

AM/NS

INDIA

CONFLICT OF INTEREST POLICY

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1. Purpose

ArcelorMittal Nippon Steel India Limited (“**AM/NS India**” or “**Company**”) aims to adhere to high standards of professional and ethical conduct. The Company constantly strives to conduct its business dealings and affairs in a fair and transparent manner, adopting the highest standards of professionalism in compliance with applicable laws, rules and regulations.

AM/NS India recognizes that we all have our own individual interests and encourages the development of these interests, especially where they are beneficial to the community at large. However, we must always act in the best interests of the Company and we must avoid any situation where our personal interests conflict or could conflict with our obligations toward the Company.

A Conflict of Interest exists when a Personnel’s or Business Partner’s (as defined below) activities or relationships interfere or appear to interfere with his/her objectivity and judgment in doing what is best for the Company. In order to protect the Company and its stakeholders against Conflicts of Interest, the Company has established this Conflict of Interest Policy (“**CoI Policy**” or “**Policy**”) with a purpose (i) to set out what constitutes an actual, potential or perceived Conflict of Interest and (ii) to establish principles and procedures regarding the declaration and management of Conflicts of Interest.

2. Scope

This Policy applies to all Personnel of AM/NS India and shall be applicable to AM/NS India subsidiaries, to the extent permitted by applicable law. The terms “**Personnel**” means and includes, all (i) on-roll employees of the Company, (ii) associates of the Company, (iii) full time contractors and consultants engaged by the Company, and (iv) trainees and interns engaged on a temporary basis or for a particular project.

This Policy shall also apply to all Business Partner(s) of AM/NS India. “**Business Partner**” means and includes a customer, agent, as-hoc consultant or contractor, distributor, vendor, service provider or other supplier, joint venture partner or any other intermediary with whom the Company conducts business.

It is the responsibility of all Personnel, to understand this Policy and to seek assistance from the General Counsel, Human Resources Manager (“**HR**”) or the Compliance Officer of the Company, if and when there is any question or doubt as to how this Policy applies in a given situation. All Business Partners of the Company are also required to understand this Policy and confirm that they shall undertake the business of the Company in accordance with this Policy. If a Business Partner of the Company sub-contracts any of its obligations in relation to the Company, such Business Partner shall ensure that the sub-contractor also complies with this Policy.

3. What is Conflict of Interest?

Conflict of Interest occurs when a Personnel's or Business Partners' personal/private interest (financial or otherwise) interferes, or appears to interfere, in any way, directly or indirectly, with the interests of the Company, and may create a situation, affecting such person's objectivity, judgment or ability to act in the best interests of the Company;

4. Guidelines

Conflict of Interest situations can come up in various ways. The following outline some of the indicative scenarios:

4.1 Personal Financial Interests

Financial Interest refers to a situation in which an entity or person has interest (directly/indirectly) through business, investment, family or through Relative. Conflict on account of personal financial interests can include (without limitation):

- a) An *ownership or investment interest* in any entity with which the Company conducts business (except as a shareholder of a publicly listed company holding not more than 2 % of the total shareholding of such company, subject to guidelines relating to insider information and without breaching the confidentiality requirement with AM/NS India);
- b) A *compensation arrangement* (in cash or any other form) with any entity or individual with which the Company has a transaction or arrangement; or
- c) A *potential ownership or investment interest* in, or compensation arrangement with, any entity or individual with which the Company is negotiating a transaction or arrangement.

A financial Conflict of Interest can arise when the concerned Personnel's' judgment could be influenced, or might appear as being influenced, by the possibility of personal financial gain. Examples of situations which will result in a financial Conflict of Interest include:

- Conducting business with a Business Partner with whom the Personnel has a financial Interest that has neither been exempted (i.e., interest as a shareholder of a publicly listed company holding not more than 2% of the total shareholding such company) nor has been disclosed and approved,
- Receiving any financial benefit from a Business Partner,
- Lending/borrowing money to/from or acting as a guarantor for any Business Partner of the Company or any Personnel of the Company (except the Banks and Financial Institutions in which the employees are dealing in their personal capacity),
- Using confidential information of the Company for any unauthorised purpose.

