



ANTI-CORRUPTION AND BRIBERY POLICY

MCA'S ZERO
TOLERANCE
APPROACH TO
CORRUPTION AND
BRIBERY

P-RCC-002

POLICY

ANTI-CORRUPTION AND BRIBERY



Contents

- 1. Introduction 3
- 2. Definitions 4
- 3. Responsibilities..... 6
- 4. Bribery 7
 - 4.1. Ban on bribery of public officials..... 8
 - 4.2. Ensuring improper benefits..... 8
 - 4.3. Ban on bribery in the private sector 8
 - 4.4. Ban on acceptance of bribery 9
- 5. Offers and hospitality 9
 - 5.1. Gifts, meals, travel and entertainment provided to public and private officials 9
 - 5.2. Acceptance of offers and hospitality..... 11
- 6. Facilitation payments and commissions 12
- 7. Donations and sponsorships 12
- 8. Political donations 13
- 9. *Lobbying* 14
- 10. Compliance obligations with third parties/counterparties..... 15
- 11. Records retention..... 16
- 12. Complaints, fair treatment and non-retaliation..... 17
- 13. Infringement consequences 18
- 14. Training and communication 19

POLICY

ANTI-CORRUPTION AND BRIBERY



I. Introduction

MCA undertakes to carry out its business activities and relationships with dedication, commitment, professionalism and integrity.

The MCA is committed to conduct all business and partnerships with integrity and professionalism, in a fair and honest manner, complying with all applicable legislation.

The MCA has adopted a zero-tolerance policy on bribery and corruption, and prohibits corruption or bribery in any form, either directly or through third parties, anywhere in the world. This zero-tolerance approach also means that the MCA is committed to the mitigation, deterrence and detection of bribery and corruption. We do not and will not pay bribes or offer improper inducements to anyone for any purpose, nor do we or will we accept bribes or improper inducements or anything that could be perceived as such and expect the same from our clients.

The purpose of this policy is to:

- Define our responsibilities and of those who work for us, in the observation and defence of our position against corruption and bribery;
- Ensure compliance with anti-corruption and bribery laws, rules and regulations in any country where we may conduct business; and
- Provide information and guidance on how to recognize and deal with corruption and bribery issues.

This policy recognizes our continuous commitment against bribery and corruption, having full awareness that our reputation for integrity is one of the most valuable assets and that corruption is a threat to our business and our values.

In some jurisdictions, if it is found that the MCA has taken part in corruption situations, it may be subject to significant fines, be excluded from public or private tenders and face reputational damages. Employees may also be subject to legal proceedings and sentenced to prison terms. In addition, the MCA works (and will enhance these relations in the future) on projects affiliated with international development banks, such as the World Bank and similar entities and financial institutions. These institutions have demanding anti-corruption and bribery guidelines, and require companies with whom they work to abide by such ethical guidelines and practices in business. Companies that are involved in corruption situations may be excluded (or blacklisted) by the World Bank and other similar entities, for several years – such exclusion means that the MCA is no longer able to work or perform contracts with projects affiliated with the World Bank or similar entities.

POLICY

ANTI-CORRUPTION AND BRIBERY



If you have any questions or concerns about these rules, you should contact the Compliance Department, the MCA's Compliance Helpline (compliance@mcagroup.com) or the Legal Corporate Center.

2. Definitions

"Bribery" means an incentive or reward offered, promised or provided in order to obtain a commercial, contractual, regulatory or personal unlawful advantage.

"Cost allowances" means the payment or reimbursement of travel or visitor expenses incurred during the visit to the MCA (e.g. air travel, hotels, meals, etc.) which would normally be borne by the visitor.

"Commissions" are payments made in exchange for a favour or a business advantage.

