

# Code of Conduct and Ethics Policy on Antitrust & Competition

ETHICS & LEGAL COMPLIANCE | ISSUED: June 1, 2014 – REVISED: June 16, 2021

Magna competes vigorously, but fairly, and supports free and fair competition. We will comply with all applicable antitrust laws in the jurisdictions in which we operate. 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.

## ANTITRUST LAWS

Antitrust (sometimes known as “competition”) laws are designed to preserve and promote business competition by prohibiting formal and informal agreements between competitors, and practices that unreasonably restrain trade, such as price fixing and acts designed to abuse a position of market power or dominance. Any breach of these laws is illegal and is contrary to Magna’s Code of Conduct and Ethics.

Antitrust laws are actively enforced by international and national competition authorities, many of which collaborate in investigations and prosecutions. Antitrust violations can result in (i) very large fines for Magna or its employees, (ii) lawsuits for damages by third parties, (iii) imprisonment of employees, (iv) the voiding of commercial agreements, and (v) reputational damage.

Antitrust compliance is a highly complex area. Regulations differ from jurisdiction to jurisdiction. In all cases where you are unsure about complying with antitrust laws, you should consult your Group or Regional Legal Counsel or a Regional Compliance Officer before acting.

## UNLAWFUL AGREEMENTS

Agreements between competitors that lessen competition are automatically illegal under antitrust law and must never be engaged in. This includes agreements to:

- Fix, raise, lower or stabilize selling prices, or to fix other competitive terms (including pricing formulae, discounts, givebacks or rebates, margins, commissions and credit terms);
- Fix employee wages or terms of compensation, or to refrain from hiring each other’s employees;
- Limit production or reduce capacity;
- Share or allocate markets by customer or territory;
- Coordinate bidding activities or “bid-rigging” (including agreements with lower tier suppliers or tool shops); or
- Boycott any customer or supplier.

## VIOLATIONS

Magna will not tolerate violations of antitrust laws. Any violation 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 [Magna’s Code of Conduct and Ethics](#) or this policy, you must report your concern by informing (i) your manager, (ii) a Division 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 against any individual who reports, in good faith, any violation of Magna's Code of Conduct and Ethics or this policy.

## HELPFUL TIPS

### ALWAYS...

- Consider the potential antitrust implications when interacting with a competitor. You should always consult with Group or Regional Legal Counsel or a Regional Compliance Officer to ensure your interactions are complying with the law.
- Remember, individuals can be held criminally liable for antitrust violations (and may be fined or imprisoned).
- Remember that a wide range of conduct may qualify as an illegal "agreement" including just sharing commercially sensitive information with a competitor. To be illegal, an "agreement" does not need to be formalized or written down.
- Only discuss business with competitors if there is a legitimate commercial purpose to do so.
- Maintain Magna's independence in making decisions about pricing, marketing, or selling any product.
- Avoid any action which could suggest improper co-ordination or collusion with competitors.
- Acquire market intelligence in a legal, ethical, and respectful manner. If you become aware of commercially sensitive information about a competitor that has been shared inadvertently (including confidential or proprietary information another employee has regarding a prior employer), seek guidance from your Group or Regional Legal Counsel or a Regional Compliance Officer before using or acting upon such information.
- During commercial negotiations, limit any information discussed with or disclosed to competitors or other third parties to that which is strictly necessary for completing or assessing the transaction.
- Be aware that membership in industry associations and attendance at industry conferences present antitrust risks because they bring together competitors to discuss matters of mutual concern. You should take great care while attending meetings and events to avoid even the appearance of improper communication or coordination that could violate antitrust laws. Before participating in industry associations, consult with Group or Regional Legal Counsel or a Regional Compliance Officer if you are unsure whether your participation may raise concerns under antitrust laws.
- Be aware that visiting a competitor's facility or inviting a competitor to visit Magna can lead to antitrust violations. You should take care to ensure that those involved are sensitive to these risks and that appropriate precautions are in place to prevent such violations. Your Group and Regional Legal Counsel or a Regional Compliance Officer can assist you in taking the necessary precautions.
- Immediately inform management and/or your Group or Regional Legal Counsel or a Regional Compliance Officer if antitrust violations occur, or competitively sensitive information is shared or offered, by a competitor. Any failure on your part to take action in these circumstances may be considered as participation in the improper conduct. This applies to any situation where communications with a competitor may occur, including during a contract negotiation, industry association meeting or conference, or at a social or charitable event. If a competitor discusses a topic you believe may be commercially sensitive, you must:
  - Immediately stop discussing the topic;
  - If the competitor persists, terminate the conversation and promptly prepare notes with details of what transpired, for Magna to keep on file;
  - If the event occurs during a formal meeting, such as during a trade association meeting, leave the meeting immediately and request that your departure be noted in the minutes; and
  - In every case, immediately report the incident to your Group or Regional Legal Counsel or a Regional Compliance Officer.
- Keep in mind that Magna may be the victim of antitrust violations, for example, as a purchaser of goods from suppliers who engage in antitrust violations. You should consult your Group or Regional Legal Counsel or a Regional Compliance Officer if you suspect that Magna is the victim of anti-competitive activities.
- Avoid careless or inaccurate statements in all internal and external communications, including e-mails and texts, or other documents, discussions, and public statements which may be misinterpreted by third parties or antitrust authorities and courts. Keep all communications professional and avoid attempts at humour or the use of loose or provocative language.
- Refer all inquiries from the media relating to any antitrust investigation in which Magna or any other company in our industry is involved to Magna Corporate Communications and Media Relations.
- Contact your Group or Regional Legal Counsel or a Regional Compliance Officer or, if you feel more comfortable, the Magna Hotline:
  - If you become aware of any breaches or potential breaches of antitrust laws by yourself or any other Magna

