

Speak Up & Reporting Policy
of
AMG ADVANCED METALLURGICAL GROUP N.V.

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Speak Up & Reporting Policy

At AMG Advanced Metallurgical Group (“AMG”) we all share a responsibility to speak up whenever we have a question about the AMG Values or the Code of Business Conduct (“the Code”) or think that it may have been violated.

We need to have the courage to speak up and always strive to do the right thing. This means you must often ask for help when you have a question about our Code or believe it is not being followed.

If you become aware of a breach or potential breach of our Code or other legal requirements, you must report it straight away – whether it relates to you, your manager, or anyone else. This Speak Up Reporting Policy (“the Policy”) provides further information on incident reporting – which is further explained below.

We are committed to consistently looking into all potential breaches or questions that are raised, and we will deal with them fairly and responsibly. To prevent an issue or concern from turning into a crisis, seek advice or support as soon as you can. You have the choice of:

- Talking it through with your line manager first – usually the best option; or
- Talking to your local or corporate Compliance Officer;
- Or Getting in touch with AMG Legal & Compliance or HR

AMG has adopted this Speak Up & Reporting Policy to encourage all its employees to speak up and to report any suspected irregularities (including violation of its Code of Business Conduct) that cannot be resolved together with the management concerned or that constitute an immediate threat to the integrity of AMG or its group companies. Employees involved are entitled to protection from retaliation, for having, in good faith, made a complaint by filing a report, disclosed information relating to a report or otherwise participated in an investigation relating to a report filed.

All AMG directors, officers, managers, employees, joint venture partners, consultants, contractors, suppliers and agents have a duty to report malpractice in accordance with this Policy. All complaints are taken seriously and investigated regardless whether the complaint is made verbally, in writing or anonymously. Complaints will be treated with confidentiality. However, persons who complain or speak up are encouraged to provide details of their identity to assist the investigation of complaints.

1. DEFINITIONS

In this policy the following terms shall have the following meanings:

Company: AMG Advanced Metallurgical Group N.V.;

Chief Compliance Officer: the person designated by the Management Board to act in that capacity for the Company and its group companies and responsible for proper implementation of this Policy.

Compliance Officer (s): the person(s) designated by the management of the designated group companies to act in that capacity for such group companies.

Chairman of the Management Board: the chairman of the Management Board of the Company;

Chairman of the Supervisory Board: the chairman of the Supervisory Board of the Company;

Employee: a person employed by, or otherwise working for, the Company or any of its group companies;

Manager: a person directly managing an Employee;

Suspected irregularity: a suspicion based on reasonable grounds with regard to the compliance with the Code of Business Conduct by the Company and/or any of its group companies and/or any of its employees including:

- (a) an (imminent) criminal offence;
- (b) an (imminent) violation of applicable laws and regulations;
- (c) an (imminent) deliberate giving of false information to public bodies;
- (d) an (imminent) deliberate withholding, destruction or manipulation of information relating to these offences.

2. **REPORTING TO THE COMPLIANCE OFFICER**

- 2.1 Unless an exception applies as referred to in article 3.1, Employees shall report suspected irregularities internally to their designated Compliance Officer who shall report to the Employee's Manager, unless the Employee has indicated to the Compliance Officer that they consider reporting to the Manager inappropriate. If the Employee informs the Manager first, the Manager shall promptly inform the designated Compliance Officer and provide them with a copy of the report and, if applicable, the relevant record. Notwithstanding article 3.1, Employees can always report a suspected irregularity directly to the Chief Compliance Officer who shall deal with any such report in accordance with the provisions of this Policy.
- 2.2 The report from the Employee shall be submitted in writing or verbally and include adequate details in order to substantiate the suspected irregularity. Reports that do not include such adequate details are not eligible for consideration. The Compliance Officer shall inform the Employee if a report does not provide for sufficient detail.
- 2.3 The Compliance Officer shall discuss the report with the Employee who made the report (the "**Report** ") and draw up a written record of the matters discussed. The Employee and the Compliance Officer shall sign the record for approval. The Employee shall receive a copy of the record.

- 2.4 Immediately after receipt of the Report and, if applicable, the record, the Compliance Officer shall start an investigation into the reported suspected irregularity. The investigation shall be conducted without revealing the identity of the Employee who has reported the suspected irregularity, unless the Employee has agreed that he or she does not object that his or her name is revealed. The investigation will be conducted in a fair and responsible manner with respect to all parties involved.
- 2.5 The Compliance Officer shall promptly inform the Chief Compliance Officer of any Report filed by an Employee and of the date on which it was reported. After the investigation has been concluded, the Compliance Officer shall promptly inform the Chief Compliance Officer of the result of such investigation. Subsequently, The Chief Compliance Officer shall inform the Chairman of the Management Board, or of the Supervisory Board if a Report concerns a member of the Management Board, of such Report, the date on which it was reported and the result of the investigation.
- 2.6 Within eight weeks from the date of the Report, the Employee involved shall be informed in writing by the Compliance Officer of the position with regard to the reported suspected irregularity and the measures taken as a consequence of the Employee's Report.
- 2.7 If no position can be given within eight weeks, the Employee shall be notified of this by the Compliance Officer and be given an indication as to when they will be informed of the position.
- 2.8 All suspected irregularities involving an employee who is the acting Compliance Officer, shall be reported directly to the Chief Compliance Officer , or to the Chairman of the Management Board in case the irregularity concerns the Chief Compliance Officer, who shall see to it that appropriate action is taken in line with the procedures set out in this Policy.

3. **REPORTING TO THE CHIEF COMPLIANCE OFFICER**

- 3.1 The Employee may report a suspected irregularity directly to the Chief Compliance Officer who shall promptly inform the Chairman of the Management Board, or the Chairman of the Supervisory Board if the Report concerns a member of the Management Board, if:
 - (a) he/she disagrees with the position referred to in article 2.6 or 2.7;
 - (b) he/she has not been given a position or notification within the requisite period referred to in article 2.6;
 - (c) the period mentioned in the notice referred to in article 2.7 is, given all circumstances, unreasonably long and the Employee has objected against this to the Compliance Officer, but the latter has not indicated a shorter, reasonable period;
- 3.2 The Report shall be submitted in writing or verbally by the Employee and shall include adequate details in order to substantiate the suspected irregularity. Reports that do not include such adequate details are not eligible for consideration. The Chief Compliance Officer shall send a confirmation of receipt to the employee who reported the

4. **LEGAL PROTECTION**

- 4.1 The position of Employees who have reported a suspected irregularity in accordance with this policy shall not be affected in any way as a result of the Report.
- 4.2 The Employee who has reported the suspected irregularity and the person to whom he or she has reported shall keep the Report confidential. No information shall be provided to any third parties not involved in execution of this Policy in or outside the Company and its group companies, without the prior consent of the Chairman of the Management Board, or the Chairman of the Supervisory Board if applicable. In providing information the name of the Employee shall not be disclosed and information shall otherwise be provided in such a manner as to safeguard the anonymity of the Employee, unless the Employee has expressly agreed in writing that his or her identity can be revealed.

5. **CONFIDENTIALITY AND ANONYMITY**

The confidentiality of Reports submitted by Employees under this Policy will be preserved as much as possible. Subject to below, and except as otherwise explicitly contemplated in this Policy, this means that no information in relation to the Report or the Suspected Irregularity shall be provided to any third parties in or outside the AMG Group. For the purposes of this section 5 "**third party**" is anyone other than the Employee making the Report, the person(s) to whom the Employee has submitted a Report and the person(s) investigating the Report.

Any anonymity requested by an Employee submitting a Report shall be respected as much as possible. Employees are free to file anonymous Reports to the extent that this is permitted by the laws of the country of employment of the Employee.

Where an Employee has submitted a Report to a superior, the (local) Compliance Officer, or the Chief Compliance Officer, the Employee submitting the Report and the recipient(s) of the Report shall keep the identity of the Employee and the Report confidential. Confidentiality requires that the identity of the Employee making the Report, or any information which might allow the Employee making the Report to be identified, is not provided to any third party.

AMG will make every effort to keep the identity and Reports of Employees confidential unless:

- (a) The Employee who has made a Report consent to disclosure of their identity and/or Report;
- (b) Disclosure is necessary for compliance with a legal obligation to which any AMG Group company is subject; or
- (c) Disclosure is required for AMG or its group company to efficiently investigate the Report and take any related steps (including but not limited to remediation or imposition of sanctions); or
- (d) Mandatory disclosure to law enforcement agencies is required or done by the Company when cooperating with law enforcement agencies.

No third party within the AMG Group shall request confidential information or otherwise seek to uncover confidential information (such as the contents of Reports and the identities of Employees making Reports), regardless of that third party's seniority or any Board position within the AMG Group.

6. **CO-OPERATION WITH INVESTIGATIONS**

- 6.1 All Employees have a duty to co-operate fully and transparently with any internal or external investigation carried out by AMG, or any persons engaged to carry out an investigation on the Company's behalf, in accordance with this Policy. Any failure to co-operate or obstruction of an investigation, including the destruction or concealment of documents or facts, will be treated as a serious disciplinary matter and may result in dismissal from AMG or termination of contractual or business arrangements.

6. **JURISDICTION**

- 6.1 As AMG operates in various countries and regions, local laws will differ. AMG complies with the national and local laws of the countries in which it operates. This Policy should be read as subject to the relevant national and local laws and the mandatory rules of the relevant country. There may be instances where this Policy imposes a higher obligation on Employees than is required under national and local laws. In these instances, Employees must comply with the higher obligation. It is the responsibility of Employees to understand and abide by the applicable provisions of local and national laws as well as this Policy. If any Employee believes there is a conflict between this Policy and their national and local laws, they must immediately report this in writing to the Chief Compliance Officer or the Group General Counsel.

7. **AMENDMENTS**

This Policy may be amended by the Management Board after consultation with the Supervisory Board without prior notification.

8. **EFFECTIVE DATE**

This Policy will become effective with immediate effect and replaces the previous Policy.