



# Corporate Governance Manual



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# Orientation Program for New Directors

## INTRODUCTION

The Board of Directors of Sigdo Koppers S.A., (hereinafter the “Company” or Sigdo Koppers”), has designed this orientation program for the Company’s new directors, (hereinafter the “Orientation Program”). The program will be used to provide them all needed information regarding Sigdo Koppers, its related companies, important stakeholders, business areas, main risks—including sustainability-related risks, policies and procedures, accounting criteria and the current legal framework applicable to the Company and especially to its Board of Directors and senior executives.

### 1. OBJECTIVE

The objective of the Orientation Program is to provide new members of the Board of Directors of Sigdo Koppers with information to help them become familiar with and understand the most important aspects about the Company.

This Orientation Program covers the minimum orientation content that must be offered to new directors, as well as information for those in charge of conducting the program.

### 2. SCOPE AND APPLICATION

The Orientation Program is applicable to each new director joining the Board of Directors of Sigdo Koppers for the first time (hereinafter, the “New Director.”)

The Orientation Program must be completed within the first three months after the New Director accepts the office.

### 3. INDIVIDUALS RESPONSIBLE

Chairman of the Board of Directors	Responsible for ensuring Orientation Program is carried out.
Chief Executive Officer	Responsible for properly conducting Orientation Program.



## 4. REFERENCES

- Sigdo Koppers S.A. Corporate Governance Code.
- General Character Standard No. 385, dated June 8, 2015, from the Financial Market Commission.

## 5. ORIENTATION

- 5.1** The Chief Executive Officer will lead the orientation process for New Directors to brief them about the Company; its corporate group; its business areas; its main policies, accounting criteria and risks—including sustainability-related risks; important stakeholders; and its Mission, Vision, strategic objectives, principles and values that guide its actions, paying special attention to the current regulatory framework applicable to Sigdo Koppers, its Board of Directors and senior executives. Likewise, it must also cover the duties of care, reserve, loyalty, diligence, confidentiality, managing conflicts of interest and information that, as per applicable regulations, fall on each Company director, using examples of pertinent rulings and penalties for these purposes. Similarly, mention should be made of the special responsibility involved in being a director of an issuer of publicly traded securities.
- 5.2** The Orientation Program will be covered in a meeting between the New Director and the Chief Executive Officer. Notwithstanding the above, when deemed appropriate by the Chief Executive Officer or New Director, the program may also include meetings with other Company executives, presentations or tours of operating facilities.
- 5.3** These presentations can be given by the Chairman of the Board of Directors, other directors or senior executives of the Company, the head offices of Sigdo Koppers<sup>1</sup> subsidiaries and/or external advisors, either in person or remotely (via conference calls or webcam). These presentations will be executive in nature and must refer to aspects of the Company's businesses, issues and relevant risks; stakeholders identified by Sigdo Koppers and related policies; and the Company's strategic planning, financial results, main accounting criteria, strategic risks and internal auditing plans, in accordance with current regulations applicable to the Company.
- 5.4** Any site visits should be led by the person in charge of the plant or another individual designated by the Chief Executive Officer for that purpose.
- 5.5** The Chief Executive Officer should also give the New Director the following materials as part of the Orientation Program:

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<sup>1</sup> "Subsidiary" is defined as a directly controlled company in which the Company holds more than 50% of its capital. Art. 86, Law 18,046 on Corporations.

- Organizational chart
- Bylaws of Sigdo Koppers S.A.
- Annual Report
- Brochure about Sigdo Koppers S.A.
- Corporate Governance Code
- Corporate Code of Ethics
- Crime Prevention Model
- Policies: Hiring External Advisors; Risk Management; Sustainability, Diversity and Inclusiveness; Board Self-Assessment; Senior Executive Succession; disclosing information to shareholders and the general public (Market Information Manual); Customary Related Party Transactions; Subsidiary Board Elections.
- Procedures: Safeguarding Board Information; Whistleblower; Risk Management; Managing Conflicts of Interest; Board Training Program; Board Meeting Calendar; Senior Executive Compensation Guidelines
- External auditing reports, annual audit plan and outcomes for the most recent period since the New Director joined the Board of Directors.
- Main agreements made by the Board of Directors and the basis for those agreements for the two years immediately prior to the New Director joining the Board of Directors.
- Most relevant line items in the quarterly and annual financial statements for the most recent period since the New Director joined the Board of Directors (including explanatory notes and accounting criteria applied)
- Information about rulings, penalties, or pronouncements from the year immediately prior to the New Director joining the Board of Directors regarding the duties of care, reserve, loyalty, diligence and information that fall on each of the Company's directors.
- Instructions on using and remotely accessing the system containing information on matters addressed in Board meetings.

**5.6** If a New Director joins any Board Committee, the Chairman of the respective Committee will be responsible for conducting an orientation session consisting of a presentation on the committee's roles and responsibilities and the main aspects of its workings and management.

