

Antitrust Compliance Policy

Background

Steel Stewardship Council Ltd (**ResponsibleSteel™**) is the first global multi-stakeholder standard and certification initiative for steel. It is a not for profit organisation which will administer an independent third-party certification programme for the steel value chain. The standard will be developed through a process designed to comply with the requirements of the ISEAL Code for Setting Social and Environmental Standards during 2018 / 2019.

ResponsibleSteel™ is a voluntary membership led programme, and new members are welcome from anywhere in the world, from every part of the steel supply chain, and from businesses, civil society groups, associations, and other organisations.

ResponsibleSteel™ is developing a set of standards (ResponsibleSteel™ Standards), as well as an independent, voluntary third party certification program to ensure sustainability and human rights principles are increasingly embedded in steel production, use and recycling.

ResponsibleSteel™ strives to ensure that all relevant companies and groups have the opportunity to participate in its standards development processes. To this end the timetable and procedures for ResponsibleSteel™ Standards development are published on the ResponsibleSteel website, and all stakeholders without restriction are invited to submit comments on draft standards during at least two public consultation periods in the development of any new standard, in line with international best practice. Notice of standards development is provided to all registered stakeholders, subject to compliance with relevant data protection and privacy obligations.

Access to all ResponsibleSteel™ Standards and related documentation is provided on fair, reasonable and non-discriminatory terms. There is no charge for ResponsibleSteel™ Standards. There is a membership fee to cover development, implementation and oversight of the ResponsibleSteel™ Standards. Fees will be charged for the use of ResponsibleSteel trademarks, and external auditors approved by ResponsibleSteel™ will charge for the cost of auditing compliance with ResponsibleSteel™ Standards.

This policy has been adopted as a by-law under rule 6 of the ResponsibleSteel™ constitution and applies to all members of ResponsibleSteel™.

Antitrust Policy Principles

ResponsibleSteel™ members and participants acknowledge and understand that activities must at all times be undertaken with an understanding of the importance of compliance with all applicable laws and regulations, including but not limited to laws and regulations relating to antitrust and competition. These laws are intended to preserve and promote free, fair and open competition.

ResponsibleSteel™ members must act at all times in accordance with, and strictly adhere to, the letter and the spirit of all applicable national and international antitrust and competition laws and regulations. ResponsibleSteel™ undertakes to ensure that this policy is made known to all members, individuals and groups participating and engaged in administering its activities, and given due regard. Antitrust compliance is the responsibility of every participant. Any violation of antitrust laws or of this policy may result in immediate suspension from participation in activities.

Rules for Antitrust Compliance

- ResponsibleSteel™ members must ensure that their representatives at ResponsibleSteel™ meetings:
 - Have access within their own organisation to compliance measures, supported by appropriate training, to avoid violations of the law in the area of antitrust compliance, including regulations for interaction with business competitors,.
 - Are adequately informed about the antitrust legal framework and risks relating to their participation.
- ResponsibleSteel™ members and participants should always make their own unilateral educated decisions, whether on the basis of information provided by ResponsibleSteel™ or on the basis of information from other sources.
- ResponsibleSteel™ will not become involved in the competitive business decisions of its members and participants, nor will it take any action that would attempt to restrain competition in the steel value chain.
- ResponsibleSteel™ activity shall not be used to discuss, bring about, or attempt to bring about, any understanding, agreement(s) or practice(s) that violates or causes a violation of antitrust laws, whether written or oral, formal or informal, expressed or implied, among its participating companies with regard

to, but not limited to, price fixing, market sharing, bid-rigging, limiting production or supply, concerted practices, boycotting, or unfair discrimination.