Personnel should not allow their investments to influence, or appear to influence, their independent judgment on behalf of the Company. Ownership or investment interest in a company or organization that does or may do business with the Company can raise compliance issues, conflicts of interest and misuse of confidential information. In case any Personnel or his/her Relatives hold such investment, it must be disclosed in writing to the Compliance Officer and the HR of the Company. The Approving Authority will determine whether or not a conflict of interest or a potential conflict exists. The decision of the Approving Authority will be final. The failure to submit information to the Approving Authority will amount to breach of this Policy.

“Relative” means and includes any person related closely by blood or marriage with the Personnel, or whose relationship with the Personnel is similar to that of persons who are related by blood or marriage, such as, spouse, child, sibling, parent, grandparent, grandchild, siblings of spouse, in-laws, domestic partner, or any other relationship that would present a conflict of interest as determined by the Company.

4.2 Outside Employment

Taking part in any activity that enhances or supports the Company’s competitors’ position or accept simultaneous employment with any other company or business entity, is considered an outside employment and is a Conflict of Interest. This includes performing services as an employee, director, proprietor, agent or contractor for a Business Partner or any other entity while working at AM/NS India. No Personnel shall be employed by, serve as a director of, or receive payment on account of outside employment without the prior written approval of the Approving Authority / HR.

Acting as a consultant/advisor in any form to any government/regulatory body which can influence the Company’s business could classify as a Conflict of Interest and would require prior approval of the Approving Authority.

Subject to above, any services or roles, irrespective of whether they are remunerative or non-remunerative, association with charitable, not-for profit organizations or consultancy must be informed to the HR.

4.3 Future Employment

A Conflict of Interest arises when a Personnel takes a position with a Business Partner and/or a competitor of AM/NS India within a period of 12 months from the date of separation from the Company or period stipulated under other relevant Company policies or employment agreements, whichever is higher. In such a case a declaration may be sought from the Personnel at the time of exit by the HR disclosing the name of the employer. In case this clause conflicts with the provisions of the individual employment letters, this Policy shall supersede.

The HR shall evaluate each situation on a case-by-case basis and the potential risk level for both AM/NS India and its Business Partners. If needed, a mitigating/corrective action plan(s) may be determined by the Approving Authority. The plan may include notice period, garden leave or longer cool down periods. If the Company is in an adversarial relationship with the prospective employer of the Personnel, the quantum of such requirements may increase significantly as it seriously conflicts with the interest of the Company.

AM/NS India may also seek indemnification for losses arising out of violation of the Policy from its Personnel or anyone who benefits from the same.

A personnel during employment and post cessation of the services with AM/NS India shall not, directly or indirectly, (i) solicit, entice or encourage any employee of AM/NS India to leave the services of the Company (ii) call on, take away or offer employment outside AM/NS India to any of the existing employees of AM/NS India.

A Personnel shall continue to maintain confidentiality of company information at all times during employment and post cessation of the services with AM/NS India. A Personnel shall not accept, without prior approval of AM/NS India, during his/her employment or engagement and for a period of 12 months thereafter, any employment offer with a Business Partner who has derived benefit from AM/NS India where the said Personnel was involved in the decision making in relation to such a Business Partner. AM/NS India also reserve the right to cancel/ amend any contracts with such Business Partner and seek disgorgement of the profits.

4.4 Intimate Personal Relationships with the Business Partners

Personnel should avoid engaging in intimate personal relationships with other personnel, employees, associates or officers of Business Partner(s), which would give the perception that a business influence is being exerted. AM/NS India believes in basing relationships with Business Partners on efficient, fair and lawful business practices.

The selection of Business Partners must be made on the basis of objective criteria, including integrity, quality, price, delivery, adherence to schedules, product suitability, maintenance of adequate sources of supply and AM/NS India's purchasing practices and procedures.

If a Personnel believes that he/she (a) may be perceived as having an inappropriately close relationship (including intimate personal relationship or romantic involvement) with a Business Partner or the Company's competitors, (b) or appear to be exerting a business influence on the Business Partner, the concerned Personnel should inform his/her manager or the Compliance Officer and the HR promptly, and not later than 3 days of such a situation arising.

If it is determined that a conflict of interest exists or could exist, the Company shall take steps that are warranted in the circumstances.

4.5 Relationships at Workplace

Intimate personal or romantic involvement between Personnel might affect ability to exercise good judgment on behalf of the Company. This could lead to Conflict of Interest.

