

1.0 Applies To

This policy applies to:

- (a) Mattr Corp. and to all Mattr subsidiaries, affiliates, and joint ventures worldwide (the “Company” or “Mattr”);
- (b) all Mattr officers, directors and employees worldwide (“Employees”); and
- (c) agents, representatives, distributors, joint venture partners, intermediaries, contractors, consultants and other third parties contracted to represent the Company (“Representatives”).

2.0 Introduction

Mattr desires long-term growth, including expansion of its international activities. In conducting its domestic and international business, Mattr will promote compliance with applicable anti-corruption and anti-bribery laws in all countries where we do business.

Mattr expects all Employees, and Representatives to refrain from engaging in any form of bribery or corruption, irrespective of citizenship, domicile, or location. In addition, the Company seeks to avoid even the appearance of impropriety in the actions of our Employees and Representatives.

Failure to comply with anti-corruption and anti-bribery laws could lead to criminal and civil penalties for Mattr and for individual Employees and Representatives, significant business disruptions, and harm to Mattr’s reputation.

3.0 Policy Statement

It is the policy of the Company, that the Company and its Employees and Representatives shall comply fully with all applicable provisions of the United States Foreign Corrupt Practices Act (“FCPA”), the Canadian Corruption of Foreign Public Officials Act (“CFPOA”) the U.K Bribery Act 2010 (“UKBA”), and all other anti-corruption and or anti-bribery laws applicable to the Company. Virtually every country in which we operate prohibits bribery.

This Global Anti-Corruption and Anti-Bribery Policy (the “ABC Policy”) prohibits bribery of Government Officials (both U.S. and non-U.S.) as well as private sector (commercial) bribery, including the offering, promising, authorizing or providing anything of value to any customer, business partner, vendor or other third party in order to induce or reward the improper performance of an activity connected with our business.

4.0 Prohibition of Bribery

4.1 Government Bribery

The Company, its Employees and Representatives are prohibited from giving, promising, offering, or authorizing payment of anything of value to any Government Official (both U.S. and non-U.S. officials) to obtain or retain business, to secure some other improper advantage, or to improperly influence a Government Official’s actions.

4.2 Commercial Bribery

In addition to the prohibitions of bribing Government Officials discussed above, the Company prohibits Employees and Representatives from offering or providing corrupt payments and other advantages to or accepting the same from private (non-government) persons and entities. Such payments constitute commercial bribery and are often called “kickbacks.”

4.3 Facilitating Payments

The Company’s prohibition on bribery applies to all improper payments regardless of size or purpose, including “facilitating” (or expediting) payments. Facilitating payments refer to small payments to Government Officials in his or her individual capacity and not to the government entity itself to expedite or facilitate routine and non-discretionary actions or services, such as obtaining an ordinary license or business permit, processing government papers such as visas, customs clearance, providing telephone, power or water service, or loading or unloading of cargo. Generally, facilitation payments are prohibited by this Policy, except for a very limited set of circumstances where an Employee or Representative’s personal safety is threatened. In such circumstances, the Employee or Representative must make an immediate notification of the circumstances to the Chief Compliance Officer to be recorded properly in the Company’s books and records.

4.4 Providing Items of Value to Government Officials

4.4.1 Entertainment, Gifts, Travel and Lodging

It is never permissible to provide gifts, meals, travel, or entertainment to anyone (Government Officials or commercial partners) in exchange for any improper favor or benefit. In addition, gifts of cash or cash equivalents, such as gift cards, are never permissible. Payments made for business entertainment, gifts, travel and lodging to Government Officials must be directly related to (a) the promotion, demonstration, or explanation of products or services; or (b) the execution or performance of a contract with a non-U.S. government or agency thereof and (c) must be reviewed and approved in writing by the Business Unit President and the Chief Compliance Officer. The Chief Compliance Officer will conduct a careful assessment of the reasonableness of the expenses and the business need for the trip based on the information provided. Special scrutiny should be given when international travel is involved.

4.4.2 Charitable Donations

It is never permissible to provide a donation to improperly influence a Government Official, or in exchange for any improper favor or benefit. It may, however, be permissible to make donations directly to a government agency (rather than to an individual Government Official) as part of a charitable effort in accordance with the Company's Charitable Donation Policy.

4.4.3 Political Contributions

It is never permissible to provide a political contribution to improperly influence a Government Official, or in exchange for any improper favor or benefit. The Company recognizes the individual employee's right to make political contributions under his or her name, but political contributions should never be made by Employees or Representatives on behalf of Mattr.

4.5 Providing or Receiving Items of Value to Customers

Mattr permits providing common courtesies, entertainment, modest gifts, and occasional meals for potential or actual customers, end users, or others involved with aspects of Mattr's business in a manner appropriate to the business relationship and associated with business discussions, provided that such expenses are reasonable, authorized by Designated Business Unit Managers, and consistent with applicable law. Mattr prohibits any employee from obtaining any form of bribes or kickbacks and from accepting any gifts and entertainment beyond a nominal value.

4.6 Retention and Management of Representatives

Mattr may be held liable for the unlawful acts of its Representatives. As such, all Representatives that will interact with Government Officials or entities on behalf of the Company must complete the Company's due diligence process and be approved by the Business Unit President and the Chief Compliance Officer prior to beginning work on the Company's behalf. All agreements with Representatives that interact with government entities or officials must be memorialized in writing and include appropriate Anti-Bribery language. Company Legal Counsel shall determine the appropriate contractual language. Once the Representative has been retained by the Company, the Representative's activities and expenses must be monitored by the relevant Company employee to ensure continued compliance with the applicable anti-corruption laws and Company policies.

5.0 Reporting Violations and Non-Retaliation Policy

5.1 Reporting Violations

Any Employee or Representative who observes conduct that may violate this ABC Policy should be immediately reported. The report can be made directly to the Chief Compliance Officer, Nicolas Viellard, who can be reached at +31 6 23 90 3895 or by email at nicolas.viellard@mattr.com or through the Whistleblower Hotline:

- Website: www.lighthouse-services.com/Mattr
- Telephone for English speaking USA and Canada: **(833) 210-4024** *(not available from Mexico)*
- Telephone for French speaking Canada: **(855) 725-0002**
- Telephone for Spanish speaking North America: **(800) 216-1288** *(from Mexico, dial 01-800-681-5340)*
- Telephone for Persons outside of North America: **(800) 603-2869** *(must dial country access code first)*
[Click here](#) for access codes and dialing instructions.
- E-mail: reports@lighthouse-services.com
(must include company name with report)

5.2 Non-Retaliation

Mattr is committed to maintaining a work environment where employees can raise questions or concerns without fear of retaliation. This means that no employee who makes a report in good faith can be retaliated against. An open line of communication is vitally important to a healthy work environment. Anyone who retaliates against an employee will be subject to disciplinary action including termination of their employment.

6.0 Training and Certification

6.1 Training

The Chief Compliance Officer may assign periodic training to select Employees and Representatives. The required Anti-Bribery training may include in-person or online Global Code of Conduct training, a web-based Anti-Bribery training course, or instructor-led training programs. If an Employee or Representative is assigned an online training course, he or she must complete that online course regardless of whether they have also received in-person training.

6.2 Certification

Employees are required to annually certify compliance with the Company's Code of Conduct and its related policies, which includes compliance with the Company's ABC Policy.

7.0 Related Documents

[Global Code of Conduct](#)

[Whistleblower Policy](#)

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