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**POLICY**

**PL.12-100.17**

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APPROVED

by Resolution of the OMK Board

No. 12008-Pr-48/18/1 of 21.11.2018

## **ANTI-CORRUPTION POLICY**

Revision 0

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Created by the Legal Department

First Enactment

Moscow

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## 1 Purpose and Scope

1.1 This Anti-Corruption Policy (hereinafter “Policy”) shall be OMK Group’s foundational document on preventing corruption, providing a framework for the fundamental anti-corruption objectives, principles, and coordinated approaches within OMK Group.

1.2 The purposes of this Policy are:

- To document the principal requirements applicable to OMK Group and its employees to ensure compliance with applicable statutory anti-corruption requirements.
- To formalize the zero-tolerance attitude adopted by OMK Group towards corruption.

1.3 This Policy is based on Federal Law No. 273-FZ, On Corruption Prevention, as well as on international best practices (US Foreign Corrupt Practices Act, UK Bribery Act).

1.4 This Policy shall apply to all OMK Group companies.

1.5 OMK Group managers and employees shall abide by this Policy in their daily activities.

1.6 This document’s functional scope is shown in Table 1.

Table 1.

Functional Scope of Document		Name of Legal Entity
Level 1 Function	Level 2 Function	
All functions	All functions	OMK, JSC ATZ, JSC BAZ, JSC VSW, JSC Trubodetal, JSC CMW, JSC

1.7 This Policy shall apply to all agents, representatives, and other contractors acting on behalf of OMK Group and shall be recommended as a guideline for all other counterparties.

## 2 Ownership

2.1. The lead employee relations and corporate social responsibility officer in the Human Resources Division shall be responsible for keeping this Policy current and up to date.

2.2. OMK department managers shall be responsible for ensuring that their subordinates comply with the requirements and procedures established in this Policy.

2.3. Compliance with this Policy shall be monitored by the lead Employee Relations and CSR Officer in the Human Resources Department.

2.4. OMK employees shall be liable for non-compliance with the requirements and procedures set forth in this Policy, in accordance with applicable statutes as well as OMK internal policies and procedures. Any violation of the principles or provisions of this Policy may be regarded either as a breach of employee obligations or as misconduct, and may result, inter alia, in disciplinary action and reimbursement of the relevant costs.

## 3 Terms and Definitions

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This Policy uses the following terms and definitions:

3.1 **OMK Group (Company):** Legal entities, including AO OMK, as well as each of the corporations included in one group with AO OMK pursuant to the Federal Law on Protection of Competition.

3.2 **Civil Servants:** Persons employed as state or municipal officials in the Russian Federation; foreign officials or equivalent as per the applicable statutes; employees of international organizations.

3.3 **Business Hospitality:** Any costs incurred by OMK Group on behalf of or in the interests of third parties, or third-party costs incurred on behalf of or in the interests of OMK Group representatives and associated with the establishment and/or maintenance of business relations as part of normal business practices, including the cost of hospitality, transportation, accommodation, etc.

3.4 **Conflict of Interest:** A situation in which a personal interest (direct or indirect) of a Company employee affects or may affect proper performance of his or her professional duties, and in which a conflict arises or may arise between a Company employee's personal interest and the rights and legitimate interests of the Company to the extent that Company interests may be harmed.

3.5 **Corruption:** Payment or receipt of a bribe, abuse of power, illicit business practices (as well as aiding the above illegal actions) or any other illegal use of one's position for private gain in the form of cash, valuables, other assets or services, or proprietary rights for one's own benefit or that of third parties, or illegal granting of such benefit to such a party by other natural persons, as well as performing such acts for or on behalf of a legal entity.

3.6 **Responsible Officer:** the lead Employee Relations and CSR Officer.

3.7 **Gifts:** Any valuables given by employees for and on behalf of OMK Group to counterparties and other third parties as well as any valuables given by counterparties and other third parties to OMK Group employees.

3.8 **Third Parties:** Any persons not employed by or belonging to OMK Group.

## 4 General Provisions

4.1. Compliance with this Policy and OMK anti-corruption procedures shall be an integral part of employees' professional duties, while compliance with the Policy shall be regarded as an important professional competence. OMK Group shall make reasonable efforts to implement the principle of zero tolerance for corruption in employment contracts with its employees.

4.2. This Policy may be approved, modified, or withdrawn by the OMK Board.

4.3. This Policy shall be published on the OMK website and intranet portal.

## 5 Fundamental Principles

### 5.1 Zero Tolerance for Corruption

OMK Group does not tolerate any form or manifestation of corruption in any type of activity. The principle of zero tolerance for corruption means, above all, that OMK Group employees and executives are strictly prohibited from involvement in corrupt practices (and also from creating the perception that they will or may engage in such activities at some future point in time), whether directly or indirectly, whether personally or by proxy, and, inter alia, are

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strictly prohibited from such involvement in their dealings with counterparties, government authorities, public officials, political parties and representatives thereof, and any other third parties.

