



Martinrea International Inc.



SUPPLIER CODE OF CONDUCT AND ETHICS



Supplier Code of Conduct

Suppliers are valuable business partners and key contributors to our overall success. We rely on our Suppliers to drive innovation and to provide a secure and sustainable supply chain to fuel a competitive advantage for Martinrea and our customers. Our vision for the future is: making lives better by being the best supplier we can be in the products we make and the services we provide. Our Suppliers are a key part of this vision and play an integral role by complying with this Code of Conduct and cascading through their own supply chain.

At **Martinrea** (Martinrea International Inc. and all its subsidiaries) we set high ethical standards for ourselves and our Suppliers. Martinrea's suppliers, vendors, consultants, agents or any other third party engaged to carry out any action on our behalf ("**Suppliers**") must always act with integrity by obeying the letter and spirit of laws, regulations, conventions, standards (**together, "laws"**) and Martinrea policies that apply to them, regardless of where they do business. Our Suppliers should, in turn, also require that their suppliers abide by the principles of this Supplier Code of Conduct (the "**Code**").

This Code sets out the principles we apply internally at Martinrea, as well as the expectations we have for every company that supplies goods or services to any Martinrea entity. We expect the standards set out in this document to be met by our Suppliers, even in jurisdictions where meeting such standards may not be considered part of the usual business culture. Martinrea strives to ensure that the company's culture and values cascade to the supply base by following certain corporate policies as described in this Code.

This Code forms a critical part of our overall contractual relationship with you as our Supplier and it is important that you and your employees understand it well. Suppliers are expected to conduct their business in minimum compliance with this Code. The requirements of this Code are in addition to the requirements set out in any agreement or other set of terms and conditions that may apply to your relationship with Martinrea.

Martinrea reserves the right to audit a supplier's compliance with this Code. A supplier may be requested by Martinrea to complete a self assessment questionnaire. Martinrea or a third party designated by Martinrea may conduct onsite audits of selected supplier facilities which provide products or services to Martinrea. Onsite audits may include a review of relevant supplier records, policies and work practices as well as inspection of the facilities for compliance with this Code. Martinrea may conduct audits with respect to any standards and policies referenced in this Code.

Should you have any questions about this Code or about how it should be applied in day-to-day business, please contact your Martinrea purchasing or supply chain representative.

Code of Conduct and Ethics

General

While the laws that apply to our Suppliers are numerous and vary by jurisdiction, some important principles that must be followed can be found in some of Martinrea's corporate policies, such as Martinrea's *Code of Conduct and Ethics* which sets out that we will:

- Act honestly and ethically and in the best interests of Martinrea.

- 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 Martinrea 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 Martinrea.
- Avoid all actual or apparent conflicts of interest between their personal and professional relationships and ethically handling all such actual or apparent conflicts of interest.
- Not take for themselves any opportunity that properly belongs to Martinrea 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 Martinrea.
- Not permit retaliation of any kind by or on behalf of Martinrea and its directors, officers and employees against good faith reports or complaints of violations of this Code or other illegal or unethical conduct.

All Martinrea employees are required to promptly disclose any conflict of interest and expects its Suppliers to advise Martinrea promptly if it has a close personal or family relationship with the Martinrea employee making or influencing a business decision that may benefit the supplier.

Anti-Trust and Competition Laws

Almost all countries have laws and regulations to protect fairness and competition in business. Martinrea's *Antitrust Compliance Policy* provides that although we compete vigorously, we also respect free and fair competition and expect the same of our Suppliers. Suppliers must comply with all applicable antitrust and competition laws and cannot engage in any act that improperly reduces competition which includes collusion. Suppliers must ensure that this expectation is also fulfilled throughout the supply chain. Examples of such prohibited acts include agreeing with competitors to fix prices, set discounts or terms of sale, limit production, divide markets, allocate customers, coordinate bidding activities, or boycott customers and suppliers.

In some jurisdictions, the mere exchange of sensitive commercial information is illegal.

Anti-Corruption and Anti-Bribery

Martinrea does not tolerate corruption in any form. Martinrea has an *Anti-Bribery and Corruption of Foreign Public Officials Policy* which sets out that employees and representatives are required to do business free from bribery and corruption in accordance with applicable anti-corruption and anti-bribery laws. Suppliers must follow all applicable laws that prohibit the giving of anything of value to any person or entity to obtain an improper business advantage, as well as laws that require keeping accurate books and records. Suppliers must be particularly cautious when dealing with government officials, avoiding actions that could appear improper and raise bribery concerns.