"Compliance Department" means a department under the guidance of Audit and Risk Corporate Center and the MCA Board of Directors, with the following functions:

- Monitor the correctness, compliance and homogeneity of the policies and procedures promoted by MCA Holding, considering their degree of adaptation to their respective markets;
- Promote Compliance processes and procedures within the MCA, implementing transversal guidelines;
- Analyze the process of communication and compliance with MCA's Code of Ethics and Business Conduct and its Anti-Corruption and Bribery Policy;
- Ensure the monitoring and implementation of measures and recommendations within the Compliance activity; and
- Monitor KPIs of the high level of priority risks and identify and define mitigation measures, in coordination with the MCA's Corporate Risk Department and Business Control and Consolidation Corporate Center.

"Direct Superior" means an employee who directly manages / coordinates other employees and operations, and reports to a hierarchically superior manager (Director).

"Director" means an employee who leads or oversees a specific area of the MCA or a company, a program or a project. The Director generally reports to the Executive Board.

POLICY

ANTI-CORRUPTION AND BRIBERY



"Employees" (and the terms "we", "us" and "our") means all individuals working for the MCA at all levels and categories, including staff, directors, employees (permanent, fixed-term or temporary), consultants, contractors, subcontractors, trainees, seconded personnel, casual, interim and home workers, volunteers, trainees, agents, sponsors or any other person associated with the MCA, branches, delegations or representative offices or with their management, directors and employees, regardless of their location.

"Facilitation payments" or **"glove payments"** are generally small payments made (or assigned offers) to ensure or accelerate routine non-discretionary administrative actions, typically performed by lower-level public officials.

"Legal Corporate Center" means a corporate center under the guidance of the Executive Board, with the following functions:

- Support the commercial function with its legal support, negotiation and development of strategic partnerships, negotiation and implementation of transactions, as well as in financing operations or any other issues involving relevant risks and obligations;
- Formulate opinions and legal analyses on all contracts or documents binding for the MCA; and
- Analyse contractual risks at the bidding stage and contract management, and after the award of contracts.

"Offers and hospitality" includes meals, entertainment, travel and marketing items such as pens, hats or shirts accepted by MCA employees or offered to third parties.

"Private" means any third party other than a public official.

"Public official" is defined broadly and means:

- Any person involved in performing public duties in a governmental entity. Includes any elected official appointed or serving a governmental entity, at any level, including national or local entities. It also includes members of legislative, administrative and judicial bodies as well as lower-level employees of government entities, such as office workers;
- Any official or collaborator of governmental or state-controlled entities, including state-owned companies operating in the commercial sector;
- Any official or collaborator of a public international body (such as the United Nations, the World Bank or the International Monetary Fund);

POLICY

ANTI-CORRUPTION AND BRIBERY



- Any person acting in an official capacity for a government, governmental entity, or state company (for example, someone who has been given authority by a government entity to assume official responsibilities);
- Any political party, official of a political party or candidate for a political office; and
- The use of the term "public official" should also include the family members of that public official.

"State-owned companies" are companies over which a government or state authority has significant control, through full, majority, or significant minority participation. The participation may be direct or indirect, but is generally understood as amounting to at least 10% of the company's ownership.

"Third Party" or **"Counterparty"** means any individual, organization, company, partnership, limited liability company, association, consortium or other entity, other than an affiliate, with whom a employee contacts, during the course of his or her work for the MCA. For the purposes of this policy, this definition includes, without limitation, actual and prospective customers, suppliers, distributors, partners, builders, business contacts, consultants, government and public agents, including their advisers, representatives and employees, politicians and political parties.

3. Responsibilities

This policy applies to all of us, including:

- Employees; and
- All companies, subsidiaries, branches, delegations and representative offices of the MCA.

It is the MCA policy to work only with reputable third parties, who do business legally.

The prevention, detection and reporting of bribery and other forms of corruption is the responsibility of everyone, including each and every one of our employees and all those who work for or under our control. We are required to avoid any activity that could lead to, or suggest, an infringement of this policy.

Employees must ensure that they have read, understood and complied with this policy, and should submit any concerns they may have with the Compliance Department, the MCA 's Compliance Helpline (compliance@mcagroup.com) or Legal Corporate Center.

