



Anti-bribery and corruption policy

Introduction

MTG does not tolerate any form of bribery nor other forms of corruption, and we work diligently to prevent any kind of corruption, bribery, and unlawful misbehavior in our company. Failure to follow anti-corruption laws and regulations can have serious consequences both for MTG and for the individuals concerned. MTG's employees must therefore take great care to always exercise good judgement and should never put themselves or others into a position that may violate this policy or applicable anti-corruption laws and regulations. Never compromise on ethics when doing business.

This policy does not address every situation you may experience at work. If in doubt, you should always seek advice from your local legal counsel, MTG Legal (legal@mtg.com).

Bribery

Bribes are illicit benefits or gifts received, given or promised for the purpose of directly or indirectly influencing someone's actions.

Bribery occurs when a person receives, gives, offers, or promises anything of monetary or beneficial value to obtain or keep business, influence business decisions or gain business advantage which would not be available without the bribe.

An example of a bribe is when a supplier offers money to a company employee to gain business from that company. Another example is offering gifts or entertainment to an employee with the intention of influencing them to take a particular action. However, a bribe or improper advantage can take many forms, including paid expenses, loans, discounts, personal benefits, accommodation, support for a campaign or potentially anything that can be of value to a person or organization.

What is improper will vary between circumstances. Even a small gift could be improper depending on the intention and situation the gift is given or accepted in. You must look at the situation as a whole and consider factors such as the relationship between the parties involved, the frequency of the gift or benefit, and whether it is given in a transparent manner.

If you are still unsure whether it may be a bribe, ask yourself:

- Is the gift or benefit I am giving or receiving reasonable and justified in the circumstances?
- If I had to disclose these activities to my line manager, or if they were leaked to the media, would they embarrass either MTG or me?

If you are still unsure, discuss with your line manager or local legal department, or contact MTG Legal (legal@mtg.com).

Gifts

MTG does not prohibit business gifts in general. Our position is that business gifts should be gestures of goodwill, never rewards for doing business with us. Gifts of limited nominal value or company branded products are allowed if they are reasonable and justifiable.

When giving or receiving a gift, all employees must ensure they have their line manager's written permission to give or accept the gift. The gifts should be given and accepted openly between companies (not between persons).

Unacceptable gifts

Some gifts can never be given or received simply by their nature, e.g.:

- Cash (and equivalent items that can be exchanged directly for private consumption, such as vouchers or gift certificates)
- Expensive items such as iPads, iPhones, jewelry, and other luxury items
- Loans or personal services that can create dependence between those involved
- Entertainment of a sexual or similarly inappropriate nature

No gifts may be given or received in the following situation or to the following persons:

- Partners, spouses, and other family members
- Gifts that do not have a clear business purpose
- Gifts that are not transparent and could be perceived by others as intended to influence business decisions
- During ongoing contractual negotiations
- Gifts that indirectly or directly require something in return
- Gifts offered to or received from public officials or people that are listed as politically exposed people (PEP)

Hospitality

MTG does not prohibit normal and appropriate hospitality (whether given or received), as long as it is reasonable and justified in the circumstances. Social gatherings with business partners, such as meals, sporting, or cultural events, can be a legitimate part of our business and of building business relations between companies. But using entertainment or an event to influence a decision or to gain an unfair advantage, or using inappropriate entertainment or events in general, is not allowed.

As a rule, you can arrange or attend events or business trips if there is a legitimate business reason, that the business partner is present, and that the costs and duration are kept within reasonable limits and in line with company standards. The hospitality should be given and accepted openly and be a transaction between companies (not between persons).

Be cautious with the following types of arrangements:

- Hospitality that includes partners, spouses, and other family members
- Invitations that do not have a business agenda that justifies the arrangement
- Hospitality that is not transparent and could be perceived by others as intended to influence business decisions
- Hospitality during ongoing contractual negotiations
- Hospitality offered for something in return
- Hospitality offered to public officials or people that are listed as politically exposed people (PEP)

To ensure that our employees are protected from allegations of improper conduct or of attempts to bribe a third party, all employees giving or receiving hospitality are required to obtain advance internal approvals in writing.

Facilitation payments

Facilitation payments are unofficial payments, direct or indirect, made to secure or speed up a routine action or process such as the issuing of a visa, permit, or license. Lawful payments to a government agency are not facilitation payments. MTG does not make facilitation payments.

Public sector

It is particularly important to be aware of corruption risks when dealing with public officials (including employees of government-owned or government-controlled commercial enterprises and international organizations). Our requirements to record hospitality and gifts offered and received are therefore even stricter for the public sector than for the private sector. Many public officials are also subject to their own strict rules about what they may receive, and we must be careful to identify, understand, and respect these rules.

Political donations and charitable contributions

MTG does not take part in party politics and does not make political donations or charitable contributions that could be interpreted as a substitute for political payments.

Business partners

MTG does business with consultants and other business representatives, and we can be held liable for bribery or any other corrupt activities by these partners. It is therefore important that our partners are carefully selected, and the integrity of the partner is verified in order to mitigate corruption risks. Our business partners shall conduct their businesses according to the principles outlined in this Policy.

All business partners must be appointed and compensated following a written contract. The compensation must be in line with market rates and any payment methods other than wire transfers or checks shall be avoided. This also means that all payments must be properly documented and accounted for, so that such payments are clearly linked to services or goods lawfully provided by the partner.

Conflicts of interest

All business decisions should be made independently of private interests or loyalties.

A conflict of interest arises when an employee uses their position to make decisions for personal gain or decisions that could benefit relatives or friends. An external engagement can also negatively influence an employee's ability to fulfil their duties in relation to the Group. There are many possible scenarios that can create a conflict of interest, such as having external directorships or significant shareholdings in suppliers, customers or competitors; employing family members or friends; or using a supplier in which a relative or close friend has a significant role or financial interest.

Employees must avoid any relationship, activity, ownership interest or similar arrangement (including acceptance of gifts or hospitality) that could reasonably create a) a conflict with the interests of the Group; or b) influence their professional judgment in the performance of their duties at the Group.

Employees should inform their manager of any potential conflicts involving themselves or others, and when in doubt should seek advice from their line manager, local legal department or MTG Legal (legal@mtg.com).

Roles and responsibilities

MTG’s **general counsel** is the owner of this policy. The general counsel handles the content of the policy, maintains and updates the policy, and ensures it is properly communicated and enforced.

Local boards, advisory boards, and similar corporate bodies oversee tailoring and implementing this policy at MTG’s subsidiaries. **Local CEOs, management board members** and similar handle communicating this policy, and for ensuring that all employees within their area of responsibility are familiar with and follow this policy.

All employees are individually responsible for reading, understanding, and following this policy when conducting business on behalf of MTG or any of its subsidiaries. Each employee is encouraged to raise concerns about actual or possible violations of this policy to their line manager, local legal department, MTG Legal (legal@mtg.com), or through the whistleblower procedure available on: <https://whistleblowersoftware.com/secure/MTG>

Policy history and change information

Version	Revision Date	Change information
1	2019-05-20	Final draft of policy
1.1	2020-12-09	Minor editorial updates
1.2	2021-12-08	Minor editorial changes