

Compliance Management System 3.0

Release: October 2013

Corporate Compliance Office



Agenda

1. Compliance Management System 3.0
2. Compliance Organization
3. Reporting Line

1 Compliance Management System 3.0

Definition of “Compliance“

The meaning of Compliance is:

- Behaviour according to the regulations
- of the Klöckner & Co Group as a whole
- its statutory bodies
- and **all** employees
- with regard to the abidance of all legal rules and regulations
- as well as to the corporate Guidelines

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Compliance Principles

The Klöckner & Co SE Compliance Management System is based on the frame concept of the OECD* concerning the principles of good corporate governance, latest edition 2004.

The CMS considers further the Compliance Principles of FCPA, UK Bribery Act and the German Corporate Governance Code.

* OECD = Organization for Economic Co-operation and Development, Paris, France
<http://www.oecd.org/dataoecd/57/19/32159487.pdf>

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Compliance Targets

- Secure lawful behaviour of the Company, its legal representatives, Management and Staff on the basis of a corporate culture of trust
- Identification and reduction of risks resulting from compliance violations by preventive measures
- Earliest possible detection of compliance violations occurred
- Mitigation of damages in case of actual compliance violation and circumvention of its continuity by implementation of suitable measures
- Competitive edge through compliant corporate governance

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Key aspects of the Compliance Program

- Competition Law
- Anti-Corruption
- Data Protection
- Sanction lists screening and EU Dual Use goods monitoring
- Conflict Minerals monitoring (only USA)

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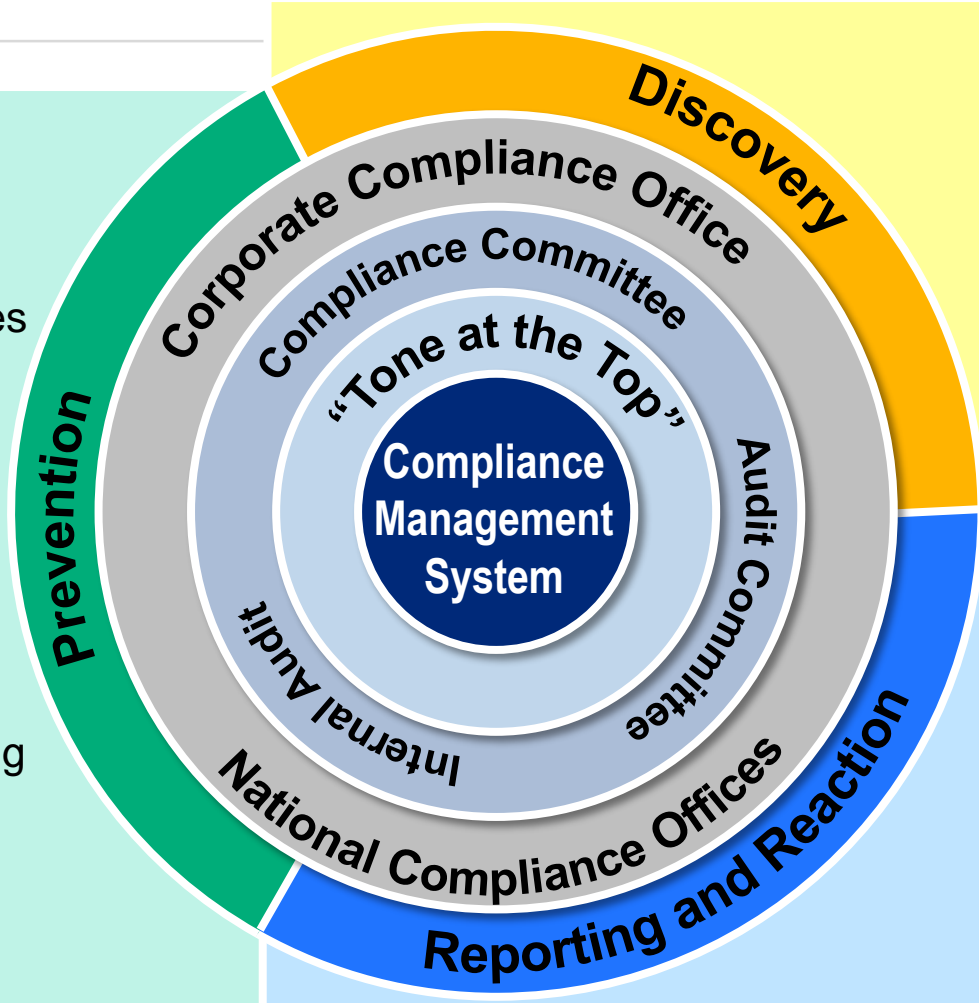
„Tone from the Top“

Klückner stands for:

- Innovation, customer focus, motivated and responsible acting employees
- Violations against competition law and corruption won't be tolerated
- Misconduct will impose sanctions
- Prosecution by civil and criminal law

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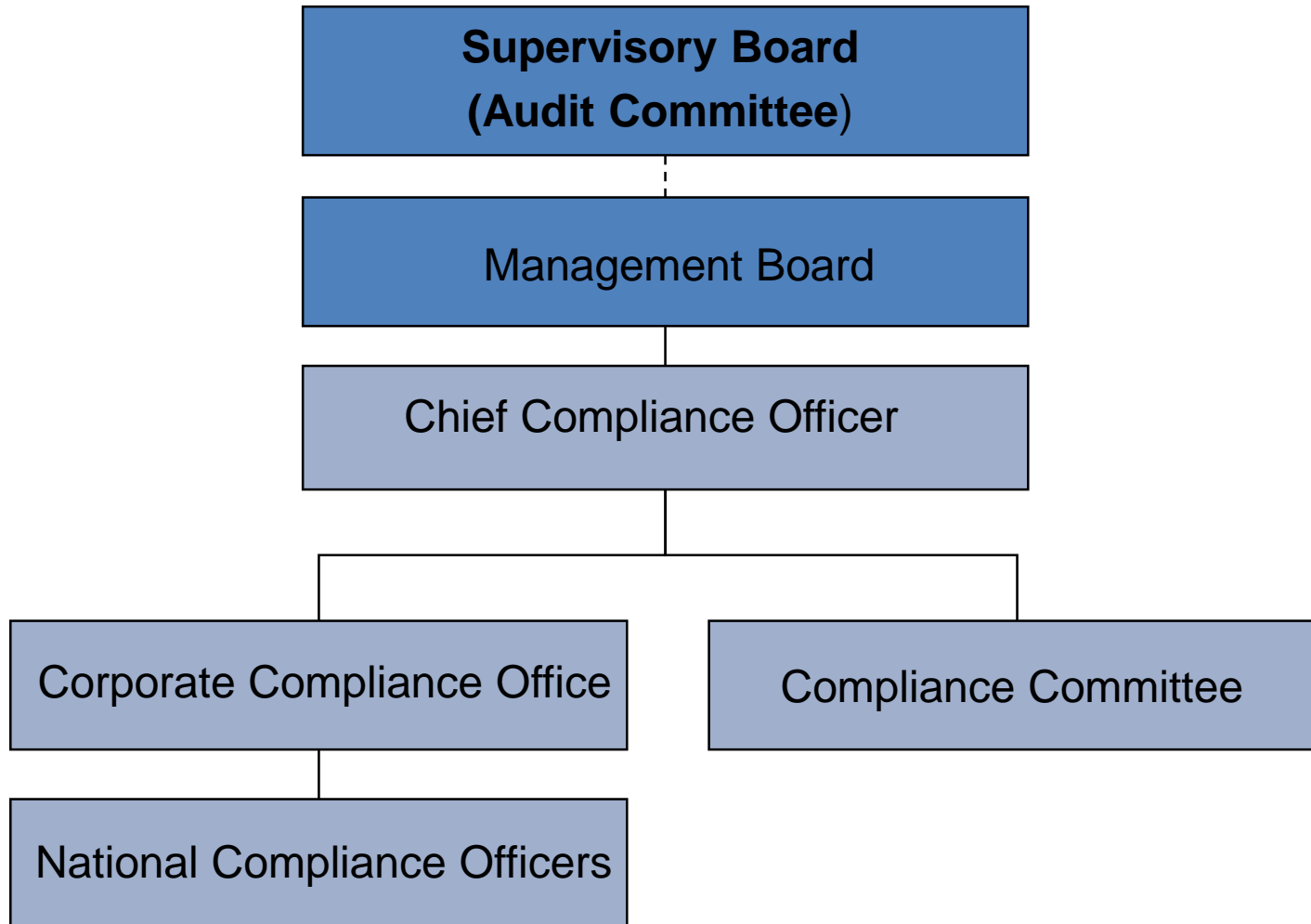
- Compliance Communication
- Guidelines & Procedures
- Compliance Training
- Helpdesk
- Compliance Risk Scan
- Third Party Due Diligence
- Sanction Lists Screening
- M&A Due Diligence
- Dual-Use Monitoring



- Compliance Audit
- Whistleblower
Internet "Let us know"
U.S. Phone "EthicsLine"

- Compliance Reporting
- Ad-hoc Reporting
- Case management
- Sanctions for misconduct
- Efficiency check

2 Compliance Organization



2 Compliance Organization

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3 Reporting Line