## **6. VALIDITY**

This Orientation Program will take effect once approved by the Board of Sigdo Koppers and will be revised as needed.



# Policy on Hiring External Advisors for the Board of Directors

## INTRODUCTION

The Board of Directors of Sigdo Koppers S.A. (hereinafter “Sigdo Koppers” or the “Company”), has developed this Policy on Hiring External Advisors for the Board of Directors (hereinafter the “Hiring Policy”), to establish guidelines for the search and hiring process. The policy’s objective is to guarantee the transparency of the process and the suitability of the experts hired to support the Board of Directors and its Committees in fulfilling their duties related to accounting, tax, financial, legal or other types of matters.

### 1. INDIVIDUALS RESPONSIBLE

The Chairman of the Board of Directors, the Chairman of the Directors’ Committee and the chairman of any other committee, as applicable, will be responsible for ensuring correct application and compliance with this Hiring Policy.

### 2. DEFINITIONS

External Advisor: Individual or legal entity that is a specialist in a particular topic and highly regarded in the domestic and/or foreign market that provides Advisory Services or Training to Sigdo Koppers.

Advisory Services: Assistance and/or support process by which the External Advisor provides suggestions, illustrations, opinions or recommendations on a particular topic.

Training: Process by which the External Advisor passes on concepts and/or knowledge regarding certain topics.

### 3. REFERENCES

- General Character Standard No. 385, dated June 8, 2015, from the Financial Market Commission.
- Sigdo Koppers S.A. Procedure for Managing Conflicts of Interests.
- Sigdo Koppers S.A. Supplier Code of Ethics and Conduct.
- Law No. 20,393 on Criminal Liability of Legal Entities.

## **4. POLICY ON HIRING EXTERNAL ADVISORS FOR THE BOARD OF DIRECTORS**

- 4.1** The Board of Directors, its directors individually, any Board Committee and/or the members of those Committees may need to hire Chilean or foreign External Advisors in accounting, financial, legal, tax, environmental or other topics that they deem necessary to adequately fulfill their duties and may propose the External Advisors they consider appropriate.
- 4.2** Before proposing the External Advisors, management must carry out the Due Diligence procedures detailed in Law No. 20,393 on Criminal Liability for Legal Entities.
- 4.3** Directors may oppose the hiring of a particular External Advisor, for which they must express the grounds for their opposition and/or proof backing that position such as, for example, conflicts of interest, lack of experience or track record, the Advisor's poor reputation, among other factors. Notwithstanding each director's right to express opposition, the final decision will be made by simple majority of the directors present and note must be made of the arguments in favor of and against the decision made.
- Decisions to hire or reject External Advisors will be duly recorded in the minute of the respective meeting.
- 4.4** The External Advisors should preferably be independent from the Company and its directors and must not have conflicts of interest that could affect their objectivity and independence.
- 4.5** The characteristics of the respective Advisory Services, such as the duration, price and general terms of hiring, must be established in a letter of agreement or contract. The Chairman of the Board of Directors or the Chairman of the respective committee is responsible for final approval of the hiring.
- 4.6** The External Advisors must keep confidential the topics of the Advisory Services and the information accessed as a result of them and must refrain from any conduct that leads to a conflict of interest or use of the Company's insider information. For those purposes, the External Advisors must sign the non-disclosure agreement contained in Appendix 1.
- Likewise, the External Advisors must familiarize themselves with the Sigdo Koppers Supplier Code of Ethics and Conduct. They will be given a copy of that document and must acknowledge acceptance of its terms in the aforementioned Appendix 1.
- 4.7** The results of the Advisory Services will be reported to the Board of Directors or the Board Committees or whomever they designate for that purpose. The Board of Directors or the Board Committees may share the results of the Advisory Services with management.
- The reports or work resulting from hiring the External Advisors will be filed in the Board of Directors information repository to guarantee that all members can access them remotely at any time.
- If the results of the Advisory Services are confidential, they must be handed over to the custodian of strategic and confidential Board reports, who must keep a record of their distribution in

order to know who has been informed of the results of the Advisory Services and, thus, properly control the use of insider information contained therein.

- 4.8** Payments to External Advisors will follow the normal payment process for Sigdo Koppers service providers.
- 4.9** A list of the Advisory Services requested but not hired will be published on the Company's website at least once a year, specifying the reasons for which the Board made that particular decision.

## 5. VALIDITY

This Hiring Policy will take effect once approved by the Board of Directors of Sigdo Koppers and will be revised as needed.