- Intimate personal relationships and romantic liaisons between employees who are in a manager-employee reporting structure may lead to team management challenges and reduced morale;
- AM/NS India strives to eliminate intimate personal relationships that interfere with work performance or which may constitute harassment.

Such relationships must be disclosed to the manager/ Compliance Officer and the HR at the time of joining of employment with the Company or within 3 days of such situation arising, who may in consultation with the Approving Authority, take appropriate action.

Relatives shall not work in positions where one relative can influence the other's employment through decisions, recommendations or judgments related to day to day working, work allocation, appraisal, retention, hiring, transfer, leave requests etc. The Company shall endeavor to ensure that Relatives are not employed within the same department of the Company. The onus of informing that the two Personnel are related to each other is on the respective Personnel in their individual capacity and any relationship which results in two Personnel becoming Relatives should be notified to the HR within 3 days of such situation arising. The HR may in consultation with the Approving Authority take appropriate action, if needed.

Appointment of interns, consultants, trainees who are Relatives, on a temporary basis or for a particular project will be based on merit and in accordance with the hiring procedures followed by the Company.

If it is determined that a conflict of interest exists or could exist, the Company shall take steps that are warranted in the circumstances.

4.6 Political activities

Personnel who intend to run for an elected office are required to take prior approval from the HR and the CEO of the Company. Copy of such approval shall be marked to the Compliance Officer.

Personnel who wish to participate in activities of a political or public nature must do so in a personal capacity only and during non-working hours after informing the HR and receiving prior permission from the HR and CEO.

4.7 Transactions involving Relatives.

Personnel are prohibited from taking part in any decision making or approvals involving appointment, awarding, execution, supervision, or any other activity of a Relative or a Business Partner in which a Relative is associated in any significant role or has a significant interest. If the Relative of the concerned Personnel is a director, employee or gainfully associated with Business Partner of the Company or the Relative is connected with the Company, the concerned Personnel shall immediately notify the user department, immediate supervisor and the HR, and the Personnel shall not enter into any business transaction with such a Business Partner on behalf of the Company (unless approved by the Approving Authority). If a Personnel is faced with such a situation, the Personnel should disclose the conflict promptly, not later than 3 days of such situation arising, to the Compliance Officer and the HR in order to avoid a situation of perceived Conflict of Interest. The Personnel cannot take any advantage through his Relative which the Personnel himself/ herself is prohibited under this Policy. AM/NS reserves the right to take legal action against the Relative independently for conniving with the Personnel.

Notwithstanding anything contained in this Policy, the relevant provisions of the applicable Indian laws shall continue to apply to the Company and its Personnel. Further, unless otherwise specified, this Policy shall be read in conjunction with all other policies and procedures issued by the Company from time to time.

5. Managing Conflicts of Interest

The Company through the following mechanism shall continue to identify, assess and mitigate any situation of Conflict of Interest on an on-going basis.

- A no-conflict of interest declaration must be provided by all Personnel, at the time of entering into employment or engagement with the Company and thereafter annually from the employees and functions as identified by the HR from time to time. (Refer Appendix 1- "Employee Declaration of No Conflict of Interest")
- During the course of employment if at any time the Personnel is conflicted/perceived to be conflicted, he/she should report to the immediate supervisor, the Compliance Officer and the HR.
- Compliance officer, Head of Internal Assurance and the HR will assess each situation to evaluate if there is or not a potential or an actual Conflict of Interest. AM/NS India shall require the review of the situation by additional reviewers including at least the employee's manager and a representative of the human resources department. If needed, a mitigating/corrective action plan(s) may be determined

by the Approving Authority, including transfer, termination of services and/or appropriate disciplinary action.

If any conflict of interest is disclosed by a Business Partner, at the time of contracting and/or renewal of contract with AM/NS India, the user department shall be responsible for notifying such a disclosed conflict of interest to the Compliance Officer who shall evaluate each situation on case to case basis. The Approving Authority shall determine the mitigation/corrective action plans(s), if needed. The user department cannot enter into any relationship till the approval of the Approving Authority.

6. Whistle-blower Policy

Any concern that an AM/NS India employee, officer or director has about a possible Conflict of Interest of another Personnel or Business Partner should be reported in accordance with the AM/NS India's Whistleblower Policy.

