



Prevention of Corruption and Bribery Policy

**Approved by the Board of Directors of
CELSA STEEL S.A. on 28 January 2025**

Important information about this document

Identification of the Policy	<i>Prevention of Corruption and Bribery Policy</i>
Global or national implementation policy	Global
Rules it replaces	Anti-Corruption and Anti-Fraud Policy
Rules it repeals	None
Related standards	<i>Code of Ethical Conduct, Criminal Compliance Policy, Crime Prevention and Response Manual</i>
Business unit or function concerned	All business units and functions of the CELSA Group
Staff concerned	<i>All Members of the Organisation and Business Partners, as appropriate.</i>
Mainly responsible for its monitoring	<i>Ethics Committee</i>
Date of approval	28/01/2025
Date of last update	
Date of implementation	28/01/2025

INDEX

1	Definitions.....	4
2	Object.....	7
3	Scope of application	8
	3.1 Companies and persons concerned	8
	3.2 Affected activities	8
4	General principles	9
5	Prohibited conduct.....	11
	5.1 Bribery and corruption are strictly prohibited.....	11
	5.2 Gifts and hospitality	12
	5.3 Facilitation payments	13
	5.4 Political contributions, charitable donations and community benefits ..	14
	5.5 Sponsorship and patronage	14
	5.6 Confidential and privileged information.....	14
6	Procedure for bribery risk situations	15
7	Records and internal controls.....	16
8	Behavioural communication.....	17
9	Investigation of non-compliance.....	19
10	Declaration of compliance	20
11	Consequences of non-compliance	21
12	<i>Policy</i> monitoring and review	22
	Annex I.....	24

1 Definitions

For clarification purposes, the following definitions are provided to clarify the scope of this *Policy*:

- **CELSA / Organisation:** for the purposes of the *Criminal Prevention Model*, it shall refer to the company CELSA STEEL, S.A. and the rest of the entities that make up the *Criminal Control Perimeter*. Hereinafter, as "*CELSA*" or the "*Organisation*".
- **Criminal control perimeter:** includes entities adhering to *CELSA's Criminal Prevention Model*.
- **Board of Directors:** *CELSA's* governing body, to the extent that it has primary responsibility and authority for activities, governance and policies, and to which *CELSA's Management Committee* reports and is accountable.
- **Steering Committee:** a group of members within *CELSA*, with management and control functions within the *organisation* at the highest level.
- **Audit and Control Committee:** a permanent body made up of several members of the *Board of Directors*, of an informative and consultative nature, without executive functions, with full powers of information, advice and proposal within its scope of action, which is responsible, among other competencies, for supervising *the Criminal Prevention Model*.
- **Members of the Organisation:** members of the *Board of Directors*, members of the *Steering Committee*, employees, workers or temporary employees or employees under a collaboration agreement and all other persons under the hierarchical subordination of any of the above.
- **Business partners:** any legal or natural person, other than *Members of the Organisation*, with whom the *Organisation* has or plans to establish some kind of business relationship. By way of example, but not limitation, this includes installation companies, agents or commission agents, suppliers, external advisors, *joint ventures*, customers and, in general, natural or legal persons contracted by *CELSA* to deliver goods or provide services.
- **Third party:** a natural or legal person or body independent of the *Organisation*.
- **Stakeholders:** for the purposes of the *Crime Prevention Model*, this group includes natural or legal persons who, while not being *Business Partners* or *Members of the Organisation*, may be affected or perceived to be affected by a decision or activity of the *Organisation*. By way of example, this includes public administrations.
- **Criminal Prevention Model:** an organisational and management system for the prevention of crime, whose objective is the prevention, detection and management of *criminal risks*, and whose essential basis is represented in the *Criminal Compliance Policy* and in the *Crime Prevention and Response Manual*.

