



Global Code of Conduct



Mattr
Infrastructure Technologies

mattr.com

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MESSAGE FROM MICHAEL REEVES**November 1, 2022****DEAR MATTR EMPLOYEE:**

Michael Reeves
President and CEO

The last several years have seen many unanticipated economic, political and societal challenges arise for businesses across the globe, including our own. Our successful ability to work together safely, creatively and with urgency to meet our commitments to our customers and to each other – despite these challenges - is a testament to the culture of this company.

The core of this culture was captured in our recently completed Purpose and Impact project, where we identified the What, How and Why of our organization:

- WHAT we do? We deliver the technology our world needs
- HOW do we do it? We engage, innovate and create
- WHY do we do it? We are engineering a better future – for each other, our families, customers, communities and the world around us.

One critical enabler of our success is our collective expectation of high integrity from each other and the company we work for. This includes our permanent commitment to protecting the health and safety of Mattr employees; our drive to aggressively reduce the environmental footprint of our operations; our continuous improvement attitude towards product and service quality; and the expectation that we all demonstrate business ethics that are always above reproach. These commitments make me proud to work for this company, and I trust you feel the same.

Mattr and our clients place great importance on compliance and ethics. The Code of Conduct was adopted to set out the rules of behavior with respect to business integrity, ethics and compliance with our values and Policies. The Code of Conduct also sets the expectations of how we interact with each other. Mattr is committed to a diverse, equitable and inclusive workplace that is free of discrimination and a culture that fosters equal opportunity for all employees regardless of our differences.

Among a wide range of topics, the Code of Conduct sets out detailed procedures for reporting suspected violations, including the opportunity for any such suspected violations to be reported anonymously. Consistent with past practice, I encourage you to make use of these reporting methods to raise any genuine concerns that you may encounter. Rest assured that Mattr takes Code of Conduct complaints very seriously, with appropriate measures always taken with respect to the investigation of Code of Conduct violations.

Without exception, Mattr expects 100% adherence to the principles that are captured in the Code of Conduct. We require that every new employee sign the Code of Conduct as part of their orientation, and all salaried employees are required to renew their commitment to these principles on an annual basis to ensure compliance with the values and principles set out in the Code of Conduct.

Our education and training efforts related to the Code of Conduct will continue, but it is only through the continued efforts and vigilance of every employee that we can be assured our business continues to operate with the highest ethical standards. Any suggestions you may have to improve personal and corporate integrity are always welcome. If you have questions, suggestions or concerns, please contact a member of the Human Resources or Legal teams or our Chief Compliance Officer.

Integrity is both a corporate responsibility and an individual responsibility. It is critical that we all observe the highest standards of business and personal ethics - both in the performance of our daily duties and responsibilities, and in our interaction with others.

Together, we can foster, promote and sustain the strong ethical core and commitment to integrity necessary for Mattr to achieve long-term success as we transform into a fundamentally more nimble, urgent, flexible and efficient organization. As President and CEO of Mattr, I want to personally thank you for your continued commitment to this organization, and to your teammates across the company.

Sincerely,

Michael Reeves
President and Chief Executive Officer

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CODE OF CONDUCT OVERVIEW

This Code of Conduct establishes specific requirements governing the conduct of the business of Shawcor Ltd., dba Mattr Infratech and its subsidiaries ("the Company" or "Mattr"). The Code of Conduct sets out and records expectations as to the legal and ethical nature of the conduct of Employees, officers, directors and others while acting on the Company's behalf. These requirements were developed and are intended to be applied in good faith with reasonable business judgment to enable the Company to meet corporate goals within the context of the laws of the countries in which Mattr conducts business.

Mattr has adopted this Code of Conduct to establish high standards of business and personal ethics that the Company expects every Employee to exhibit in their assigned duties and responsibilities. This includes dealing with customers, communities, suppliers, government and regulatory authorities, and each other. The Company also expects third parties working on behalf of the Company to adhere to these same ethical standards.

All Mattr Employees without exception, have a responsibility to read, understand, and adhere to the provisions of the Code of Conduct. Failure to do so may constitute just cause for dismissal from employment without notice, or payment in lieu of notice, or lesser disciplinary measures as circumstances warrant.

