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ANTI-BRIBERY AND CORRUPTION POLICY As Adopted January 1, 2022

I. PURPOSE

MCC is committed to conducting business fairly, honourably, with integrity, and in compliance with the laws of every country with which it operates. Bribery is illegal. It can expose the Company to massive fines and other penalties, and it can lead to prison for employees. All MCC directors, officers, and employees must be familiar with and follow each of the requirements described in the MCC Anti Bribery and Anti-Corruption Compliance Policy (the "Policy"). Agents, consultants, business partners, and any other persons or entities doing business on behalf of MCC (i.e., third-party intermediaries) must also comply with this Policy

II. POLICY SUMMARY

The Policy can be summarized in three points:

We never pay bribes to get business.

We never give anything of value to government officials, directly or indirectly, to influence their decision making.

We record our transactions accurately.

Any attempt to pay, authorize, or promise a bribe, kickback, or any other form of corrupt payment – in any amount – is strictly prohibited. It does not matter if the intended recipient of the bribe works in the public or private sector. It does not matter if the intended recipient conducts business in a country where paying bribes is a common practice, "necessary to get anything done," or "engrained in the business culture." And it does not matter if "everyone else is doing it." No officer, director, employee, or third-party intermediary shall pay, authorize, or promise to give anything of value – whether directly or indirectly through a third party – in order to improperly influence any person or entity to act favourably towards MCC.

To ensure compliance with this Policy, and consistent with our accounting policies, all transactions must be recorded accurately and with sufficient detail to identify the actual purpose for each payment. MCC strictly prohibits any "off-the books" accounts or payments, or making any false, misleading, or incomplete entries in the books and records in an attempt to obscure the actual purpose of a payment. This prohibition applies regardless of the amount of the payment.

III. WHO IS COVERED BY THIS POLICY?

This Policy prohibits bribery and corrupt behaviour by:

Any employee, officer, or director of the Company;

and

Any person acting on behalf of the Company, including third parties acting on behalf of the Company, such as distributors, agents, brokers, representatives, consultants, or business partners.

Acts of bribery and corruption commonly involve public or government officials. This Policy prohibits the payment of bribes – in any amount and at any level – to any public or government officials, including but not limited to the following:

Officers or employees of any local, provincial or national government (for example, members of Parliament, police officers, firefighters, members of the military, tax authorities, permit issuers, customs inspectors, etc.);

Directors, officers, representatives, agents, or employees of any state-owned or controlled business or company;

Individuals acting in any official capacity or on behalf of any government or public international organization (for example, an official advisor or consultant to a government);

Officers or employees of a political party; and Candidates for political office.

Bribery also can involve corrupt payments to agents or employees of customers or business partners in order to secure an advantage over competitors. This Policy therefore prohibits the payment of bribes – in any amount and at any level – to any private persons, including but not limited to the following:

Purchasing agents or procurement officers of customers and potential customers; and Third parties who are in a position to recommend or refer business to MCC.

As noted above, any payment that cannot be made directly to an individual under this Policy may also not be made indirectly, such as to a close relative, through a friend, via the individual's business, or through some other intermediary.

IV. BRIBERY & CORRUPTION – THE BASICS

Bribery and corruption have a range of definitions in law, but certain fundamental principles apply universally.

Bribery is the offer, promise, giving, demanding, or acceptance of anything of value as an inducement for an action which is illegal, unethical, or a breach of trust.

Corruption consists of an offer, payment, or promise that is intended to induce the recipient to misuse his or her official position, whether as a government official or as the representative or employee of a private business. Acts of bribery and corruption are designed to influence the individual in the performance of their duties and to induce them to act dishonestly.

Importantly, anti-bribery and anti-corruption laws prohibit not only bribes made directly by employees, but also bribes made indirectly through third parties acting on behalf of the Company. In the context of this Policy, third parties are broadly defined to include any person or entity acting on behalf of the Company, including but not limited to agents, brokers, consultants, sales representatives, lawyers, accountants, distributors, and other business partners.

V. WHAT MIGHT CONSTITUTE A BRIBE?

Bribes can take many different shapes and forms, but typically they involve corrupt intent. There will usually be a “quid pro quo” – that is, the bribe will be offered or paid in exchange for some benefit. Bribes can be made by using anything of value, including:

Cash, cash equivalents (e.g., gift cards), or loans;

Payments for travel or entertainment;

Favours, including offers of employment or internships;

Gifts (e.g., perfume, jewellery, use of club memberships);

Donations to a charity affiliated with or sponsored by a government official; and
Political contributions.

Some examples of improper influence of a public or government official include:

A government official would not act if you did not make the gift, and you give a gift to increase the chances that the government official will take such action.

