

Anti Bribery and Corruption Policy

1. Introduction

The MAT Foundry Group (the “Group”, comprising MAT Foundry Group Ltd and all of its subsidiaries) values its reputation and is committed to maintaining the highest level of ethical standards in the conduct of its business affairs. The actions and conduct of all staff within the Group are key to maintaining these standards.

We recognise that market practice varies across the territories in which the Group does business and therefore what is normal and accepted in one place may not be accepted in another. However, we are fully committed to complying with our obligations under applicable legislation, including the UK Bribery Act 2010 and the US Foreign Corrupt Practices Act (“FCPA”), and ensuring that no bribes or corrupt payments are made, offered, sought or obtained by anyone acting on our behalf, to anyone, anywhere in the world.

The purpose of this document is to set out our policy in relation to bribery and corruption. The Policy applies strictly to all employees, directors, agents, consultants, contractors and to any other people or bodies associated with the Group, within all regions, areas and functions in which business is conducted. The Policy should be read in conjunction with the MAT Holdings Inc Anti Bribery and Anti Corruption Compliance Policy, adopted by MAT Holdings Inc on 1 March 2017

2. Understanding and recognising bribery and corruption

Acts of bribery or corruption are designed to influence an individual in the performance of their duty and incline them to act in a way that a reasonable person would consider to be dishonest in the circumstances.

Bribery can be defined as offering, promising or giving a financial (or other) advantage to another person with the intention of inducing or rewarding that person to act or for having acted in a way which a reasonable person would consider improper in the circumstances. Corruption is any form of abuse of entrusted power for private gain and may include, but is not limited to, bribery.

Bribes are not always a matter of handing over cash. Gifts, hospitality and entertainment can be bribes if they are intended to influence a decision.

3. Penalties

The UK Bribery Act 2010 came into force on 1 July 2011. Under that Act, bribery by individuals is punishable by up to ten years’ imprisonment and/or an unlimited fine. If the Group is found to have taken part in the bribery or is found to lack adequate procedures to prevent bribery, it too could also face an unlimited fine.

A conviction for a bribery or corruption related offence would have severe reputational and/or financial consequences for the Group.

4. Group Policy

The Group operates a zero tolerance approach to bribery or corruption in any form.

The Group prohibits the offering, giving, solicitation or the acceptance of any bribe or corrupt inducement, whether in cash or in any other form:

- *to or from* any person or company wherever located, whether a public official or public body, or a private person or company;
- *by* any individual employee, director, agent, consultant, contractor or other person or body acting on the Group's behalf;
- *in order to* gain any commercial, contractual, or regulatory advantage for the Group in any way which is unethical or *to* gain any personal advantage, pecuniary or otherwise, for the individual or anyone connected with the individual.

This Policy is not intended to prohibit the following practices provided they are appropriate, proportionate and are properly recorded:

- normal hospitality, provided that it can be proven to be reasonable and is approved by a director;
- providing resources to assist a person or body to make a decision more efficiently, provided that it is for this purpose only.

It may not always be a simple matter to determine whether a possible course of action is appropriate. If you are in any doubt as to whether a possible act might be in breach of this policy or the law, the matter should be referred to your Head of Department or a Company Director. If necessary, guidance should also be sought from the Group Company Secretary who is responsible for Group legal matters. The Company Secretary can be contacted on companysecretary@matfoundrygroup.com

The firm will investigate thoroughly any actual or suspected breach of this policy, or the spirit of this Policy. Employees found to be in breach of this Policy may be subject to disciplinary action which could ultimately result in their dismissal.

5. Key risk areas

Bribery can be a risk in many areas of the Group. Below are the key areas you should be aware of in particular:

Excessive gifts, entertainment and hospitality: can be used to exert improper influence on decision makers. Gifts, entertainment and hospitality are acceptable provided are reasonable and are notified to and approved by a director

Facilitation payments: are used by businesses or individuals to secure or expedite the performance of a routine or necessary action to which the payer has an entitlement as of right. The Group will not tolerate or excuse such payments being made.

Reciprocal agreements: or any other form of '*quid pro quo*' are never acceptable unless they are legitimate business arrangements which are properly documented and approved by management. Improper payments to obtain new business, retain existing business or secure any improper advantage should never be accepted or made.

Actions by third parties for which the Group may be held responsible: can include a range of people i.e. agents, contractors and consultants, acting on the the Group's behalf. Appropriate due diligence should be undertaken before a third party is engaged. Third parties should only be engaged where there is a clear business rationale for doing so, with an appropriate contract. Any payments to third parties should be properly authorised and recorded.

Record keeping: can be exploited to conceal bribes or corrupt practices. We must ensure that we have robust controls in place so that we record our transactions accurately and in a transparent manner.

6. Employee responsibility and how to raise a concern

The prevention, detection and reporting of bribery or corruption is the responsibility of all employees throughout the Group. If you become aware, or suspect, that an activity or conduct which is proposed or has taken place is a bribe or is corrupt, then you have a duty to report this.

Any such incidents should be reported to your Head of Department, General Manager , Group Director . or the Group Company Secretary, who is responsible for all Group legal matters. Alternatively any concerns can also be reported by email to General Counsel at MAT Holdings Inc on ethics@matholdingsinc.

Failure to report knowledge of bribery or corruption is itself cause for disciplinary action which could lead to dismissal.