- **Ethics Committee:** CELSA's internal collegiate body with autonomous powers of initiative and control, which is entrusted, among other tasks, with the responsibility of supervising the operation and observance of the *Criminal Prevention Model*. The existence of this body responds to the requirements established in Spanish criminal law (article 31 bis of the Spanish Criminal Code) regarding the supervision of the *Criminal Prevention Model*. Likewise, the *Ethics Committee* performs the role of *Head of the Internal Information System*.
- **Prevention of Corruption and Bribery Policy:** the set of provisions contained in this document, hereinafter also referred to as the "**Policy**".
- **Criminal risk:** risk related to the development of conduct that could constitute a crime for which CELSA could be investigated, according to the criminal liability regime for legal persons established in the Spanish Criminal Code.
- **Bribery in the public sector:** the offering, paying, promising, giving, accepting or soliciting from a public officer an unjustified benefit of any value (of a financial or non-financial nature), directly or indirectly, and regardless of geographical location, in contravention of the applicable regulations, as an inducement or reward for acting or refraining from acting in relation to the performance of his or her duties.
- **Bribery in the private sector:** occurs when any *Member of the Organisation*, by itself or through an intermediary, receives, solicits, offers or accepts an unjustified benefit or advantage of any nature whatsoever, for itself or for a third party, as consideration for improperly favouring another in the purchase or sale of goods, or in the contracting of services or in business relationships.
- **Public officer:** any person holding a legislative, administrative or judicial office, whether appointed by succession or elected, or any person exercising a public function, including for a public body or for a public enterprise, or any official or agent of a national or international organisation or any candidate for public office.

For the purposes of this *Policy*, the concept of **public officer** includes:

- A government employee, local government employee, official or any other person performing functions on behalf of a country or territory.
- A person exercising administrative, legislative or judicial functions, by appointment, election or succession, in a given country or territory.
- An individual from a political party.
- A candidate for political office.
- A person who performs any other official duties, whether at governmental or local level, within the government or any of its secretariats.

- An employee or representative of a governmental or publicly funded organisation.
- An official or agent of a public international organisation.
- **Facilitation payments:** small payments of value to a *public official* or a person who has been assigned to perform a similar processing or certification function, in order to secure or accelerate the performance of a routine action (e.g. obtaining a visa, or obtaining utilities such as water, electricity, telephone, etc.), and which do not involve a discretionary act on his or her part.
- **Extortion payments:** consist of a payment made to a third party under threat, extortion or any other circumstance that could endanger the integrity or life of those who must perform them.
- **Gifts:** Gifts are understood - within a context of social activities - as any value that is given or received openly and transparently, as a symbol of gratitude. For example, the offer of a book, business material or a rental car for a client can be understood as a gift.
- **Hospitality:** refers to any care, usually of a social nature, which is offered or received in the context of business and social activities. Examples of hospitality are an invitation to a conference or cultural event, or the offer of travel, accommodation or food.

2 Object

This *Corruption and Bribery Prevention Policy* (hereinafter, the "*Policy*") is linked to *CELSA's* ethical values expressed in its *Code of Ethical Conduct*, ratifying its firm commitment to conduct itself in accordance with both rules and ethical standards, and to this end defines its framework of compliance principles that address the risk of bribery and corruption related to *CELSA*.

In this regard, *CELSA* maintains a zero-tolerance policy against illegal or unethical practices such as any corruption-related practices such as bribes, kickbacks or facilitation payments performed directly or through third parties.

The purpose of this *Policy* is therefore to reiterate *CELSA's* commitment to conduct its business with honesty and integrity and in full compliance with applicable anti-bribery or anti-corruption laws, including, but not limited to, those applicable in the jurisdictions in which it operates. If local laws are more restrictive than this *Policy*, the more stringent local requirement will apply.

This *Policy* is designed to prevent bribery or any other form of corruption, to prevent misconduct and to enable the *Organisation* to respond quickly and effectively to any queries about its conduct or that of its *Organisational Members*. Specifically, *Members of the Organisation* who violate this *Policy* may be subject to disciplinary action (including dismissal) in accordance with applicable law or corporate policy.

3 Scope of application

3.1 Subjects affected by this document

This *Policy* is mandatory and applies globally to *CELSA*, as well as to its subsidiaries that have adhered to this *Policy* and that make up its *criminal control perimeter* for the purposes of this text.