- employee or third party;
- If a complaint is received from a third party (with or without evidence) that Magna's conduct, or proposed course of conduct, is, or may be, in breach of antitrust laws;
- Before sharing any commercially sensitive information or entering into any discussions with a competitor, where you have questions regarding the appropriateness and/or legality of such actions;
- Before entering any agreement with a customer or supplier that could lessen competition (for example, exclusivity agreements, non-compete agreements, or agreements that impose restrictions on the geographic regions where business may be conducted);
- Immediately, and before taking any action, if contact has been made by an antitrust authority to Magna or you personally, including antitrust investigations that relate to a third party; and
- Immediately, and before taking any action, if you have any doubts or questions about antitrust issues.

## NEVER...

- Make direct or indirect (via third parties including agents, suppliers, or customers) contact with a competitor, the object or effect of which is to restrict or lessen competition.
- Collude, attempt to collude, or form an agreement with a competitor or any other third party, the object or effect of which is to restrict or lessen competition, including by:
  - Fixing, raising, lowering or stabilising prices of goods sold;
  - Fixing other competitive terms such as pricing formulae, discounts, margins, rebates, commissions or credit terms;
  - Limiting production or expansion, or agreeing to reduce or limit production capacity;
  - Rigging a bid or otherwise illegally co-ordinating bidding or tendering activities;
  - Fixing employee wages, benefits, or other terms of compensation;
  - Refraining from hiring each other's employees;
  - Allocating markets, customers, suppliers, or geographic territories; or
  - Boycotting any customer or supplier.
- Communicate, directly or indirectly, in any way with any competitor regarding the following types of competitively sensitive information, unless it is already publicly available:
  - Previous, current, or future negotiations with customers or suppliers, or general negotiation strategies;
  - Previous, current or future terms of trade, including but not limited to, prices, pricing formulae, discounts, margins, rebates, commissions, or credit terms;
  - Cost information;
  - Capacity, production, or sales plans and forecasts;
  - Strategic plans, including marketing plans, or acquisition or joint venture plans;
  - Previous, current or future stock levels, production, sales data or market conditions; or
  - Research and development (R&D) or other innovative activities.
- Disclose Magna's future plans to competitors, as an agreement may be inferred if competitors take similar actions.
- Obstruct regulators or investigators during an antitrust investigation (including where authorities show up at a Magna facility unannounced to conduct a dawn raid or execute a search warrant). Do not provide false or misleading information to authorities or conceal or destroy documents that may be relevant to any investigation.

## 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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