# APPENDIX 1

## ACUERDO DE CONFIDENCIALIDAD

This agreement is entered into on the \_\_\_ day of \_\_\_\_\_ of 20\_\_ between Mr. (legal representative of Sigdo Koppers S.A.) \_\_\_\_\_, ID number \_.\_.\_.-\_, in representation of SIGDO KOPPERS S.A., hereinafter "SK" or the "Client", Taxpayer ID 99.598.300-1, both domiciled at Málaga 120, 8th floor, Las Condes, Chile, and incorporated in accordance with the laws of the Republic of Chile, and the other party, Mr. \_\_\_\_\_, ID number \_.\_.\_.-\_, in representation for these purposes of (ADVISOR'S CORPORATE NAME), hereinafter "the Advisor", Taxpayer ID \_.\_.\_.-\_, a company formed in conformity with the laws of the Republic of Chile, both domiciled at \_\_\_\_\_, \_\_\_\_\_, Santiago, Chile.

In relation to the Confidential Information reliably given, conveyed or disclosed to the Advisor by the Client during the provision of the Advisory Services, the Advisor declares and agrees that:

- (a) The Confidential Information will be kept confidential and under strict reserve and, unless previously agreed otherwise in writing between the parties, it will not be copied, reproduced, published, disclosed or used in any way by them or their Representatives for any reason or purpose other than implementing the Project.
- (b) The Confidential Information must be used by the Advisor solely for the purpose set forth in this Letter of Agreement, avoiding by all means that said Confidential Information is used for different purposes.
- (c) The Advisor declares that, without prior written consent from the Client, it will not disclose to

third parties the Confidential Information or the fact that it has been provided. In addition, the Advisor must take all reasonably necessary security measures to conserve ownership of the Confidential Information and its confidential nature, to avoid theft and to prevent free access to it by unauthorized third parties. For that purpose, the Advisor will take, at a minimum, the same measures used to protect their own confidential information.

- (d) The confidentiality obligations established herein will remain in effect for three years from the date this Agreement is signed.
- (e) At the Client's sole request, and within 30 days of communicating the respective request, the Advisor will return to the Client or destroy, without retaining a copy, all Confidential Information that it has received in any form.
- (f) Likewise, the Parties leave express record that all reports, studies, annual reports, deliverables and, in general, ideas, processes, equipment or improvements that are necessary and arise from the service provided by the Advisor, as long as they are provided through reliable means, will be considered Confidential Information.
- (g) Confidential Information is defined as the content of all communications, exchanges of background information and disclosures of any information between the Parties, provided by any reliable means, whether those communications, exchanges or disclosures have been prepared by the Parties, their Representatives or the work team, as well as the existence of them, the contents and terms and tasks required to implement the Advisory Services.
- (h) The restrictions on disclosing information considered confidential will not be applicable in the following cases:
  - (1) Information that is currently in the Advisor's possession and it can be reliably proven that it was not received from SK;
  - (2) Information that is currently public knowledge or that becomes public knowledge in a way that does not violate this Agreement; or,
  - (3) Information that must be disclosed by law, order, decree, regulation or a standard issued by an authority with jurisdictional competence.
- (i) The Advisor declares to have received a copy of the Sigdo Koppers Supplier Code of Ethics and Conduct and agrees to comply with its terms and conditions.
- (j) All differences, difficulties or conflicts that arise between the parties, for any reason and under any circumstance, related directly or indirectly to this Agreement, or to any of its clauses or effects and, especially, but not limited to, those related to its effective date, application, interpretation, compliance, violation, validity or invalidity, annulment or rescission, existence or nonexistence, or the powers of the appointed arbitrator, will be heard and decided by a mixed arbitrator who will rule on the controversy in one sole instance, with no further appeals except for remedy of complaint, and will be especially empowered to resolve any issue related to their competence and/or jurisdiction. The parties confer special, irrevocable power to Santiago Chamber of Commerce (the "Chamber of Commerce") for it to, upon written request from either

party, appoint the arbitrator from among the members of the body of arbitrators of the Chamber's Arbitration and Mediation Center.

This agreement is executed in two identical counterparts signed on the same date with each party receiving one counterpart.

**For SIGDO KOPPERS S.A:**

Mr. \_\_\_\_\_

ID Number: \_\_\_\_\_

Signature: \_\_\_\_\_

**For (CORPORATE NAME OF ADVISOR):**

Mr. \_\_\_\_\_

ID Number: \_\_\_\_\_

Signature: \_\_\_\_\_



# Board Self-Assessment Policy



## INTRODUCTION

The Board of Directors of Sigdo Koppers S.A., hereinafter the “Company” or “Sigdo Koppers”, is committed to its functions and has put in place a self-assessment process (“Self-Assessment Policy”) to detect and implement opportunities to improve its workings and organization.

### 1. SCOPE

The Self-Assessment Policy is applicable to the Sigdo Koppers Board of Directors.

### 2. INDIVIDUALS RESPONSIBLE

The Chairman of the Company’s Board of Directors will be responsible for ensuring correct application and updating of this Self-Assessment Policy.

### 3. DEFINITIONS

Self-Assessment: Scheduled, systematic activity for the members of the Board of Directors to analyze and reflect on its workings and organization with respect to best practices and standards.