Members of the Organisation shall comply with its contents, regardless of the position they hold and the territory in which they are located, unless the applicable law in the jurisdiction in which they operate provides for more stringent provisions, which shall prevail over this *Policy*.

As proof of delivery and acceptance of this document, *CELSA Members* are provided with the formal declaration of conformity, which is attached as **Annex I**, which will be managed through the *CELSADocs* platform and the companies that make up its *criminal control perimeter*.

CELSA may also provide this *Policy* to its *Business Partners*, who must undertake to comply with it.

3.2 Activities concerned

The activities affected by this *Policy* are all those that *CELSA* performs, or may perform in the future, in the course of its business activities.

In this regard, this *Policy* applies to all areas and functions that have been carrying out such activities.

4 General principles

In order to achieve the *Object* of this *Policy*, *CELSA* assumes the general principles described below:

- 1 Not tolerate, allow or engage in any act of corruption in the performance of *CELSA's* business, regardless of whether it operates in the public or private sector.
- 2 Not to admit, request, offer or give any kind of advantage, benefit or attention that could be construed as exceeding normal courtesy practices or in any way intended to receive or provide favourable treatment in the performance of any activity that may be linked to *CELSA*.
- 3 To promote, based on the ethical principles set out in the *Code of Ethical Conduct*, as well as the principle of "Zero Tolerance", a culture of prevention by all *CELSA Members* towards corruption, the commission of any other illicit acts and situations of fraud, regardless of the hierarchical level and the country in which they operate.
- 4 Ensure that relations between *CELSA Members* with any public administration, authority, *public official* and other persons involved in the exercise of public functions, as well as political parties, similar entities, entities and professionals from the private sector will be governed, in any case and regardless of the country in which they are developed, by the principles of cooperation, transparency and honesty, and in accordance with the ethical principles contained in *the Code of Ethical Conduct* and this *Policy*.
- 5 Provide training to all professionals, including on the subject matter of the *Policy*, with special emphasis on the contents of the *Code of Ethical Conduct*, in order to prevent cases of corruption or fraud.
- 6 To put in place a variety of procedures to prevent actions that could be considered as acts of corruption or fraud.
- 7 Commit to ethics and maintain a policy of non-retaliation, with the aim of promoting an environment of transparency where all *Members of the Organisation* feel free to communicate or report possible irregularities through the *Ethics Channel* or any other system set up for this purpose.
- 8 To base *CELSA's* relationship with its *Business Partners* on the principles that inform *CELSA's* actions, in accordance with the *Code of Ethical Conduct* and the *Supply Chain Policy*, promoting the same behaviour by *Business Partners*.
- 9 Require *Business Partners*, specifically *CELSA* suppliers, in the context of the activity undertaken for or on behalf of *CELSA* and regardless of the country in which they operate, not to admit, request, offer or grant, directly or indirectly, benefits or other unauthorised advantages to members of the public administration, authorities, officials, civil servants, representatives and professionals of private companies with which they maintain any kind of business relationship, or to any of *CELSA's Members* with the aim of obtaining favourable

treatment in the award or maintenance of contracts, business, competitive advantages or personal benefits or benefits for the supplier company.

- 10 Ensure internal authorisation, traceability and accounting of any expenditure, payment or transaction so that it complies with *CELSA's* internal regulations in order to prevent any contribution from concealing an act of corruption.
- 11 Periodically review and adapt, as appropriate, this *Policy*, ensuring that its contents and the principles and objectives expressed therein remain current and appropriate to the purposes for which they are adopted.

5 Prohibited conduct

Through this *Policy*, CELSA seeks to ensure that all *Members of the Organisation*, as well as *Business Partners* and *Third Parties* with whom it has business relationships, comply with the provisions of the main anti-bribery regulations in the jurisdictions in which it operates.