POLICY

ANTI-CORRUPTION AND BRIBERY



The MCA 's Executive Board is responsible for ensuring that this policy is in compliance with legal and ethical obligations, and that all those who are under the control of the MCA comply with it.

Management bodies, at all levels, are responsible for ensuring that all those within their competence are sensitized to and understand this policy and receive adequate and regular training on it.

The Compliance Department has the primary and daily responsibility to implement this policy and to control its use and effectiveness.

4. Bribery

This policy strictly prohibits the MCA, its employees and its counterparties from offering, providing, authorizing, soliciting or receiving a bribe or anything that could be understood as a bribe, either directly or indirectly, or to or from any third party. No employee may perform his duties inadequately, in anticipation or as a result of any bribery.

Employees must reject any direct or indirect claim of bribery (including facilitation payments - see section 6) by third parties (including, but not necessarily limited to, public official), even if, in rejecting such a request, the MCA or any of the its elements are consequently threatened with adverse actions. Any such occurrence should be immediately reported to the Compliance Department or to the MCA 's Compliance Helpline, as provided in the Code of Ethics and Business Conduct.

Bribery is often disguised through false invoices or false registrations, or when payments are improperly designated as "consultants" or similar fees. This is one of the reasons why the MCA has implemented strict internal control methods and accounting records requirements (see section 11).

Payments by cash must be exceptional in terms of frequency and amount and limited to valid, approved and documented payments / disbursements. In cases where there is no viable alternative to making a cash payment, the justification and description of such payment, including the amount, the beneficiary and the transaction must be documented. A receipt proving payment must be obtained and approved in writing and processed in accordance with the Internal Rule "Cash Procedure".

POLICY

ANTI-CORRUPTION AND BRIBERY



4.1. Ban on bribery of public officials

This policy prohibits the MCA, its employees and their interlocutors from giving anything of value¹ to a public official, directly or indirectly, including, for example, giving something of value to a public official, through a counterparty, or through family members of the public official.

This policy prohibits the offer or promise of bribery, even if the public official rejects the offer, or fails to provide the desired result.

Payments by cash to public officials are prohibited, except for travel expenses in exceptional circumstances, as stipulated in section 5.

4.2. Ensuring improper benefits

Prohibitions on payments to secure undue benefits or to obtain or maintain business are broadly defined to include any commercial or financial benefits, payments to secure a sale or a contract. For example, a payment to persuade a public official not to impose a fine or a tax, or to minimize a tax or a fine, would violate the policy, as would a payment made to avoid enforcement of an applicable law or regulation.

Likewise, payments made to influence the decision of a public official in connection with the granting of an authorization or license, or facilitation customs clearance violate this policy.

4.3. Ban on bribery in the private sector

This policy prohibits the MCA, its employees and interlocutors from offering, promising or giving anything of value to individuals, directly or indirectly, with the intention of inducing or rewarding the improper performance of a relevant function or activity (such as its job).

¹ Under this policy, "something of value" should be understood in the broadest sense and not limited to money – it includes travel, meals, offers and other tangible or intangible benefits such as favours and services, loans, favourable business conditions and loan guarantees, investment or business opportunities, use of property or equipment, or job offers.

POLICY

ANTI-CORRUPTION AND BRIBERY



This policy prohibits offers or promises of bribery to individuals, even if the individual rejects the offer, or fails to provide the desired result.

It is allowed, in relation to business with individuals, to incur in good faith, reasonable and adequate expenses, and related to the promotion of the services and products of the MCA. The rules relating to these expenses are described in section 5 below.

4.4. Ban on acceptance of bribery

This policy strictly prohibits the acceptance of bribery, even if disguised, by the MCA or any of its employees. Any attempted bribery of an employee should be immediately reported to the Compliance Department or to the MCA's Compliance Helpline.

When employees are involved in making business decisions on behalf of the MCA, their decisions must be based on unambiguous and objective judgments that put the MCA's interests first. Employees who have business relationships with the MCA (including suppliers, customers, competitors, contractors and consultants) should perform such activities in the best interests of the MCA, using consistent and unbiased standards of behaviour.

