



Group Guidelines relating to dealings with Business Intermediaries and Advisors/Consultants

Group Guidelines of voestalpine AG relating to dealings with
**Business Intermediaries and Advisors/
Consultants (“Business Partners”)**

(Linz, October 2012)

These Group Guidelines relating to business intermediaries and advisors/consultants (“BUSINESS PARTNERS”) supplements and provides specifics on voestalpine AG’s Code of Conduct. It is thus intended as an aid in applying the instructions set forth in the Code of Conduct, in particular in matters relating to corruption/bribery/acceptance of gifts (chapter 6).

Just as voestalpine AG’s Code of Conduct, these Group Guidelines apply to all members of the Management Board/management executives and officers and staff (hereinafter “employees”) of the voestalpine Group.





01 Scope of Application

BUSINESS PARTNERS within the meaning of these Guidelines are third parties not affiliated with voestalpine AG, for whose actions the voestalpine Group may, under certain circumstances, be held liable under the law of a given jurisdiction.

Thus, BUSINESS PARTNERS within the meaning of these Guidelines include but are not limited to the following:

- Commercial agents and brokers
- Representatives
- Consultants
- Lobbyists
- Other advisors in the role of sales and distribution

Attorneys, tax advisors, and accountants (to the extent that they are acting within the scope of their professional roles) are excepted from the scope of application of these Guidelines. However, it is in the interests of the voestalpine Group that Group companies familiarize such BUSINESS PARTNERS with voestalpine's Code of Conduct as well.

02 Objectives and Responsibilities

Chapter 6 of the Code of Conduct prohibits voestalpine Group employees both from offering and from granting benefits (active corruption) and from demanding and accepting benefits (passive corruption) if such benefits are intended to influence business transactions in an illegitimate manner or even if they could merely create the appearance thereof.

Depending on the law governing any specific case, it is possible that actions or omissions of external BUSINESS PARTNERS of the voestalpine Group may be imputed to the voestalpine Group and these may subsequently give rise to liability on the part of the voestalpine Group. For this reason, it is important for the Group, on the basis of an objective review, to scrutinize and document the BUSINESS PARTNER's affiliations and scope of activities prior to taking up business relations with that BUSINESS PARTNER.

03 Procedure

Employees charged with establishing a business relationship shall complete a checklist (Annex) prior to engaging the BUSINESS PARTNER. Employees must request the necessary documents and information on this point from the BUSINESS PARTNER or they must procure them on their own, or, where necessary, they shall procure further documents and information from third parties. The complete documentation (including the checklist and any approvals/refusals) must be retained in the file.

Where the employee with responsibility for the matter responds to one of the checklist questions with "incorrect", then the following applies:

- If the answer to one of the questions in sections 1, 2, 4, 6, or 7 is "incorrect", then prior to engaging the BUSINESS PARTNER, the employee must obtain approval of his or her direct supervisor.
- If the answer to one of the questions in sections 3, 5, 8, 9, or 10 is "incorrect", then, prior to engaging the BUSINESS PARTNER, the employee must obtain approval of the managing director of the company in consultation with the Divisional Compliance Officer.

Each contract with a BUSINESS PARTNER must be reviewed by the legal department of the respective main divisional company. The employee dealing with this matter shall forward the completed checklist to the legal department together with the draft contract. Contracts with a BUSINESS PARTNER must contain the appropriate compliance clauses, such as the obligation to comply with the voestalpine Code of Conduct, with a special reference to antitrust and anti-corruption provisions.

Where the employee is aware of further circumstances that, while not referred to in the checklist, could be of relevance to an assessment of that BUSINESS PARTNER, then prior to engaging the BUSINESS PARTNER, the employee must obtain the approval of the managing director of the company in question, in consultation with the Divisional Compliance Officer.

Approvals/refusals must be given in writing and the grounds must be stated specifically. For this purpose he or she has to forward the information already procured to the decider in a timely manner.

04 Effective Date

This Directive entered into force on September 26, 2011 and was revised in October 2012; it shall apply to all business relations arising after September 26, 2011.



CHECKLIST

	YES	NO	
	This statement is correct	This statement is incorrect	Approval to be obtained from:
01 The BUSINESS PARTNER has provided the registrations and licenses needed for its field of activities (where necessary).	<input type="checkbox"/>	<input type="checkbox"/>	Direct supervisor
02 The BUSINESS PARTNER's previous work for the voestalpine Group (where applicable) has been satisfactory in the past.	<input type="checkbox"/>	<input type="checkbox"/>	Direct supervisor
03 The BUSINESS PARTNER has acknowledged and signed the Code of Conduct for voestalpine's suppliers and business intermediaries and advisors/consultants.	<input type="checkbox"/>	<input type="checkbox"/>	Managing directors in consultation with Division Compliance Officer
04 The BUSINESS PARTNER was not recommended either by an official or a customer.	<input type="checkbox"/>	<input type="checkbox"/>	Direct supervisor
05 In the past, the BUSINESS PARTNER has not had any personal contacts with the employee who is responsible for engaging it.	<input type="checkbox"/>	<input type="checkbox"/>	Managing directors in consultation with Division Compliance Officer
06 The BUSINESS PARTNER has sufficient qualifications and resources to perform its duties.	<input type="checkbox"/>	<input type="checkbox"/>	Direct supervisor
07 The information and references obtained on the BUSINESS PARTNER reflect the BUSINESS PARTNER's unblemished reputation.	<input type="checkbox"/>	<input type="checkbox"/>	Direct supervisor
08 Remuneration			
a.) The remuneration will be paid via bank transfer to a bank account.	<input type="checkbox"/>	<input type="checkbox"/>	Managing directors in consultation with Division Compliance Officers
b.) The remuneration will be paid after (partial) performance of the agreed work.	<input type="checkbox"/>	<input type="checkbox"/>	Managing directors in consultation with Division Compliance Officer
c.) The remuneration will be paid to an account set up in the name of the BUSINESS PARTNER.	<input type="checkbox"/>	<input type="checkbox"/>	Managing directors in consultation with Division Compliance Officer
d.) The remuneration will be paid to an account set up in the same country as the BUSINESS PARTNER's registered office/branch office.	<input type="checkbox"/>	<input type="checkbox"/>	Managing directors in consultation with Division Compliance Officer
e.) Commission payments will neither exceed 10% of the assessment basis nor is the remuneration unreasonably high by comparison with similar engagements with other BUSINESS PARTNERS.	<input type="checkbox"/>	<input type="checkbox"/>	Managing directors in consultation with Division Compliance Officer
f.) The BUSINESS PARTNER is not demanding any unusually high reimbursements of expenditures or costs.	<input type="checkbox"/>	<input type="checkbox"/>	Managing directors in consultation with Division Compliance Officer
g.) Reimbursements of expenditures or costs will be made exclusively for documented expenditures.	<input type="checkbox"/>	<input type="checkbox"/>	Managing directors in consultation with Division Compliance Officer
09 The BUSINESS PARTNER is not a member of any local, regional, or national government or a member of the staff of a public authority.	<input type="checkbox"/>	<input type="checkbox"/>	Managing directors in consultation with Division Compliance Officer
10 The BUSINESS PARTNER sells no products or services that compete with the contractual products or services.	<input type="checkbox"/>	<input type="checkbox"/>	Managing directors in consultation with Division Compliance Officer

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voestalpine
ONE STEP AHEAD.