

TMC Metal Group ANTI-BRIBERY POLICY

1. Purpose

TMC Metal Group's Code of Conduct states that "Member is prohibited to give to any client, supplier and any party related to the Group any kickbacks or any other form of illicit gain". This Anti-Bribery Policy (the Policy) describes TMC Metal Group's policy prohibiting bribery and other improper payments in the conduct of TMC Metal Group's business operations and respective Employee's responsibilities for ensuring implementation of this Policy.

2. Scope and Applicability

This Policy applies to all TMC Metal Group's subsidiaries and their employees, wherever located (collectively referred to as Employees in this Policy), working at all levels and grades, including directors, consultants, contractors, and any other person associated with TMC Metal Group.

It is TMC Metal Group's policy to conduct business in an honest and ethical manner. TMC Metal Group takes a zero-tolerance approach to bribery and corruption. TMC Metal Group is committed to act professionally, fairly and with integrity in all business dealings and relationships.

This Policy contains TMC Metal Group's global standards. In some countries, more stringent applicable laws, regulations or industry codes supersede the principles set out in this Policy.

3. Definition

3.1 Bribery

Bribery means offering, giving or promising (or authorizing someone to offer, give, or promise) an improper benefit, directly or indirectly, with the intention of influencing or rewarding the behavior of someone to obtain or retain a commercial advantage.

Bribery can take a variety of forms – offering or giving money or anything else of value. In fact, even common business practices or social activities can constitute bribes in some circumstances.

3.2 Gifts and Hospitality

Gifts are benefits of any kind given to someone as a sign of appreciation or friendship without expectation of receiving anything in return. They include 'courtesy gifts', which are small gifts given at culturally recognized occasions or special times of the year.

Hospitality generally includes refreshments, meals, and accommodation.

3.3 Grant and Donations

Grants and donations are benefits given in the form of money and/or in-kind contributions. The main difference between grants and donations is that grants are given for a specific purpose while donations address humanitarian needs, including emergency and natural disaster situations.

3.4 Political Contributions

Political contributions are monetary or non-monetary (resources and/or facilities) contributions to support political parties, politicians or political initiatives.

3.5 Facilitation Payment

Facilitation payments are payments to public officials to expedite the performance of duties of a non-discretionary nature. These payments are intended to influence only the timing of the public officials' actions, but not their outcome.

4. Rules and Principles

4.1 Bribery

Employees must not bribe and must not use intermediaries to commit acts of bribery. TMC Metal Group does not distinguish between public officials and private persons so far as bribery is concerned: bribery is not tolerated, regardless of the status of the recipient.

Employee should always ask yourself before offering, giving, or promising anything of value to any person if what you are considering could be viewed as having an illegitimate purpose. If you are in any doubt, consult before proceeding.

4.2 Gifts, Entertainment and Hospitality

Gifts, hospitality, and entertainment must be modest, reasonable and infrequent so far as any individual recipient is concerned. Gifts, hospitality, and entertainment must never be provided with the intent of causing the recipient to do something favoring TMC Metal Group, to reward such behavior, or to refrain from doing something disadvantaging TMC Metal Group. Cash and gifts that are cash equivalent (shopping coupons) must never be given.

Before giving a gift or providing hospitality or entertainment to anyone, consider whether the reputation of TMC Metal Group, yourself, or the recipient is likely to be damaged if news of the gift, hospitality, or entertainment appeared. If this would embarrass either TMC Metal Group or the recipient, do not proceed.

4.3 Grant and Donations

Grants and donations may only be given if TMC Metal Group does not receive (and is not perceived to receive) any tangible consideration in return. At the same

time, grants and donations must never reward (or be perceived to reward) any tangible consideration.

Requests for grants or donations must be handled with caution, especially requesters from who are able to affect the business of TMC Metal Group or may benefit personally if the request is granted.

Grants and donations may not be provided to individuals.

4.4 Business Partners

Employees are not permitted to accept from business partners monetary or other favors that may affect or appear to affect their integrity or independence. Gifts, entertainment, hospitality and other favors can only be accepted to the extent they are modest, both with respect to value and frequency, and provided the time and place are appropriate.

4.5 Political Contributions

TMC Metal Group does not make political contributions.

4.6 Facilitation Payment

TMC Metal Group prohibits facilitation payments.

4.7 New Business

Before entering into an agreement for new business, adequate anti-bribery due diligence must be completed. In addition, a remediation plan should be developed and implemented to address identified issues.

4.8 Books and Records

TMC Metal Group must keep financial records and have appropriate internal controls in place which will evidence the source and use of revenues and assets.

Employees must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with TMC Metal Group's expense policy and specifically record the reason for the expenditure.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

The retention and archive of records must be consistent with TMC Metal Group's standards and tax and other applicable laws and regulations.

5. Employees' responsibilities

All Employees must ensure that you read, understand and comply with this Policy.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all Employees. All Employees are required to avoid any activity that might lead to, or suggest, a breach of this Policy.

All Employees must notify by phone: 002 886 7 -787-1278. ext. 1101, OR by e-mail: ethics@tmc-metal.com OR by mail: P.O Box 22-36, Fengshan District, Kaohsiung, 83199, Taiwan, ROC as soon as possible if you are offered, has received or feels pressured to provide gifts or other favors beyond common courtesy gifts, or you believe or suspect that a conflict with or breach of this Policy has occurred, or may occur in the future.

Any Employee who breaches this Policy will face disciplinary action, which could result in dismissal for gross misconduct.

6. How to raise a concern

All Employees are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries or concerns, these should be raised through phone: 002 886 7 -787-1278. ext. 1101, OR e-mail: ethics@tmc-metal.com OR mail: P.O Box 22-36, Fengshan District, Kaohsiung, 83199, Taiwan, ROC.

7. Protection

TMC Metal Group aims to encourage openness and will support anyone who raises genuine concerns in good faith under this Policy.

TMC Metal Group is committed to ensuring no Employee suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavorable treatment connected with raising a concern.

8. Communication

TMC Metal Group's zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

9. Who is responsible for the Policy?

TMC Metal Group's board of directors has overall responsibility for ensuring this Policy

complies with all related legal and ethical obligations, and that all those under our control comply with it.

TMC Metal Group's group HR department has primary and responsibility for implementing this Policy and dealing with any queries on its interpretation. Management at all levels is responsible for understanding this Policy and is given adequate and regular training on it.

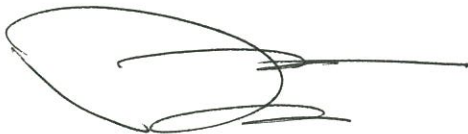
10. Monitoring and review

TMC Metal Group's group HR department will monitor the effectiveness and review the implementation of this Policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible.

All Employees are responsible for the success of this Policy and should ensure they use it to disclose any suspected danger or wrongdoing.

All Employees are invited to comment on this Policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the TMC Metal Group's group HR department.

This Policy does not form part of any Employee's contract of employment and it may be amended at any time.



Danny Tsao

Chairman, TMC Metal Group

3, November 2020