

**Policy No:** L-105  
**Subject:** Code of Business Conduct and Ethics

**Original Date:** April 20, 2004  
**Revision Date:** August 20, 2020  
**Effective Date:** April 20, 2004

**Scope:** All employees within Matthews International Corporation, including all subsidiaries and affiliates

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## MATTHEWS INTERNATIONAL CORPORATION CODE OF BUSINESS CONDUCT AND ETHICS

ADOPTED BY THE BOARD OF DIRECTORS

### Introduction

Since 1850, Matthews International Corporation has sought to continually expand, encourage, and inspire greater possibilities for its customers and employees. From our start as a small, engraving shop in Pittsburgh, Pennsylvania to our current standing as a diverse, multi-national corporation, we have generated growth from hard work and high standards. This Code of Business Conduct and Ethics sets the standard for our business dealings with the world and with each other. It is inspired and structured by our global competencies, which, in turn, reflect the values we strive to uphold. Indeed, after over a century of experience in marking, memorializing, and branding, we know that demonstrating these values is the most important impression we can make.

This Code of Business Conduct and Ethics (“Code”) applies to us all. All employees, directors and officers of Matthews International Corporation and its domestic and foreign subsidiaries (collectively referred to herein as the “Company” and/or “Matthews”) are required to be familiar with the Code and to report any suspected violations, as described in Section 2.1. Supervisors, managers, and directors, in addition to being subject to this Code, are responsible for adherence to this Code within their respective departments and/or business units.

As you review this Code, keep in mind that its fundamental purpose is to encourage honest, ethical conduct that complies with the law and promotes fair and transparent business practices. Because the Company operates in multiple countries and industries, this Code cannot address every law and issue that you may encounter. Therefore, if you encounter a law that conflicts with a provision of this Code, follow the law. If you encounter a situation that is not covered by this Code, follow the principles set forth in this Code. If you have questions about this Code, contact your supervisor or the Company’s Legal Department, which manages the administration and distribution of this Code.

Whether on duty or off, your conduct reflects on the Company. Therefore, it is both important and required that you observe and adhere to this Code and, in doing so, strive to demonstrate our global competencies and values.

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## Our Competencies and Our Code

### 1. Acting with Courage and Integrity

*Our employees, directors, and officers will lead by example in acting with honesty and integrity in their business dealings.*

- 1.1. Following the Law. All employees, directors, officers, and anyone else conducting business on Matthews' behalf, must respect and obey the laws of the countries, states/provinces, and cities in which we operate. Although you are not required to know the details of every law, you should know when to seek advice from supervisors, managers, or other appropriate personnel.
- 1.2. Honesty and Fair Dealing. Matthews' employees, directors, and officers must deal honestly and fairly with customers, suppliers, partners, service providers, competitors, fellow employees, and anyone else whom they encounter in the course of their work. We do not take unfair advantage of anyone else through manipulation, concealment, abuse of privileged information, misrepresentation of facts, or other unfair dealings. Core to how we operate, we maintain confidences and deliver on our promises. And, because we create value through innovation, we strictly prohibit and have no need for taking or possessing others' proprietary or trade secret information without their express written consent or inducing such disclosures by past or present employees of other companies.
- 1.3. Antitrust. As part of our commitment towards treating customers and consumers fairly, we abide by U.S. Antitrust laws. These laws impose sanctions on companies determined to have participated in price fixing schemes. Price fixing includes, among other things, any arrangement, agreement, or understanding between competitors to: maintain or "fix" prices, increase prices, not decrease prices, or not offer a bid to a customer. As a Matthews employee, director, or officer, you should not discuss such pricing or customer relationships with competitors. Moreover, you should not have any conversations or be involved in any situations which can be viewed as potentially violating price fixing laws. Please refer to the Company's [U.S. Antitrust Compliance Policy](#) for a more detailed explanation of the Company's expectations regarding issues related to potential antitrust matters. A copy of the policy can be accessed on the Legal section of the @Matt intranet or by contacting any member of the Legal department. If you have any questions or concerns regarding a particular situation, you should consult the Company's [U.S. Antitrust Compliance Policy](#) and immediately seek advice from the Company's General Counsel.

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**1.4. Anti-corruption.** We are committed to preventing corruption and bribery at all levels within our organization and we require that anyone working on behalf of Matthews abide by all laws and regulations that forbid bribery, including the United States Foreign Corrupt Practices Act and the United Kingdom Bribery Act. Our [Anti-Corruption Policy](#) provides detailed guidelines and guidance regarding such laws, as well as procedures for reducing bribery risks across a variety of business functions. A copy of the policy can be accessed through the Legal section of the @Matt intranet or by contacting any member of the Legal department. Pursuant to our policy, this Code and applicable laws, anyone acting on behalf of Matthews is prohibited from, and subject to termination of employment or services for: (a) bribing or allowing bribes of government officials or commercial business partners; (b) participating in or tolerating other forms of corruption, such as kickbacks; (c) hiring a third party without performing appropriate due diligence to ensure they share our commitment to anti-corruption; and/or (d) accepting a bribe or any benefit from a third party that is given or offered to obtain or retain an improper business advantage. Should you have any questions or concerns regarding anti-corruption, please consult our [Anti-Corruption Policy](#) for guidance and/or contact a member of the Legal Department.

## **2. Responding with Agility**

*We will strengthen our business by responding with agility to changes across and within our markets, the priorities of our clients and customers, and violations of our Code.*

**2.1. Reporting Violations.** If you know of any conduct that you suspect may violate this Code or Matthews' policies, you should report it. Matthews offers a variety of reporting methods for you to choose from, based on your comfort level, so there is no excuse for failing to report violations. You can report suspected violations to your supervisor, human resources, and/or Matthews' Ethics Reporting System ([www.matw-ethics.com](http://www.matw-ethics.com)). If available in your region and not prohibited by local law, you may even choose to report anonymously. While Matthews strives to keep all reports confidential to the greatest extent possible, it may be required to disclose a report pursuant to a court order or lawful subpoena. Please also note that supervisors may be required to escalate reports they receive to Human Resources, depending on the alleged conduct.

**2.2. No Retaliation.** Matthews strictly forbids retaliation against its employees, directors, and officers based on their (a) reporting a suspected violation of this Code or any Matthews policy or (b) their participation in an investigation of any violation of this Code or any Matthews policy. We understand it may be difficult to speak up and act with conviction to do what is right, but we support being able to take a stand without compromising our core values. Retaliation and other conduct that chills or interferes with Matthews' ability to

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conduct investigations, such as interference with or obstruction of investigations or repeated, bad-faith complaints, will be grounds for discipline. If you know of or suspect any such conduct, please report it through one of the avenues indicated above.

- 2.3. Enforcement and Waiver.** Upon determination that there has been a violation of this Code, the Human Resources Department in conjunction with the applicable supervisor (for employees) or the Board of Directors in conjunction with the General Counsel (for directors or executive officers) shall determine which, if any, measures to take. Such measures may include, but are not limited to, discipline up to and including termination of employment and, in the event of suspected criminal conduct, notification of government authorities. Any waiver of this Code for any director or executive officer must be made by the Board and must be subject to prompt disclosure by the Company, along with the reasons for the waiver, on a Form 8-K filed with the SEC.

### **3. Demonstrating Accountability**

*We are responsible for proactively managing our own actions and relationships in a manner that does not conflict or interfere with Matthews' business operations or opportunities.*

#### **3.1. Disclosing and Addressing Conflicts of Interest**

3.1.1. *Definition.* Generally, a "conflict of interest" exists when your interests (including the interests of your family) interfere with the interests of the Company. A conflict can arise when an employee, director, or officer takes actions or has interests that may make it difficult to perform his or her work for Matthews objectively and effectively. Conflicts of interest may also arise when employees, directors, or officers receive improper personal benefits (including benefits to family members) as a result of their position in the Company.

3.1.2. *Examples.* It is not always clear what may or may not be a conflict of interest. While this Code cannot identify every situation, the following are examples:

- *Investments:* Investing or having a material interest (more than 5% ownership) in any competitor, supplier, customer, or potential customer of the Company or any enterprise competitive with the Company or the Company's customers.
- *Business interests.* Acting as an employee, director, officer, partner, consultant, distributor, or agent for any competitor, supplier, or customer of the Company; doing business with a competitor, supplier, or customer for personal gain; or doing business on behalf of the Company with a family member or relative.\

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- *Confidential information:* Disclosing or misusing Confidential Information of any kind that you obtain through your connection with the Company.
- *Gifts and influence:* Seeking or accepting a payment, service, gift, or loan from or for a competitor, supplier, or customer of the Company. Gifts with a total value less than US \$150.00 in any year for business purposes are excluded.
- *Family members:* Involvement of an immediate family member or in-law in any of the situations above may be a conflict of interest and must be reported. Conducting business on behalf of the Company with any family member requires conflict clearance as described below in Section 3.1.4.

