

# Code of Conduct and Ethics Policy on Bribery & Improper Payments

ETHICS & LEGAL COMPLIANCE | ISSUED: June 1, 2014 – REVISED: June 20, 2024

Magna prohibits bribery and improper payments in all of its business dealings in every country. This policy applies to Magna International Inc. and all of its operating Groups, Divisions, joint ventures and other operations globally (collectively, “Magna”). This policy also applies to all persons who act on Magna's behalf, including employees, officers, directors, consultants, and agents.

At Magna, business must be pursued with integrity and won fairly on the basis of product and price, and not through the offer, payment or receipt of bribes and other improper payments. Magna's [Code of Conduct and Ethics](#) expressly prohibits bribes and other improper payments. Any employee or other person acting on behalf of Magna who participates in such activities will be subject to disciplinary action up to and including termination of employment or other contractual relationship and may also be subject to criminal prosecution.

Many countries have laws that make bribery and other improper payments illegal, even when occurring in another country. Violating these laws is a serious offense, which can lead to fines for both Magna and its employees (including managers who authorized such conduct). Individuals who are directly involved risk going to prison. Even the appearance of a breach of these laws can have a serious reputational impact on Magna.

## WHAT IS AN “IMPROPER PAYMENT”?

An “**Improper Payment**” may include a bribe, kickback, or a facilitation payment.

A “**Bribe**” (or “**Bribery**”) is anything of value – including money, gifts, favours, discounts, entertainment, advantage or benefit of any kind – that has been given or offered to someone for their personal benefit and that is intended or may be seen as an attempt to influence an action or decision to be made (or not made) by that person, on behalf of the organization they represent, so as to benefit or provide advantage to Magna. Examples may include (i) giving money or a cash equivalent to the quality employee of a customer in order to ignore or smooth over product quality issues; or (ii) giving gifts to a government official in exchange for favourable treatment to Magna.

A “**Kickback**” is a type of Bribe. It is the return or accepting the return of a sum already paid (or due to be paid) as a personal reward for making or fostering business arrangements. Examples include (i) a supplier giving money to a Magna employee to encourage the Magna employee to process invoices for services that weren't performed, or (ii) offering to pay a customer's employee a percentage of the value of a contract if they award the contract to Magna.

A “**Facilitation Payment**” is a type of Bribe to government officials, and is illegal in many countries. Typically, they are payments to low-level government officials to obtain routine services or determinations to which Magna would otherwise be legally entitled (sometimes to expedite the service). Examples include payments to expedite a telephone or utilities connection or a customs declaration process. Magna prohibits Facilitation Payments in all of its global operations, even in countries where Facilitation Payments may be legally permitted.

## MAGNA POLICY REGARDING IMPROPER PAYMENTS

Magna prohibits Improper Payments in all of its business dealings, regardless of whether the Improper Payments are offered, made or paid for by Magna or by any person acting on Magna's behalf (e.g. a third party or an employee paying out of their own pocket). Magna also prohibits the creation of false documents or records of any Improper Payment and prohibits employees and third parties acting on Magna's behalf from seeking or accepting any Improper Payment (for example, from a supplier to Magna or a Magna employee).

An offer or promise to pay may be illegal, even if the Improper Payment is never actually made.

In certain circumstances, a gift given, or entertainment expenses incurred to obtain or maintain business can be considered a Bribe, particularly if the gift value is significant or the entertainment is excessive (for example, travel expenses). Consult Magna's [Policy on Gifts and Entertainment](#) for a better understanding of the potential overlap between gifts and entertainment and Bribery. You should consult your Regional or Group Legal Counsel or a Regional Compliance Officer if you have questions about whether a gift is appropriate or not. Any gift or entertainment expenses incurred on behalf of a government official must be approved in advance, in accordance with the Compliance Control Procedure – Expenditures on Government Officials.

## INTERNATIONAL APPLICATION OF ANTI-BRIBERY LAWS

Magna is subject to many local and international Anti-Bribery laws. Some of these laws specifically target the Bribery of foreign government officials. Examples include the United States' Foreign Corrupt Practices Act and Canada's Corruption of Foreign Public Officials Act. Some Anti-Bribery laws also prohibit Improper Payments to individuals in the private sector, such as customers and suppliers, and other forms of commercial Bribery. Because of the breadth of Magna's operations worldwide, this policy cannot address all of the issues raised by international and local requirements. It is the responsibility of each Magna employee to understand and comply with applicable international and local laws. If you are unsure whether a particular course of conduct is illegal or otherwise harmful to Magna's reputation, before taking any further action, you should consult with management or your Regional or Group Legal Counsel or a Regional Compliance Officer.

## THIRD PARTIES: AGENTS, CONTRACTORS AND OTHER INTERMEDIARIES

Anti-Bribery laws do not differentiate between acts made by Magna or by a third party acting on Magna's behalf. For that reason, Magna prohibits Improper Payments offered or made through third parties like agents, contractors, or other intermediaries. You must ensure that any third party acting on Magna's behalf applies Magna's standards of business conduct, including the [Supplier Code of Conduct and Ethics](#). In all cases where an agent, contractor or other intermediary is retained by Magna, you must:

- Have a documented basis for trusting the integrity of the third party (i.e. appropriate due diligence);
- Take reasonable steps to monitor for and prevent misconduct; and
- Respond appropriately to indications of possible misconduct.

Where you are retaining an intermediary to interact with a government official on Magna's behalf, you must conduct due diligence, obtain pre-approval and contractually require the intermediary to abide by Magna's compliance standards in accordance with the Compliance Control Procedure for Third Party Government Intermediaries.

Consult your Regional or Group Legal Counsel or a Regional Compliance Officer if you have any questions about hiring an intermediary, including contractual terms, or renewing an existing agreement with an intermediary. Check for warning signs or “red flags” that might indicate a risky third party relationship, and never ignore such signs. These would include situations where the third party:

- Appears unqualified or understaffed;
- Is specified or recommended by a government official;
- Requests that their identity be kept secret;
- Request payment in cash or upfront or through offshore accounts;
- Requests payment in a country NOT where the service was provided;
- Requests the falsification of documents;
- Requests unusually large compensation in relation to the services provided or compared with its competitors
- Seeks reimbursement for unusually high, vague or undocumented expenses; or
- Any other conduct that could represent a Bribery risk.

When any of these “red flags” exist, additional investigation and consultation with Regional or Group Legal Counsel or a Regional Compliance Officer is required.

## VIOLATIONS

Any violation of this policy will be treated as a serious matter and will be sanctioned with disciplinary action up to and including termination of employment.

If you are aware of or suspect that anyone is in violation of the Magna [Code of Conduct and Ethics](#) or this policy, you should report your concern promptly to (i) your manager, (ii) a Divisional or Group Finance Officer, (iii) a Group or Regional Legal Counsel, (iv) a Regional Compliance Officer, (v) the VP Ethics & Chief Compliance Officer, or (vi) through the Magna Hotline.

In accordance with Magna’s [Policy on Anti-Retaliation](#), Magna prohibits retaliation (or any threat or retaliation) against any individual who reports, in good faith, a violation of Magna’s [Code of Conduct and Ethics](#) or this policy (a “Reporter”), or any person who assists the Reporter or is related to the Reporter.

## HELPFUL TIPS

### ALWAYS...

- Make sure you fully understand applicable laws and Magna’s approach to offering or accepting gifts and entertainment (see also Magna’s [Gifts and Entertainment Policy](#)).
- Conduct appropriate due diligence in selecting and engaging third parties (including independent contractors and lobbyists).
- Comply with the Compliance Control Procedures for Third Party Government Intermediaries and Expenditures on Government Officials.
- Communicate our Anti-Bribery requirements to third parties via a formal contract, negotiate their acceptance and ensure that third party activities are monitored and audited over the life of their contract.
- Communicate Magna’s Supplier Code of Conduct to suppliers.
- Ensure that all expenditures are accurately recorded, including those that are processed through petty cash.
- Ensure that all payment requests made to Finance staff are properly supported by legitimate invoices, authorized by the required employees with applicable signing limits, made to legitimate payees and for a proper business purpose which is consistent with the scope of work agreed with the third party. Appropriate due diligence and internal reporting should be performed on any suspicious payment requests.

## NEVER...

- Offer anything of value to a government official or other person to obtain an actual or perceived improper benefit or advantage.
- Allow secret commissions or similar Improper Payments to be made. This includes arrangements made with politically influential individuals, companies, or organizations where the fees are disproportionate to the legitimate services offered.
- Make a Facilitation Payment or a payment to any person (in cash or in-kind) for a service to which Magna is not normally entitled. Examples include paying a government official to work overtime, working during local holidays, or undertaking duties beyond the scope of their regular job description.
- Do anything to encourage or facilitate someone else, including an agent or representative of Magna, to make an Improper Payment.
- Establish an unrecorded “slush” fund.
- Request or accept an Improper Payment.
- Circumvent or accelerate a payment request made to Finance staff by splitting payments.
- Make a payment personally in order to avoid complying with Magna’s [Code of Conduct and Ethics](#) or this policy.

## BE CAUTIOUS OF...

- Any request for a payment to a third party that is disproportionate to the services provided.
- Any request to make a payment that appears suspicious or to a name or in a jurisdiction not related to a transaction, including but not limited to a charity or foundation or political party.
- Background information about existing or potential third-party representatives or other intermediaries that suggest they may be undertaking activities that could be considered improper.
- Giving or receiving business gifts or entertainment during a quoting or tendering process.

## FOR FURTHER INFORMATION:

For further information or advice, please contact your Group or Regional Legal Counsel, a Regional Compliance Officer or Magna’s Vice-President, Ethics and Chief Compliance Officer.

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