### 4. REFERENCES

- Sigdo Koppers S.A. Corporate Governance Code
- Sigdo Koppers S.A. Policy on Hiring Advisors
- Sigdo Koppers S.A. Bylaws of Internal Audit Function
- Sigdo Koppers S.A. Orientation Program for New Directors
- Sigdo Koppers S.A. Board Training Program
- Sigdo Koppers S.A. Risk Management Policy
- Sigdo Koppers S.A. Risk Management Procedure

### 5. BOARD SELF-ASSESSMENT

**5.1** The Chairman of the Board of Directors must convene the members of the Board of Directors

to participate in a Self-Assessment process within the first four months of each year in order to analyze whether it is functioning appropriately. Likewise, the Chairman must lead the activity and, for that purpose, may request assistance from an External Advisor as indicated in the Policy on Hiring External Advisors.

- 5.2** At each of the Self-Assessment processes, the Board of Directors should analyze aspects related to the composition, workings, roles and responsibilities of the Board of Directors and the existing Board Committees, among other issues.

Similarly, each of the directors should fill out the Board Self-Assessment Questionnaire contained in this manual.

- 5.3** The Self-Assessment process will be confidential. However, record should be left in the respective minutes.
- 5.4** At the request of any interested director, the Chairman of the Board of Directors must inform the aggregate-level results of the Self-Assessment process.

## **6. VALIDITY**

This Self-Assessment Policy will take effect once approved by the Board of Directors of Sigdo Koppers and will be revised as needed.

# Procedure for Safeguarding Company Information

## **INTRODUCTION**

The Board of Directors of Sigdo Koppers S.A., hereinafter the “Company” or “Sigdo Koppers”, has designed this procedure containing guidelines for correctly safeguarding the Company’s information, especially information related to the factors, arguments and other information that the Sigdo Koppers Board of Directors or Board Committees have examined and/or are considering to reach agreements and make decisions.

Express record is left that all information accessible by the Board of Directors, its committees and any other Company collaborators should be managed and safeguarded in conformity with the protocols set for such purposes by the Company.

### **1. OBJECTIVE**

The objective of this document is to establish rules for safeguarding Sigdo Koppers information, including information analyzed by the Board of Directors and/or its Committees for decisions or agreements or that could be considered for future decisions, as well as all information generally used by the Company’s collaborators in performing their duties.

The above is notwithstanding the Company’s reporting obligations imposed by applicable laws and regulations, especially that of accurately, sufficiently and opportunely disclosing all events or essential information regarding the Company and its businesses.

The provisions of the Market Information Manual will apply to the obligation to report essential events and the authority of the Board of Directors to classify certain essential information as reserved.

### **2. SCOPE**

This procedure will apply with respect to all information that has been analyzed and taken into account by the Board of Directors and/or Board Committees to make agreements or that will be considered for future decisions, as well as all information generally used by the Company’s collaborators in performing their duties.

### **3. INDIVIDUALS RESPONSIBLE**

The Chairman of the Board of Directors is responsible for correctly applying this procedure for

safeguarding information. The Chief Executive Officer must ensure that mechanisms are in place to enable adequate safeguarding of information used by the directors as a basis for their decisions.

Notwithstanding the above, and in conformity with article 46 of Law No. 18,046, the Corporations Act, the Board of Directors is responsible for implementing measures that prevent the disclosure of information regarding the Company's legal, economic and/or financial situation to persons other than those who, because of their position, job or activity, need to know that information before it is disclosed to shareholders and the public.

#### **4. REFERENCES**

- Bylaws of Sigdo Koppers S.A.
- Market Information Manual.
- General Character Standard No. 385, dated June 8, 2015, from the CMF.
- Law No. 18,046, the Corporations Act.
- Regulations for Law No. 18,046, the Corporations Act.

#### **5. OBLIGATIONS OF BOARD OF DIRECTORS REGARDING COMPANY INFORMATION**

- 5.1** Each member of the Board of Directors is obligated to keep strictly confidential information on Sigdo Koppers and its businesses that has not been officially disclosed by the Company. The foregoing is in accordance with the provisions of article 43 of Law No. 18,046, the Corporations Act.
- 5.2** The Board of Directors must provide shareholders and the public solely Company information required by law or the Financial Market Commission regarding its legal, economic and/or financial situation, unless the Board of Directors deems disclosure appropriate for corporate interests, in which case it must take the necessary precautions to prevent it from unnecessarily being made public.

#### **6. PROCEDURE FOR SAFEGUARDING OF INFORMATION BY BOARD OF DIRECTORS**

- 6.1** Along with the minutes of each Board of Directors or Board Committee meeting, all information examined during the respective meeting to reach the corresponding agreements (reports, analyses, presentations, etc.) must be attached therein. The Chairman of the Board of Directors or the respective Committee is obligated to enforce this obligation.

