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포스코퓨처엠

반부패 준수 지침
(Anti-Corruption Compliance Guidelines)

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Managed by	**Business Ethics Risk Management Bureau**		
Reviewed by	**Head of Corporate Audit Office**		
Approved by	**CEO (Chairman of BOD)**		

Article 1. Objective

The objective of the Anti-Corruption Compliance Guidelines ("**Guidelines**") is to ensure that the officers and employees of POSCO Future M (the "**Company**") comply with Korean anti-corruption laws and regulations, as well as global anti-corruption laws, regulations and standards (the "**Anti-Corruption Laws**").

Article 2. Scope

These Guidelines shall apply to matters regarding anti-corruption compliance. Any matters not set forth herein shall be governed by the Anti-Corruption Laws and the Code of Ethics, the Guidelines on the Practice of the Code of Ethics, and other regulations of the Company.

Article 3. Definitions

The terms used herein shall be defined as follows:

- 3.1**Corruption**

"Corruption" shall refer to any deviant act of gaining tangible or intangible benefits such as wealth, status, or opportunities in an illegal or improper manner related to one's duties, or enabling a third party to gain such benefits.

- 3.2**Public Official, Etc.**

A "public official, etc." shall include any government officials of the Republic of Korea or foreign jurisdictions (including Korean government officials stationed overseas) and any of the following individuals:

- ➢A person recognized as a government official under the relevant laws and regulations of the country where the Company is located (the "**Relevant Country**");
- ➢A person engaged in the legislative, administrative, or judicial functions of the government of the Relevant Country;
- ➢An officer or employee of a corporation in which the government of the Relevant Country has contributed to more than fifty percent (50%) of its paid capital or effectively controls its overall operations[1)];

- ➢A person working for a public organization or institution established for the purpose of performing public duties under the relevant laws and regulations of the Relevant Country;
- ➢A candidate for public office or an officer or employee of a political party in the Relevant Country;
- ➢A person working for a public international organization; or
- ➢Any other person subject to the Anti-Corruption Laws.

[1)] Refers to a situation where the government has the right to decide material managerial matters of the corporation, such as the appointment or dismissal of its key personnel; the government approves the corporation's budget or business plan under laws or the articles of incorporation; the corporation provides services with funds from the government; or the corporation's profits are reverted to the Relevant Country's finances.

- 3.3**Third Party**

A "third party," regardless of its name, shall refer to the following cases:

- ➢A person performing business bidding and negotiations, customs clearance, license/permit acquisition, tax affairs, and other functions on behalf of the Company;
- ➢A broker, consultant, or professional advisor engaged to assist the Company with business bidding and negotiations, customs clearance, license/permit acquisition, tax affairs, and other functions; and
- ➢Any other vendor, partner, or joint venture.

- 3.4**Money and Valuables, Etc.**

"Money and valuables, etc." include money, valuables, and facilitating payments. Examples of "valuables" include:

- ➢Securities, real estate, meals, gifts, and golf;
- ➢Transportation, accommodations, or related expenses;
- ➢Any rights to use, or discounts on, goods, facilities, or services;
- ➢Political contributions or donations; and
- ➢Assumption of or exemption from debts, employment (including internships), privileges, or any other tangible or intangible benefits.

- 3.5**Facilitating Payments**

"Facilitating payments" are small amounts of money, etc. provided or intended to be provided to public officials, etc. involved in day-to-day, repetitive duties with the purpose of expediting the legitimate performance of their duties. Examples of such duties include:

- ➢Receipt and processing of administrative documents, such as visa issuance;
- ➢Customs clearance and loading and unloading activities related to product transportation or other processes; and
- ➢Telephone line setup, and electricity and water supply services.

Article 4. Organizations and R&R

- 4.1**Dedicated Anti-Corruption Organization**

Regarding anti-corruption measures, the department in charge of corporate audit shall oversee the relevant tasks as the dedicated organization. However, it may receive assistance from other departments to effectively carry out its duties.

- 4.2**Dedicated Anti-Corruption Organization for Overseas Business**

To effectively handle anti-corruption affairs for its overseas operations, the Company may establish a separate dedicated anti-corruption organization for overseas business. In such case, the dedicated organization shall be in charge of anti-corruption affairs for the overseas operations in lieu of the department in charge of corporate audit.

Article 5. General Principles

5.1 **Domestic Anti-Corruption Laws**

Major domestic (Korean) anti-corruption laws include the Criminal Act, the Improper Solicitation and Graft Act (the "**Anti-Graft Act**"), and the Act on Combating Bribery of Foreign Public Officials in International Business Transactions (the "**International Bribery Act**")

The bribery provision of the Criminal Act prohibits the offering of a bribe to a government official or arbitrator[2)] in Korea.

The Anti-Graft Act prohibits improper solicitation or provision of money and valuables, etc. to a Korean public official, etc.

The International Bribery Act prohibits the offering of a bribe to a foreign public official, etc. in relation to international business transactions and stipulates matters necessary to implement the OEDC Anti-Bribery Convention.

[2)] A person who performs arbitration duties based on the law, including an arbitration committee member under the Trade Union and Labor Relations Adjustment Act or an arbitrator under the Arbitration Act.

5.2 **Global Anti-Corruption Laws and Standards**

Major global anti-corruption laws and standards include, among others, the Foreign Corrupt Practices Act of 1977 of the United States ("**FCPA**"), the UK Bribery Act, the OECD Anti-Bribery Convention, and the UN Global Compact.

The FCPA prohibits any company listed on a national securities exchange in the United States from offering bribes to any non-U.S government officials. It also prescribes necessary internal control measures, including the maintenance and management of accurate accounting records.

The Bribery Act prohibits UK companies and non-UK entities doing business in the UK from offering bribes to any non-UK government officials or transaction counterparties.

The OECD Anti-Bribery Convention is the first international convention to define bribery of a foreign government official as a criminal offense.

The UN Global Compact stipulates measures against all forms of corrupt practices by corporate entities, including bribery.

5.3 **Obligation to Comply with Anti-Corruption Laws**

In addition to the Anti-Corruption Laws mentioned above, officers and employees of the Company must comply with all domestic and foreign anti-corruption laws that criminalize the direct or indirect offering of bribes to public officials, etc., including local anti-corruption laws in any jurisdiction where the Company conducts business.

Any violation of the Anti-Corruption Laws or local laws, even if committed as part of social or business practices, cannot be exempted.

In the event of any conflict between domestic and foreign Anti-Corruption Laws, local laws, these Guidelines, the Code of Ethics, or any other company regulations, the strictest standard shall apply.

Article 6. Restrictions on Provision and Receipt of Money and Valuables, Etc.

6.1 **General Principles**

Officers and employees are not allowed to provide money or valuables to public officials, etc. in connection with hospitality or conveniences with the improper intention of gaining business benefits.

However, business-related hospitality and conveniences that are necessary for the promotion of products, contract signing, and the enhancement of mutual understanding in business, etc. can be exchanged at a customary level and must adhere to the following requirements. Specific compliance matters shall follow the Guidelines on the Practice of the Code of Ethics.

- ➢Business hospitality and convenience must be permitted under the laws and regulations of the Relevant Country;
- ➢The level of business hospitality and convenience must not exceed the customary level;
- ➢Even if deemed as business hospitality and convenience, such must not be provided to the same public official, etc. frequently within a specific time period; and
- ➢Relevant expenses must be accurately recorded in the Company's books and records.

6.2 **Meals, Gifts, etc.**

Whenever an officer or employee of the Company provides a meal or gift to a public official, etc. as a gesture of goodwill or courtesy or to promote friendship, he or she shall ensure that:

- ➢The value of such meal or gift should be a small amount relative to the salary level of the recipient;
- ➢The meal or gift is provided only at necessary times with clear justification and in a lawful and appropriate location; and
- ➢The amount of the meal or gift shall be in accordance with applicable domestic and foreign laws, the Code of Ethics, and the Guidelines on the Practice of the Code of Ethics.

6.3 **Provision of Convenience**

Whenever an officer or employee of the Company provides convenience to a public official, etc., he or she shall comply with the following requirements. The specific matters to be observed shall be governed by the Guidelines on the Practice of the Code of Ethics:

- ➢No transportation, accommodation or any other forms of convenience exceeding a generally accepted level shall be provided or received, except for conveniences offered equally to all attendees at an official event related to their duties;
- ➢Any provided convenience must be at a reasonable level and directly or indirectly related to promotion, demonstration or explanation of sales or services, or conclusion of a contract or its execution, or any other similar affairs; and
- ➢Expenses for conveniences should never be paid to public officials, etc. but directly to the service providers such as airlines and hotels.

6.4 **Facilitating Payments**

No officer or employee of the Company shall make facilitating payments to public officials, etc.

Article 7. Matters Concerning Third Parties[3)]

7.1 General Principles

Anti-Corruption Laws prohibit third parties providing money and valuables, etc. to public officials, etc. as provided in Article 6. Therefore, when conducting business through a third party, the following work procedures must be followed to ensure that the third party complies with the Anti-Corruption Laws and these Guidelines:

7.2 Work Procedures

Officers and employees shall take appropriate measures, such as conducting advance due diligence, monitoring, and etc., based on the level of potential corruption risk associated with the specific third party. The work procedures regarding third parties shall be as outlined below, with details governed by the [Third Party Management Process Guidelines].

3) Also applies to cases where former or current public officials, etc. are hired as advisors.

- 7.2.1 **Before Execution of Contract**

Before executing a contract with a third party, officers and employees shall perform necessary procedures, including conducting a risk assessment in accordance with the [Third Party Management Process Guidelines] taking into account the contract type, risk signals, and other factors, as well as conducting advance due diligence based on the results of the risk assessment.

- 7.2.2 **Execution of Contract**

When executing a contract with a third party, officers and employees shall obtain an “Anti-Corruption Pledge” in the [Third Party Management Process Guidelines] based on the results of the risk assessment, and shall incorporate the terms of the “Standard Agreement” specified in those guidelines into the contract.

- 7.2.3 **After Execution of Contract**

After executing a contract with the third party, officers and employees shall continuously monitor and manage the third party to ensure compliance with the Anti-Corruption Laws. Such may include additional due diligence, audits, and training. If there is any risk of violating the Anti-

Corruption Laws in connection with the performance of business activities through the third party, officers and employees shall immediately contact the dedicated organization.

Additionally, officers and employees shall promptly inform the dedicated organization if a third party reports a violation or violations by the third party is discovered so that the Company can take appropriate measures, such as rectifying the violation or terminating the contract.

Article 8. Accounting Records & Management

Officers and employees shall maintain and properly account for invoices, receipts, and other relevant evidentiary documents arising from business activities. Making expenditures or holding assets that are not recorded in the books is strictly prohibited.

Furthermore, not only must the maintenance of books and records be ensured but also all business activities shall be conducted in accordance with appropriate procedures as outlined in the internal accounting management system established by the Company's Internal Accounting Management Regulation.

Article 9. Anti-Corruption Compliance Training

9.1 **Regular Training**

The dedicated anti-corruption organization shall conduct regular anti-corruption training for officers and employees to ensure their full understanding of the Anti-Corruption Laws and the Company's anti-corruption policies.

9.2 **Special Training**

The dedicated anti-corruption organization may conduct special training for officers and employees of business sites where anti-corruption issues have arisen in the past or has high risk of occurring in the future. If special training is conducted for an overseas business site having its own dedicated anti-corruption organization in accordance with Article 4.2, that organization may lead the program for the officers and employees at the overseas business site.

9.3 **Methods of Training**

Anti-corruption training may be conducted either in-person or online, as appropriate.

Article 10. Anti-Corruption Risk Assessment and Inspection

The dedicated anti-corruption organization, together with relevant departments, shall regularly inspect whether officers and employees are in violation of the Anti-Corruption Laws or company regulations, including these Guidelines, and if important, the results shall be reported to the board of directors and the representative director. Upon discovering a violation, the dedicated organization shall take measures as outlined in these Guidelines and other company regulations while also establishing and implementing improvement measures to prevent recurrence.

The board of directors and the representative director shall take necessary measures to prevent violations of the Anti-Corruption Laws and company regulations, including these Guidelines. In this regard, they shall also make best effort to ensure that company-wide support is provided for matters requested by the dedicated anti-corruption organization.

Article 11. Procedures for Responding to Anti-Corruption Issues

Responses to investigations by domestic or foreign government agencies regarding any actual or alleged corruption involving the Company or its officers or employees ("**Government Investigation**") shall be led by the department in charge of legal.

Officers and employees must promptly report to the department in charge of legal if they become aware that a Government Investigation has commenced or will commence.

Upon the initiation of a Government Investigation, all relevant officers and employees shall actively cooperate with the investigation and must consult with the department in charge of legal in advance when providing answers or materials.

Article 12. Whistleblowing & Protection for Whistleblowers

12.1 **Whistleblowing Duties and Methods**

Any officer or employee who finds themselves in situations that may constitute a violation or are suspected to be a violation of Anti-Corruption Laws or company regulations, including these Guidelines, or who becomes aware that officer, employee, or a third party may be violating or have violated such laws or guidelines, they shall promptly report to the dedicated anti-corruption organization.

Any officer or employee who fails to report a violation as above may be referred to the personnel committee in accordance with the Guidelines on Compensation for Whistleblowing of Unethical Conduct and Indemnification.

The methods for whistleblowing and notification of audit results (if desired by the whistleblower) shall be in accordance with the Guidelines on Compensation for Whistleblowing of Unethical Conduct and Indemnification.

12.2 **Investigation Procedures**

Upon receiving a whistleblowing report pursuant to Article 12.1, the dedicated anti-corruption organization must immediately investigate in accordance with the Internal Audit Guidelines and shall take necessary measures such as referring the matter for disciplinary actions.

12.3 **Protection and Status Guarantees for Whistleblower**

Matters concerning the protection and status guarantees for whistleblowers shall be governed by the Guidelines on Compensation for Whistleblowing of Unethical Conduct and Indemnification.

12.4 **Whistleblowers' Duty of Good Faith**

If a whistleblower has filed a report in bad faith or if a whistleblower has filed a report even though he or she had known or could have known that the report was false, the whistleblower shall not be entitled to protections under these Guidelines.

If a whistleblower has filed in bad faith or if a whistleblower has filed a report even though he or she had known or could have known that the report was false, the dedicated anti-corruption organization may request that the whistleblower be subject to disciplinary actions in accordance with the Guidelines on Compensation for Whistleblowing of Unethical Conduct and Indemnification.

Article 13. Penalties

The dedicated anti-corruption organization shall investigate any officer or employee who has violated the Anti-Corruption Laws or company regulations, including these Guidelines, and take measures in accordance with the Internal Audit Guidelines.

In addition to any actions under the Internal Audit Guidelines, the Company may seek compensation from the violating officer or employee for any damages suffered by the Company due to the violation.

The Company shall not be responsible for any civil or criminal liabilities incurred by any officer or employee due to their violation of the Anti-Corruption Laws or company regulations, including these Guidelines.

Supplementary Provisions

- 1.These Guidelines shall come into force on [9]th of June 2024.
- 2.Separate standards may be established as necessary to ensure the effective operation of these Guidelines.
- 3.If amendment is necessary for the introduction and implementation of these Guidelines, the Company may amend or modify these Guidelines in consultation with the dedicated anti-corruption organization.
- 4.Any matters not addressed in these Guidelines, or any uncertainties regarding their interpretation, shall be referred to the dedicated anti-corruption organization for clarification.