Employees should never accept or request any bribery, even if disguised, from a counterparty or any other third party. Employees must give notice of this policy to the third party who offers such bribery and make every effort to refuse or return it. If it is not possible to decline or return the bribe, the affected employee should immediately notify their acceptance to the Compliance Department or the MCA's Compliance Helpline.

5. Offers and hospitality

5.1. Gifts, meals, travel and entertainment provided to public and private officials

Offers and hospitality granted to public officials or private individuals can never be attributed if the purpose is to influence or reward such employees for the improper performance of

POLICY

ANTI-CORRUPTION AND BRIBERY



their duties. It is permitted to assign reasonable and adequate offers and hospitality, offered in good faith in the interactions with public officials, individuals and entities, in order to establish and maintain business relations.

Offers, meals and entertainment attributed to public and private officials are prohibited, except for those related to the promotion, demonstration or explanation of products or services of the MCA, or related to the execution of a contract.

All items offered to public and private officials should be limited in value and every effort should be made to ensure that the symbolic value of the offer exceeds its monetary value.

Offers in cash (or equivalent, such as money orders or payment of personal expenses) are prohibited and should never be awarded.

Is not allowed to give money to visitors for travel expenses, except as permitted by local law or if requested in writing by a local authority or by the MCA's customer. The MCA also does not pay expenses to family that accompany the visitor.

Paying or reimbursing travel expenses with the intention of improperly influencing public or private officials for commercial gain for the MCA, or for any other corrupt purpose, is strictly prohibited. The promotion, demonstration and explanation of the benefits of the products and services offered by the MCA is acceptable, but there should be no attempt to influence decisions or offer undue personal benefits to public or private officials who are visiting or interacting with the MCA.

It is not allowed to pay first class air travel and luxury hotels to visitors. Usually, a visitor would pay for their own trip and accommodation when visiting the MCA or its projects, especially if they are involved sightseeing or secondary trips. Sometimes there are exceptions related to expenses directly related to training sessions, conferences held by the MCA and other special circumstances.

In addition to the above, any offers or hospitality attributed to public or private officials must:

- Comply with local legislation;
- Be appropriate according to the circumstances (for example, according to a local holiday);
- Be offered in an open and transparent manner;
- Be given in the name of the MCA, not on behalf of the employee; and
- Be accurately and completely documented, regardless of value, in writing and accurately reflected in MCA books and records.

POLICY

ANTI-CORRUPTION AND BRIBERY



Under normal circumstances, an approval form must be completed before offering a meal, entertainment, or traveling to a public official.

Any exception to the foregoing requires written justification and prior approval from the Compliance Department. All such justifications and approval forms must be filed/archived by the Compliance Department.

If you have questions as to whether any offer or hospitality may or not be appropriate, you should question your Direct Superior, the Compliance Department or the MCA's Compliance Helpline, before proceeding to its assignment.

Please refer to the Internal Procedure "Offering and Cost Allowances Procedure" for more information.

5.2. Acceptance of offers and hospitality

This policy prohibits the acceptance of offers, hospitality or other benefits by an employee if his or her judgment about the business or business decisions may be affected.

Employees should never ask for offers, entertainment or any other courtesies to the people doing business with the MCA. Unsolicited commercial offers and services, including meals and entertainment, are only admissible if:

- These are usual and generally accepted business courtesies;
- Do not exceed a defined amount or when they exceed, are approved by the Direct Superior; and
- It is given and accepted, without an express or implied understanding, that the employee or the MCA is in any way obligated by the acceptance of the offer, or that the offer is a reward for any particular business decision already made or that may come to be taken in the future.

All employees must immediately inform the offeror about this policy and make every effort to refuse or return an offer that does not comply with the above rules. If it is not possible to decline or return the offer, the employee must immediately communicate the receipt of the offer to his Direct Superior, the Compliance Department or the MCA's Compliance Helpline. The employee must ensure that any offers or benefits that are not compatible are communicated (please use the Offers Declaration form) and registered/archived by the Compliance Department.

