



RHI MAGNESITA

Code of Conduct

Can you stand the heat?

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Preamble



RHI Magnesita¹ stands for leading refractory services and products enabled by outstanding employees. But this alone is not enough. To achieve sustainable growth we are committed to responsible management. Our intention is not only risk mitigation by compliance with pertaining laws but to go beyond that for ethically sound practice to the sake of the company and all our stakeholders. Integrity, honesty, reliability, as well as a respectful contact with employees and business partners, are the basis of our daily activities. Both, our achievements and our values, are essential for the trust and confidence our customers, partners, investors and the public place in us, leading us to success.

This Code of Conduct aims to communicate our values and visions and, as a result, the fundamental rules — in a legal and ethical sense — which should be self-evident to us all. It is our goal that these values and rules are respected, internalized, and applied in our daily work.

We, the Executive Management Team of RHI Magnesita, fully support this Code of Conduct and state our commitment to its values and visions with our signature and our actions. We expect the staff and managers of the company, to follow our example. Likewise, we look forward to our business partners and encourage them to adopt the same high standards of corporate responsibility and compliance.

Stefan Borgas
Chief Executive Officer

Octavio Pereira Lopes
Chief Financial Officer

Gerd Schubert
Chief Operations Officer

Reinhold Steiner
Chief Sales Officer

Luis R. Mariani Bittencourt
Chief Technology Officer

Thomas Jakowiak
Executive VP Integration Mgmt.

Luiz Rossato
Executive VP Corporate Development

Simone Oremovic
Executive VP People & Culture Mgmt.

¹ RHI Magnesita stands for RHI Magnesita N.V. and all group companies

Our Code of Conduct at a glance



- We stick to ethical business conducted with respect and appreciation, honesty and integrity, reliability and responsibility.
- We uphold international standards with respect to human and civil rights as well as labor laws and social legislation of the countries in which we operate.
- We consider a safe and healthy working environment as a fundamental right of our employees.
- We engage actively in environmental protection and sustainable management.
- We stand for correct and fair business and have zero tolerance for corrupt practices.
- Gifts and invitations can be an expression of appreciation and respect towards business partners but we do not tolerate any abuse for undue influence.
- We assume an adequate share of social responsibility by contributing donations or sponsoring within the regional communities we operate in.
- We clearly separate business from private interests and avoid any conflicts of interests.
- We are committed to fair competition and integer business conduct in full compliance with anti-trust and competition laws.
- We support the fight against criminal and terroristic activities and adhere to all applicable trade control and anti-money laundering regulations.
- We prevent insider trading and other forms of market abuse to ensure the integrity of financial markets.
- We respect the right of privacy and other data protection principles and process personal data for a legitimate and limited purpose only.
- We respect and protect intellectual property, trade secrets and copyrights and use such assets within the specified terms of use only.
- It is our obligation to protect the company and its resources from theft and fraud and to provide a true and fair representation in financial and other reports.
- We communicate in an honest and respectful manner internally and externally, regardless of form and media used.
- We raise our hands on violations of pertaining laws or internal regulations, including this Code of Conduct, and stop any misconduct.

The principles of ethical conduct



Corporate activity affects the entire environment and therefore requires a permanent reflection of the ethically relevant basis that should go beyond legal compliance. From our managers, employees and contracted staff we demand to conduct our business with respect and appreciation, honesty and integrity, reliability and responsibility.

Full compliance with the applicable laws of the countries in which we operate is a matter of course and goes without saying. RHI Magnesita is committed to upholding international standards such as the principles of the United Nations Global Compact and the documents it is based on like the ILO's Declaration on Fundamental Principles and Rights at Work, the Rio Declaration on Environment and Development, the United Nations Convention against Corruption or the United Nations Universal Declaration of Human Rights.

The same we expect from our business partners along the supply chain.



Human and labor rights



At RHI Magnesita, it is our conviction that full respect for human and civil rights has to be the utmost foundation of the society as a whole but also in corporate life. We clearly reject and do not tolerate the any form of human trafficking, forced, compulsory or child labor, discrimination based on race, color, religion, sex, age, origin, nationality, disability, sexual orientation or on any other grounds, or any form of (sexual) harassment, insults, aggression, hurtful or indecent behaviors.

We are committed to providing equal opportunities and fair treatment for all employees in all employment-related decisions such as recruitment, promotion, training and development, compensation, and termination of employment, and we comply with applicable labor laws and social legislation, including the recognition of the right to collective bargaining and freedom of association in accordance with local laws.

