

Note

This brochure is only a summary of the Group Policies and Guidance Notes of the ThyssenKrupp Compliance Program. More detailed information on compliance requirements for ThyssenKrupp employees are contained in the Group Policies and Guidance Notes.

The Policies and Guidance Notes cannot provide an exhaustive list of all possible antitrust and corruption-related violations worldwide. Furthermore, laws and statutory orders are often difficult to understand. For this reason, in **case of doubt** employees should contact the **Compliance Officers / Regional Compliance Officers** in order to obtain **advice** on the legal situation or lawfulness of their actions.

If you have any doubts or queries, please contact the Compliance Officers at

Telephone: +49 201 844-545454
compliance@thyssenkrupp.com

If you have any doubt regarding the legality and compliancy of your conduct with the Group policies, refrain from it!

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/ COMPLIANCE REQUIREMENTS /

**Taking responsibility.
Practicing compliance.**

/ AS OF JUNE 2014 /

ThyssenKrupp Compliance
Program

/ SUCCESS WITH RESPONSIBILITY /



ThyssenKrupp Compliance Commitment



“ThyssenKrupp stands for technological competency, innovation, customer orientation and motivated, responsible employees. These factors are the basis of our high reputation and the long-term economic success of the Group in global competition.

Corruption and antitrust violations threaten these success factors and will not be tolerated (zero tolerance).

For us, bribes and cartel agreements are not a means of winning business.

We would rather forgo a contract and fail to reach internal goals than act against the law.

All employees are requested to cooperate actively in their areas of responsibility in implementing the ThyssenKrupp Compliance Program”

Corruption Prevention



It is inadmissible to offer, promise or grant advantages in order to gain preferential treatment. No personal advantages may be demanded or accepted from any business partner.

- » It is inadmissible to offer, grant or promise advantages to public officials, employees of international organizations or employees or agents of private enterprises at home or abroad.
- » ThyssenKrupp expects its employees
 - > neither to demand nor to accept **personal advantages** from the business partners;
 - > to accept or extend **invitations** and **gifts** from/to business partner/s only if they are appropriate in terms of occasion and scope.
- » **Cash gifts** are strictly prohibited.

- » The following value limits should be observed:
 - > Invitation to/from business partner/s: approx. €100
 - > Invitation to public officials: €35
 - > Gifts to/from business partner/s: approx. €50
 - > Gifts to public officials: low-value typical promotional gifts

- » Even taking regional and cultural differences into consideration, the above defined value limits and limits of appropriateness must not be changed arbitrarily.

- » A critical view should be taken of:
 - > Cost payments by business partners for accommodation, travel and entertainment programs for spouses/partners.
 - > Invitations/gifts in the period before a contract award/before signing of a deal even if they are not directly connected to work activity.

- » To avoid impairing a business relationship or offending a business partner by turning down a gift/invitation, please refer to the ThyssenKrupp Compliance Program in critical situations. Gifts which cannot be rejected due to the particular circumstances should be made available to the company.

- » Delegation trips/plant visits must not be used “just for fun”. When planning delegation trips/plant visits, the recommendations of the Guidance Notes “On dealing with invitations, gifts and discounts” should be observed.

- » Particular caution is necessary with invitations to ThyssenKrupp events or for ThyssenKrupp employees when business obligations are not the main concern, e.g. when relatives are also invited, expenses (for travel, hotel etc.) are to be paid, adult entertainment is offered and/or there are indications that the invitation is being issued in return for a business advantage.

- » Private use of **corporate discounts** is inadmissible if there is any risk of a conflict of interests.

Use of intermediaries, consultants and other persons engaged for sales support purposes



Commissions paid to consultants/intermediaries engaged to support sales or ongoing business must be paid for legal activities only and must not be used for illicit payments.

- » Persons appointed to support sales, in particular consultants/intermediaries, must be selected carefully. The selection process must be **documented**.
- » Consultants/intermediaries from the same business area as the customer/client should generally be subject to an extremely critical assessment.

- » Work with a sales intermediary/consultant must
 - > be specified in a written agreement **before** any services are performed;
 - > comply with the criteria set out in the Consultants Policy with regard to compensation structure, amount and terms of payment;
 - > comply with the agreed scope of services and
 - > be carefully **documented**.

Note: Transactions subject to approval are detailed in section II, form and content requirements in section III and the list of offshore countries are enclosed in Annex 1 and the specified contractual clauses are enclosed in Annex 2 of the Consultants Policy.

Compliance with antitrust requirements



Antitrust violations pose a serious threat to the company's success and are therefore not a means of winning contracts for us.

- » **Agreements and concerted practices** between **two or more competitors** that cover for example prices, cost accounting, price elements, surcharges, minimum prices, offer prices, allowances, division of customers, regional arrangements, quantities in production and supply, capacities, and/or
- » **Abuse** of a dominant market position, e.g.:
 - > refusal to supply,
 - > tie-in sales,
 - > abusive pricing practices
 are **unlawful** and therefore strictly **prohibited**.
- » **Agreements and concerted practices** between **suppliers and customers**, such as exclusive supply or purchase commitments, territorial limitations and other limitations on customers with regard to their relationships with their own customers, can be **unlawful** and therefore **prohibited**. **(Obtain legal advice!)**
- » **When meeting competitors** (e.g. industry association meetings, trade shows, conferences, etc.) it is strictly forbidden to exchange sensitive information such as
 - > prices, price elements, price strategy, surcharges and discounts, starting material prices, etc.,
 - > payment conditions and allowances,
 - > delivery terms and suppliers,
 - > customer portfolios.
- » **If information is exchanged inadmissibly**, the following rules of conduct must be observed:
 - > Object to the exchange of information (at industry association meetings this objection should be put on record),
 - > if the discussions/talks still continue, leave the meeting.