 - 1.4. Unlawful Agreements 4
 - 1.5. Violations..... 4
 - 1.6. Helpful Tips 4
 - 1.7. Things Never to Do..... 7
- 2. Contact Information..... 8

1. Guidelines

1.1. Introduction

This Anti-Trust Compliance Policy (the “Policy”) is designed to ensure that Martinrea and its employees and representatives abide by the various laws in the countries where it operates (or may operate in the future) which prohibit anti-competitive practices, including, without limitation, the *Competition Act* (Canada), 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 anti-trust issues. The Company provides training on the principles in this Policy.

1.2. Applicability

This Policy applies to all employees, management and third parties 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 and Officers.

1.3. Anti-Trust Laws

Anti-trust (sometimes known as “competition”) laws are designed to preserve and promote business competition by prohibiting formal and informal agreements and practices that unreasonably restrain trade, such as price fixing and acts designed to achieve or maintain the power of a monopoly or cartel. In addition, the abuse of a market-dominating position (e.g., above 40% market share) is prohibited. Any breach of these laws is illegal and is contrary to Martinrea’s Code of Conduct.

Anti-trust laws are actively enforced by international and national competition authorities, many of which collaborate in investigations and prosecutions. Anti-trust violations can result in (i) very large fines for Martinrea and individuals, (ii) lawsuits for damages by third parties, (iii) disqualification of directors and (iv) the voiding of commercial agreements. Extreme cases may result in the imprisonment of employees engaging in illegal anti-trust behaviour.

Anti-trust compliance is a highly complex area. Regulations differ from jurisdiction to jurisdiction and are constantly evolving. In many instances, measures that will ensure compliance in one country or region will not ensure compliance in another. In all cases where you are unsure about complying with anti-trust laws, you should consult the Legal Department before acting

1.4. *Unlawful Agreements*

Certain agreements with competitors, no matter the reason or circumstances behind them, are automatically illegal under anti-trust law and must never be engaged in. **You should always contact the Legal Department when dealing with competitors to ensure the transaction is properly structured, as this is a complex area.** This includes agreements to:

- Fix, raise, lower or stabilize selling or purchasing prices, or to fix other competitive terms (including pricing formulae, discounts, givebacks or rebates, margins, commissions and credit terms);
- Limit production or reducing capacity;
- Share or allocate markets by customer or territory;
- Co-ordinate bidding activities or “bid-rigging” (including among lower tier suppliers or tool shops); and
- Join in a boycott of customers or suppliers.

1.5. *Violations*

Martinrea has no tolerance for compliance violations. Any violation will be treated as a serious matter and will be sanctioned with disciplinary action up to and including termination of employment. If you are aware of or suspect that anyone is in violation of Martinrea’s Code of Conduct or this Policy, you must report your concern by (i) informing your manager or supervisor, (ii) informing the Legal Department, or (iii) contacting Martinrea’s Compliance Hotline, in accordance with the contact information listed in Section 2 to this Policy. Martinrea will ensure that an employee will not be penalized, discharged, demoted, suspended or discriminated against for reporting in good faith any violation of Martinrea’s Code of Conduct or this Policy.

1.6. *Helpful Tips*

Always do the following:

- Consider the potential anti-trust ramifications of your actions when interacting with a competitor. You should always consult with the Legal Department to ensure your actions are complying with the law. Remember, individuals can be held criminally liable for anti-trust violations or personally fined.
- Remember that the definition of an “agreement” to unreasonably restrain trade is interpreted broadly and can be implied or inferred from conduct, in hindsight, and need not be in writing. You generally should not discuss business with competitors unless there is a legitimate commercial purpose to do so.