- 6.2** The minutes of each Board of Directors or Board Committee meeting and the background information must be safeguarded physically or digitally, as appropriate, in a place that guarantees their fidelity and integrity, in accordance with the policies issued by Sigdo Koppers S.A. for those purposes. Likewise, they must be available to the directors in the Information System provided by the Company, in conformity with number 8 below.
- 6.3** During the information analysis stages, it will be filed in a place with restricted access and safeguarded by the Chief Executive Officer, in accordance with policies issued by Sigdo Koppers S.A. for those purposes, unless the Board of Directors or Board Committees decide otherwise.
- 6.4** Confidential information will be safeguarded using the procedure in the Sigdo Koppers Market Information Manual.

## **7. PROCEDURE FOR SAFEGUARDING OF INFORMATION BY COLLABORATORS**

Before any Company collaborator accesses any type of Company information, they must obtain the corresponding authorizations according to the procedures issued for that purpose by Sigdo Koppers S.A.

Likewise, all collaborators with access to any type of Company information must strictly comply with the policies issued by Sigdo Koppers S.A. regarding the management, storage and protection of said information.

## **8. INFORMATION SYSTEM**

- 8.1** The Board of Directors of Sigdo Koppers has an information system that each director can access remotely, safely and at all times.
- 8.2** In that information system, directors have access to:
- Reports or documents summarizing the matters to be addressed at Board meetings and background or additional information presented at the meetings to prepare for them. These documents must be available three days before the respective meeting.
  - The final text of the minutes and documents examined for each Board meeting for the past three years. The final text of the Board minutes must be available in the system no more than five days after the meeting in question.

## **9. MARKET DISCLOSURES**

- 9.1** The Board of Directors of Sigdo Koppers has external advisors to detect and implement, whenever appropriate, potential improvements in the process of preparing and publicizing market

disclosures in order to make them more timely and easier for the public to understand.

- 9.2** The potential improvements detected by external advisors may be presented in the format deemed fit on a case-by-case basis (written report, verbal presentation, etc.).
- 9.3** This process is applicable notwithstanding the Sigdo Koppers Market Information Manual.

## **10. VALIDITY**

This procedure will take effect once approved by the Board of Directors of Sigdo Koppers and will be revised as needed.



# Board Nomination and Election Procedure



## INTRODUCTION

Sigdo Koppers S.A., hereinafter “Sigdo Koppers” or the “Company”, has created this procedure to set guidelines for appropriately nominating and electing candidates to the Company’s board (“Nomination and Election Procedure”). The process shall be led by the Chief Executive Officer of Sigdo Koppers.

### 1. SCOPE

This Nomination and Election Procedure is applicable to all nominations of candidates to the position of director of Sigdo Koppers.

### 2. INDIVIDUAL RESPONSIBLE

The Company’s Chief Executive Officer will be responsible for ensuring correct application of the Nomination and Election Procedure.

### 3. REFERENCES

- Law No. 18,046, the Corporations Act
- Decree No. 702, dated July 6, 2021, from the Finance Ministry.
- General Character Standard No. 385, dated June 8, 2015, from the CMF
- Bylaws of Sigdo Koppers S.A.

### 4. BOARD ELECTIONS

Members of the Board of Directors are elected at the Sigdo Koppers Annual General Meeting, based on the format and timing indicated in the Corporations Act and the Company’s bylaws.

### 5. BOARD CANDIDATE NOMINATION PROCEDURE

**5.1** Each time that shareholders must elect individuals to the Company’s Board of Directors at a Shareholder Meeting, the Chairman of the Board of Directors must inform the shareholders of

Sigdo Koppers, by publishing a notice on the Company's website at least three months before the respective Meeting indicating the capacities, conditions, experience and vision that board candidates should advisably have for the Company's best interest.

**5.2** Shareholders may propose candidates to the office of director of the Company before the respective Shareholder Meeting. Notwithstanding the above, board candidates may be proposed even at the very Shareholder Meeting where the board elections are going to take place, if the individual proposing them presents a document in which the candidate accepts their nomination, affirms his or her eligibility and provides the data sheet in Appendix 1.

If, at the time of the election, the number of candidates is less than the number of positions to be filled, the Chairman may propose candidates in order to reach that number.

**5.3** To the extent possible, the Chief Executive Officer will prepare a list of the proposed candidates and a brief on each candidate containing information (experience, education, specialization, main achievements, etc.), in conformity with Appendix 1. For those purposes, the Chief Executive Officer will ask the candidates to complete and sign the form in Appendix 1.

The proposed candidates must not meet any of the ineligibility criteria in articles 35 and 36 of Law No. 18,046, the Corporations Act. For those purposes, the Chief Executive Officer will ask the candidates to complete and sign the form in Appendix 2.

**5.4** The Chief Executive Officer will communicate the list of board candidates to shareholders as he or she deems appropriate and will publish the data sheet with the background information on each candidate on the Company's website at least two days before the Shareholder Meeting. Nevertheless, if the lists cannot be communicated to shareholders with the required advanced notice, it will be made available to them at the beginning of the respective meeting.