Aware of the differences and legal variations that may occur between the different territories in which CELSA carries out its activities, CELSA requires all those bound by this *Policy* to exercise extreme care in their conduct and actions, following the principles and prohibitions set out in this *Policy*, the *Code of Ethical Conduct* and any other regulation that develops them.

It will be the responsibility of the *Ethics Committee*, with sufficient independence and autonomy to carry out its duties, to ensure proper compliance with this *Policy*. However, the responsibility for complying with the ethical rules and standards and respecting this *Policy* is incumbent on all CELSA and, therefore, on all *Members of the Organisation* without exception.

If you are in any doubt as to whether conduct is permissible under this *Policy* or, if you are affected or involved in such situations, please contact the *Ethics Committee*, or your line manager, before taking any action.

5.1 Bribery and corruption are strictly prohibited

As stated in CELSA's *Code of Ethical Conduct*, under no circumstances will corruption or bribery practices be allowed, and in this sense, any act of influencing the will of people outside the *organisation*, whether in the private or public sector, national or foreign, to obtain any benefit, directly or indirectly, through the use of unethical practices, is declared contrary to CELSA's internal regulations.

Bribery and corruption can take many forms, including, among others, the offer, provision or acceptance of the following:

- *Gifts*, travel, entertainment, hospitality and reimbursement of expenses.
- Cash payments
- Offer of employment.
- Donations to political parties, similar entities, or non-profit organisations.
- Sponsorships.
- Community benefits.
- Training activities.
- Membership of clubs and equivalents.
- Personal favours.
- Confidential or privileged information.

5.2 Gifts and hospitality

CELSA Members may not receive, solicit or accept, directly or indirectly, gifts or presents from any person or entity, whether in the private or public sector, domestic or foreign, that could compromise the independence of decision-making inherent to the exercise of their profession or could be a situation that could be considered as a bribe in the private or public sector.

Likewise, they may not offer, promise or grant, directly or indirectly, gifts, or give gifts or compensation in any form other than those accepted by social customs, in an attempt to illegally or improperly influence commercial, professional or administrative decisions or relations.

CELSA Members may only accept or offer a gift or hospitality when:

- Comply with local laws, where these are more restrictive than this *Policy*.
- It is not done with the intention of influencing a third party or for undue advantage.
- It is not done to obtain or maintain a particular business or business advantage (beyond the normal circumstances of the business context).
- It is not done to obtain or exchange favourable treatment.
- It is not done to offer or obtain personal favours even though it does not consume the *Organisation's* resources or take place in the context of its activities.
- Be offered or received in a public, open and transparent manner.
- It cannot give rise to a conflict of interest.
- Do not have a value of more than 50 Euros or its equivalent in local currency (either in isolation or together among several gifts or hospitality offered to the same *Business Partner* or *Third Party*, or received by the same *Member of the Organisation*, within a period of one year).
- Do not be gifts of cash, cheques, gift cards or any other medium that allows the transmission of money, such as lottery tickets, which are expressly prohibited.
- It is not offered to public authorities or officers, except for those gifts and hospitality of low value, which are proportionate and reasonable according to local practice, given on an occasional basis for legitimate and socially acceptable interests (e.g. *CELSA* branded pens or notebooks).
- Do not contravene the guidelines and directives set out in the *Code of Ethical Conduct*.

In any case, the offer or acceptance of cash, irrespective of the amount, is prohibited.

Members of the Organisation, as well as *Business Partners* and *Third Parties* who deal directly with *CELSA*, should be aware that both *Gifts* and *Hospitality* can be misinterpreted by the recipient. The more valuable or extravagant and the more removed from business or social activity the *Gift* is, the more likely it is to be considered a *bribe*.

Where *Hospitality* consists of meals, entertainment, travel, accommodation or club membership, the claim for reimbursement must identify the total number of attendees and their names, as well as the name of the society they represent and their positions (to the extent possible).