7. Accountability

Concealment, intentional, belated or inadequate disclosure of Conflict of Interest shall be deemed to be a misconduct and the Company reserves the right to undertake disciplinary and/or legal measures against the concerned Personnel(s), as it may deem fit.

8. Severability

If any term or provision of the policy is invalid or unenforceable as per the applicable laws, the remaining terms and provisions of the policy, other than those that are invalid or unenforceable, shall not be affected thereby, and each term and provisions of this policy shall be valid and enforced to the fullest extent permitted by applicable laws.

9. General Guidance and Contacts

As this Policy cannot cover every eventuality, the Company's Personnel are encouraged to use their good judgment and apply common sense. In case of doubt, please contact your Manager or the persons referred to in this Policy with any questions. Head of various Departments shall be responsible to periodically conduct a conflict check within their respective teams and guide their respective teams to avoid any conflict of interest situations.

The Approving Authority under this Policy shall be the Chief Executive Officer. The Head-Internal Assurance and the Compliance Officer shall determine whether or not a conflict or a potential conflict exists and make recommendations to the CEO on how it should be managed.

For any further guidance on this Policy, the following persons can be contacted:

- a. Respective Head of Department
- b. Compliance Officer;
- c. Head- Internal Assurance;
- d. HR Department; and,
- e. General Counsel.

Recommended by the Compliance Officer: Mr. P. Ashok Kumar, VP, Legal. Email ID: ashok.kumar1@amns.in



Approved by: Mr Dilip Oommen, CEO

Appendix 1| Personnel Declaration of No Conflict of Interest

Name:

Position:

Department:

I hereby declare that I have fully read, understood the prevailing Conflict of Interest Policy of ArcelorMittal Nippon Steel India (“**AM/NS India**” /”**Company**”) (“**Policy**”) and unconditionally agree to abide by the same.

I understand and agree that while I remain with the Company, I will not be able to participate in activities, in which I have personal or financial interests directly, indirectly or through a Relative that may cause damage or threaten to impair my independence or judgment or may conflict with my responsibilities and attributions with AM/NS India, including, but not limited to the following:

- a) Having any financial or economic interest in the Company’s competitor, Business Partner or any business that has a business relationship with AM/NS India, in violation of the Policy;
- b) Lending or borrowing money from the Company’s competitors or Business Partners (except the Banks and Financial Institutions in which the directors or employees are dealing in their personal capacity);
- c) Engage in business with or as a competitor of the Company or as a Business Partner of AM/NS India without prior written approval;
- d) Work as an administrator, director, employee, consultant or promoter in or for organizations that are AM/NS India’s Business Partner or competitors or any government/regulatory body that can influence the Company’s business, without prior written authorization;
- e) Accept gratuities, commissions or property related to any transaction that involves, directly or indirectly AM/NS India;
- f) Recommending (i) any person who is connected directly or indirectly (through a common connection) to me, (ii) or entity in which I directly or indirectly have any financial or other interest, for providing goods or services or otherwise conducting business with AM/NS India without prior written approval;
- g) Accept or offer unauthorized or illegal payments, or engage in illegal activities of any nature;
- h) Disclose confidential information to any party outside of AM/NS India or use internal information or position with AM/NS India to obtain any type of gain, economy or advantage, personal, financial or otherwise;
- i) Use facilities and resources owned or used by AM/NS India for non-professional purposes;
- j) Obtain personal gain or advantage on business opportunities to the detriment of AM/NS India’s interest;
- k) Conduct business transactions on AM/NS India’s behalf, other than with due authority;

- l) Have Relative(s) (as defined and elaborated in the Policy) working in direct line supervision or occupying positions in other departments [or subsidiaries] that may lead to or appear to be conflicts of interest.
- m) Have Relative(s) (as defined and elaborated in the Policy) who have Conflict of Interest with AM/NS India.
- n) Have disclosed the names of Relatives who are already Personnel of AM/NS India or its subsidiaries.

I agree to notify the HR if I am aware of any of the situations described above or any change in circumstances which could potentially lead to a situation as described above.

Situations of conflicts of interest not formally disclosed and not approved, as well as any false declaration, will be grounds for the adoption of disciplinary and legal measures. I certify that, except for situations described below, in the course of the last 12 months, the purpose of this certification has been fully carried out.

Exception statement:

Signature:

Date:

Place: