

Anti-Bribery Policy

What is Bribery and why do we have an Anti-Bribery policy?

Bribery is the accepting of gifts, money, hospitality, or other favours in return for providing something of value to the briber. The purpose of this policy is to set out what we need to do at MPM to - make sure that no bribery occurs.

MPM is committed to the highest standards of ethical conduct and integrity in its business activities in the UK and overseas. This policy outlines MPM'S position on preventing and prohibiting bribery, in accordance with the Bribery Act 2010. MPM will not tolerate any form of bribery by, or to, its employees, agents or consultants or any person or body acting on its behalf. Senior management is committed to implementing effective measures to prevent, monitor and eliminate bribery.

This policy applies to all UK employees of MPM, and to temporary workers, consultants, contractors, agents, and subsidiaries acting for, or on behalf of, MPM ("associated persons") within the UK and overseas. All are responsible for maintaining the highest standards of business conduct. Any breach of this policy is likely to constitute a serious disciplinary, contractual, and criminal matter for the individual concerned and may cause serious damage to the reputation and standing of MPM.

MPM may also face criminal liability for unlawful actions taken by its employees or associated persons under the Bribery Act 2010.

What is prohibited?

MPM prohibits employees or associated persons from offering, promising, giving, soliciting, or accepting any bribe. The bribe might be cash, a gift or other inducement to, or from, any person or organisation, whether a public or government official, official of a state-controlled industry, political party or a private person or organisation, regardless of whether the employee or associated person is situated in the UK or overseas.

This also applies to indirect contributions, payments or gifts made in any manner as an inducement or reward for improper performance, for example through consultants, contractors or sub-contractors, agents or sub-agents, sponsors or sub-sponsors, joint-venture partners, advisors, customers, suppliers or other third parties.

What are facilitation payments?

These are payments made to government officials for carrying out or speeding up routine procedures. They are more common overseas. Facilitation payments are distinct from an official, publicly available fast-track process. MPM prohibits its employees or associated persons from making or accepting any facilitation payments. Facilitation payments, or offers of such payments, will constitute a criminal offence by both the individual concerned and MPM under the Bribery Act 2010, even where such payments are made or requested overseas. Employees and associated persons are required to act with greater vigilance when dealing with government procedures overseas.



What about corporate entertainment, gifts, hospitality and promotional expenditure?

MPM allows corporate entertainment, gifts, hospitality and promotional expenditure that is undertaken:

- for the purpose of establishing or maintaining good business relationships;
- to improve the image and reputation of MPM; or
- to present MPM's products effectively;

provided that it is:

- arranged in good faith; and
- not offered, promised, or accepted to secure an advantage for MPM or any of its employees or associated persons or to influence the impartiality of the recipient.

MPM will authorise only reasonable, appropriate and proportionate entertainment and promotional expenditure.

This principle applies to employees and associated persons, whether based in the UK or overseas.

What should I do if I receive a gift, reward or entertainment from someone external to MPM?

Any gifts, rewards or entertainment received or offered from clients, public officials, suppliers, or other business contacts should be reported immediately to the Chief Financial Officer. In certain circumstances, it may not be appropriate to retain such gifts or be provided with the entertainment and employees and associated persons may be asked to return the gifts to the sender or refuse the entertainment, for example where there could be a real or perceived conflict of interest. As a general rule, small tokens of appreciation, such as flowers or a bottle of wine, may be retained by employees.

What if I would like to send a gift to a supplier or customer on behalf of MPM?

If an employee or associated person wishes to give gifts to suppliers, clients or other business contacts, prior written approval from the Chief Financial Officer is required, together with details of the intended recipients, reasons for the gift and business objective. These will be authorised only in limited circumstances and will be subject to a cap of £100 per recipient.

Employees and, where applicable, associated persons must supply records and receipts, in accordance with MPM's expenses policy.



What about charitable donations or donations to political parties?

MPM makes regular donations to charity. These are managed and approved by the Chief Financial Officer and the Global Brand Director. No employee should make donations to a charity without prior approval.

No donations should be made to charities, political parties or other companies with the intention of gaining a business advantage.

What should I do if I suspect bribery is occurring at MPM?

If you're concerned that acts of bribery are occurring in MPM you should let your manager know in the first instance. If this course of action is inappropriate, you should let the Chief Financial Officer know.

I'm a line manager, do I have additional responsibilities?

If a line manager is concerned about any actions, they should contact the Chief Financial Officer immediately for advice. Line managers are also responsible for ensuring that all employees reporting to them are aware of this policy, and fully understand the rules in relation to the acceptance of gifts and hospitality.

What is the code of conduct for the board of directors?

MPM Products Ltd (MPM) is committed to conducting business in accordance with the highest standards of business ethics and complying with applicable laws, rules, and regulations. In furtherance of this commitment, the Board of Directors (the "Board") promotes ethical behaviour and has adopted this Code of Business Conduct and Ethics for Directors ("Code").

Every Director Must:

- Represent the interests of the shareholders of MPM.
- Exhibit high standards of integrity, commitment and independence of thought and judgment.
- Dedicate sufficient time, energy, and attention to ensure the diligent performance of his or her duties; and
- Comply with every provision of this Code.
- Complete a Conflict-of-Interest Form on an annual basis.

Conflicts of Interest:

Directors must avoid conflicts of interest. A conflict of interest occurs when an individual's private interest interferes in any way with the interests of the company or any of its subsidiary and affiliated companies (collectively, the "Company"). A conflict of interest may also arise when a Director, or a member of his or her immediate family, receives improper personal benefits because of his or her position in the Company. Directors should also be mindful of, and seek to



avoid, conduct which could reasonably be construed as creating an appearance of a conflict of interest.

Any question about a Director's actual or potential conflict of interest with MPM should be brought promptly to the attention of the Board, who will review the question and determine an appropriate course of action, including whether consideration or action by the full board is necessary. Directors involved in any conflict or potential conflict situations shall recuse themselves from any decision relating thereto.

Business Relationships with Directors

For the purpose of minimising the risk of conflicts of interest, the Board shall adopt a policy providing for the review of transactions with the MPM or any of its affiliates in which any Director (including any member of a Director's immediate family (spouse, parents, grandparents, children, grandchildren, siblings and in-laws) has a direct or indirect material interest.

Use of Corporate Information, Opportunities and Assets

Directors may not compete with MPM or use opportunities that are discovered using company property, company information or position, for their personal benefit or the benefit of persons or entities outside the Company. No Director may improperly use or waste any Company asset.

Confidentiality

Pursuant to their fiduciary duties of loyalty and care, Directors are required to protect and hold confidential information in line with their service agreements.

Compliance with Laws, Rules and Regulations

The Company requires strict compliance by all its Directors with applicable laws, rules, and regulations. These include federal and other securities laws, including insider trading laws, and the Company's insider trading compliance policies.

Fair Dealing

Directors must deal fairly with the Company's employees, customers, suppliers, and competitors. No Director may take unfair advantage of the Company's employees, customers, suppliers, or competitors through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

Accountability

The Code referred to herein is mandatory and applies to all Directors, who are accountable for compliance with the Code.

Directors should communicate any suspected violations of this Code promptly to the Board. Suspected violations will be investigated by or at the direction of the Board, and appropriate action will be taken if a violation is confirmed.

Waiver

Any waiver of any provision of the Code may be made only by the Board and must be promptly disclosed to the Company's shareholders as required by applicable law or securities exchange regulations.