## **5.2 Compliance with the Law**

OMK Group companies comply with the requirements of anti-corruption and other legislation within the Russian Federation and other countries where they do business. OMK Group keeps this Policy, as well as other elements of the corporate anti-corruption system, up to date and in line with applicable standards.

## **5.3 Executive Example (“Tone from the Top”)**

While exercising their authority, members of the OMK Group management team continuously demonstrate and implement zero tolerance for corruption by setting a personal example based on compliance with the applicable anti-corruption regulations and the highest ethical standards.

## **5.4 Regular Risk Assessment**

OMK Group identifies, assesses, and re-evaluates corruption-related risks inherent in certain business processes. Identification and analysis of corruption risks include assessment of the effectiveness of current measures to prevent and mitigate corruption, along with development of new and improvement of existing measures as required.

## **5.5 Due Diligence**

OMK Group employs reasonable efforts to investigate its counterparties in order to minimize relations with counterparties that are subject to corruption risks.

## **5.6 Informing**

OMK Group places this Policy in the public domain via its corporate website and explicitly declares that it does not tolerate corruption in any form.

OMK Group companies shall notify their employees of the provisions of this Policy and the need to comply with the anti-corruption principles contained therein, inter alia, by conducting regular training events, and shall also notify their counterparties, inter alia, by including anti-corruption provisions in contracts entered into with such counterparties.

## **5.7 Inevitable Consequences and Protection from Persecution**

OMK Group hereby declares that it shall apply Russian anti-corruption laws and internal OMK Group policies to all its employees without exception. In the event that the above standards are violated, the responsible persons (titles, status, and seniority notwithstanding) shall be prosecuted to the fullest extent of the applicable laws.

An employee or a counterparty may not be sanctioned in any way for refusing to become involved in corrupt practices (even if such refusal should result in lost profit, loss of other business and competitive advantages, or other undesirable consequences). Neither can other parties be sanctioned for diligently reporting past instances or expected future instances of corrupt practices by OMK Group employees or counterparties, whatever the consequences of such a report.

## **5.8 Monitoring and Control**

To evaluate the extent to which anti-corruption measures and implemented anti-corruption procedures are effective and sufficient, OMK Group monitors the existing anti-corruption system for effectiveness and evaluates its sufficiency. Such monitoring may include, inter alia, review of legislation and case law, review of changes in OMK Group operations,

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identification of ineffective oversight procedures, and identification of indices of corruption in the course of annual internal audits.

## 6 Specific Anti-Corruption Requirements

### 6.1 Gifts and Business Hospitality

6.1.1 Giving and receiving gifts and business hospitality is a normal business practice that is essential for building and strengthening partnerships.

6.1.2 The Company encourages the expansion of relations with counterparties and partners and allows modest corporate gifts to be given and received as per internal procedures.

6.1.3 However, under certain circumstances, gifts and business hospitality may interfere with the objectivity of business decision-making processes, or even violate prevailing legislation and ethical standards, exposing OMK Group to significant risk. Therefore, it is important for OMK Group employees to comply with the applicable standards and regulations, including this Policy.

6.1.4 The giving and receiving of gifts and business hospitality is permitted if and only if they:

- comply with the limitations imposed by the applicable statutes and OMK Group internal policies;
- coincide with OMK Group's business or national holidays, anniversaries, and other memorable events;
- are reasonable and appropriate to the event that they are designed to commemorate; and
- are not designed to influence the recipient's decisions or serve as consideration for the recipient, or to imply the recipient's obligation to the grantor.

6.1.5 Gifts in the form of cash or cash equivalents are prohibited. For the purposes of this Policy, cash equivalents shall be defined as gift certificates, securities, and precious metals, as well as digital money, cryptocurrencies, and derivatives thereof.

6.1.6 As a general rule, OMK Group employees may not offer gifts or business hospitality to civil servants.

Pursuant to current statutes and multiple commentaries from the Russian Ministry of Labor and Social Protection, civil servants may not receive illegal consideration (such as loans, cash or other consideration, services, entertainment, vacations, or transportation costs) or gifts from natural persons or legal entities in connection with their professional duties for any reason.

Gifts/business hospitality may be given to civil servants at formal events or during official visits. At the same time, each such instance shall be pre-approved by the responsible officer.

6.1.7 The process of giving or receiving gifts shall be open and transparent. Bribery and corruption is an area where appearance may be more important than fact: whether or not a gift or business hospitality is offered or accepted innocently, it may be perceived negatively by third parties. Potential disclosure of information regarding gifts or business hospitality shall not create risks to the reputation of OMK Group or risks to Group employees, third parties, or others.

6.1.8 An employee receiving a gift shall inform his or her direct superior accordingly, notwithstanding the value of the gift.

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6.1.9 Any gifts or business hospitality given or received by OMK Group employees shall be compliant with the requirements of this Policy. Employees shall ensure and take personal responsibility for compliance with this Policy.

6.1.10 Any violations or attempted violations of this Policy shall be reported by employees to their manager or responsible officer, or to the hotline.

## 6.2 Charity and Sponsorship

6.2.1 As a socially responsible business entity, OMK Group makes it a priority to contribute to the development of the territories where it does business, primarily by enhancing the cultural, educational, and infrastructural potential of such territories.

6.2.2 When providing charitable support or sponsorship, OMK Group is guided by the principle of transparency in compliance with the applicable statutes and internal policies.

6.2.3 OMK Group does not provide charitable support or sponsorship as inducement to federal or municipal government authorities or other third parties to make decisions favorable to OMK Group.

6.2.4 OMK Group makes reasonable efforts to monitor proper use of charitable support and sponsorship.

6.2.5 OMK Group does not offer sponsorship to political parties or associations, nor is it engaged in charitable or sponsorship activities in the interests of political parties which could be perceived as contributions to obtain or maintain a business advantage and therefore result in the risk of conflicts of interest.

## 6.3 Interaction with Counterparties

6.3.1 OMK Group adopts a uniform approach to counterparty selection (including agents, suppliers, and contractors) based on formal criteria. This procedure is regulated by internal OMK Group policies and procedures.

6.3.2 OMK Group shall not use agents, intermediaries, or other representatives for any actions that are in violation of the principles and requirements of this Policy or that create risks (including reputational risks) for OMK Group.

6.3.3 OMK Group makes reasonable efforts to reinforce the principle of zero tolerance for corruption when entering into contracts with counterparties, and shall inform potential counterparties of the anti-corruption principles and requirements contained in this Policy, inter alia, by including specific anti-corruption provisions in contracts.

6.3.4 The recommended wording for the anti-corruption provisions (defining the parties' undertakings vis-à-vis preventing corruption) is provided in Annex A below. In addition, the recommended anti-corruption provisions may be replaced with any other anti-corruption provisions if they are in line with this Policy.

6.3.5 If a standard counterparty contract is being offered for signature, OMK Group employees shall make reasonable efforts to include an anti-corruption provision in such a contract or to obtain anti-corruption assurances from the third party.

6.3.6 OMK Group applies a policy of zero tolerance of instances of commercial bribery and shall not tolerate corrupt practices in relationships between OMK Group companies and third parties.

## 6.4 Conflicts of Interest

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6.4.1 OMK Group employees shall conduct business with counterparties in good faith without facilitation or preferential treatment for related persons, and shall act solely in the interests of OMK Group, avoiding situations that create a conflict of interest.

6.4.2 The procedure for resolving conflicts of interest is set out in OMK Group's internal policies and procedures.

6.4.3 OMK Group employees shall declare conflicts of interest in a timely manner. To prevent conflicts of interest, OMK Group may investigate counterparties and employees.

6.4.4 OMK Group complies with the statutory limitations regarding the hiring of individuals previously employed as federal or municipal civil servants, in particular the requirements of Article 64.1 of the Russian Federation Labor Code.

## 6.5 Government Relations

6.5.1 OMK Group does not use illegal instruments such as promised consideration (bribes) in communicating with civil servants, whether to expedite formalities or to provide an advantage or benefit. Payments on behalf of OMK Group to expedite standard procedures shall not be permitted unless provided for in applicable statutes.

6.5.2 OMK Group does not pay costs incurred by or for the benefit of civil servants, including tangible or other benefits for which OMK Group pays, to obtain advantages or benefits for the business.

6.5.3 OMK Group and its employees maintain relations with civil servants exclusively as prescribed by statute and applicable internal policies and procedures.

## 6.6 Accounting and Reporting

6.6.1 OMK Group acts in strict compliance with the requirements of the applicable statutes and accounting rules. Financial and business transactions are supported in a timely and accurate fashion by primary documentary evidence and are duly recognized on the books.

6.6.2 Misrepresentation of financial, tax, and management accounting data and statements shall be deemed a violation of the applicable statutes and OMK Group internal policies and procedures.