The government official has a choice to act or not and makes a decision based on a gift.

Some examples of improper business advantage include when a government official:

Overlooks a violation or tolerates non-compliance with applicable laws;

Does not perform a task that should otherwise be performed (e.g., does not conduct a required inspection prior to issuing a permit);
Reduces customs duties; • Grants a favourable tax treatment; and
Directs business to MCC.

Examples of commercial bribery include:

Paying a kickback to a purchasing agent in order to cause that agent to choose to buy the bribe payer's products rather than those of a competitor;

Providing anything of value to an executive or officer of a business partner in order to cause that partner to conduct business with the bribe payer; and

Paying a third party in order to unlawfully obtain a recommendation or referral for MCC.

This Policy cannot cover every situation or provide information on every law that may be applicable where MCC conducts business. If you are ever uncertain, feel uncomfortable about, or question the ethics of any situation or request, you should seek further guidance from the Company. Information on who to contact for additional guidance, as well as other available resources, can be found in the Compliance Hotline and Company Contacts section of this Policy.

VI. ARE BUSINESS COURTESIES PERMITTED?

"Business courtesy" generally refers to something of value that is provided to customers and potential customers as a means of developing a legitimate relationship with that customer. This includes meals, entertainment, discounts on products and services not readily available to the general public, payment of travel expenses, personal favours, and token gifts.

MCC prohibits its employees from corruptly providing business courtesies of any value to any individual, including foreign officials, in exchange for that individual taking some action that benefits MCC. Because some of MCC's customers and potential customers are state-owned or state-controlled companies, business courtesies to these customers may implicate both European and local laws.

The Company must take care to ensure that business courtesies do not constitute a corrupt payment to individuals, including foreign officials. Only legitimate and reasonable business courtesies may be provided by MCC employees to customers. A good way to judge the propriety of a contemplated business courtesy is to ask yourself whether it would appear to an objective person that the courtesy was intended to influence the decision maker recipient. Imagine a news story reporting on the gift. Was the value significant? Is the gift similar to Super Bowl or World Cup finals luxury suite tickets? Did the Company have business pending before the recipient? Is there a pending bid for business or some sort of pending regulatory approval?

It is rare that business courtesies are appropriately offered to government officials acting as government officials, but reimbursement of reasonable and bona fide travel, food, lodging, and other comparable expenses for foreign officials, party officials, or candidates may be permissible provided that the business courtesy:

is of a modest value;

is reasonably related to a legitimate business purpose;

is lawful under all applicable laws (including local law);

would not embarrass MCC if disclosed publicly;

does not create the appearance that the giver is entitled to preferential treatment; and

would not influence, or appear to influence, the recipient's ability to conduct his or her official duties objectively and independently, to act in the best interest of his or her company, agency or entity, or to prevent the recipient from awarding business to one of the provider's competitors.

Appropriate gifts or business courtesies will usually be valued at less than \$100.00, and any gifts given by MCC employees, as appropriate, should usually bear MCC EJ logo.

The following gifts, meals, entertainment or business courtesies are never permitted:

gifts or benefits given in the expectation of, or as a reward for, the provision of business or favourable official action;

gifts or loans of cash or cash equivalents (including, but not limited to, shopping cards);
lavish meals or entertainment;
“adult” or other inappropriate entertainment;
meals or entertainment given as a specific inducement to influence official decision making, to obtain or retain business, or to reward the award of prior business; or
gifts that are requested by the recipient.
Infrequently, it may be appropriate for MCC personnel to pay for travel expenses of officials, customers, suppliers, or other business associates, such as where it is necessary to visit a particular facility for an inspection or for a contract negotiation session. Because such offers in nearly all cases require a non-nominal expenditure, offers to pay for travel-related expenses always require the prior approval of your manager.

In reviewing the travel request, the approver will consider whether:

the travel is directly related to a legitimate business purpose;
the class of travel is appropriate in the business context;
the proposed expenditures comply with United States and local laws and customs; and
the itinerary excludes side trips that are of a personal benefit (Side trips of a personal benefit are always prohibited).
Paid-for travel for family members generally is inappropriate, and always requires prior approval. In no event is it permissible for MCC personnel to provide a trip as a reward for obtaining or retaining business, or as a reward for the award of previous business.

VII. COMPLIANCE COMPANY CONTACTS

Any employee of MCC must immediately report to their manager, or the Managing Director evidence that a director, officer, employee, agent, representative, or business partner of MCC has violated or may violate this Policy, or any other anti-corruption law. Failure to report such information is cause for disciplinary action up to and including termination. The Company has zero tolerance for retaliation of any kind against any individual who in good faith makes inquiries, reports concerns, or participates in external or internal investigations