Safety at work



At RHI Magnesita, we consider health and safety not only a legal obligation, but also as an integral part of our corporate culture. Healthy, happy, motivated and committed employees are the most important resource for the long-term success of our business.

We have implemented comprehensive Health & Safety Policies and Procedures as well as regular inspections and training courses at all our locations throughout the world. Compliance with those requirements is in the very interests of our employees and self-evident for our company.

Our managers have to take over a particular responsibility. But please be aware: each and every employee needs to bear their share of the responsibility for the implementation of occupational safety and health.

Any accident or emergency at a (production) site runs the risk of personal injury, damage to the environment or personal property and can also harm the reputation of the company, especially when there is no appropriate response.

Our site managers are responsible for adequate and prompt incident response in accordance with our global and local crisis and emergency procedures. They also ensure that all relevant persons are aware of these procedures and receive periodic training.

Protection of the environment



Compliance with legal other requirements relating to environmental impact is a matter of course at RHI Magnesita. RHI Magnesita and the production of refractory products is inherently energy-intensive and emission causing, however, we feel obliged to engage actively in environmental protection and sustainable management. We take great efforts to work as conservatively as possible with respect to energy and natural resources and we pay particular attention to the aspect of recycling of residual materials in the development of new and the improvement of existing products.

By worldwide cooperation of internal and external experts, raw materials and additives are utilized according to ecological criteria and their potential environmental impact is reduced to a minimum and, as part of our continuous improvement process, subject to regular reviews and assessments.

Bribery and corruption



RHI Magnesita stands for correct and fair business conduct and succeeds solely with the expertise of its staff and the quality of its products and services. It goes without saying, therefore, that we do not tolerate any form of bribery or corruption and that we adhere to all applicable laws and regulations, in particular but not limited to the UK Bribery Act and the US Foreign Corrupt Practices Act.

Bribes are not only cash payments but can take numerous forms, for instance money transfers to bogus accounts or shell companies, payment of fictitious or inflated invoices, granting of excessive discounts or commissions, valuable gifts and generous invitations, providing free services or arrangement of jobs offers.

It is strictly prohibited to all our employees, agents, contractors and other staff working on behalf of RHI Magnesita to offer, promise or grant directly or indirectly any advantage with the objective to obtain an unlawful consideration. Likewise prohibited is any demanding or accepting of an advantage for oneself or for a third party for the provision of an unlawful consideration. Even the appearance of any undue influence must be avoided.

The offence of bribery is not only limited to politicians and public officials or to certain countries, but also applies to business partners in the private sector and to all countries worldwide, even if committed not directly, but rather through third-party intermediaries.

This prohibition also includes so called facilitations payments even if they may be allowed under some jurisdictions. These are usually small amounts given to expedite or secure the performance of a routine governmental action, e.g. obtaining permits or licenses, processing governmental papers, such as visas and work orders, providing phone service, power and water supply, police protection, or actions of similar nature.

Gifts and invitations



Distribution or acceptance of gifts with a symbolic value or invitations within a reasonable scope of hospitality commonly accepted by the business community as an expression of appreciation and respect towards business partners may be considered unobjectionable and in line with our corporate values.

Invitations and gifts beyond a symbolic value require prior approval of the Compliance Office, regardless of whether they are to be given or accepted.

In many jurisdictions strict rules apply to public officials and employees of federal, regional or local authorities or employees of public-sector enterprises. In such a case, we ensure correctness in advance and refrain from granting any benefit if in doubt.

In any case, invitations or gifts which might have an influence on business decisions or official actions, such as the award of a contract or a government permission, or which may be considered discriminatory or non-reputable, or which otherwise leave the impression of dishonesty or moral obliquity are prohibited, no matter whether actively granted or passively accepted.



Donations and sponsoring



RHI Magnesita has emerged from a merger of companies, some of which look back on a tradition of well over 100 years and are strongly rooted in the social environment at their locations. RHI Magnesita is therefore committed to assume an adequate share of social responsibility within the regional communities we operate in by voluntary support of humanitarian, cultural, sport or scientific institutions. RHI Magnesita is committed to these social contributions, which we consider part of our corporate culture.

Donations and sponsorship, as well as other voluntary benefits, must be made independently of our business activities without correlation between a business transaction and the beneficiary.

Donations must be made voluntarily, unselfishly and without any consideration. Sponsoring, on the other hand, is done in return for the right to exploit the sponsored person or organization for marketing and public relations activities. In both cases, the allocation of funds requires prior approval and transparent documentation in accordance with our internal procedures.

Any such contributions to political organizations or persons, authorities and civil servants, or to organizations which are non-compliant with the values of RHI Magnesita are not allowed. Contributions which might be used to influence a business or governmental decision or otherwise violate any applicable law are strictly prohibited.

Conflicts of interest



Any business decision we make and the resulting actions shall serve the interests of the company and may not be influenced by our personal interests or relationships. Therefore, we avoid compromising situations from the outset.

Secondary activities are not permitted if they lead to a conflict of interest, a competitive situation with RHI Magnesita, or affect the work performance at RHI Magnesita. This includes occupation with another employer, self-employed work, but also voluntary services and other unpaid activities.

Employees of RHI Magnesita are not permitted to run their own company, to hold an interest, directly or indirectly, or an board or executive position in another company, which has either a business or a competitive relationship with RHI Magnesita.

Relatives of members of the Board or the Executive Management Team of RHI Magnesita shall not be employed with RHI Magnesita. Relatives of staff shall not be employed in an organizational setting which creates an hierarchical or factual dependency or subordination between the persons involved.

Exemptions from the above stated rules may only be granted in exceptional situations and require prior approval from the Compliance Office.

Anti-trust and competition law



National and international regulation ensures that fair competition takes place in the markets and no participant generates an unlawful advantage over competitors by any agreement or mutual understanding whatsoever.

RHI Magnesita is committed to fair competition and business conduct with integrity. We comply with the applicable anti-trust and competition laws in all relevant areas like sales and marketing, purchasing, production or research and development.

Any activities suitable to decrease or to abandon competition are therefore strictly prohibited. This includes but is not limited to

- entering into agreements, aligning behavior, or exchanging information with competitors about prices, terms and conditions, production or sales costs and quantities, sales strategies, segmentation of customers or markets, non-provision of products and services;
- provision of fictitious offers, discrimination of customers or suppliers, obtaining competitive knowledge through industrial espionage, theft, eavesdropping, or other illegal activities, or deliberately disseminating incorrect information about competitors;
- determination of resale prices or strategies and certain forms of exclusive arrangements with resellers.

Trade control regulations



Many countries but also supranational bodies as the United Nations or the European Community have enacted laws and regulations to fight against terrorism, violation of human rights, human and drug trafficking, organized crime and money laundering. They impose numerous sanctions and embargos against countries, organizations, companies and individuals, import and export restrictions for particular goods and technologies, as well as prohibition of certain services and financial transactions.

RHI Magnesita adheres to all applicable trade control and anti-money laundering regulations. To our knowledge, we only maintain relationships with business partners whose funds have reputable and legal sources and who do not support any criminal or terrorist activities.

To comply with our obligations, we apply defined processes to identify and appraise our business partners and their legal background, and to assess whether a specific transactions with them is admissible.

Market abuse and inside information



RHI Magnesita N.V. is a company listed on the Premium Segment of the London Stock Exchange. As a consequence, the company, its employees and other persons acting on its behalf are subject to extensive regulations in order to prevent market abuse, to ensure the integrity of financial markets, and to enhance investor protection and confidence in those markets.

Inside information is information of a precise nature which has not been made public, relating directly or indirectly to the issuer or its financial instruments or to emission allowances linked to it, and would be likely to have a significant effect on their prices. Engaging in insider dealing and the unlawful disclosure of inside information constitute, inter alia, abuse of inside information and are strictly prohibited.

Inside information and other non-public information linked to RHI Magnesita or its financial instruments is to be considered strictly confidential and shall be protected through appropriate organizational measures. It may only be disclosed provided that specific conditions as described in the pertaining regulations are met.

Detailed information on this subject is provided in separate policies and guidelines which will be made available to all employees and other persons concerned.

Data protection and privacy



In order to enable our business processes and to fulfill related duties RHI Magnesita needs to process not only business data but also data related to individuals, mainly our employees but also to other persons we work with.

We respect the right of privacy and other data protection principles as outlined in the EU General Data Protection Regulation (GDPR) and are committed to process personal data lawfully, fairly, in a transparent manner and for a legitimate and limited purpose only.

We comply with the provisions of the GDPR and all local privacy and data protection regulations as applicable. In particular, we ensure that the collection, processing and use of personal data are carried out exclusively within the legally permitted and operationally necessary scope and to protect such data from unauthorized disclosure, use, or modification.

This concern also requires all employees to handle information and IT systems conscientiously and carefully. Careless handling may cause significant damage to our company, our employees, or to third parties.

Information security



Information represents an essential success factor in everyday operations and in competition. The use of modern information systems enables efficient and professional work. However, it also bears risks for data security and privacy. The protection of personal and business-related data and ensuring the functionality and integrity of our information and communication systems are therefore top priorities.

All data and information created, stored, sent, or received within the context of working with RHI Magnesita are the property of the company and are not to be considered private data or communication. All such data and information, both physically and electronically, must be labeled and treated in accordance with our information classification policy. If not explicitly designated otherwise, all information is considered for internal use only and must not be disclosed to third parties. The obligation to confidentiality applies even after termination of employment with RHI Magnesita.

Business partners, consultants and former employees of RHI Magnesita must be considered external persons in this context. They may not receive any internal or confidential information. If they do require such information to fulfill their duties on behalf of RHI Magnesita, formal authorization and a confidentiality agreement in accordance with the applicable policies and procedures have to be obtained before any information is made available to them.

Intellectual property



RHI Magnesita and its employees respect and protect intellectual property and copyrights. We use such assets within the specified terms of use only and treat them confidentially to ensure compliance with the applicable laws and license terms. This also applies to information which RHI Magnesita was entrusted with by customers, suppliers or other business partners.

RHI Magnesita allows only software on its computers which was approved and properly licensed for commercial use to the company. We do not tolerate copying, downloading, or distributing of software or other copyrighted material beyond the agreed upon scope. The use of so-called "freeware" or "shareware", i.e. programs and files that are available free of charge on the Internet, is generally not allowed.

Most information, such as books, magazines, websites, music or video recordings, etc., is generally also subject to copyright and protected from unauthorized use. Unless explicit permission is given by the author, publisher or other legal owner, reproduction, distribution or electronic storing are prohibited.

Company resources



It is an obligation to all our managers and staff to protect the company and its resources from internal and external threats like theft and fraud and to assure a true and fair representation in the financial statements and other reports.

The use of company resources is designated for business-related tasks. Any equipment, tools and other resources provided by the company shall be treated in a careful, preservative and cost saving manner.

RHI Magnesita acknowledges that employees may exceptionally use company equipment or communication devices for private purposes. This is generally tolerated, provided the use is limited in duration and scope, does not adversely affect work performance or result in a significant or even debilitating load on central resources or in a significant cost increase for the company, and does not violate relevant company policies.

RHI Magnesita reserves the right to restrict and/or to monitor the usage of working and communications equipment, including the use of computers, software, e-mail, Internet, instant messaging, text messaging, voice mail, conference equipment, mobile phones, office supplies, etc., in accordance with applicable laws and existing labor agreements.

Internal and external communication



RHI Magnesita demands honest and respectful behavior in all forms of internal and external communication, regardless of form and media used. We do not tolerate any offensive content, discriminatory or harassing text or pictures, derogatory references to age, disability, ethnic origin, marital status, national origin, color, religion, sex or sexual orientation, pornographic, criminal or terroristic content, political agitation, or any other type of questionable content including chain letters, hoax mails or spam. This applies to personal interaction, all forms of written or electronic communication, as well as to Internet platforms and social media. Calling Internet pages with content listed above by means of company-owned equipment or communication lines is also not acceptable.

External representation of the company is reserved to the governing bodies and authorized functions, the Board, the Executive Management Team, Corporate Communications, and Investor Relations. Publishing professional articles and lecturing are generally permitted, but shall be reported to Corporate Communications if they are related to the employment at RHI Magnesita.

All private activities of our employees, including but not limited to social media postings, shall be clearly separated from company activity and must not impair the reputation of RHI Magnesita.

Applicability and implementation



This Code of Conduct is applicable to all employees and executives of RHI Magnesita worldwide, regardless of their hierarchical position or type of employment.

It summarizes the most important principles of ethical behavior. Further details and specific regulations applicable to all or only particular business units or geographical areas are contained in separate policies, process descriptions, or guidelines. Such documents will be integrative and binding together with this Code of Conduct.

Non-compliance with this Code of Conduct or other internal policies may have disciplinary or even legal consequences. RHI Magnesita will not tolerate any illegal behavior and will penalize any attempt of infringement in accordance with applicable labor laws. In addition, RHI Magnesita reserves the right to claim damages and compensation.

While every RHI Magnesita employee is required to comply with the regulations of this Code of Conduct, a very important part of the responsibility for compliance lies with our management and executives on all levels. It is one of their foremost duties to guide and to monitor their staff and team members in daily operations and to act as an example and role model.

In order to assure the correct and consistent application of this Code of Conduct and adherence to all applicable laws and regulations at RHI Magnesita worldwide, the Compliance Office, Internal and External Audit will conduct periodic appraisals and identify improvement potential.

It is in the interest of RHI Magnesita to inform also our business partners (customers, suppliers, consultants, etc.) about this Code of Conduct, from which we expect to accommodate similar compliance standards.

Questions and assistance



In some situations it may not be absolutely clear at a first glance whether a particular behavior or a certain action is legally and ethically correct. Sometimes detailed clarification of the respective conditions and circumstances is required. If you have any questions about the rules outlined in this Code of Conduct, or if you are not sure whether your (planned) decisions, procedures, or other activities are compliant, consult with your supervisor or seek advice from the Compliance Office or from the Legal Department.



Reports and complaints — The RHI Magnesita Compliance Helpline



Unethical behavior is no peccadillo. If you have knowledge of or suspect a serious violation of pertaining laws and regulations, this Code of Conduct or other policies report the incident — Do not watch and do not look away!

As a general rule, questions, proposal, problems, and grievances may and shall be clarified with the direct supervisor first. In some situations, however, this may not be effective or you might feel uncomfortable to address your concerns personally. If you recognize ethical misconduct do not hesitate to report. Employees of RHI Magnesita are obliged to report serious cases to the Compliance Office.

The RHI Magnesita Compliance Helpline enables you to report cases of suspected misconduct and to obtain advice, at any time and regardless of where you are. It is operated by People Intouch B.V., 1076 DE Amsterdam, Olympisch Stadion 41, www.speakup.eu, an independent and specialized service provider, and guarantees full anonymity, if you prefer so.

When reporting an incident, describe the facts in question as well as all relevant circumstances as clearly and precisely as possible. The more information we get, the better and faster we can respond and help with reliable and practical advice. All information you provide will be treated confidentially and is subject to diligent evaluation. Please understand that we will not be able to react to report without sufficient information. Be aware that rogue messages or false accusations against others are not only unethical but may also be punishable and cause sustainable damage. Such behavior is not permitted and constitutes a serious abuse of the Compliance Helpline.

You can reach the Compliance Helpline easily by telephone or via a web portal on the Internet under www.speakupfeedback.eu/web/7eswuk/.



*) Depending on your telecom provider the specified free phone numbers may not work with all operators. If you cannot reach them, please use available shared cost numbers or the web access instead. For more information please visit the RHI Magnesita Website or Intranet.

Alternatively you may direct your concerns via e-mail to compliance-helpline@rhimagnesita.com, or, if you prefer a personal discussion, just get in contact with the Compliance Office directly, we will be happy to assist you.

Contact details:
Gerhard Donner, Chief Compliance Officer
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E compliance@rhimagnesita.com

Country	Free phone number	Access code
Argentina	08006660078	75742
Austria	800295175	57430
Belgium	80071365	04823
Brazil	08008919678	11663
Canada	18668181239	14680
Chile	12300202775	99291
China North *)	108007440179	42824
China South *)	108004400179	42824
France	800908810	76983
Germany	8001801733	49214
Hong Kong	800963161	56289
India	0008004401221	14091
Ireland	1800552136	27172
Italy	800787639	81839
Luxembourg	80021048	44659
Mexico	018001234618	22972
Norway	80018333	01436
Romania	0800894540	29881
Russia	81080026269902	41365
Singapore	18008232206	24528
South Africa	0800991526	27643
Spain	900973174	67595
Sweden	020798813	01342
Switzerland	0800561422	56697
Taiwan	00801444317	42191
Turkey	00800448824369	91463
Ukraine	0800502206	15941
United Kingdom	08001693502	55052
Usa	18662506706	31651
Venezuela	08001005428	26006
Vietnam	120852140	89088

The table is currently being extended. Additional access codes will be published shortly.



**The driving
force of the
refractory industry**

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