



international

## ANTI-CORRUPTION POLICY

### Introduction

Mercer International Inc. ("**Mercer**" or the "**Company**") are committed to maintaining high ethical standards of business conduct in all its activities throughout the world and recognizes the importance of creating a robust anti-corruption culture and compliance program. The Board of Directors (the "**Board**") of Mercer has adopted this Anti-Corruption Policy (this "**Policy**") to ensure compliance by the Company and its directors, officers, employees and agents with the U.S. Foreign Corrupt Practice Act (the "**FCPA**") and other applicable anti-corruption laws.


Mercer seeks to conduct its business free from any form of corruption, including the misuse of authority and entrusted power for private gain. Bribery and facilitation payments are common forms of corruption.

This Policy intends to expand upon the provisions of the Company's existing Code of Business Conduct and Ethics relating to International Operations. It is meant to provide a set of general rules to be adhered to and guidelines for conduct when the FCPA or other applicable anti-corruption laws may be implicated. It is not designed to be all encompassing and it does not prescribe rules for every possible situation.

Violations of the FCPA can also result in violations of other US laws, including anti-money laundering, mail and wire fraud, and conspiracy laws. The penalties for violating the FCPA are severe. In addition to being subject to the Company's disciplinary policies (including termination), individuals who violate the FCPA may also be subject to imprisonment and fines.

Aside from the FCPA, the Company may also be subject to other non-US anti-corruption laws, in addition to the local laws of the countries in which the Company conducts business. In certain instances, this Policy or the FCPA may be more or less restrictive than applicable local laws, in which case the higher standard will apply.

This Policy is applicable to all of the Company's and its subsidiaries' operations worldwide. This Policy applies to all of the Company's directors, officers, and employees. This Policy also applies to the Company's agents, consultants and any other third-party representatives who, on behalf of the Company, conduct business outside of the United States or interacted with foreign officials or are likely to conduct business outside of the United States or interact with foreign officials.



Questions regarding this Policy or the appropriate actions to be taken in respect of a particular situation or business transaction should be directed to the Company's Vice President, Controller, Cindy Alekson, or such other officer as the Company may designate from time to time (the "**Compliance Officer**").

Training on this Policy is provided, as required, for all appropriate employees.

## **Prohibited Payments**

A Mercer employee, or agent acting on Mercer's behalf, may not directly or indirectly offer, make or authorize the payment of "**anything of value**" to a "**foreign official**" in order to obtain or retain business or to secure an improper advantage. A "**foreign official**" is any person acting in an official capacity for or on behalf of a government, department, agency or instrumentality outside of the United States. They can include, for example, the following:

- officers or employees of a foreign government or any department, agency or instrumentality thereof officers or employees of a company or business owned or controlled by a foreign government
- officers or employees of a public international organization
- foreign political parties or officials thereof
- candidates for political office

This term also includes spouses or other immediate family members of foreign officials or anyone acting on behalf of a foreign official.

"**Anything of value**" is a very broad term and some examples include the following:

- cash
- gifts
- travel, meals, lodging, entertainment, gift cards
- loans
- kickbacks
- business, employment or investment opportunities
- non-arm's length transactions
- charitable donations and sponsorships
- political contributions

The fact that foreign officials may routinely solicit and receive bribes does not make the payment of such bribes permissible under this Policy or acceptable to the Company.

Neither Mercer nor any of its employees or agents shall offer, make, promise or authorize payments to foreign officials, directly or indirectly, which would violate the FCPA, or other applicable anti-corruption laws anywhere in the world and cause conflicts of interests. No employee shall suffer adverse consequences for refusing to make a bribe or other prohibited payment, even if this may result in a loss of business by the Company.



Facilitation Payments are another form of corruption and refer to payments that are made to expedite routine governmental or administrative tasks carried out by a public official. To be clear, this does not include payments that Mercer is legally required and permitted to pay. Further guidance on whether a payment should be paid can be directed to the Vice President, Controller or the Compliance Officer.

## **Political Contributions**

To ensure that the Company does not breach the law regarding political contributions in any country, all political contributions, no matter how small or insignificant, made on behalf of the Company (directly or indirectly) must be approved in advance by the Compliance Officer (as defined herein) or such other person(s) designated to approve such donations within the Company from time to time.

Political contributions made by individuals on their own behalf should comply with all local laws and regulations. In the United States and other jurisdictions, various federal, state and municipal laws and regulations impose specific restrictions and rules with respect to political contributions, both those made on behalf of the Company or made by individuals on their own behalf. The Compliance Officer should be consulted before making any political contributions in the United States on behalf of the Company or by individuals on their own behalf. Similarly, outside the United States local political contribution policies should be consulted and adhered to before making any political contributions in that geography.

## **Reporting**

Any employee or agent who has knowledge of facts or incidents which may be in violation of this Policy has an obligation, promptly after learning of such facts or incidents, to report the matter. No employee or agent will face adverse consequences for refusing to make bribes or other prohibited payments that constitute forms of corruption, or from reporting any such payments or requests for payments, even if this may result in a loss of business by the Company. Please see Mercer's [Whistleblower Policy](#) for more information on reporting violations and concerns.