3.1.3. *Loans.* It is the Company's policy not to make loans to, or guarantee to meet obligations of, any director or executive officer. Such loans or guarantees to any officer or director could confer improper personal benefits to the recipients, depending on the facts. If you are unsure of what constitutes an improper loan or guarantee, contact Matthews' Legal Department.

3.1.4. *Prior approval.* A conflict of interest, by itself, will not always violate the Code, but failing to disclose or properly handle a conflict of interest will. Any employee who becomes aware of a conflict or potential conflict should bring it to the attention of and/or seek prior approval from their supervisor, manager, or other appropriate personnel of the Company, or follow the procedures set forth in Section 2.1, above. A supervisor should not authorize or make determinations regarding a problematic conflict of interest without consulting with Matthews' Legal Department. Any director or officer who becomes aware of a conflict or potential conflict of interest should bring it to the attention of and/or seek prior approval from the Board of Directors. Prior approval is required before taking any action that creates a potential or actual conflict of interest.

### **3.2. Avoiding Insider Trading**

3.2.1. As an essential part of your work, you may have access to material, nonpublic information concerning the Company, its subsidiaries, and its businesses. Your access to such information can give rise to important legal obligations under state, federal, and foreign securities laws. These laws include "insider trading" provisions that, among other things, prohibit certain persons who are aware of material nonpublic information about a company from: (i) trading in securities of that company or (ii) providing material nonpublic information (i.e., "tips" or recommendations) to other persons who may trade based on that information.

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3.2.2. If you have access to material non-public information relating to the Company, you must refer to and review the Company's [Insider Trading Policy](#), which explains and sets forth in detail the Company's policies with respect to Insider Trading, and which can be accessed on the Legal section of the @Matt intranet or by contacting any member of the Legal department. As set forth in the Insider Trading Policy, it is prohibited and illegal for any employee, director, or officer with material nonpublic information regarding the Company to:

- buy or sell, or advise any other person to buy or sell, the Company's stock;
- communicate the information to any other person unless the person has a need to know the information for legitimate, Company-related business reasons; or
- use material nonpublic information regarding the Company, or any other company, to obtain a profit for him/herself or directly or indirectly "tip" others who might make an investment decision based on that information.

Should you have any questions regarding our [Insider Trading Policy](#) or this section of the Code, please contact a member of Matthews' Legal department.

### **3.3. Protection and Proper Use of Company Assets.**

3.3.1. All employees, directors, and officers must protect the Company's assets and ensure their efficient use. Ensuring efficient use means that Company assets (such as funds and property) should be used only for legitimate business purposes, except for incidental personal uses authorized by the Company.

3.3.2. The Company reserves the right to recover, access, and search its own assets, and does not intend for its assets to be used for the private, personal use of any employee, director, or officer. Any employee, director, or officer who uses Company assets to send, receive, transmit, or store personal information or property does so without any expectation of privacy or security regarding the personal information or property.

3.3.3. Protecting the Company's assets also means reporting any suspected incident of fraud or theft for immediate investigation. Theft, carelessness, and waste are prohibited because they have a direct negative impact on the Company's profitability. All suspected incidents of fraud, theft, or misuse of funds should be reported immediately to the applicable unit's financial controller, the General Counsel, and/or via the ethics reporting system. Refer to the [Reporting of Fraud, Misappropriation, Theft or Questionable Activity Policy](#), which can be accessed via the Finance section of the @Matt intranet or through any member of the Finance department.

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#### 4. Builds Collaboration Through Trust

*We will develop strong working relationships, find commonality while valuing differences, and demonstrate respect for others, all of which will help us to achieve our goals.*

- 4.1. Civility and Anti-Discrimination.** We seek to build collaboration and trust, in part, by maintaining a workplace free of unlawful discrimination, harassment, and retaliation. We have a zero-tolerance policy against any actions that would violate federal, state, or local civil rights statutes prohibiting discrimination on the basis of race, color, religion, sex, sexual orientation, gender identity, national origin, genetic information, age, disability, veteran status, or any other class or category protected by applicable federal, state, or local law (“Protected Traits”). Our commitment to anti-discrimination begins with providing equal employment opportunities to our applicants and employees, regardless of their Protected Traits, and extends to every phase of the employment relationship, as well as to our relationships with vendors and customers. We also expect our employees, directors, and officers to treat each other with civility, dignity, and respect. Our [Equal Employment Opportunity Policy](#) and [Harassment-free Workplace Policy](#) set forth important guidelines and procedures for identifying, reporting, and addressing suspected unlawful discrimination, harassment, or retaliation. These policies can be accessed through the Human Resources section of the @Matt intranet or by contacting any member of Human Resources. Questions regarding either policy may be referred to any member of the Human Resources department.
- 4.2. Health and Safety.** We strive to provide each employee with a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace by following safety and health rules and practices; reporting accidents and injuries; and reporting unsafe equipment, practices, or conditions. Violent, reckless, or threatening behaviors are not permitted. Employees are strictly prohibited from carrying or possessing weapons of any type while in Company buildings, vehicles or worksites; or, unless explicitly permitted by local law, any other Company premises. Employees should report to work in a condition to perform their duties, free from the influence of illegal drugs or alcohol. The use, possession, distribution, or manufacture of illegal drugs (or the unauthorized use, possession, or distribution of prescription drugs or alcohol) during working hours or while on Company premises (including in Company workplaces and vehicles) is strictly prohibited and will not be tolerated.
- 4.3. Human Rights.** We embrace internationally-recognized human rights principles, including prohibitions against child labor, forced labor, human trafficking, and modern slavery, and we are committed to following and upholding such principles within our sphere of influence.

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We expect our employees, directors, officers, suppliers, and anyone doing business on behalf of the Company to share and support this commitment.

## 5. Communicates Effectively

*When we communicate on behalf of Matthews, we will do so with authorization, accuracy, and clarity, so that we may meet compliance objectives, reduce misunderstandings, and increase opportunities for teamwork and camaraderie.*

**5.1. Communications on behalf of Matthews.** No employee, director, or officer other than members of Matthews' Executive Leadership Team ("MELT") may purport to speak publicly on behalf of Matthews to any third party without prior authorization from a member of the MELT (or authorized designee) or the Board of Directors. In any public service or political activity, you should disclose that you work for the Company to avoid any perception that you concealed your association with the Company. However, you should not imply that you are acting on behalf of the Company unless you are authorized to do so pursuant to this paragraph.

**5.2. Communications within Matthews.** We value open communication and constructive criticism, but we must keep in mind that our business communications may become public. Therefore, without impinging in any way on our ability to report suspected misconduct or engage in protected, concerted activity, we must communicate effectively; avoid exaggeration, derogatory remarks, and guesswork; and avoid inappropriate characterizations of people, events, and companies that could be personally harmful to others.

**5.3. Disclosures.** Matthews' reports and filings with the Securities Exchange Commission, including all financial statements and financial information, must comply with applicable securities laws and rules. Each employee, director, and officer who contributes in any way to the preparation or verification of the Company's financial statements and other financial information, or who otherwise participates in the disclosure process must:

- Take all necessary steps to ensure that the Company's books, records, and accounts are accurately maintained.
- Be familiar with and comply with the Company's disclosure controls and procedures and its internal control over financial reporting, as detailed in the Company's finance policies, which are available on the Finance section of the @Matt website.
- Take all necessary steps to ensure that all filings with the SEC and other public communications about the financial and business condition of the Company provide full, fair, accurate, timely, and understandable disclosure.

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Additionally, each employee, director, and officer must cooperate fully with the Company's accounting and internal audit departments, and the Company's independent public accountants and counsel.

**5.4. Records Keeping and Retention.** The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions and to continuously improve. Examples of records that must be accurately kept pursuant to this Code and applicable Company policies include time keeping records (timecards), business expenses, and vendor invoices. Additionally, the Company's books, records, accounts, and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions, and must conform both to applicable legal requirements and to the Company's system of internal controls. Records should always be retained or, if applicable, destroyed according to the Company's record retention policies. In accordance with those policies, in the event of litigation or governmental investigation, please consult the Company's General Counsel.

## **6. Focuses on Service**

*We will build strong relationships and value for our business by focusing on service to our customers and avoiding activities that reflect negatively on our customers or business.*

**6.1. Service as a Reflection of the Company.** Matthews encourages all employees to pursue personal interests, including active participation in their communities. While most of these interests pose no significant concern to the Company, some do. Certain off-the-job activities may reflect negatively on the Company. It is your responsibility to seek prior approval for any activity which may create the appearance of a conflict of interest with the Company's business, and to act accordingly based on the determination.

**6.2. Board Positions on Third Party Entities.** Pursuant to the Company's policy regarding *Approval Required Prior to the Appointment of Employees to the Board of Directors of Certain Third Party Entities*, employees at the director level and members of Matthews' Executive Leadership Team ("MELT") must obtain prior approval from the Executive Vetting Committee and, for members of the MELT, the Company's Chief Executive Officer prior to serving on the board of directors of any third party, including any non-profit organization. Any employee considering appointment to the board of directors of any publicly traded company must also receive prior written approval from the Company's Chief Executive Officer, per policy.

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## 7. Creates Value Through Continuous Improvement and Innovation

*We are always looking for innovative ways to improve our offerings and opportunities in a manner that protects and creates value for our customers and our business.*

**7.1. Proprietary Information.** Protecting the Company's Proprietary Information is essential to creating value through innovation. Proprietary Information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business plans, marketing plans, service plans, engineering and manufacturing ideas, designs, databases, records, and any nonpublic financial data and reports. Unauthorized use or distribution of this information violates Company policies and this Code. Such conduct may also be illegal and may result in civil or even criminal penalties.

### **7.2. Confidential Information.**

**7.2.1. *General rule and definition:*** Employees, directors, and officers must maintain the confidentiality of Confidential Information entrusted to them by the Company or its customers, except when disclosure is authorized pursuant to Section 7.4. Confidential Information includes all nonpublic Proprietary Information referenced in Section 7.1, above, and all non-public information that might be useful to competitors or harmful to the Company or its customers if disclosed. Examples of Confidential Information include, but are not limited to, information concerning past, present and prospective business contacts and customers, information relating to pricing and sales of products and services, research and development, trade secrets, product and distribution information, technical and operational information, business plans and information, internal Company information, and any other information which you know or reasonably should know to be confidential or proprietary information of the Company.

**7.2.2. *Duties to protect Confidential Information:*** Employees, directors and officers, and all individuals working on behalf of the Company have an ethical duty not to disclose Confidential Information gleaned from business transactions and to protect confidential relationships between the Company and its customers, suppliers, and shareholders. Confidential Information obtained in the course of employment with or service to the Company may not be used or disclosed for the purpose of advancing any private interest or otherwise for personal gain. Confidential Information (including insider information) shall not be released to private individuals, organizations, or government bodies unless required by legal process, such as an uncontested subpoena or final court order reviewed and approved by the Company's General Counsel, or while participating or assisting in an investigation or inquiry by a governmental agency acting within the scope of its statutory or regulatory jurisdiction.

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7.2.3. *Inadvertent Disclosure:* You should take care to avoid inadvertent disclosure. Never discuss proprietary information that the Company considers confidential or which the Company has not made public with, or in earshot of, any unauthorized person. Activities where inadvertent disclosure could occur include conversing (in person or by telephone) in any public area (including, for example, public transportation) and posting on social media. Also, you should not discuss such information with family members or friends, as they might pass the information on to someone else.

7.3. Corporate Opportunities. Employees, directors, and officers are encouraged to seek new opportunities on behalf of the business and, unless expressly authorized by the Company's Board of Directors, are prohibited from taking for themselves opportunities that are discovered through the use of Company property, Company information, or their position with the Company. No employee, officer, or director may use Company property, Company information, or their position with the Company for improper personal gain, and no employee may compete with the Company directly or indirectly. We all owe a duty to the Company to avoid such clear conflicts of interest and we must work, instead, to advance the Company's legitimate interests when such opportunities arise.

7.4. Whistleblowing Policy: No employee, director, officer, or other individual shall be held criminally or civilly liable under any Federal or State trade secret law for the disclosure of a trade secret that is made either (a) in confidence to a Federal, State, or local government official or to an attorney solely for the purpose of reporting or investigating a suspected violation of law, or (b) in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. An individual who files a lawsuit for retaliation by the Company for reporting a suspected violation of law may disclose the trade secret(s) at issue to their attorney and use the trade secret information in the court proceeding, if the individual files any document containing the trade secret under seal and does not disclose the trade secret, except pursuant to court order.

### Adherence to Our Code

This Code of Conduct is expected to be read and adhered to by each employee, director, and officer of the Company. The Company also expects third parties with whom it conducts business relationships to act in compliance with the principles of this Code. Any employee, director, or officer found to be in violation of this Code is subject to disciplinary action, including but not limited to termination of employment. Any contractor or third party found to be in violation of this Code or acting contrary to this Code is subject to termination of its business relationship with the Company. This Code does not, and is not intended to, create a contract of employment or to confer any contractual rights on any third party.