

04.409 Bribery Corruption Business Gift

A. Purpose

The METALOR brand is founded upon the company's ethics and integrity. To preserve this reputation, it is essential to be beyond reproach in how employees act on behalf of the Company. This Policy is designed to assist METALOR staff in addressing issues relating to bribery, corruption and business gifts by establishing guidelines.

The main objectives of this policy are the following:

- Establish a corporate culture in dealing with bribery, corruption and business gifts; and
- Provide a common framework for the above objectives.

B. Responsibilities

Senior Management and Financial Management of each reporting unit and METALOR Group Finance are responsible for the implementation of this policy. Local Finance Management is accountable for ensuring METALOR affiliates apply strictly the rules associated with this policy. Senior Management and Financial Management are accountable for the adherence to this policy and for its cross-functional communication throughout their respective local entity.

C. Organizational Units Affected

All METALOR Group consolidated legal entities

D. Definitions

A **business gift** is any good or service of value that is offered or received, in the context of a business relationship with one or more METALOR Group entities, for which the recipient does not pay the fair value of the related good or service. Business gifts include, but are not limited to:

- Goods,
- Services,
- Entertainments,
- Travels, and
- Meals
- Etc.

Fair value is the consideration that would be paid for goods and services between knowledgeable willing parties in an arm's length transaction.

Corruption is the misuse of public or entrusted power for private gain.

Bribery is the offer, promise, or payment of anything of value, or an inducement of any other kind, to a person in a position of trust to influence that person's views or conduct. Bribery and corruption can take many forms, including the provision or acceptance of: cash payments, phony jobs or "consulting" relationships, kickbacks, political contributions, charitable contributions, gifts, hospitality or entertainment, and reimbursement of expenses.

E. Policy

- METALOR Group maintains the highest levels of ethical and lawful conduct at all times. It prides itself on good corporate governance and on its good name and reputation. Any conduct that may be regarded as unethical, unlawful or in breach of good corporate governance shall lead to the institution of disciplinary and/or legal proceedings.
- METALOR code of conduct requires that all employees demonstrate Company's commitment to treating all people and organizations, with whom they come into contact or conduct business, impartially. METALOR employees demonstrate the highest standards of ethics and conduct. Employees practice and demonstrate equal treatment, unbiased professionalism, and non-discriminatory actions in relation to all vendors, suppliers, customers, employees, potential employees, potential vendors or suppliers, and any other individual or organization.
- There are laws throughout the world combating bribery and corruption, particularly with respect to government officials, including laws that apply to METALOR's activities. METALOR will conduct its business in compliance with applicable anti-bribery and anti-corruption laws and requires all Company employees and agents to avoid any activity that could involve the Company in any unlawful practice.
- METALOR company gift policy is a no-gift policy. To avoid a conflict of interest, the appearance of a conflict of interest or the need for METALOR employees to examine the ethics of acceptance, METALOR and its employees do not accept gifts from vendors, suppliers, customers, potential employees, potential vendors or suppliers, or any other individual or organization, under any circumstances.
- Consistent with the preceding statement, it is unethical, contrary to the principles of good corporate governance and illegal for businesses, their directors, officers, employees or representatives, to offer gifts with a view to improperly influence those persons in order to obtain some benefit or result. Likewise, it is as unethical and potentially illegal to accept such gifts.

F. Process Outlines

1) General principles

- METALOR employees and agents are strictly prohibited from offering, paying, promising or authorizing any bribe, kickback, gifts or other thing of value to any government official, government employee, customer, or business associate, directly or indirectly, to secure any contract, concession or other favorable treatment or advantage for METALOR commercial interests.
- Similarly, all employees must abide by the following no-gift policy requirements: No gifts of any kind, that are offered by vendors, suppliers, customers, potential employees, potential vendors and suppliers, or any other individual or organization, no matter the value, will be accepted by any employee, at any time, on or off the work premises.
- This "no-gift" policy includes vendor or potential vendor or supplier-provided food, beverages, meals, or entertainment such as sporting events and any business courtesy offered such as a product discount or any other benefit if the benefit is not extended to all employees.

2) Exceptions

- Exempted from this policy are gifts such as t-shirts, pens, trade show bags and all other promotional items that employees obtain, as members of the public, at events such as conferences, training events, seminars, and trade shows, that are offered equally to all members of the public attending the event. This includes attendance at and food, beverages, and other promotional items provided at events, exhibitor trade show floor locations, press events, and parties funded by conference or event sponsors.
- Exempted are cards, thank you notes, certificates, or other written forms of thanks and recognition.
- Exempted are food, beverages, and moderately priced meals or tickets to local events that are supplied by and also attended by current customers, partners, and vendors or suppliers in the interest of building positive business relationships. This moderately priced entertainment is provided as part of a “working” meeting or session to benefit and advance positive working relationships and company interests. These activities are expected to be reciprocated by METALOR in turn. They are requiring prior written approval from METALOR beneficiary’s supervisor.

3) Application

- Employees are required to professionally inform vendors, potential vendors and others of this no-gift policy, and the reasons METALOR has adopted the policy. Employees will request that vendors respect METALOR policy and not purchase and deliver any gift for employees, a department, an office or a METALOR Group subsidiary, at any time, for any reason.
- If an employee or department receives a gift, if feasible, the gift is returned to the vendor.
- If not feasible to return the gift, the gift must be raffled off to all employees. Proceeds from the raffle will be donated to a charity. If employees are uninterested in the raffled item, the gift will be donated to a designated charity.
- Plants or flowers will be displayed in the lobby, or at another central location where all employees may enjoy their presence.
- Gifts of food that may arrive during the holidays, and at other times of the year when gift giving is traditional, belong to the entire staff even if addressed to a single employee. Under no circumstances may an employee take a food gift home; food gifts must be shared with and distributed to all staff, with email notice, during work hours, in central, worksite locations.

This policy is supplemental to METALOR Code of Conduct, ethics, standards, values, and policies in the employee handbook and in other METALOR documents.

If any employee has questions about and / or needs clarification of any aspect of this policy, he should check with their supervisor. If the supervisor is uncertain, Human Resources is the arbiter of the Gift Policy to ensure consistent employee treatment across the Company. Any exceptions to the Gift Policy may be made only with the permission of METALOR CEO.

All employees must acknowledge that they have received and understand the Company Gift Policy.