- Maintain Martinrea’s independence of judgment in pricing, marketing or selling of any product. Avoid any action which could imply any co-ordination or collusion with competitors.
- Acquire market intelligence in a legal, ethical and respectful manner. If you become aware of competitively sensitive information about a competitor that has been inadvertently discovered, provided or disclosed (including confidential or proprietary information another employee has regarding a prior employer), seek guidance from the Legal Department before using or acting upon this information.
- During commercial negotiations, limit any information discussed with or disclosed to competitors or other third parties to that which is strictly necessary for completing or assessing the transaction.
- Be aware that membership in industry associations and attendance at industry conferences present anti-trust risks because they bring together competitors who are prone to discuss matters of mutual concern. You should take great care while attending meetings and events to avoid even the appearance of unfair business practices. While participating in trade associations, you should always consult with the Legal Department and management if you are unsure your actions are complying with the law and report the questionable behaviour of others immediately.
- Be aware that visiting a competitor’s facility or inviting a competitor to visit Martinrea can lead to anti-trust violations. You should take care to ensure that those involved are sensitive to these risks and that appropriate precautions are in place to prevent violations of anti-trust laws. The Legal Department can assist you in taking the necessary precautions.
- Immediately inform management and/or the Legal Department if inappropriate conduct is initiated, or competitively sensitive information is offered, by a competitor, as a failure to act may be considered tacit consent to the conduct proposed by the competitor. This applies to any situation where such conduct may occur, including during a contract negotiation, industry trade association meeting or conference, or at a social or charitable event. When a competitor or other party discusses a topic you believe may violate anti-trust laws, you must:
 - i. Immediately stop the topic of conversation;
 - ii. If the competitor or third party persists, terminate the conversation and prepare a note to your file with the particulars;
 - iii. If the event occurs during a formal meeting, such as during a trade

association meeting, leave the meeting immediately and request that your departure be minuted; and

- iv. In every case where such discussion occurs, immediately report this incident to your manager and the Legal Department.
- Keep in mind that Martinrea may be the victim of anti-competitive behaviour as a purchaser of goods and a provider of services to suppliers and customers. You should consult the Legal Department if you suspect that Martinrea is the victim of anti-competitive activities.
 - Avoid careless or inaccurate statements in all internal and external correspondence, including e-mails and texts, and documents, discussions and public statements which may be misinterpreted by third parties or anti-trust authorities and courts. Keep all communications professional and avoid attempts at humour or the use of loose or provocative language.
 - Refer all inquiries from the media relating to an anti-trust investigation in which Martinrea or any other company in our industry is involved, without comment, to the Legal Department.
 - Contact the Legal Department or, if you feel more comfortable, Martinrea's Compliance Hotline:
 - i. If you become aware of any breaches or potential breaches of anti-trust laws by yourself or any other individual or any other company;
 - ii. If a complaint is received from a third party (with or without evidence) that Martinrea's conduct, or proposed course of conduct, is, or may be, in breach of anti-trust laws;
 - iii. Before sharing any commercially sensitive information or entering into any discussions with a competitor where you have questions regarding the appropriateness and/or legality of such actions;
 - iv. Immediately, and before taking any action, if contact has been made by an anti-trust authority to Martinrea or you personally, including anti-trust investigations that relate to a third party; and
 - v. Immediately, and before taking any action, if you have any doubts or questions about anti-trust issues.

1.7. *Things Never to Do*

- NEVER make direct or indirect (via third parties, including agents, suppliers or customers) contact with a competitor or other third party, the object or effect of which is to collude to unreasonably restrain competition.
- NEVER collude, attempt to collude or form an agreement with a competitor or any other third party, the object or effect of which is to unreasonably restrict or lessen competition, by:
 - i. Fixing, raising, lowering or stabilizing prices of goods or services sold or purchased;
 - ii. Fixing other competitive terms such as pricing formulae, discounts, margins, rebates, commissions or credit terms;
 - iii. Limiting production or expansion, or agreeing to reduce or limit production capacity;
 - iv. Rigging a bid or otherwise illegally coordinating bidding or tendering activities;
 - v. Allocating markets, customers, suppliers or geographic territories; or
 - vi. Boycotting any customer or supplier.
- NEVER communicate, directly or indirectly, in any way with any competitor regarding the following types of competitively sensitive information, unless it is already publicly available:
 - i. Previous, current or future negotiations with customers or suppliers or general negotiation strategies;
 - ii. Previous, current or future terms of trade, including but not limited to, prices, pricing formulae, discounts, margins, rebates, commissions or credit terms;
 - iii. Capacity, production or sales plans and forecasts; or
 - iv. Previous, current, or future stock levels, production, sales data or market conditions.
- NEVER disclose Martinrea's future plans to competitors, as an agreement may be inferred if competitors take similar actions.

- NEVER obstruct regulators or investigators during an anti-trust investigation. Do not provide false or misleading information or conceal or destroy documents.

2. *Contact Information*

For further information, please contact the General Counsel and Corporate Secretary at 416-749-0314.

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416.749.0314

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