To maintain the appropriate level of standards of ethics and behavior Employees shall not:

1. Conduct operations in a way that is contrary to the Company's Quality Policy and Health, Safety and Environmental Policy
2. Engage in or tolerate discrimination, harassment or violence in the Work Environment, including the use of company provided communications media to harass, intimidate or to use as a platform for inappropriate speech (including without limitation hate speech);
3. Participate in any act, behavior or conduct contrary to the accepted standards or morality of the Company;
4. Engage in Corrupt Practices such as bribery or improper payments;
5. Falsify, suppress, manipulate or otherwise alter Company data, incidents, reports, records;
6. Fail to disclose any personal Conflicts of Interest or potential conflicts of interest regarding relationships, gifts, kickbacks, enticements or other similar conflicts with companies, people or entities that could inappropriately influence Company business dealings;
7. Abuse legal or illegal drugs or alcohol while on Company business or property, including Company vehicles;
8. Improperly trade securities of the Company or its business partners based on insider information;
9. Violate Antitrust/Competition Laws dealing with price fixing or manipulation of production;
10. Circumvent any economic sanctions, export controls or anti-boycott rules designed to limit or prevent trade with other countries;



GLOBAL CODE OF CONDUCT

Employee Annual Sign Off of the Code of Conduct

To ensure that Employees understand and acknowledge the requirements that the Code of Conduct places on Employees individually, sign off is required upon hiring by each salaried Employee and thereafter on an annual basis. Sign off of the annual statement may be done via the Company's HR System or done manually. The detailed compliance questions that Employees are required to answer as part of the sign off process are included in the section at the end of this document.

The signoff requires Employees to disclose circumstances which may be a violation of the Code of Conduct or possible conflict of interest. These include, for the Employee and the Employee's family members, the ownership in another business or other business or family relationships which may constitute a "Conflict of Interest " per Section 6 of the Code of Conduct.

Reporting Violations of the Code of Conduct

It is each Employee's personal responsibility to report violations of the Code of Conduct. While the preferred method is to discuss any concerns or questions regarding these activities with your supervisor, Employees may use any methods listed in the section at the end of this document.

Note that given the breadth and diversity of the Company's operations, the Code of Conduct is by design a living document based on first principles. Activities that violate the spirit of the Code of Conduct may also be subject to disciplinary actions including termination.

1.0 QUALITY, HEALTH, SAFETY AND ENVIRONMENTAL

- ▶ Company Employees should make every effort to maintain and improve the quality of the products and service delivery; and to protect the workplace and the environment by following all applicable health, safety and environmental laws.
- ▶ Mattr maintains company wide “Quality” and “Health, Safety & Environmental” (“QHSE”) standards and procedures, and Employees are required to be familiar with and adhere to these requirements. In particular, Employees are responsible for taking reasonable steps to avoid QHSE related incidents. If a QHSE incident does occur, Employees must take steps to mitigate any adverse effects and ensure that incidents are reported upwards in the organization in a timely and appropriate manner.

FIND OUT MORE

- [Quality Policy](#)
- [Health, Safety and Environmental Policy](#)
- [HSE Management System](#)

2.0 WORK ENVIRONMENT

Company Employees shall make every effort to develop a work environment that is free from all types of unlawful discrimination and harassment.

2.1 Harassment & Discrimination

- ▶ It is the policy of the Company to afford all Employees the right to work in an environment that is free from all forms of unlawful discrimination and improper harassment. The Company does not tolerate harassment, including without limitation ethnic, racial, religious, or gender/sexual. Behavior creating an intimidating, hostile, malicious, degrading, humiliating, or offensive environment, whether verbal or physical, violates our policy and may be against the law. However, the proper supervision, management and disciplining of Employees for legitimate business reasons does not constitute improper harassment.
- ▶ Employees are expected to review and comply with the details outlined in Mattr Human Resources “Discrimination and Workplace Harassment Standard” (HR-STD-004).

2.2 Employment Equity

- ▶ The Company treats everyone with fairness, respect and dignity; and ensures fair and equal opportunity in the selection, promotion, and development of both internal and external candidates without regard to race, color, age, religion, ethnicity, disability, gender, national origin, sexual orientation, or any other basis protected under the law.
- ▶ Employees are expected to review the details outlined in Mattr “Employment Equity Standard” (HR-STD-002).

2.3 Confidential Information

- ▶ The Company intends to protect its rights to new inventions, trade secrets, proprietary technology, and other confidential information such as unpublished financial information. This protection is documented in the Intellectual Property Standard (LEG-STD-001). All Employees are required to sign the Intellectual Property Standard. The purpose, scope, responsibility and procedures covering this agreement are included in LEG-STD-001. If Employees do not fully understand their responsibilities and obligations under the terms of this agreement, they are urged to review this with their supervisor or manager.