POLICY

ANTI-CORRUPTION AND BRIBERY



Are strictly prohibited any offers in cash or cash equivalents (including gift certificates, bonds, loans, etc.), in any amount.

Please refer to the Internal Procedure "Offering and Cost Allowances Procedure" for more information.

6. Facilitation payments and commissions

Employees are prohibited from making "facilitation payments" or "giving gloves," and accepting commissions of any kind. All employees should avoid any activity that may lead to, or suggest, that a facilitation or commission payment will be made or accepted.

Public officials are required to carry out their work without receiving additional payments to expedite it. Activities carried out by public officials may include: issuing permits, authorizations or other official documents, issuing visas, issuing work visas and other immigration documents, releasing goods held at customs, obtaining state records for real estate or vehicles, or procurement of services (e.g. electricity, water, gas, telecommunications or security). Such payments should not be made even if they are in nominal amounts or are a "normal" practice.

If you are asked to make a payment on behalf of the MCA, you should always be aware of the reason for the payment and whether the requested amount is proportional to the goods or services provided. You should always ask for a receipt that describes the nature of the payment. If you have any suspicions, concerns or questions about any payment, you must submit them to the Compliance Department or the MCA's Compliance Helpline.

7. Donations and sponsorships

The MCA may provide contributions and sponsorships that support activities of public interest, carried out by recognized entities and non-profit organizations. Such support may not be used to reward the recipient for current, past or future support of MCA projects, nor result in a business negotiation advantage.

Donations or sponsorships may be approved if the social or charitable project operates in an area of social importance to the MCA. Donations or sponsorships may be granted by or

POLICY

ANTI-CORRUPTION AND BRIBERY



on behalf of the MCA for charitable, educational, non-profit, sporting or cultural purposes and when the activities promoted are in line with the MCA's corporate objectives, values and ethical principles.

Employees must ensure that any donation or charitable contribution is, in fact, for appropriate charitable purposes; and will not be used in violation of any anti-corruption or bribery laws, the Code of Business Ethics and Conduct, or this policy. Whenever possible, charitable donations should be made on the basis of written agreements containing anti-corruption and bribery clauses.

Donations made by the MCA for charitable purposes may only be attributed to organizations/agencies registered under applicable local law and not to individuals. Every effort should be made to ensure that the charity is not being used unlawfully by any public official or persons affiliated with public officials.

Donations or sponsorships must be made with the expectation that no tangible benefit is expected, and must be made in accordance with applicable laws and regulations, and within the MCA policies and procedures.

All donations or sponsorships must be approved in writing and the application must include the amount, name of the social improvement project or charity, the name of the contact person in the social improvement project or charity, and the purpose of the donation.

All donations or sponsorships must be accurately recorded in the books and records of the MCA.

For avoidance of doubt, the above guidance is applicable to donations, offers, travel, gifts, promotional expenses, sponsorships and other items that are not aligned with the internal procedures, applicable legislation and/or not aligned with normal business practices.

For more information and guidance, please refer to the Internal Procedure "Corporate Social Responsibility and Donations Procedure".

8. Political donations

In terms of public politics, the MCA does not normally take any positions, either directly or indirectly, nor does it make any contributions to political organizations.

POLICY

ANTI-CORRUPTION AND BRIBERY



The MCA is obliged to comply with the national and international legislation in force in any market where it operates. You must not give, promise to give or offer payments, gifts or hospitality to a public official to facilitate or expedite any business activity.

All political donations must be approved in writing and the application must include the amount, the name of the political party, campaign or candidate, the name of the contact person in the political party and the purpose of the donation. All political donations should be reviewed by the Compliance Department, and forwarded to the Executive Board for final approval.

Employees of the MCA have the right to participate in the political process, through personal contributions from personal funds. Individuals who are politically active or who donate on the basis of their individual ability should:

- Ensure that any contributions in cash or services are made in accordance with applicable law;
- Not to use the MCA's time, property or equipment to carry out or support the political activity; and
- Take into account the existence of any conflicts of interest between your professional responsibility and your personal political affiliations.

