

Corporate Criminal Offence Policy

Effective from 5th November 2024

1.0 Introduction

For the purposes of this policy, UK Group means all UK based companies in which voestalpine AG directly or indirectly holds at least 50% of the share capital or over which it exerts control in another manner whereas voestalpine Group or Group means all companies in which voestalpine AG directly or indirectly holds at least 50% of the share capital or over which it exerts control in another manner.

The Group is committed to conducting its business in full compliance with all applicable laws which is underpinned by the Code of Conduct of voestalpine AG which can be downloaded from www.voestalpine.com.

In addition to the Code of Conduct the Group also has a quite comprehensive Group Tax Directive in place which includes the following relevant wording:

Due to the international nature of its activities, the voestalpine Group must observe a wide variety of tax frameworks. Breaches of these frameworks, in particular breaches of a country's tax regulations, could result in personal liability of the directors and officers of Group companies, have significant adverse economic effects for the Company and permanently damage the reputation of the Group. The Group Tax Directive represents a commitment by the voestalpine Group to comply with tax regulations in all countries and in all business dealings and decisions in the Group. The Tax Directive must be observed by all Group employees, regardless of whether or not they have been assigned responsibility for fulfilling tax obligations. Employees must expect disciplinary action if tax laws or the provisions of this Tax Directive are violated. Contraventions could also have consequences under criminal or civil law for the parties concerned, such as recourse and damage claims.

This commitment includes adhering to those requirements of Part 3 of the Criminal Finances Act 2017 ("Criminal Finances Act") that took effect from 30 September 2017.

No company of the UK Group will engage in or be associated with any form of tax evasion anywhere in the world, nor to facilitate any such activities. In connection with this policy, the company directors of each UK based company of voestalpine will act as a point of contact.

2.0 Scope and purpose

2.1 Overview

The Criminal Finances Act referred to in Section 1 introduced the Corporate Criminal Offence of failing to prevent the facilitation of tax evasion by another person. For there to be such an offence, each of the following three stages would need to be present:

- 1) There is criminal tax evasion by another party;
- 2) There is the criminal facilitation of that evasion by an associated person i.e. a person acting for or on behalf of the UK Group;
- 3) The UK Group failed to prevent that facilitation.

In the event that these circumstances apply, the relevant UK Group company could be liable to a criminal conviction, a potentially unlimited fine and the attendant negative publicity. The only defence that it then has is that it had in place at the time a system of reasonable prevention procedures.

There does not need to be a conviction for either stage 1 or stage 2 for a CCO failure to occur.

The definition of associated person is very widely drawn, including any individual or entity who could be construed as acting for or on behalf of the UK Group e.g. its employees, agents and contractors, wherever they are located.

As an example, the following activities could constitute the criminal facilitation of tax evasion:

- a) An employee agrees to make payments into a bank account in a different name or location to that of the recipient in the knowledge that the intention of the recipient is not to declare receipt of the funds.
- b) An employee agrees to accept an invoice that includes an inaccurate description of the goods or services to be provided in the knowledge that the mis-description is a mechanism through which the supplier intends to evade tax.

The introduction of and monitoring of compliance with this policy is an important aspect of the reasonable procedures that are required. Its purpose is to:

- » set out the UK Group's responsibilities, and of those working for or on behalf of the UK Group, in observing and upholding its position in relation to the facilitation of tax evasion; and
- » provide information and guidance to those working for or on behalf of the UK Group on how to recognise and deal with potential tax evasion issues.

This Policy sets out the minimum standards and requirements which the UK Group expects to be adhered to and the UK Group reserves the right to amend it at any time. Where the local laws or customs in any country in which any company of the UK Group is carrying on business provide that a higher standard of conduct is required then that higher standard must be followed and anyone acting for or on behalf of a company of the UK Group must do so at all times in accordance with all applicable written local laws.

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2.2 What is tax evasion?

Tax evasion is a criminal offence under the law of any part of the UK consisting of being knowingly concerned in, or in taking steps with a view to, the fraudulent understatement of a tax liability by any entity (e.g. individuals, corporations and trusts).

2.3 What taxes are included?

The legislation encompasses all forms of tax, including (but not limited to) Payroll taxes, NI, stamp taxes, corporation tax, customs duty and VAT, whether in the UK or elsewhere.

3.0 Compliance guidelines

3.1 Your responsibilities

The prevention, detection and reporting of the facilitation of tax evasion are the responsibility of all those working for or on behalf of the UK Group or under its control. Such persons are required to avoid any activity that might lead to, or suggest, a breach of this policy.

If you are aware (or have reason to suspect) that anyone performing services for or on the behalf of the UK Group has engaged or is planning to engage in the facilitation of tax evasion, those concerns can be reported to the company directors of each UK based company of voestalpine. Any concern that you report will be treated in confidence and will be investigated. Anonymous reports of this kind can be submitted using the voestalpine Group's web-based whistleblower system available at <https://www.bkms-system.net/voestalpine>. Concerns raised by employees or directors will be dealt with in accordance with the Group's whistleblowing policy.

Further details on how to report misconduct can be found via the below two links: <https://www.voestalpine.com/group/en/group/compliance/reporting-misconduct/> and <https://www.bkms-system.net/voestalpine>.

Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. Each company of the UK Group reserves its right to terminate its contractual relationship with other parties if they breach this policy.

3.2 Training and communication

This policy will be provided to all new employees of a company of the UK Group as part of their induction and will be available for all existing employees of a company of the UK Group as this policy will form part of the Company Handbook. Certain employees will receive additional training on how to implement and adhere to this policy.

The UK Group's zero-tolerance approach to the facilitation of tax evasion should be communicated to all suppliers, contractors and other business partners at the outset of the UK Group's business relationship with them and as appropriate thereafter. All such parties should be provided with a copy of this policy.

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Prior to entering into a contract each company of the UK Group may conduct research into the relevant third party to ensure that they are not engaging in the facilitation of tax evasion or putting a company of the UK Group at risk of engaging in such facilitation.

Each company of the UK Group will ensure that the contracts or terms and conditions used with third parties contain terms that require those third parties to comply with all applicable laws relating to the facilitation of tax evasion.

3.3 Monitoring and Review

Each company of the UK Group will monitor the effectiveness and review the implementation of this policy regularly, considering its suitability, adequacy, and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering the facilitation of tax evasion.

All directors, employees, agents, suppliers, and partners of a company of the UK Group are responsible for the success of this policy and should ensure that they use it to disclose any suspected danger or wrongdoing.

Matjaz Korosec
Managing Director – CFO

Ian Fillingham
Managing Director – CEO