TO FIND OUT MORE

- [Global Employment and Labour Policy](#)

2.4 Communications, IT Acceptable Use and Security

The Company understands the role Employees and Representatives have in communicating on behalf of the company and the acceptable use of media and devices in such communication.

To assist Employees and Representatives in safeguarding the company and themselves from potential negative consequences, a series of policies and standards have been developed.

2.4.1 Global Communications Policy, Global IT Acceptable Use and Security Policy

- ▶ These policies and their supporting documents are important, so everyone has an awareness of company practices, business impact and legal risks to them and the company.
- ▶ Communication extends to social media, blogs, interviews, presentations, proposals, written correspondence, phone conversations and in-person discussions.
- ▶ Employees are encouraged to review the referenced policy and standards and by signing the Code of Conduct agree to adhere to the conduct and practices included in each of them.
- ▶ Any Employee who learns of or suspects any misuse of Company data storage and/or communications media in violation of this policy, should immediately notify their supervisor, IT Operations or a member of Matrr Legal.

FIND OUT MORE

- [Global IT Acceptable Use and Security Policy](#)
- [Global Communications Policy](#)

3.0 APPROPRIATE CONDUCT

- ▶ Employees shall not participate in any act, behaviour or conduct contrary to the accepted morality or accepted standards of the Company or communities in which it operates. All Employees are expected to accept certain responsibilities, adhere to acceptable Matr business principles in matters of conduct, and exhibit a high degree of personal integrity at all times. This involves sincere respect for the rights and feelings of others, but also demands that Employees at work and on their own time refrain from any behavior that might be harmful to the Employee, their co-workers, and/or the organization, or that might be viewed unfavorably by current or potential customers/contractors or by the public at large.
- ▶ Should an Employee's performance, work habits, overall attitude, conduct, or demeanor become unsatisfactory in the judgment of Matr, based on violations either of the above mentioned in the Code of Conduct or of any other Matr requirements, the Employee will be subject to disciplinary action, up to and including dismissal. Employees are expected to review and comply with the details outlined in Matr Human Resources "Discrimination and Workplace Harassment Standard" (HR-STD-004).

4.0 CORRUPT PRACTICES, IMPROPER PAYMENTS, AND MONEY LAUNDERING

- ▶ The Company attaches great importance in maintaining an ethical approach to doing business and in prohibiting any unethical or corrupt activity by Employees, agents, representatives, or other intermediaries of the Company. Employees shall comply with applicable anti-bribery and anti-corruption laws in all countries where we do business.
- ▶ Employees are reminded of their duty to comply with the relevant laws of their home country as well as the laws of any jurisdiction in which they reside or do business. Applicable laws include, for example, the Canadian Corruption of Foreign Public Officials Act, the US Foreign Corrupt Practices Act and the UK Bribery Act (The "Acts"). Employees worldwide must comply with these minimum provisions.
- ▶ Under the above statutes and other anti-bribery laws, the concept of an improper payment involves the payment or gift of anything of value, not just money. For example, free or specially-priced products, trips, or vacations at the Company's expense may constitute an improper payment. Improper activities are not permissible merely because they are customary in a particular location or particular area of business activity. Violations of applicable anti-bribery and anti-corruption laws may subject the Company to significant fines and its Employees to both substantial personal penalties and imprisonment.
- ▶ No Employee of the Company shall enter into any arrangement, when such individual knows, or should reasonably suspect from the surrounding circumstances, that the intent or probable result is to influence any foreign official, governmental agency, including the military, or government-

owned or controlled entity, international organization, or business associate or relative of any such foreign official. Examples of this type of arrangement include excessive commissions, agents' fees more than those normally paid, rebates, bribes or kickbacks, gifts, entertainment, free travel, and contributions of cash or in-kind.