All expense reimbursements must be supported by receipts. Expenditure and approvals must be accurately and fully recorded in the *Organisation's* records and the true purpose of the expenditure must be clearly reflected. In all cases, *CELSA Members* must ensure that the recording of expenditure associated with meals, accommodation, travel or entertainment clearly reflects the true purpose of the expenditure. Therefore, any expenditure incurred for meals, entertainment, travel, accommodation or club membership, offered or accepted by a *Business Partner* or *Third Party*, which is not consistent with the requirements described above, must have the prior approval of the *Ethics Committee*. To seek *Ethics Committee* approval, *Members of the Organisation* must submit the *Gifts and Hospitality* authorisation form via the *Integrity Hub* platform, accessible from the *CELSA Employee Portal*, *SuccesFactors* or via the following link: integrityhub.qcelsa.com.

Gifts or hospitality that are not permitted by the legislation in force and applicable to each jurisdiction in which *CELSA* operates, by ethical principles, by internal regulations or that may damage the image of *CELSA*, as well as those that are not subject to accepted commercial or social practice, must be refused and returned, communicating this circumstance to the *Ethics Committee*, provided that this gesture does not cause serious offence to the person or entity offering the gift, in which case the company's management must be informed in order to act accordingly.

In addition, *Members of the Organisation* shall comply with the provisions on *Gifts and Hospitality* in the *Conflict of Interest Management Policy*.

5.3 Facilitation payments

Facilitation payments are also a form of bribery and are therefore not allowed in *CELSA* either.

Facilitation Payments are small deliveries of value to a *Public Official* or a person assigned similar processing or certification functions, in order to secure or expedite the performance of a routine action (e.g. obtaining a visa, utility bills such as water, electricity, telephone, etc.), and which do not involve a discretionary act on his or her part. This does not include official, legal or administrative fees formally imposed and codified by government agencies to expedite services

While in some markets such practices may be socially acceptable and even not sanctioned by local law, such payments can be seen as corrupt practices in some markets, and *CELSA Members* should exercise extreme caution in this regard. They are expected to act with integrity at all times and to refrain from engaging in such activities or any other activities that may damage *CELSA's* image.

5.4 Political contributions, charitable donations and community benefits

As established in *CELSA's Code of Ethical Conduct*, it is not permitted to offer or make financial contributions to political candidates or political parties, their representatives or employees, or similar entities.

However, *CELSA* recognises the right of *Members of the Organisation* to exercise freedom of expression and to engage in political activities in a personal capacity, provided that they do not interfere with professional performance or involve a conflict of interest with the *Organisation*.

Any charitable contribution or benefit to the community by *CELSA* as part of its Social Action and Corporate Social Responsibility activities must be permitted by law, performed in accordance with this *Policy*, and made to a bona fide organisation.

5.5 Sponsorship and patronage

CELSA's commitment to society is reflected in the development of a wide range of sponsorships, patronage and collaborations with relevant institutions.

However, *CELSA* Members may not engage in sponsorship or patronage, either on their own behalf or on behalf of *CELSA*, in order to obtain or retain business or to gain an improper commercial advantage.

Any sponsorship or patronage by the *Organisation* must be performed in accordance with the provisions of this *Policy*, all sponsorship activities must be in writing and must be performed for the entity or event of destination, with no *third party* intermediaries.

5.6 Confidential and privileged information

CELSA Members may not provide confidential and/or privileged information, either on their own behalf or on behalf of *CELSA*, in order to obtain or retain business or to gain an improper commercial advantage.

Nor may they use this confidential and/or privileged information for personal gain, either for themselves or for family members.

6 Procedure for bribery risk situations

Any *gift* or *hospitality* received in contravention of the above must be immediately returned or refused, and the *Ethics Committee* must be informed of this circumstance. If it is not reasonably possible to return the *gift* or *hospitality*, it shall be handed over as soon as possible to the *Ethics Committee*, which, after issuing the corresponding receipt, shall use it for purposes of social interest.

As mentioned above, special care should be taken when dealing with *public officials*, as anti-corruption laws related to *public officials* tend to be stricter.

CELSA therefore rejects any practice of offering, promising or transferring gifts or hospitality to *public officials* with the intention of influencing them to gain or retain an advantage.