Employees will not be reimbursed by the MCA, either directly or otherwise through salary increases, by contributions or expenses made in their personal capacity.

For more information and guidance, please refer to the Internal Procedure "Corporate Social Responsibility and Donations Procedure".

9. Lobbying

Although the MCA is not directly involved in political parties, the MCA recognizes the importance of being involved in the political debate on issues of legitimate concern that relate to its business, its employees, customers and the communities where it operates. Any employee lobbying on behalf of the MCA must comply with all legal and regulatory requirements, including laws and regulations relating to records and complaints.

10. Compliance obligations with third parties/counterparties

Before starting a business relationship with a third party, a due diligence procedure and a risk assessment of the third party must be performed. New and existing third parties must be duly approved in accordance with the Internal Procedure "Third Party Procedure" prior to any transaction with that third party.

The Third Party Procedure applies to all counterparties and aggregates what is known as "Know Your Client", "Know Your Supplier", and the "Third Party Agreement".

Each business unit responsible for the due diligence procedure must take appropriate steps to ensure that third parties do not provide false statements. If any employee has reason to believe that a third party has provided false identification, false information or any other false documentation, he or she must report it to the Compliance Department or the MCA's Compliance Helpline.

The MCA encourages its employees to take the initiative to expose any concerns to a management member, the Compliance Department or the MCA's Compliance Helpline.

All new and existing third parties should be made aware of this policy and of prohibitions against corruption and bribery practices, as required by applicable law.

It is the responsibility of employees who deal with third parties to ensure that, prior to their involvement, third parties are duly informed of this policy and agree to not engage in corruption or bribery. The substance of this policy must be communicated to third parties before the MCA commences any business relationship by providing the third party with a scanned or printed copy of this policy. The essence of this policy must be communicated periodically.

The MCA's agreements with third parties must be in writing and must describe the services to be performed, the basis for the counterparty's remuneration, the amounts to be paid and statements that the counterparty will continue to comply with all relevant anti-corruption laws and with this policy. This will allow the MCA to perform periodic audits, and to notify the MCA in case of any infraction in terms of compliance. The amounts paid must be in accordance with the agreed terms and constitute a fair market value.

If third parties are unable or unwilling to comply with these contractual provisions, the reasons must be recorded and, if considered legitimate, submitted to the Compliance Department analysis, which will assess whether the third party can be hired in the particular circumstances.

POLICY

ANTI-CORRUPTION AND BRIBERY



A third party who does not agree with the Code of Ethics and Business Conduct and with this policy should not be hired.

Third parties should raise their concerns about any issue or suspected violation of this policy as soon as possible. Third parties may direct their concerns to their business contact at the MCA, at the Compliance Department or at the MCA's Compliance Helpline. All such concerns will be investigated as described in section 12 below.

The MCA may be requested, by business partners or local governments, to contribute to public works or other projects in the relevant local jurisdictions in which the MCA operates ("compensation partners"). This may include, for example, the development of local capacities or infrastructures, such as painting a road adjacent to a bridge project, or building local infrastructures in the vicinity of a construction project. Such practices are often referred to in the sector as "compensation" agreements. Depending on all surrounding circumstances, such practices may be legitimate.

Any requests for personal favours or work on personal property of public officials are prohibited. No "compensation" agreements should be made, in whatever form, without prior internal approval from the Director of the respective market.

For more information and guidance, please refer to the Internal Procedure "Third Party Procedure".

II. Records retention

The MCA will maintain a system of sufficient internal accounting controls to enforce compliance with this policy, which will be reviewed from time to time by the Audit and Risk Corporate Center, to provide reasonable assurance that:

- Transactions are executed in accordance with required approvals (which may be delegated to Directors or other bodies within the MCA);
- Transactions are recorded as necessary, in order to:
 - Allow the financial statements to be prepared in accordance with accepted international accounting principles or any other criteria applicable to such financial statements;
 - Maintain the accounting records of the MCA's assets; and
- Access to the MCA's assets and resources is only permitted with specific authorization from the MCA's Directors.