- ▶ No Employee of the Company shall enter into any arrangement, when such individual knows, or should reasonably suspect from the surrounding circumstances, that the intent or probable result is money laundering. Money laundering occurs when someone involved in an illegal activity such as drug trafficking, terrorism, fraud, or bribery etc. attempts to make the proceeds of such crime appear legitimate. As part of our obligation under the Code of Conduct to keep accurate and transparent financial records, all Employees must exercise appropriate due diligence with respect to subcontractors, suppliers, vendors and other business partners. Should you have suspicions of money laundering please seek advice from the Group Senior Finance lead or Corporate Controller and Matrr Legal, as required.
- ▶ A "foreign official" is broadly defined as any person acting in an official capacity on behalf of a foreign government, agency, department, or instrumentality at the national, state, or local level, including directors, officers, and Employees of state-owned companies or public international organizations.
- ▶ Should any question arise concerning the status of any specific payment that is questionable in the light of the above, Employees must consult a member of Matrr Legal before making or authorizing such a payment. Employees are expected to review the details outlined in Matrr "Anti-Corruption Standard" (LEG-STD-7020).

FIND OUT MORE

- [Global Anti-Bribery, Corruption and Money Laundering Policy](#)

5.0 ACCURATE RECORDS

- ▶ Company business transactions worldwide must be properly authorized and be completely and accurately recorded on the Company's books and records in accordance with generally accepted accounting principles and established Corporate financial procedures. No secret or unrecorded cash funds or other assets will be established or maintained for any purpose. In addition to accurate financial and accounting records, Employees are responsible for maintaining complete and accurate records pertaining to Operations, Quality, R&D, Production, Testing etc. and ensure the diligent and true maintenance and communication of such data.
- ▶ The retention or proper disposal of Company records shall be in accordance with established Matrr Standards and applicable legal requirements. Matrr Finance Standard "Document Retention" (FIN-STD-1050) documents the Company requirements in this area. Employees

requiring clarification on any accounting matters should direct their enquiry to the senior financial manager of their business unit where responsibility for adherence to these standards rests.

FIND OUT MORE

- [Global Financial Reporting and Internal Controls Policy](#)

6.0 CONFLICT OF INTEREST

Company Employees should avoid any situation in which their personal interest conflicts or could reasonably be interpreted to conflict with those of the Company.

6.1 In General

All Employees must exercise great care to ensure that their personal interests do not come into conflict with those of the Company. The general rules are to not put yourself in a position where:

- ▶ Your involvement with an outside interest has the potential to interfere with or affect your judgment or ability to act solely in the Company's best interest, or
- ▶ Your other interest would otherwise conflict with the best interests of the Company. Not only actual conflicts of interest but the very appearance of conflicts should be avoided. The following sections outline several common situations in which a conflict of interest may occur.

6.2 Ownership Interests and Family Relationships

6.2.1 Conflicting Share Holdings

- ▶ If a Company Employee, including their family members, holds stock or some other ownership interest in an organization which is or may become a competitor, supplier or customer of the Company, or serves as a director, officer or consultant of such an organization, the Employee should not participate in or try to influence Company decisions involving that Company unless full disclosure of the interest has been made to his or her supervisor.

6.2.2 Conflicting Family Employment Relationships

- ▶ If an Employee has a spouse or member of his or her immediate family or other family members who is employed by a competitor, supplier or customer of the Company, the Employee must disclose this fact in writing and must not participate in decisions involving that entity.
- ▶ An Employee who has relatives or who cohabits with another person employed by the Company may have a conflict of interest if the Employee, directly or indirectly, supervises

them, or processes or supervises the preparation of payments (i.e., payroll, Employee benefits) to them. The mere fact that a relative or cohabitant may work for the Company does not automatically mean that a conflict exists, but these relationships must be disclosed in writing. The above example provides an illustration of potential conflicts and should not be interpreted as an exhaustive list.

- ▶ Potential conflicts of interest shall be disclosed in the annual statement of Compliance Sign off, and when in doubt Employees should disclose. Failure to do so will be considered in any disciplinary action. The Company's determination of an actual or perceived conflict shall be determinative.
- ▶ Employees are expected to review the details outlined in Matttr "Hiring of Relatives" Standard (HR-STD-006) which documents the requirement on hiring of relatives in both hourly and salaried positions.

6.2.3 Gifts, Entertainment and Kickbacks

- ▶ The Company's business decisions are solely made on merit, and Employees must not accept gifts from either customers or suppliers if it would put any sense of obligation on the Employee to give the customer or supplier more favourable treatment. Any gift of significant value should be reported to the Employee's supervisor. Employees must not accept or request kickbacks or payments for their personal benefit from customers or suppliers. Employees must not give or offer, directly or indirectly, anything of value to a customer or government official to influence or reward an action.
- ▶ A business favour, such as a gift, contribution, or entertainment, must not be offered under circumstances that might create the appearance of impropriety. In appropriate circumstances, Employees may provide existing or potential customers with reasonable entertainment or gifts. However, the gifts must be permitted by local law, the customer's own policies and the Employee's business unit's policies.
- ▶ Potential conflicts of interest shall be disclosed in the annual statement of Compliance Sign off, and when in doubt Employees should disclose.