Gifts of minimal value (e.g. pens, calendars or *merchandising* material) or *hospitality* of small value (coffee or refreshments at a meeting) may be given to *Public Officials* as acceptable behaviour in a business and social environment.

While in some markets such practices may be socially acceptable and even not sanctioned by local law, such *gifts* and *hospitality* may be seen as corrupt in some markets, and *CELSA Members* should exercise extreme caution in this regard. They are expected to act with integrity at all times and to refrain from engaging in such activities or any other activities that may damage *CELSA's* image.

7 Records and internal controls

This *Policy* requires that all expenditures incurred by *CELSA* be accurately reflected in its financial records, in compliance with all applicable accounting and financial reporting standards, principles, laws and practices, and that all payments made from or on behalf of the *Organisation's* funds be properly authorised.

Therefore, *CELSA Members* must be thorough in preparing all required reports and records. *CELSA Members* must ensure that no payments are made for any purpose other than as described, by performing the appropriate checks, as well as documenting them fully and accurately in the *Organisation's* books and records.

Members of the Organisation must make every effort to ensure that all transactions, dispositions and payments involving *CELSA* funds or assets are properly and accurately recorded in the financial records of the *Organisation*. Accordingly, no undisclosed or unrecorded accounts shall be established for any purpose and no false or artificial entries shall be made in *CELSA's* books and records for any reason.

Finally, personal funds must not be used for the purpose of achieving what is otherwise prohibited by this *Policy*.

8 Behavioural communication

All *Members of the Organisation* are obliged to report individual or collective behaviour or activities that occur in the context of their activities in the *Organisation* and that may contravene the content of this *Policy* or the other documents of the *Criminal Prevention Model*, regardless of whether such behaviour has been ordered or requested by a superior.

For this *Policy* to be effectively applied, *CELSA* has provided itself with various reporting and internal communication mechanisms so that *Members of the Organisation*, *Business Partners* and *Third Parties* can perform queries and/or reports related to practices that are contrary to applicable legislation or *CELSA*'s internal regulations.

In particular, the following channels have been made available:

a) Written communications:

- The *Ethics Channel* will be available at the following link:
<https://celsa.integrityline.com/>, accessible from the *Organisation*'s employee portal and on *CELSA*'s corporate website.
- By Email: comite.etico@gcelsa.com
- By post to the following address for the attention of *the Ethics Committee*:

C/Ferralla, 12, Pol.Ind. San Vicente,
08755 Castellbisbal (Barcelona) Spain

b) Verbal communications

- By telephone:
Spain +34 910477636.
France +33187212291.
Poland +48221523361.
United Kingdom +442038850064.
Norway +4721097767.
Finland +358942552333.
Sweden +46812160726.
Denmark +4578152329.

The *Reporting Party* must enter the Access PIN code **9097**, corresponding to *CELSA*, after initiating the call, and may choose to communicate in the official language of the place from which the communication is performed, in English, or in Spanish.

- By means of a face-to-face meeting with the *Compliance Manager* or any other member of the *Ethics Committee*, within seven (7) days of the request. This communication will be previously informed that it will be transcribed and the

informant will be informed of the processing of his/her data in accordance with the legislation in force.

- Line manager or a member of *CELSA's* management, who should forward the information to the *Ethics Committee*

Furthermore, the *Organisation* informs potential whistleblowers that they also have external channels of information available to the competent authorities and, where appropriate, to the institutions, bodies, offices or agencies of the European Union, such as, among others:

- In antitrust matters: [Complaint of prohibited conduct | CNMC](#)
- In the area of tax offences: [Tax Agency: Complaints](#)
- In case it is related to subsidies or fraud involving European funds: [Anti-fraud mailbox - Complaints channel of the Recovery and Resilience Mechanism - Recovery, Transformation and Resilience Plan Government of Spain \(planderecuperacion.gob.es\)](#).
- National Anti-Fraud Coordination Service: [IGAE:Servicio Nacional de Coordinación Antifraud \(hacienda.gob.es\)](#)
- Oficina Antifrau de Catalunya: [Complaints to the Anti-Fraud Office of Catalonia](#)
- [As well as any other competent local authority where CELSA operates.](#)

Potential whistleblowers are also made aware of the existence of a public body called the Independent Whistleblower Protection Authority, to which they can also turn.