## 7 Hotline

7.1 OMK Group employees shall report any suspicion of corruption to their immediate superior and the responsible officer. OMK Group also utilizes various additional methods of receiving reports, including reports regarding corruption prevention and interdiction.

7.2 OMK Group encourages its employees and third parties to report any concerns they may have regarding the legality and/or ethics of actions taken by OMK Group employees, representatives, or counterparties, along with any justified suspicions of violations of this Policy.

7.3 The above reports may be made by:

- phone: using the hotline number 8 800 555 00 22
- email: [hotline@omk.ru](mailto:hotline@omk.ru)
- mail: AO OMK Internal Audit Unit, PO Box 42, 115184, Moscow

7.4 OMK Group guarantees the absolute confidentiality of the information provided by the reporting individual, as:



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- all information is reviewed only by the Internal Audit Department, which reports directly to the Audit Committee of the Board of Directors, guaranteeing independence from line management;
- all responsible officers sign a non-disclosure agreement; and
- corruption reports are processed in strict compliance with internal rules on confidential information.

7.5 OMK Group provides the option of making such reports anonymously. At the same time, it shall be understood that the reporter's anonymity complicates further investigation given that complete and detailed information is required from the reporter from the very outset.

7.6 All reports made through the hotline shall be verified, with the exception of those lacking the specifics required for an investigation (such as reports which do not give the location of the violation, reports which do not provide a description of the event, irrelevant reports, etc.). An investigation shall verify the facts of the report.

7.7 Each report made through the hotline as per Section 7.6 of this Policy shall be logged with an entry containing the date, the communication method, the contents of the message, and the outcome of the investigation. Each communication shall be assigned a unique identification number.

7.8 The outcome of the investigation shall result in an appropriate response, including corrective measures as required.

7.9 The outcome of the investigation shall be communicated to the reporting individual, except in the case of anonymous reports.

7.10 OMK Group guarantees that employees and counterparties who diligently report potentially corrupt practices shall be immune from any disciplinary and legal sanctions (such as termination, cutting of bonuses, or other tangible or intangible advantages) as a result of the mere action of reporting. Abuse of this Policy provision shall not be tolerated.

7.11 A report containing intentionally misleading information shall be deemed a violation of this Policy and the relevant provisions of applicable laws. It may result in liability pursuant to the applicable laws and OMK Group internal policies and procedures.

## 8 Information and Education

8.1 To foster a corporate culture of zero tolerance of corruption, OMK Group companies shall ensure that employees are informed of the provisions of this Policy. Information may be provided, inter alia, by email, publications on the corporate website, training sessions, and other informational events.

8.2 In the event that OMK Group employees have any questions on the Policy provisions, they should consult their superior or a responsible officer.

## Annex A

(Recommended)

### Anti-Corruption Provisions

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## 1. Compliance with Anti-Corruption Requirements

1.1. [OMK Group Company Name] hereby informs the other Party of the principles and requirements of the OMK Group Anti-Corruption Policy as published on the OMK Group official website (<http://www.omk.ru/>). The other Party confirms that it has reviewed and agreed to the Anti-Corruption Policy.

1.2. Each Party shall hereby represent and warrant that, as of the effective date of this Contract, neither itself nor its employees have offered, promised, provided, allowed, required, or accepted illegal cash or other advantages of any kind somehow associated with the Contract (or created the appearance that they have acted in this manner or may do so at some future point in time), and that it has taken reasonable precautions to prevent subcontractors, agents, and other third parties under its control or material influence from acting in this manner. This warranty shall be essential for the execution hereof.

1.3. The Parties shall take measures to prevent corruption and shall ensure that such measures are followed. In connection with this Contract, the Parties shall undertake not to act in this manner during the entire term of this Contract and following its expiration and to take reasonable steps to ensure that these constraints are followed by their subcontractors, agents, and other third parties under their control or material influence.

1.4. In the event that the Parties violate the provisions of this article and fail or are unable to rectify such violations within a reasonable length of time, and also fail to provide convincing evidence of having taken effective preventive anti-corruption measures, the other Party may suspend or terminate this Contract and request that the other Party reimburse it for its losses. At the same time, all Contract amounts payable to the violating Party as of the time of the suspension or termination shall be payable only to the extent permitted by current statutes.

***[In the event that anti-corruption representations and warranties are provided in the form of a separate letter from a third party, these anti-corruption provisions shall be provided on this party's letterhead and shall be in agreement with the contents of the provisions, signed, and stamped.]***

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## Change Log

Revision Number	Sections and Annexes Affected	Approval Document Reference	Effective Date
0	First Enactment	No. 12008-Pr-48/18/1 dated 21.11.2018	21.11.2018