



ABC-GUIDELINE – EXTERNAL VERSION

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Mayr-Melnhof Karton AG (including its subsidiaries the “**MM Group**”) is committed to the highest standards of ethical business conduct and behaviour and to act with responsibility, with integrity and without bias. To this end, MM Group seeks to maintain an open, honest and integral business culture that is in compliance with all applicable laws where MM Group operates.

This “ABC-Guideline” is designed to provide MM Group’s policies and standards with respect to

- I. **Anti-Bribery and Corruption:** The Anti-Bribery and Corruption Policy represents MM Group’s commitment to ensuring that its business is conducted according to the highest standards of ethical business conduct and avoids any conduct which may constitute bribery or corruption.
- II. **Gifts and Hospitality:** The Gifts & Hospitality Policy represents MM Group’s commitment to ensuring that the acceptance or offering of gifts, hospitalities and entertainment is reasonable, appropriate and transparent.
- III. **Conflicts of Interests:** The Conflict of Interests Policy represents MM Group’s commitment to ensuring its representatives and employees avoid any activities that might lead to, or suggest, a conflict of interest with any business of MM Group.

Any misconduct or breaches of this ABC-Guideline can have a significant negative impact on MM Group’s business and reputation and can lead to severe consequences for companies as well as employees and representatives. Actions that amount to a breach of this ABC-Guideline or otherwise fall below the highest standards of ethical business conduct will not be tolerated by MM Group.

It is encouraged that any alleged or suspected misconduct shall be reported by using MM Group’s [MM Integrity Line](#).

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I. Anti-Bribery and Corruption

A. Purpose

This Anti-Bribery and Corruption Policy (“**ABC-Policy**”) is designed to ensure compliance with bribery and corruption laws in all the jurisdictions where MM Group operates. This ABC-Policy provides guidance to representatives and employees on the prevention, detection and reporting of actions that may amount to bribery and corruption.

B. Definitions and Terms

Bribery/Bribe: *offering, promising, giving, accepting or soliciting of an advantage as an improper inducement for an action by a person which is illegal or a breach of trust.*

Corruption: *the abuse of entrusted power for private gain. Corruption is the giving or receiving of Bribes or any fraudulent act or act that leads to a conflict of interest between a person’s interests and those of MM Group.*

It is important to note that Bribery or Corruption can occur in the (i) private sector as well as the (ii) public sector and in the context of external business relationships and among colleagues. The most prevalent forms of bribery and corruption stem from (non-exhaustive):

- payments to a company’s employees/managers to secure advantage for business transactions
- political contributions/donations to secure advantage in business processes
- facilitation payments to secure or expedite routine or necessary business actions
- illegal commissions offered or received in return for an illicit favour or service (“kickback”)
- gifts, hospitality and expenses payments made to secure advantage in contract negotiations
- uncompensated use of company services, facilities or property

C. ABC-Policy

MM Group **prohibits** representatives or employees (whether acting in their own capacity or on MM Group’s behalf) from:

- **offering, promising, giving, authorising, soliciting or accepting directly or indirectly, *anything of value* in order to obtain an *improper advantage* for MM Group or for private matters;**
- **otherwise using illegal, unethical or improper means to *influence* the actions of others;**

MM Group requires that its representatives and employees comply with the specific prohibitions in this ABC-Policy and exercise common sense and judgment in assessing whether any conduct or arrangement could be perceived as bribery, corruption or otherwise inappropriate conduct.

The integrity and transparency of MM Group’s books and records is essential. Therefore, the following guidance applies:

- **all receipts and expenditures must be prepared and maintained with strict *accuracy and completeness*;**
- **the falsification of any book, record or account or claim for a non-business expense is prohibited, no accounts or payments must be kept “off book” to facilitate or conceal any dealings with third parties;**

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II. Gifts and Hospitality Policy

A. Purpose

The giving and receiving of Gifts & Hospitality (“G&H”) can establish and reinforce goodwill in the proper conduct of business relationships. However, there is a risk that such G&H can be interpreted as Bribes in order to secure improper influence. This **Gifts and Hospitality Policy** is designed to provide guidance with regards to the important line between reasonable, legitimate and appropriate G&H and an improper influence on any business stakeholder.

The practice of giving or receiving gifts or hospitality varies between countries and regions, and what may be acceptable in one place may not be acceptable elsewhere. Individuals should seek further advice regarding the specific country in which they are doing business to establish **local legal requirements**, which may apply stricter obligations than the guidance provided in this Policy.

B. Definition and terms

Gifts: *anything of value, a tangible or intangible item, any payment, or an advantage given or received without payment;*

Hospitality: *any form of amenity, entertainment, travelling or invitation, eg tickets, transport, accommodation, meals etc.;*

Money: *cash or cash equivalents, such as lottery tickets, gift certificates, vouchers, guarantees or any other granting of credit, shares or options.*

Public Official:

- *all persons who perform legislative, administrative or judicial duties for the federal government, a federal state, an association of municipalities, a municipality, for a legal entity under public law, for another state or for an international organization (e.g. members of parliament, civil servants, employees of social insurance institutions and chambers) as well as officials of the European Union; or candidates for such positions (including political parties or officials of a political party);*
- *persons entrusted with the performance of governmental or sovereign tasks, e.g. with the award of certifications based on statutory provisions;*
- *persons who work in companies, which are at least 50% publicly owned. Please be aware that this is frequently the case for persons employed by utilities companies (e.g. energy companies) or by the forest industry.*

Donation: *a donation is an altruistic Gift, either with a general charitable purpose or for the support of a particular project or cause.*

Sponsorships: *Sponsorships are based on reciprocity – the Gift is made usually in exchange for marketing or advertising consideration (e.g. flyers, posters, advertisements). Sponsorships are made for a specific general purpose or project in exchange for publicity.*

ABC-GUIDELINE – EXTERNAL VERSION**C. Policies**

All of MM Group's representatives and employees must not offer or accept any G&H which is intended or may be construed as a *Bribe* and/or place someone under any conflict of interest. To this end, all surrounding circumstances must be considered.

Policy when offering or accepting G&H:

- Ensure that the internal *Approval Procedure* is adhered to.
- Ensure that G&H are **(i) legitimate, (ii) proportionate, (iii) irregular and (iv) transparent.**
- Ensure that G&H do not **(i) pose any obligation on someone, (ii) influence any business decisions or (iii) place someone under any conflict of interest.**
- Money or cash equivalents must never be given or accepted as Gifts (unless they qualify as Sponsorships/Donations and all necessary approvals have been obtained).
- No exchange of G&H with **Public Officials.**
- When issuing invitations to events, the following confirmation must be obtained:
"Participating in this event is in compliance with your company's/ your employer's compliance regulations."



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III. Conflicts of Interest Policy

A. Purpose

Conflicts of interest may arise when an employee allows their actual or potential personal, financial or non-financial, interests to influence a business decision. This **Conflicts of Interest Policy** is designed to provide guidance to representatives and employees of MM Group on how they should handle situations where a (potential) conflict of interest may arise.

B. Definition and Terms

Conflict of interest: *A conflict of interest refers to a situation in which an individual or a Related Party has competing interests that may influence or appear to influence a business decision.*

Related Party: *includes persons where there is a personal connection, may it be an individual's spouse or equivalent, dependent children or parents or other related persons where there may be a dependency or succession line, organizations in which the individual has a Significant Shareholding (on a case-by-case basis, in case of doubt, the person should be considered a Related Party).*

Significant Shareholding: *includes all shareholdings or other economic interests in companies except of shareholdings of below 1% of publicly traded companies.*

Situations where a conflict of interest may arise (non-exhaustive):

- conducting business with a company in which you or a Related Party has a (secondary) employment ("**Secondary Employment**")
- you or a Related Party are active in the executive management or supervisory board of a competitor, actual or potential customer or supplier of MM Group ("**Management or Board Member**")
- you or a Related Party engaging in any political or public institution which affects Group's activities ("**Political Mandate**");
- you or a Related Party holding a Significant Shareholding in a competitor, actual or potential customer or supplier of MM Group or company otherwise active on markets that are connected to MM Group's activities; ("**Relevant Significant Shareholding**")
- you become the supervisor of a Related Party and are responsible for evaluating their work performance, remuneration or workload ("**Internal Conflict of Interest**").

C. Policies

MM Group requires all representatives and employees to make - to the best of their knowledge and belief - all relevant business decisions in the interest of MM Group and ensure that MM Group is best placed to benefit from business opportunities.

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Policies on taking business decisions free of conflicts

- Employees and representatives must follow the internal *Approval Procedure* in case of a situation where a conflict of interest may arise.

Employees and representatives must not:

- Take or divert to others any business opportunities that arise in the course of their business activities that could be of interest to MM Group.
- Use their position at MM Group to advance their personal interest or interest of a Related Party.
- Hire or engage any Related Party for personal interests, e.g. if they have influence on the performance assessment, granting of approvals and/or reward of such Related Party or the hiring/engaging Party.
- Vote or participate in any decision-making process in situations where a Conflict of Interest exists contrary to the interests of MM Group.