Most convenient, however, is the use of the internal channels mentioned above as the preferred channel of communication.

9 Investigation of non-compliance

The *Ethics Committee* will investigate, where appropriate, reported allegations or complaints regarding acts of corruption and/or bribery involving *CELSA*, or which are in any way connected with the *Organisation*, and will make a documentary record of all such acts.

As a result of such investigations, *CELSA* will determine the actions to be taken, including possible disciplinary action against *Members of the Organisation*, and the termination of business relationships with *Business Partners* and/or *Third Parties*.

10 Declaration of compliance

Given that compliance with ethical rules and standards is a commitment for the entire *Organisation* and constitutes a strategic objective for it, all *CELSA Members* are expected to know and respect the content of this *Policy*. Similarly, and with respect to *Third Parties* with whom *CELSA* maintains business relationships, they are expected to develop behaviours aligned with it.

CELSA will react immediately to possible breaches of the provisions of this *Policy*, within the parameters established in current legislation and in the terms set out in this *Policy*.

11 Consequences of non-compliance

In accordance with the provisions of this *Policy*, all *CELSA Members, Business Partners and/or Third Parties*, regardless of their hierarchical level and geographical and/or functional location, are obliged to comply with the principles and procedures established in these texts, insofar as they apply to them. Likewise, for the purposes of ensuring the correct development of the *Criminal Prevention Model*, they are urged to report any contravention of these, in the terms set out in *section 8 Communication of conduct* of this *Policy*.

Consequently, when the *Ethics Committee* becomes aware of a breach of the provisions of this *Policy*, it will propose, as appropriate, to the *Board of Directors*, through the *Audit and Control Committee*, and to the *Steering Committee*, the disciplinary measures in the labour sphere (for *Members of the Organisation*) or contractual (in commercial relations with *Business Partners*) that it considers proportional to the risk or damage caused.

The *Steering Committee* is responsible for taking the relevant decisions with regard to facts related to serious or very serious administrative infringements, occupational safety infringements and any other contravention of *CELSA's* internal regulations or the applicable legal system that does not have criminal implications.

The *Board of Directors* is responsible for taking the relevant decisions regarding those events that may give rise to criminal liability for *CELSA*, once informed by the *Ethics Committee* through the *Audit and Control Committee*

These measures will not only apply to those whose conduct has caused the risk or damage, but also to those *Members of the Organisation* who have not followed the procedures established by *CELSA* for prevention and response, a circumstance that is considered in itself a breach of the ethical values and principles to which *CELSA* is committed.

The measures adopted from a labour perspective will be respectful of the applicable regulations, without losing forcefulness or proportionality with the seriousness of the facts from which they arise.

In the event that there are unequivocal indications that the actions of any *Member of the Organisation* could constitute a criminal offence, this circumstance shall be reported to the competent Public Authorities for their knowledge and prosecution. Such notification shall be accompanied by the evidence and/or indications that may have been gathered in this respect.

12 Policy monitoring and review

The *Ethics Committee* is primarily responsible for the oversight and implementation of this *Policy*, as well as for its regular review.

Monitoring of this *Policy* includes (i) whistleblowing procedures; (ii) periodic reviews of the effectiveness of training of *Members of the Organisation* on these issues; (iii) reports and records of incidents related to this *Policy*; and (iv) review of its compliance with applicable law.

Annexes

Annex I

Formal declaration of conformity

Declaration of conformity

The undersigned hereby acknowledges that he/she has received the following document, has read it and is satisfied with its contents:

- *Prevention of Corruption and Bribery Policy*

It therefore declares to be committed to its content and to develop the behaviours set out therein.

This document regulates an important matter for *CELSA* and, therefore, failure to comply with its provisions may have serious consequences in the workplace.

Name:

Signature:

Date of declaration: