



MARTINREA INTERNATIONAL INC.

Responsible Function: MARTINREA LEGAL DEPARTMENT

Policy Name: WHISTLEBLOWER POLICY

Policy No.: LP-2-V4-2020

Revision Number: 4

Last Revised: March 13, 2020

Page 1 of 5

Policy Scope: ALL LOCATIONS

**ISSUED AND APPROVED BY:
BOARD OF DIRECTORS**

POLICY SUMMARY

1. WHAT IS THIS POLICY?

This Whistleblower Policy (the “Policy”) sets out the procedures for reporting questionable accounting or auditing matters.

2. WHY IS THIS POLICY IMPORTANT?

This Policy ensures that Martinrea complies with all applicable securities laws and regulations, accounting standards, accounting controls, and audit practices, while ensuring that any employee raising concerns can do so in a confidential manner without fear of retaliation.

3. WHAT YOU SHOULD DO?

If you learn of a questionable accounting or auditing matters, you must report it immediately either to the Audit Committee Chairman or via the Confidential Whistleblower & Ethics Number set out at the end of the Policy. For matters related to suspected fraud or securities violations, or if you are not comfortable with the Procedures, you may contact the General Counsel and Corporate Secretary who has specific responsibility to investigate all reported violations.

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Policy Name:		WHISTLEBLOWER POLICY	
Policy No.: LP-2-V4-2020	Revision Number: 4	Last Revised: March 13, 2020	Page 2 of 5
Policy Scope: ALL LOCATIONS		ISSUED AND APPROVED BY: BOARD OF DIRECTORS	

1. **SCOPE**

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

2. **PURPOSE**

- 2.1. The Audit Committee of the Board of Directors of Martinrea is committed to having the Company comply with all applicable securities laws and regulations, accounting standards, accounting controls, and audit practices. In that regard, the Audit Committee has established procedures (the “Procedures”) on behalf of the Company for (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submission by directors, officers and employees of the Company of concerns regarding questionable accounting or auditing matters, as that term is used in these Procedures. The Audit Committee also wants to ensure that any employee wishing to submit a report of the type contemplated in the Procedures shall be free to do so without fear of dismissal or retaliation.
- 2.2. As used in these Procedures, the term “questionable accounting or auditing matters” includes, without limitation, (i) fraud, deliberate error or misrepresentation in the preparation, evaluation, review or audit of any financial statement of the Company (fraudulent financial reporting), (ii) fraud, deliberate error or misrepresentation in the recording and maintaining of financial records of the Company (including destroying, altering or falsifying company records, (iii) deficiencies in, overriding or noncompliance with the Company's internal accounting controls, (iv) misrepresentation or false statements to or by a senior officer or accountant regarding a matter contained in the Company's financial records, financial reports or audit reports, (v) theft, (vi) expenditures and liabilities for personal use (such as bribes, kickbacks or conflicts of interest), (vii) policy violations such as the Code of Conduct, insider trading or other compliance policies, or (viii) deviation from full and fair reporting of the Company's financial condition. For purposes of these Procedures, the term “Company” shall include the Company and its subsidiaries and affiliates.

3. **POLICY**

3.1. **Reporting Responsibility**

It is the responsibility of all directors, officers and employees to comply with Company policies and to report violations or suspected violations in accordance with this Whistleblower Policy.

Policy Name:		WHISTLEBLOWER POLICY	
Policy No.: LP-2-V4-2020	Revision Number: 4	Last Revised: March 13, 2020	Page 3 of 5
Policy Scope: ALL LOCATIONS		ISSUED AND APPROVED BY: BOARD OF DIRECTORS	

3.2. **No Retaliation**

No director, officer or employee who in good faith reports questionable accounting or auditing matters related to the Company shall suffer harassment, retaliation or adverse employment consequences. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Company prior to seeking resolution outside the Company.

Employees who report acts of wrongdoing pursuant to this policy can and will continue to be held to the Company's general job performance standards. Therefore, an employee against whom legitimate adverse employment actions have been taken or are proposed to be taken for reasons other than prohibited retaliatory actions, such as poor job performance or misconduct by the employee, is prohibited from using this policy as a defense against the Company's lawful actions.

3.3. **Reporting Violations**

The whistleblowing Procedures are intended to be used for serious and sensitive issues. Serious concerns relating to questionable accounting or auditing matters should be reported to the Audit Committee Chairman at the contact information below or on the anonymous voicemail listed at the end of the policy.

Supervisors who become aware of any questionable accounting or auditing matters, or who receive complaints or concerns from other employees, must immediately report them directly to the Audit Committee Chairman in accordance with this policy. Supervisors and managers who receive complaints of questionable accounting or auditing matters must consult with the Audit Committee Chairman before undertaking an investigation or other action. The Audit Committee has final responsibility and authority for the investigation and handling of any concerns or complaints relating to accounting and auditing practices and other matters. Any supervisor or manager who fails to report allegations of questionable accounting or auditing matters in accordance with this policy may be subject to discipline.

If you are a director or officer, or if the concern relates to corporate accounting practices, internal controls or auditing, you should contact the Audit Committee Chairman.

If the matter relates to suspected fraud or securities violations, or if you are not comfortable with the Procedures, you may contact our Company's General Counsel and Corporate Secretary, who has specific responsibility to investigate all reported violations (the contact information is set forth below).

Policy Name:		WHISTLEBLOWER POLICY	
Policy No.: LP-2-V4-2020	Revision Number: 4	Last Revised: March 13, 2020	Page 4 of 5
Policy Scope: ALL LOCATIONS		ISSUED AND APPROVED BY: BOARD OF DIRECTORS	

3.4. **Audit Committee**

The Audit Committee may enlist committee members, employees of the Company and/or outside legal, accounting or other advisors, as appropriate, to conduct any investigation of complaints regarding financial statement disclosures, disclosure concerns or violations, accounting, internal accounting controls, and auditing matters. In conducting any investigation, the Audit Committee shall use reasonable efforts to protect the confidentiality and anonymity of the complainant.

3.5. **Record Retention**

All documents related to reporting, investigation and enforcement of and under this policy, or of the discrimination, retaliation or harassment of an employee that made a report or complaint hereunder, shall be kept in accordance with the Company's record retention policy and applicable law.

3.6. **Acting in Good Faith**

Anyone filing a complaint concerning questionable accounting or auditing matters must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of Company policies.

3.7. **Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

3.8. **Handling of Reported Violations**

Your complaint will be formally acknowledged in a timely manner (where the report has not been made anonymously). All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Thank you in advance for your understanding and co-operation. If at any time you have any questions or concerns regarding this policy, please do not hesitate to contact me or Kerri Pope so we can personally address your questions or concerns.

Sincerely,

Robert P. Wildeboer
Executive Chairman

Policy Name: WHISTLEBLOWER POLICY			
Policy No.: LP-2-V4-2020	Revision Number: 4	Last Revised: March 13, 2020	Page 5 of 5
Policy Scope: ALL LOCATIONS		ISSUED AND APPROVED BY: BOARD OF DIRECTORS	

Contact Information

Audit Committee Chairman

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

General Counsel and Corporate Secretary

Kerri Pope
 3210 Langstaff Road
 Vaughan ON L4K 5B2

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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