We also prohibit the making of “facilitation payments” or “grease payments” (i.e. payments to secure or expedite a routine service from a public official who would ordinarily be required to perform such a service without payment, e.g. issuing a permit or license).

Suppliers must accurately record business expenditures and ensure that they do not conceal the true nature of an expense.

Gifts of any kind (such as promotional products, meals, tickets to events, gift cards or red envelope), can only be accepted by Martinrea employees with the approval of the General Manager provided that they are not intended to influence any decision-making; will not cause others to perceive an undue influence; or will not create a potential conflict of interest. In any circumstance, the value of the gift cannot exceed the amount in Martinrea’s gifts policy, as it may change from time to time.

Sanctions and Export Control Laws

Martinrea will not enter into business transactions with or involving any sanctioned country, region or sanctioned Person. Suppliers must ensure, by means of suitable processes, that business transactions and activities with third parties and Martinrea entities do not contravene export control and sanctions law and must immediately provide any verifications and information that may be required.

Sourcing Materials

Martinrea is dedicated to conflict mineral reporting to help ensure that conflict minerals such as gold, tantalum, tungsten, tin, cobalt, and mica which can be sourced from mines under the control of armed groups in the Democratic Republic of Congo and certain neighbouring countries, are not used in automotive parts and assemblies. We use our International Materials Data System (IMDS) and the Responsible Minerals Initiative (RMI) to perform due diligence queries of our supply chain. All suppliers with products that contain Conflict Minerals are to provide Conflict Mineral Reporting Template (CMRT) to Martinrea on an annual basis to fully disclose the source of all materials provided to Martinrea, throughout the supply chain, to the smelter level.

Taxes and Customs

Suppliers shall comply with all applicable taxation laws and customs regulations and maintain accurate and complete records related to customs activities. Suppliers must also comply with all record retention obligations in accordance with applicable laws.

Product Safety

The main objective of product safety is to safeguard people's health and safety. We strive to ensure the conformity of all processes, products, and services while abiding by applicable guidelines and regulations applicable from time to time. Martinrea expects the same of its Suppliers.

Privacy and Cybersecurity

Suppliers must protect and respect personal information and comply with all applicable laws and regulations with respect to the use and handling of personal data in accordance with its *Global Data Protection Policy*. Suppliers must also abide by appropriate technical and organizational data security controls and must report any cybersecurity incidents to Martinrea in a timely manner.

Social Responsibility

Social responsibility is an important value to Martinrea, and we strive to achieve it in our operations and expect the same of our Suppliers. Suppliers are to respect basic human rights and working conditions and to promote diversity, equity and inclusion as well as health and safety in the workplace. Martinrea conforms and expects its Suppliers to conform to all applicable laws pertaining to minimum age. Suppliers must also comply with all environmental protection laws.

Sustainability

Martinrea's *Sustainability Policy* requires that we, and our Suppliers:

- prohibit use of child or forced labor
- promote employees' material well-being by providing competitive compensation and benefits that comply with applicable laws
- respect employees' right to associate freely and bargain collectively
- comply with applicable laws regulating hours of work
- not discriminate on the basis of gender, race, color, creed, religion, age, national origin, sexual orientation, gender identity, disability or veteran status
- maintain a healthy and safe work environment
- work constructively with local communities and indigenous people
- do not accept or offer illegal payments, bribes, kickbacks or other things to secure work or influence business decisions
- conduct business in a manner that provides responsibly for the protection of health and the environment

Labour Standards and Human Rights

Our Suppliers must follow all applicable laws on minimum wages, benefits, overtime, work hours and working conditions. Suppliers will implement an appropriate mechanism to verify that the age of workers and workers recruited comply with all applicable laws and will provide substantiation of this verification upon request. **Martinrea has a Zero Tolerance policy regarding the use of child labor**, and requires its Suppliers and their employment agencies, throughout the entire supply chain, to strictly reject all forms of child labor. If child labor is discovered in its supply chain, Suppliers will cease employment of the child/children and take reasonable measures to enroll the child/children in a remediation/education program.

Suppliers and their employment agencies will not use slave, forced prisoner, bonded, indentured, or any other form of forced or involuntary labor. Suppliers will also not engage, directly or indirectly, in human trafficking that involve the recruitment, transport, movement, accommodation, or reception of persons through the use of violence, coercion, abduction, deception, subterfuge, abuse of power or weakness, or the granting of payments or benefits to a person who has control over the victim are strictly prohibited. Employees must be free to terminate their employment without penalty. Martinrea expects its Suppliers to implement effective measures to prevent human trafficking and to regularly monitor their effectiveness.