POLICY

ANTI-CORRUPTION AND BRIBERY



All accounts, invoices, memoranda and records relating to operations with third parties must be rigorous and complete in relation to all relevant aspects. This documentation must be maintained for a minimum period of five years after the termination of the business relationship with the third party. This period should be extended to meet the local requirements of each country where the MCA operates.

No payments or transactions should be kept "out of the books" to facilitate or conceal undue payments. There should be no accounting entries or expense records relating to any payments that are false or misleading.

Employees must ensure that all records of expenses related to hospitality, offerings or third-party expenses are submitted to approval in accordance with our policies and procedures, and specifically include the reason for the expense.

12. Complaints, fair treatment and non-retaliation

Employees are encouraged to submit their concerns on any matter or suspected misconduct as soon as possible. If employees are not sure if a particular act constitutes corruption or bribery, or if they have any other issues, they may be submitted to the Compliance Department, the MCA's Compliance Helpline or the Legal Corporate Center. The concerns should be reported, following the MCA's Ethics Line (MCAEthics@mcagroup.com), foreseen in our Code of Ethics and Business Conduct. A copy of the Code of Ethics and Business Conduct is available on the MCA's website.

It is important that you notify the Compliance Department, the MCA's Compliance Helpline or the Legal Corporate Center, as soon as possible, if you are offered a bribe from a third party, if you are invited to make a bribe, or if you believe you are the victim of some form of illegal activity.

Employees who refuse to accept or offer a bribe, or those who have concerns or denounce irregularities of others, are sometimes concerned about possible repercussions. We want to encourage communication and we support anyone who has genuine good faith concerns under this policy, even if it turns out that they were wrong. However, those who knowingly or without good faith make false accusations, or those who do not report irregularities or suspicions of which they are aware, may be subject to disciplinary measures.

We are committed to ensuring that no one is subjected to any harmful treatment (including dismissal, disciplinary actions, threats or other unfavourable treatment related to reporting

POLICY

ANTI-CORRUPTION AND BRIBERY



a concern) as a result of refusing to participate in acts of corruption or bribery, or by having reported, in good faith, their suspicions of any actual or potential bribery situation or any other situation of corruption that has occurred, or may occur in the future. If you believe that you have been the victim of any such treatment you must inform the Compliance Department, the MCA's Compliance Helpline or the Legal Corporate Center immediately.

A breach of trust or retaliation against any employee who has reported a concern or supported the investigation process will also be treated as a breach of this policy and the Company Code of Business Ethics and Conduct.

Employees may also follow the instructions set out in the Whistleblowing Policy and Procedure.

13. Infringement consequences

Giving, offering or receiving a bribe or commission, engaging in acts of corruption, "turning a blind eye" to prevent such activity, breach of this policy or any applicable law may result in serious consequences, including, among others, the following:

- Employees may be subject to appropriate disciplinary action or be administratively, civilly or criminally liable. Employees or other persons may be prosecuted, fined, imprisoned and / or excluded from their duties as Company executives;
- Direct Superiors and Directors may also be personally liable whenever they are aware of corruption or bribery and do not take appropriate measures to avoid them;
- The termination of the business relationship between the MCA and that person or entity; and
- The MCA and the third party may be criticized by the public and the competition and, thus, placed at a competitive disadvantage.

Employees cannot avoid being held accountable for "turning a blind eye," when circumstances indicate a possible breach of MCA policy. If any employee has doubts or questions about whether his or her conduct is correct, under the terms of this policy or if it believes that it has occurred, is occurring or that a violation of this policy will occur, you should consult your Superior Direct or the Compliance or report to the MCA's Compliance Helpline.

The MCA's relations with its shareholders, partners in joint ventures, auditors, creditors, suppliers and customers may be adversely affected by breaches of this policy.

POLICY

ANTI-CORRUPTION AND BRIBERY



14. Training and communication

Employees will receive training on how to implement and follow this policy.

Our zero-tolerance approach to corruption and bribery must be communicated to all third parties / counterparties.