**5.5** Notwithstanding the preceding sections, prior to voting at the Shareholder Meeting to elect a new member of the Board of Directors, the shareholders must specifically be informed of: (i) the maximum number of boards on which it is advisable that elected directors sit; and (ii) if any candidate for director has, or has had over the past 18 months, commercial, contractual or any other type of relationship with the Company's controller or its main competitors or suppliers, based on the information provided by the respective candidates in Appendices 1 and 3.

## **6. VALIDITY**

This Nomination and Election Procedure will take effect once approved by the Board of Directors of Sigdo Koppers and will be revised as needed.

## APPENDIX 1

### CANDIDATE'S PROFESSIONAL PROFILE

Name

Summarized CV

Experience *Indicate organization and years of service*

Education *Indicate institution and years of study*

Specialization *Indicate area of specialization (e.g., Services, Finance, Economics, etc.)*

Main achievements

## APPENDIX 2

### DECLARATION OF ELIGIBILITY FOR OFFICE OF DIRECTOR OF SIGDO KOPPERS S.A. ART. 73 (REGULATIONS FOR CORPORATIONS ACT)

I (name) \_\_\_\_\_, [nationality], [profession or trade], [marital status], Chilean ID No. [ ], in this act, accept my nomination as candidate for Director of Sigdo Koppers S.A., for the Annual General Meeting called for the [ ] day of April of 202\_ or a meeting held in its replacement and I declare that I do not meet any of the ineligibility criteria in articles 35 et al. of Law 18,046, the Corporations Act, to hold that office.

\_\_\_\_\_  
Name and Signature

Santiago, April \_\_\_\_, 202\_

## APPENDIX 3

### DECLARATION OF COMMERCIAL AND CONTRACTUAL RELATIONSHIPS

I (name) \_\_\_\_\_, [nationality], [profession or trade], [marital status], Chilean ID No. [ ], comply with the obligation of reporting the following relationships with the controller of Sigdo Koppers S.A., its main competitors or suppliers over the past 18 months:

- 1.-
- 2.-
- 3.-

\_\_\_\_\_  
Name and Signature

Santiago, April \_\_\_\_, 202\_

# Market Information Manual



## INTRODUCTION

This "Market Information Manual" (hereinafter, the "Manual") has been approved by the Board of Directors of Sigdo Koppers S.A. (hereinafter, "Sigdo Koppers" or the "Company") in compliance with articles 10 and 16 of Law No. 18,045 on the Securities Market ("Securities Market Act"), General Character Standard No. 270 and General Character Standard No. 30 issued by the Chilean Financial Market Commission (hereinafter, the "CMF").

This Manual details the internal policies and standards established by the Company for making information available to the market, as well as the systems implemented to guarantee that said information is communicated in a timely manner and procedures that must be followed by members of the Board of Directors of Sigdo Koppers to acquire or dispose of securities issued by the Company.

This Manual also contains guidelines for correctly complying with the Company's information disclosure obligations, especially the obligation to accurately, sufficiently and opportunistically communicate all essential events or information regarding the Company and its businesses ("Disclosure Procedure").

The Disclosure Procedure is notwithstanding the provisions of the Procedure for Safeguarding Information and the confidentiality obligations that fall on the Company's Board of Directors, in accordance with its internal policies and applicable legal standards in force.

A copy of this Manual, with its respective amendments, will be sent to the Financial Market Commission (CMF) within 48 hours of being implemented or updated. It will also be available for investors at the Company's offices located at Málaga No. 120, 8th Floor, Las Condes and on the website [www.sigdokoppers.cl](http://www.sigdokoppers.cl).

## SCOPE OF MANUAL

The Manual is applicable to: i) directors of the Company; ii) the Chief Executive Officer, managers, liquidators and senior executives, and iii) employees or advisors of the Company, especially those with access to information about the Company classified as information of interest or insider information. This Manual also extends to entities directly controlled by the aforementioned persons and anyone acting on behalf of those persons.

## CONTENTS

### 1. THE CORPORATE BODY RESPONSIBLE

The Board of Directors shall be responsible for correctly applying this Manual, especially with regard to ensuring the full and timely disclosure of the Company's essential information.

Notwithstanding the above, the law permits the Company's Board of Directors to authorize one or more directors, the Chief Executive Officer or any representative to classify a given event as essential and report it as indicated in this Manual. Granting of such authorization must be recorded in the respective Board meeting minutes.

At the meeting where the Board of Directors approved the text of this Manual, the Board of Directors established that any of the Company's directors and the Chief Executive Officer, acting individually, could classify a given event as essential and report it as indicated below.