7.0 SUBSTANCE ABUSE

- ▶ Being under the influence of alcohol, drugs that are not prescribed for you or other controlled substances on Company property or while on Company business is prohibited. The unauthorized use or possession of prescription drugs or certain over-the-counter drugs on Company property that may materially impair the performance, health or safety of the Employee or other Employees is also prohibited. The Company prohibits the unlawful manufacture, distribution, possession, sale, purchase, transportation or use of alcohol, drugs or other controlled substances on Company premises, Company property, or in Company vehicles.

- ▶ Employees are expected to review the details outlined in Mattr “Impairment Free Workplace Standard” (HR-STD-005).

8.0 SECURITIES TRADING

- ▶ Company Employees must not trade securities based on confidential information and must not disclose confidential information in order to avoid even the appearance of improper securities trading on the part of anyone employed by or associated with the Company, including family members or others living in the Employee's household.

8.1 Material Non-public Information

- ▶ Material non-public information is any information (including a change in the business, operations or capital of the Company, as well as a decision to implement such a change that is made by the Board or senior management of the Company), which is not publicly disclosed that an investor would consider important in a decision to buy, hold, or sell stock. Non-public information is also considered material if, were it to be generally disclosed, it might reasonably be expected to have a significant impact on the market price or value of the Company's stock. In short, material non-public information is any non-public information that could reasonably be expected to affect the price or value of the stock.
- ▶ Examples of information that will frequently be regarded as material are: financial results; projections of future earnings or losses; news of a pending or proposed merger, acquisition or divestiture; significant litigation; asset write-offs and the gain or loss of a substantial customer or supplier. Either positive or negative information may be material. Note that these prohibitions also apply to material non-public information regarding the shares of Company suppliers and customers. Agreeing with others as to prices or terms which the Company or the other party will bid in response to calls for bids or tenders, or agree not to bid or withdraw a bid, is a similarly serious offense.

8.2 When Information Is Public

- ▶ It is improper for an Insider to enter a trade of Mattr securities immediately after a public announcement of material information, including earnings releases. Because the shareholders of Mattr and the investing public should be afforded the time to receive the information and act upon it, as a general rule, no Insider should engage in any transactions until the beginning of the second business day after the information has been released. Thus, if an announcement were made on a Monday, Wednesday generally would be the first day on which any such person should trade. If an announcement were made on Friday, Tuesday generally would be the first day on which such person may trade
- ▶ Employees of the Company must also avoid making recommendations or expressing opinions on material public information as it relates to Mattr with respect to financial information in

particular, as it becomes increasingly likely as a financial quarter progresses that a person may possess non-public information about the expected financial results for the period. Remember, violations of Securities Trading rules may, in addition to internal penalties up to and including termination, result in regulatory fines and sanctions against you as an individual.

- ▶ The Company has established preferred periods and blackout periods for trading shares of Mattr, so as to avoid even the appearance of improper trading. Employees are required to make themselves familiar with Mattr “Confidentiality and Insider Trading Standard” (LEG-STD-7010). Any questions which you may have on security trading matters should be directed to the Corporate Secretary at Mattr.

9.0 ANTITRUST/COMPETITION LAW

- ▶ Company Employees should compete vigorously and fairly, in compliance with all applicable antitrust laws and to comply with applicable antitrust laws of all jurisdictions in which we operate.
- ▶ Any efforts to fix, coordinate, maintain or stabilize prices or terms of sale or production/output levels, or to allocate customers or markets through any agreement, arrangement or understanding of any nature, whether written or oral, expressed or implied, with a competitor or potential competitor will likely be considered to be a violation of antitrust/competition law, and can result in severe criminal and civil sanctions for the Company and individual Employees.
- ▶ Agreeing with others as to prices or terms which the Company or the other party will bid in response to calls for bids or tenders, or agree not to bid or withdraw a bid, is a similarly serious offense.
- ▶ Other matters, such as price maintenance, price discrimination, predatory pricing, tied selling, exclusive dealing, abuse of dominance, misleading advertising (which includes any false or misleading representations – not just traditional advertising), may also raise competition or antitrust law issues. Inquiries should be directed to a member of Mattr Legal in any case where any Company Employee learns of improper or questionable activity on the part of the Company or other persons or organizations, or otherwise requires any guidance on how to proceed.