Diversity, Equity and Inclusion

Martinrea believes in creating a diverse global workforce and treating everyone in accordance with the golden rule – with dignity and respect. Suppliers must create a working environment that is free from discrimination, prejudice, intimidation, and harassment and in which employees are valued. Every employee should feel valued regardless of age, gender, gender identity, ethnic background, nationality, religion, or world view and irrespective of disabilities and sexual orientation.

Health and Safety

Martinrea has a strong commitment to workplace health and safety and the prevention of occupational injury and illness; it is core to our principle of making employees' lives better by keeping them safe. Suppliers must also comply with all applicable health and safety laws, including the duty to maintain a safe and healthy workplace, to not only reduce risk such as noise emissions, but also to provide access to personal protective equipment for employees and to have a process for dealing with injuries that require medical treatment. Automotive Suppliers are required to maintain a valid IATF:16949 certification.

Suppliers are to maintain a health and safety management system to limit worker exposure to hazards and promote continuous improvement of working conditions and occupational health and safety.

Environmental Sustainability

Martinrea is committed to ensuring the responsible use of natural resources and the prevention and reduction of negative environmental impacts like emissions, energy and water consumption, or waste generation, and not to endanger the environment. The Company aspires to be an environmentally responsible company and has corporate strategies and risk management practices in place to reduce its impact on the environment, which includes oversight for environmental sustainability for its operations. Martinrea's Suppliers must meet or exceed applicable environmental laws and be committed to minimizing the impact of their operations on the environment. We expect our Suppliers to have knowledge of the environmental impacts associated with their business activities and where appropriate to implement policies, programs and employee training. Specifically, Suppliers should actively assume responsibility for reducing negative environmental impacts (e.g. emissions, air pollution, energy and water consumption, and the generation of waste).

Martinrea seeks to manage and reduce GHG emissions throughout our value chain. We encourage our Suppliers to track GHG emissions and develop strategies to reduce these emissions through energy efficiency programs and renewable energy utilization throughout their operations. Martinrea also encourages all Suppliers to become ISO 14001 certified.

What can you do to support Sustainability?

1. Ensure that your company has an environmental policy in place that is adopted and communicated by top management. If applicable to your business, your policy will cover:
 - GHG Emissions and energy reductions leading to decarbonization
 - Energy Efficiency and Renewables
 - Water Quality and Consumption
 - Air Quality
 - Waste Management including the utilization of reuse and recycling programs
 - Resource Management
 - Chemical Management
 - Land, forest, water rights and forced eviction
 - Biodiversity, land use and deforestation
 - Animal welfare
 - Soil quality
2. Develop a program to train your employees on your environmental policy.
3. Implement an internationally accredited Environmental Management System (EMS), such as ISO 14001:2015, that integrates risk assessments and reporting protocol in order to ensure continuous improvement.
4. Ensure that your company has written procedures in place for managing any restricted substances. Please utilize the Global Automotive Declarable Substance List (GADSL), provided at <https://www.gadsl.org>, for an up to date list of restricted substances.
5. Report your company's environmental impacts to CDP on an annual basis.
6. Ask your own suppliers to implement Strategies # 1-5. Provide training and resources to communicate requirements and audit your supply chain to attain proof of compliance.

Reporting Concerns and Retaliation

Our Suppliers, and their employees, must speak up promptly when in the course of working for Martinrea, if they learn of a violation of a law or this Code, either by the supplier itself or by Martinrea employees.

Reporting can be made to your Martinrea contact person or in accordance with Martinrea's *Whistleblower Policy*. Martinrea's Whistleblower system can be used by anyone throughout the entire supply chain to report violations, specifically illegal business practices or potential human rights violations. This system is available in a number of languages and is anonymous in all countries. The confidential whistleblower and ethics numbers are set out below.

We also expect our Suppliers to not retaliate against anyone who makes a good faith report of a violation of a policy or law.

Depending on the circumstances, Martinrea may take a range of actions to remediate a failure by a Supplier to comply with this Code, for example by suspending business with the Supplier until corrective measures have been implemented or by terminating the relationship with the Supplier.

If you have any questions or comments about the requirements of this Supplier Code of Conduct, you can contact your purchasing representative at Martinrea.

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

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