motherson

COMPETITION LAW AND ANTITRUST PRACTICES POLICY

Guidelines ensuring full compliance with competition and antitrust laws, defining prohibited conduct such as price fixing, bid rigging and market allocation, and setting employee obligations to prevent anti-competitive practices.

Scope: Applies to all Motherson Group employees, officers, directors, subsidiaries, affiliates, associates and joint-venture partners across all jurisdictions of operation.

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Registered Office: Unit 705, C Wing, ONE BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai- 400051, India
Registration Number: L34300MH1986PLC284510
Email: Group.Policies@motherson.com
Website: www.motherson.com

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1. PURPOSE AND SCOPE

Full compliance with competition laws is a top priority for Motherson and constitutes an integral element of Motherson's business policy.

These Competition Law and Antitrust Practices Guidelines ("Guidelines") apply to all employees, officers, directors, subsidiaries, affiliates, associates, and joint-venture partners forming part of the Motherson Group (hereinafter collectively referred to as "Motherson" or "the Company") across all jurisdictions in which Motherson operates.

2. WHY IS COMPLIANCE IMPORTANT FOR MOTHERSON?

Strict adherence to competition laws is mandatory at all times to ensure that Motherson avoids involvement in unlawful or anti-competitive practices and does not involve in breaches of prevailing antitrust laws. Such compliance protects the company from significant legal risks, financial penalties, and reputational damage that can arise from anti-competitive behavior.

It also reinforces Motherson's commitment to fair and ethical business practices, fostering trust among customers, partners, and regulatory authorities globally.

Non-compliance with competition laws may expose Motherson to severe consequences, including but not limited to:

- **Fines:** Regulatory authorities may impose significant fines under the provisions of applicable competition and antitrust laws which can vary depending on the jurisdiction.
- **Damages:** Affected customers, competitors, consumer protection bodies or regulators may initiate civil claims for damages resulting from anticompetitive conduct in accordance with the provisions of the applicable laws. The amount of damages to be paid often far exceeds the amount of fines levied. Beyond the regulatory penalties, the damages awarded through civil claims may surpass the administrative fees.
- **Business impact:** Investigations and legal proceedings consume significant management time and resources, harm Motherson's reputation, negatively affect employee morale, and disrupt commercial activities.
- **Criminal and administrative sanctions:** In several jurisdictions, individuals involved in competition law infringements may face imprisonment, criminal fines, or be disqualified from serving within companies. Additionally, administrative fines may be imposed on

individuals, depending on the severity of the violation and local legal provisions.

- **Internal disciplinary measures:** employees who violate laws may be subject to internal disciplinary action unless the violation is promptly disclosed to management, and full cooperation is provided in resolving the issue.

3. PROHIBITED CONDUCT UNDER COMPETITION LAWS

Competition law prohibits:

- agreements (written or oral) between competitors on prices, customers, territories or commercially sensitive facts that limits competition in the marketplace;
- any information exchange with competitors concerning prices, territories, customers, commercially sensitive facts, or similar information that limits competition in the marketplace;
- any agreement or exchange of information regarding bids that limits competition in the marketplace.

For more practical details please see below Dos and Don'ts

The following practices are prohibited and constitute violations of competition laws:

- **Price Fixing**: Agreements with competitors to fix, stabilize, or coordinate prices.
- **Alignment on costs**: Agreements with competitors to align cost elements, such as purchase conditions for input material or wages or terms of employees.
- **Bid Rigging**: Collusive practices affecting competitive bidding processes.
- **Market Allocation**: Dividing markets, territories, or customers among competitors.
- **Group Boycotts**: Collective refusal to deal with certain customers, suppliers, or competitors.
- **Exchange of Sensitive Information**: Unauthorized sharing of competitively sensitive data with competitors.
- **Abuse of Dominant Position**: Conduct by a dominant market entity that excludes or exploits competitors unfairly.
- **Unnotified Mergers and Acquisitions**: Transactions that could substantially lessen competition without regulatory approval.

4. OBLIGATIONS OF EMPLOYEES

- **Compliance**: All employees must adhere strictly to competition law principles in their daily activities.
- **Non-support of violations**: Motherson will not support or tolerate any infringement or violation of competition laws.
- **Mandatory Reporting**: Any suspected or casual infringement must be reported immediately to the Head of Regional Chairman's Office within the relevant jurisdiction and the Legal Department concerned.
- **Zero tolerance Policy**: Motherson maintains zero tolerance towards non-adherence to competition law principles.
- **Caution in Contact with Competitors**: Employees must be aware of anti – trust risks in their interactions with competitors and must maintain a caution at all times during their dealings with the competitors.
- **Prohibition of Price Fixing**: Employees shall not under any circumstances, engage in price fixing with any competitor(s) or supplier(s). Employees shall establish prices for all their products independently based on internal cost, expected profit margin and other relevant criterion, without the influence of or in collusion with any third party, or competitor.
- **Liability of Information Exchange**: Price fixing not only relates to prices, but also to other terms that affect cost to consumers, and therefore, employees are prohibited to disclose any such information to competitors. This could include any matters, including but not limited to (i) financing rates, (ii) pricing policies, (iii) promotions, (iv) bids, (v) costs, (vi) capacity, (vii) terms and conditions of sales (including individual credit terms), (viii) discounts (ix) identity and contact details of customers, (x) allocation of customers or sales areas, (xi) production quotas (xii) status of products in R&D pipeline.
- **Legal Collection of Market Information**: Competitive information and/or intelligence, must only be collected through legal and ethical means such as published news, press release and information available in the public domain etc.
- **Handling of Unauthorized Information**: If any unauthorized or confidential information is received about a competitor, the employees should not use such information in relation to any action pertaining to Motherson's business and shall promptly notify the Legal Department.

- **Restrictions on Vertical Agreements**: Employees must refrain from any vertical arrangements with any suppliers, distributors, dealers or business partners if such vertical arrangements reduces competition among organizations at the same level or prevents new organizations from entering the market.
- **No Bidding**: Employees must never coordinate or collude with competitors by discussing bid amounts for winning contracts. Such prices or bid amount must always be kept confidential.
- **No Exclusive Restrictions**: Employees must never make plain agreements with competitors to divide sales territories or assign customers, as such arrangements are essentially agreements not to compete.
- **Prohibition of Group Boycotts**: Employees must never coordinate or direct competitor to not undertake business with targeted individual or organization as it amounts to an illegal boycott

5. ENFORCEMENT AND COOPERATION

Employees are required to cooperate fully with any internal investigations or external regulatory inquiries concerning competition law compliance or violations. Failure to comply may lead to disciplinary measures, including termination of employment. In order to protect Motherson's interests during such enforcement action, the following points must be taken into consideration.

(a) Request to see the official authorization documents of the inspectors conducting the inquiry and record their names along with the time of arrival at the Motherson office.

(b) Immediately notify the relevant Legal & Compliance team without delay.

6. SOCIAL MEDIA

As part of the compliance with this policy, Motherson employees must act carefully regarding their posts on social media especially in terms of posting/exchanging competitively sensitive information like price, stock, market etc. through these channels and shall always comply with the Motherson Social Media Guidelines. Any exception to this policy must be approved by the Marketing and Communications Team (MARCOM). Motherson employees may contact the MARCOM Team at Communications@motherson.com.

Thank you for your cooperation and commitment to maintaining the highest standards of legal and ethical business conduct.

7. POLICY CLARIFICATION

For any clarifications with regards to the Policy, employees can approach the RCO Policy Administrators by sending an e-mail to the Group Policy email ID group.policies@motherson.com. Any such email should contain the policy name in the subject line.

8. COMPETITION LAW AND ANTITRUST PRACTICES COMPLIANCE CERTIFICATE I

I, ___________________________ (*insert full name*) currently employed as _______________ do hereby acknowledge, affirm, and certify that I shall strictly adhere to the principles and obligations set forth in Motherson's Competition Law and Antitrust Practices Guidelines at all times. I further confirm that I have read, understood, and shall comply with the following Dos and Don'ts, which form an integral and enforceable part of Motherson's Competition Law and Antitrust compliance framework:

Do's

- Stop conversations with competitors on commercial and technically sensitive information.
- Refuse to discuss, analyze or accept such information from non-legitimate sources.
- Avoid any action which could imply illegal co-ordination with competitors.
- Avoid any predatory pricing and price discrimination:
- Immediately contact your manager/legal department if a competitor sends you commercially sensitive information.
- Please seek approval from your manager or legal department before exchanging competitively sensitive information, directly or indirectly, with a competitor
- Seek to obtain market intelligence about competitors from legitimate and public sources.
- Insist that all meetings with competitors must have agendas that are circulated in

advance and that minutes of all meetings properly reflect the discussion held and actions taken at the meeting.

- Immediately seek assistance from your manager or the legal department should you have doubts if a current or past incident is anti-competitive or not.
- Emphasize Ethical Practices: Always maintain ethical practices, avoid spreading misinformation or resorting to negative tactics that could harm the reputation. Ethical practices contribute to brand reputation.
- Seek approval of Group Legal Counsel before submitting any information to a competition authority.

Do not's

- Agree, conclude or discuss with competitors (neither in writing nor orally) on prices or price elements you charge to customers.
- Agree with competitors (neither in writing nor orally) on which customer you will supply and which you would not.
- Agree with any competitors on which product you will supply to a customer and which you would not.
- Share with any competitor any information regarding the tenders Motherson will/will not participate.
- Agree with any competitors to coordinate the Company's behavior in the tender process.
- Agree with any competitors on allocation of markets, suppliers, or geographic territories.
- Share with any competitors any commercially sensitive information such as prices, costs, fees or other commercial conditions, irrespective of whether such information might only be indicative or of little relevance.
- Boycott any customer or supplier for reasons unrelated to its business capabilities.
- Agree to not compete with your competitor.
- Discuss or agree to reduce or control production of your company with any competitor.
- Enter into any arrangement, agreement, or exchange of commercially sensitive information with competitors.

- Agree, conclude, or discuss with competitors to divide or share the markets or territories.
- Send emails to groups where recipients are unidentified.
- Use slang expressions, exaggerations, especially on market share.
- Discuss conditions of supply, profit margins, cost structures, distribution practices, investment plan with competitors.
- Collude in tenders or bids in auctions and other supply offers with competitors.
- Act jointly with one or more competitors to put another competitor at a disadvantage.
- Try to prevent your supplier from selling products to your competitors.
- Enter into tie-in agreements with customers, resale price maintenance agreements with the distributor, or exclusive supply and exclusive distribution agreements.
- No communication shall be made with the employees of the competitors for the purpose of gaining sensitive information about the competitors nor can any written, verbal or similar communication be made either directly or indirectly.
- Under no circumstances shall concerted practice be taken with competitors or their employees with the purpose of preventing, distorting, or restraining competition directly or indirectly or with the effect of creating or having this effect in a certain market of goods or services.
- Impose excessive pricing or signing contracts that contain unfair commercial term