10.0 ECONOMIC SANCTIONS / EXPORT CONTROLS AND ANTI BOYCOTT LAWS

- ▶ It is the policy of the Company to comply with applicable economic sanctions and export control laws of Canada, the United States, and other countries where we do business. Failure to comply with Economic Sanctions and Export Control laws can harm the Company's reputation and lead to civil and criminal penalties. Additionally, being aware of violations of these laws by an Employee may subject the Employee to personal liability, including fines and imprisonment.

Employees should seek guidance from a member of Matr Legal regarding any contract or transaction that might involve economic sanctions or export controls concerns.

- ▶ These laws seek to protect national security and promote foreign policy considerations of those countries by prohibiting transactions with other countries, governments, groups, and persons (“Sanctioned Parties”) engaged in terrorism, narcotics trafficking, the proliferation of weapons of mass destruction, human rights abuses, and destabilizing governments of certain countries.
 - Sanctions typically restrict import and export of goods or services, investments, and other dealings with Sanctioned Parties.
 - Export control regulations impose restrictions on the transfer of certain articles and technology to foreign destinations or persons.
- ▶ Employees are expected to review the details outlined in Matr “Export Controls and Economic Sanctions Standard” (LEG-STD-4080), and “Canadian Export Controls and Economic Sanctions Standard” (LEG-STD-4081).
- ▶ It is the policy of the Company to comply with U.S. anti-boycott laws. These laws prohibit U.S. Persons from complying with, participating in, supporting, or furthering a country’s boycott of another country, unless that boycott is approved by the United States.
- ▶ Employees are required to make themselves familiar with Matr “Anti-Boycott Standard” (LEG-STD-7030). Any questions which you may have on Anti-Boycott laws and policy should be directed to the member of Matr Legal.

FIND OUT MORE

- [Global Trade Compliance Policy](#)

PROCEDURE FOR REPORTING VIOLATIONS OF THE CODE OF CONDUCT

Mattr's Whistleblower Hotline is a 24-hr reporting service available in many languages. The Whistleblower Hotline is intended to be used for serious and sensitive issues that the reporter considers inappropriate to be raised through regular reporting channels. These serious concerns should be reported in any of the following ways:

- Website: www.lighthouse-services.com/Mattr
- Telephone for English speaking USA and Canada: (833) 210-4024 (not available from Mexico)
- Telephone for French speaking Canada: (855) 725-0002
- Telephone for Spanish speaking North America: (800) 216-1288 (from Mexico, dial 01-800-681-5340)
- Telephone for Persons outside of North America: (800) 603-2869 (must dial country access code first. [Click here](#) for access codes and dialing instructions.)
- E-mail: reports@lighthouse-services.com (must include company name with report)

Employment-related concerns should continue to be reported through normal channels such as supervisors, local HR representatives, or to the SVP, Chief People & HSE Officer. In the case of employees governed by a collective bargaining arrangement, employment-related concerns should continue to be handled through the grievance process set up under such agreements.

Note that toll-free services outside of North America require an access code, may be subject to inconsistent connectivity or may be unavailable in certain markets. Reporters may find that submission of a report through a web form (also available in many different languages) offers a superior reporting experience.

STATEMENT OF COMPLIANCE TO THE MATTR CODE OF CONDUCT

A Statement of Compliance must be completed by each employee at the date of hire and annually for employees as defined by the Matrr Standard - **Administration of Global Code of Conduct/ HR-STD-006/Annual Signing Obligation.**

Certification

I have read and understand the Matrr Code of Conduct and agree to comply with it. I understand that failure to comply with the Code of Conduct or to respond truthfully to this Statement of Compliance will be the basis for disciplinary action, up to and including dismissal.

I understand and agree to follow the policies and procedures set forth in the Securities Trading policy of the Code of Conduct.

Except as stated in the Disclosure section below:

- I do not know of any interest or business relationship of mine or of my family members that conflicts with the provisions of the Code of Conduct.
- I do not know of any other activity or set of circumstances, whether by or involving others, or myself that is in violation of the Code of Conduct.

Disclosure

The information provided below discloses circumstances which may be considered a violation of the Code of Conduct or possible conflict of interest. This includes for me and my family members, the ownership in another business or other business or family relationships which may constitute a "Conflict of Interest,"

Name:	
Signature:	
Date:	