### 2. TYPES OF INFORMATION ABOUT SIGDO KOPPERS AS AN ENTITY REGISTERED IN THE SECURITIES REGISTRY

Based on the numerous applicable laws, regulations and administrative provisions, information regarding the Company as an entity registered in the CMF's Securities Registry can be classified into one of five different types:

- 2.1** Essential events or information. In conformity with articles 9 and 10 of Law 18,045 and General Character Standard No. 30 issued by the CMF ("NCG N°30"), an event or information is defined as essential when it would be considered important by a prudent person for investment decision making or is capable of significantly affecting the Company's assets and obligations; the performance of its businesses or its financial position ("Essential Information"). Essential Information is regulated in Section 3 of this Manual.
- 2.2** Reserved events. These are essential events that the Board of Directors, with approval from three-fourths of the acting directors, has designated as reserved because they involve negotiations that are pending and, if disclosed, could harm corporate interests ("Reserved Events"). Reserved Events are regulated in Section 4 of this Manual.
- 2.3** Information of Interest to the Market. In conformity with General Character Standard No. 30 issued by the CMF, information of interest is any information not considered an essential event or information that is useful for adequate financial analysis of the Company, its securities or their offering ("Information of Interest"). Information of Interest is regulated in Section 5 of this Manual.



- 2.4** Other information that must be disclosed on an ongoing basis. In addition to the obligation to report Essential Information to the CMF and the market, standards applicable to the Company require it to periodically provide other information, including financial statements, shareholder meeting notices and minutes, transactions and shareholdings of majority shareholders, directors and senior executives, among others, contained particularly in the Corporations Act, the Securities Market Act and NCG No. 30 ("Ongoing Information"). Ongoing Information is regulated in Sections 6 and 7 of this Manual.
- 2.5** Confidential information. Information that does not have to be disclosed, communicated or filed in accordance with applicable regulations that, if disclosed, could bring harm to the Company.
- All Information of Interest that has been provided to the CMF, which that entity will disclose to the general public, shall be considered of public knowledge and, therefore, no longer confidential. The mechanisms for safeguarding Confidential Information are described in Section 10 of this Manual.
- 2.6** Insider Information. Information that meets the following criteria:
- (i) Refers to the Company or its subsidiaries or its businesses or the publicly offered securities issued by those entities,
  - (ii) Has not been disclosed to the market, and
  - (iii) Due to its nature, is capable of influencing the price of securities.

Likewise, Reserved Events are also considered insider information ("Insider Information").

Insider Information is regulated in Section 8 of this Manual.

### **3. DISCLOSURE PROCEDURE FOR ESSENTIAL INFORMATION**

The Company's Board of Directors is responsible for accurately, sufficiently and opportunistically disclosing essential information. Notwithstanding the above, the Board of Directors may authorize one or more directors, the Chief Executive Officer or any other representative to individually or collectively classify an event or information as essential and report it to the CMF, the stock exchanges and the market, as required by NCG No. 30.

The Board of Directors must ensure that essential information is not divulged until it has been disclosed in conformity with articles 9 and 10 of Law No. 18,045. For those purposes, it must follow the Disclosure Procedure for Essential Information and Relevant Events.

Events considered essential must be filed using the CMF's online filing system (SEIL Module) on its website

according to the instructions in Circular No. 1,737, and any future amendments or substitutions.

Essential events must be reported as indicated, as soon as they occur or are brought to the Company's knowledge.

Essential events must be communicated accurately and sufficiently. Therefore, such communications must contain, as appropriate, at least the following elements:

- i. The title must be the phrase "ESSENTIAL EVENT" in uppercase letters.
- ii. The subtitle must indicate the Company's full legal name and its Securities Registry number.
- iii. The date on which the communication was made.
- iv. Indication that the communication is made by virtue of articles 9 and 10-2 of Law No. 18,045, and that it involves an essential event regarding the Company, its businesses, its publicly offered securities or their offering.
- v. The description of the essential event or information at hand should be clear and detailed and also indicate all relevant information or background.
- vi. Amounts involved.
- vii. Ownership or management relationships that could exist with third parties that are involved.
- viii. Deadlines or estimated time frames for carrying out or resolving the transaction/operation.
- ix. Status or phase of the transaction/operation.
- x. Related guarantees, indemnities or compensation.
- xi. Financial effects it could have on the Company's actual or projected assets, liabilities or results. If it cannot be adequately reported, the communication must indicate a likely date for informing the market.
- xii. Indicate whether agreements made by the Board of Directors related to the essential event were approved unanimously or with an absolute majority of those present;
- xiii. Other background considered relevant to properly understand and evaluate the essential event
- xiv. Name of the person signing the communication, indicating that they are duly authorized to do so.
- xv. If documents are attached to the communication, these documents must be listed individually.

In addition, every time information about the Company's financial statements must be disclosed, it must first be filed as an essential event as indicated above and must meet the following requirements:

- i. When disclosing figures regarding results or the financial position, present at least a summarized statement of income or financial position, as appropriate, including the main accounts.
- ii. Include an analysis of the disclosed information with explanations of the figures provided, so as to provide context.