- In the absence of anti-trust legal advice, ResponsibleSteel™ activity shall not involve the exchange or collection and dissemination of business secrets or other commercially sensitive information among its participants.
- It is strictly prohibited to discuss any of the following commercially sensitive matters at an ResponsibleSteel™ meeting or event:
 - previous, current or future prices;
 - capacity and production information or forecasts;
 - previous, current or future sales information;
 - purchasing prices or trading terms with suppliers;
 - previous, current or future negotiations with individual customers including bidding strategies for public or private contracts.
- It is strictly prohibited to discuss individual costs of compliance with ResponsibleSteel™ Standards (e.g. labour costs, raw materials, environmental compliance costs etc.) in the absence of antitrust legal advice to ResponsibleSteel™ on the subject.
- It is strictly prohibited to discuss passing on the cost of compliance with ResponsibleSteel™ Standards to customers (e.g. through a premium for ResponsibleSteel™ certified products).
- ResponsibleSteel™ activity shall not include any discussion or action which might be construed as an agreement or understanding to prevent any business entity from gaining access to any market or to any customer for goods or services; or to prevent or boycott any business entity from obtaining a supply of goods or otherwise purchasing goods or services, freely in the market.
- It is strictly prohibited to discuss any boycott or limitation on the purchase of any raw materials, semi-finished products, equipment, services or other supplies from any supplier that does not meet ResponsibleSteel™ Standards..
- No company shall be unreasonably or arbitrarily excluded from participation in ResponsibleSteel™ activity to compete effectively in the steel value chain.

Conduct of ResponsibleSteel™ Meetings

ResponsibleSteel™ has put in place the following practices for the conduct of its formal meetings in order to ensure compliance with competition laws:

- A written invitation shall be sent together with an agenda to participants at each ResponsibleSteel™ meeting. Discussions during meetings should reflect the agenda. Minutes of each ResponsibleSteel™ meeting should be drafted accurately and comprehensively and should be sent out to all members to reflect the discussions that took place at the meeting. Any antitrust concerns raised by members during the meeting should be noted in the minutes.
- The agenda for ResponsibleSteel™ meetings shall start with the following notice:

“Attendees are kindly reminded that ResponsibleSteel™ is committed to complying with all relevant antitrust and competition laws and regulations and, to that end, has adopted an Antitrust Policy, compliance with which is a condition of continued ResponsibleSteel™ participation. Failure to abide by these laws can have extremely serious consequences for ResponsibleSteel™ and its participants, including heavy fines and, in some jurisdictions, imprisonment for individuals. You are therefore asked to have due regard to this Policy today and in respect of all other ResponsibleSteel™ activities.”
- There will be a ResponsibleSteel™ representative to act as the ResponsibleSteel™ ‘antitrust supervisor’ during all ResponsibleSteel™ meetings including committee meetings – and ResponsibleSteel™ meetings must not take place in their absence. The role of the ResponsibleSteel™ anti-trust supervisor must be taken by a neutral person that is not a member of a steel supply chain or of a customer organisation and that is adequately trained with respect to antitrust compliance and therefore able to take a supervisory role. The role of the antitrust supervisor may be taken by the ResponsibleSteel™ Company Secretary or by another adequately trained and independent person. The presence of the antitrust supervisor will be recorded in the minutes.
- At all meetings, the ResponsibleSteel™ antitrust supervisor has the right to react immediately to potentially inappropriate discussions by giving suitable guidance (i.e. indicating that such

discussion is not permitted in ResponsibleSteel™ meetings) and by bringing any potentially illegal behaviour immediately to an end. Where this cannot be achieved, the ResponsibleSteel™ antitrust supervisor has the right to end the meeting. This shall be recorded in the minutes of the meeting concerned.

- If in doubt on the legality of a particular topic, the ResponsibleSteel™ antitrust supervisor or any of the attendees at a meeting may ask for the discussion to be put on hold until external legal advice has been sought.

NOTE:

Social gatherings attended by competitors also present a risk under competition law.

For antitrust enforcement, it is irrelevant that the illegal agreement was reached at an informal setting rather than in a formal meeting.

It is therefore crucial that ResponsibleSteel™ members and staff respect competition law and avoid commercially sensitive subjects during social gatherings just like at formal meetings.

Acknowledgments

ResponsibleSteel™ acknowledges and thanks the Aluminium Stewardship Initiative for giving permission to use and adapt elements of its own antitrust compliance policy in the development of this policy.