

CODE OF CONDUCT

PURPOSE

The Board of Directors (the “Board”) of Martinrea International Inc. (the “Company” or “Martinrea”) has developed and adopted this Code of Conduct and Ethics (the “Code”) applicable to its Directors, Officers and Employees for the purpose of establishing and promoting the Company’s continued commitment to honesty and integrity in the conduct of its business.

All Directors, Officers and Employees of the Company are accountable for adherence to this Code and will at all times in relation to the Company:

- Act honestly and ethically and in the best interests of the Company.
- Comply with all applicable laws, rules and regulations of federal, provincial, state and local governments, and other appropriate private and public regulatory agencies, and all internal Company policies including those relating to:
 - “Insider Trading” prohibitions
 - Conducting business with integrity, fairness and respect
 - Anti-trust and competition laws
 - Integrity of financial reporting and financial controls, including the whistleblower policy
 - Anti-bribery and corruption
 - Employee health and safety
 - Respect for human rights
 - Promotion of diversity and inclusion
 - Protection for personal information and privacy of information
 - Data security and cybersecurity protection
 - Disclosure and communication and confidentiality of information
 - Protection of intellectual property
 - Global trade compliance (export, import and sanctions)
 - Responsible sourcing of materials
 - Prohibitions against counterfeit parts
 - Environmental protection
- Not use or disclose any confidential information acquired as a result of their role with the Company for personal advantage.
- Avoid all actual or apparent conflicts of interest, as further explained below, between their personal and professional relationships, ethically handling all such actual or apparent conflicts of interest.
- Not take for themselves any opportunity that properly belongs to the Company or is discovered through the use of corporate property, information or position; or use any corporate property, information or position for personal gain; or compete with any business activity of the Company.
- Promptly and accurately provide all necessary information to assure that the Company’s public reports, documents and filings (including but not limited to those filed with any stock exchange or securities commission or in any other public communication) are full, fair, accurate, timely and understandable and that the Company’s public disclosure requirements are fully met.

- Promptly report any known violations of this Code to the Audit Committee Chair.
- Not permit retaliation of any kind by or on behalf of the Company and its Directors, Officers and Employees against good faith reports or complaints of violations of this Code or other illegal or unethical conduct.

CONFLICT OF INTEREST

While Martinrea encourages its employees to be active in our local communities, each Director, Officer and Employee should avoid entering into any arrangement that may impair, or appear to impair, his or her ability to make objective and fair decisions when meeting his or her job responsibilities unless the arrangement has been escalated and approval to enter into such an arrangement has been received by the General Counsel.

Disclosure Requirements

All conflicts of interest or the appearance of a conflict of interest, between a personal interest that a Director, Officer or Employee may have and his or her responsibility to Martinrea should be declared and escalated to the General Counsel who will then in turn seek appropriate approval from the Executive Chairman or Lead Director.

All current and/or former familial relationships of people who work at Martinrea (in any division whatsoever in any capacity even if they do not work directly with the Director, Officer or Employee at the same plant or even if there are no direct or indirect reporting lines) should be disclosed, including, but not limited to, parents, children, siblings, cousins and spouses.

Responsibilities of Directors, Officers or Employees

It is the responsibility of each Director, Officer or Employee to remain free of conflicts of interest in the performance of his or her duties, unless such has been preapproved as noted above.

A “conflict of interest” is defined as any situation where a reasonable person would question whether or not the Director, Officer or Employee can perform his or her duties objectively and effectively given that he or she is working (directly or indirectly) with a family member or a friend; or when family members receive an improper personal benefit because of the Director, Officer or Employee’s employment with Martinrea; or when personal interests or activities influence (or appear to influence) the Director, Officer or Employee’s ability to act in the best interests of the Company. Conflicts of interest may also exist if the demands of an outside activity hinders or distracts the Director, Officer or Employee from being able to perform his or her job responsibilities or causes the use of Martinrea resources for purposes other than for the Company. Some examples of situations that may give rise to a conflict of interest include, but are not limited to, the following:

- Soliciting gifts or charitable donations from customers or suppliers
- Offering or accepting gifts or entertainment that compromise or appear to compromise Martinrea’s ability to make fair and objective business decisions or when they give or appear to give Martinrea an unfair advantage
- Accepting improper payments from a customer or supplier to secure a contract
- Doing business with family members who have a significant financial or other interest in another company in one of Martinrea’s industries
- Having a personal interest in a contract with Martinrea, or a company conducting business with Martinrea
- Managing your own business while being a full time Martinrea employee
- Serving as a Director on a Board of another business without prior approval from Martinrea
- Taking a Martinrea business opportunity for yourself
- Performing as a consultant to a competitor or supplier

- Engaging (or hiring in any capacity) a family member or friend as a consultant, employee or vendor of the Company
- Managing a customer account where the customer is a friend or family member

This Code may be amended, modified or waived from time to time by the Board in its sole discretion, and specific waivers may also be granted by the Audit Committee of the Board, subject to the disclosure and other provisions of the applicable Canadian securities legislation and the applicable rules of the stock exchanges upon which the Company's Common Shares trade from time to time. Additional rules and regulations respecting employee conduct are contained in Martinrea's Employee Handbook as issued by the Corporate Human Resources Department.