- iii. Include, at the end of the essential event, in bold and in a format that stands out from all other text, the following: "This financial information in no way constitutes or replaces the financial statements filed with the Financial Market Commission and the market, in terms of the required content, procedures and presentation deadlines established by that commission in current standards"

#### **4. HANDLING RESERVED EVENTS**

Classifying an essential event as reserved is considered by Chilean regulation to be an exceptional event and requires special monitoring by the CMF.

Reserved Events are always considered insider information, according to article 164 of the Securities Market Act.

Consequently, the law only permits such classification to be made by a majority of three-fourths of the acting directors on the Board of Directors, which may not delegate this function. The Board of Directors may only classify an essential event as reserved if (i) it involves pending negotiations in which the Company is engaged and (ii) disclosure of said negotiations could harm corporate interests.

Classification as a Reserved Event does not mean it will no longer be communicated to the CMF, but rather that it is reported as reserved.

In deciding to classify information as reserved, the Board of Directors must abide by the following criteria:

- (i) The information must meet the indicated requirements.
- (ii) The persons with knowledge of the information must have a clear confidentiality obligation with respect to that information.
- (iii) Appropriate measures must have been taken to ensure the confidentiality of the information. Once it has been agreed to classify information as reserved, the corresponding agreements must be attached to a log of "Reserved Agreements" and signed by the Board members or managers attending the meeting.

Reserved information and any updates must be sent to the CMF using the SEIL Module on its website, including at least the following information:

- a) The full corporate name of the reporting entity.
- b) The date on which the communication is made.

- c) Indication that the communication is made by virtue of article 10 of Law No. 18,045, and that it involves reserved information regarding the Company, its businesses, its publicly offered securities or their offering.
- d) A clear, detailed description of the reserved information in the terms and conditions indicated for reporting Essential Information.
- e) The estimated period for which the information will remain reserved.
- f) A well-justified, complete explanation of the reasons behind the decision to classify it as reserved.
- g) A list of persons with knowledge of that information.
- h) The Board members or managers who attended the meeting.

If the estimated period expires and the information remains reserved, the Company must inform that situation to the CMF. Likewise, in the event of changes to the nature of the information or the list of persons with knowledge of the reserved event, the Company must inform the CMF.

As soon as the reasons for classifying the information as reserved no longer apply, that circumstance must be reported to the CMF and, if the negotiations were successful, that situation should also be reported to the general market as an Essential Event.

In addition, once the event in question is no longer reserved, and to the extent that the negotiations were successful, the corresponding agreement must be incorporated into the Board minutes book under the first meeting held, leaving record in the Reserved Agreements log of the date of incorporation and the respective folio or page.

## **5. DISCLOSING INFORMATION OF INTEREST TO THE MARKET**

Information of Interest is classified as such because it is not significant enough to be an essential event, but it can still be useful for adequately conducting a financial analysis on the Company, its securities or their offering.

For example, this includes all information of a legal, economic and financial nature that refers to significant aspects of the Company's business or that may have a significant impact on them.

It is not mandatory for the Company to disclose Information of Interest to the market or the CMF.

However, if the Information of Interest has not been formally disclosed and the Company plans to provide it directly or indirectly to a given group in the market, whether via directors, the Chief Executive Officer, managers and/or senior executives of the entity or another external agent authorized by management, it must be given to the recipient under a commitment to keep it confidential and use it only for internal purposes.

If that is not possible, the Information of Interest must be disclosed to the general market when it is given to the specific group in question or as soon as possible after that.

It will be understood that the Company has given the Information of Interest to the entire market when it is published in a visible location on the Company's website: [www.sigdokoppers.cl](http://www.sigdokoppers.cl).

Information of Interest that the Company may provide to a third party in order to meet any legal regulation or contractual obligation shall be exempt from the preceding provisions, provided that the recipient of the Information of Interest is legally or contractually bound to keep the Information of Interest confidential.

As long as the Information of Interest has not been publicly disclosed, it will be considered confidential information and the Sigdo Koppers Procedure for Safeguarding Information shall be fully applicable.

## **6. OBLIGATION TO REPORT TRANSACTIONS BY DIRECTORS, MANAGERS, SENIOR EXECUTIVES AND RELATED PARTIES INVOLVING THE INDICATED SHARES AND SECURITIES**

In conformity with article 12 of the Securities Market Act, the following persons are obligated to report any purchase or sale of shares of the Company or contracts or securities whose price or outcome depends or is conditional upon, fully or significantly, variations in or the evolution of the price of those shares:

- (i) Persons that own 10% or more of the Company's subscribed capital directly or through other individuals or legal entities, or that come to own that percentage as a result of a share purchase, including all persons that alone or through a joint action agreement with others can designate at least one director or own 10% or more of the Company's subscribed capital; and
- (ii) The Company's directors, liquidators, senior executives, administrators and managers, regardless of how many shares they own directly or through other individuals or legal entities.

The information must be sent to the CMF and to each of the securities exchanges in Chile on which the Company is listed no later than the day after the transaction is completed.

In addition, majority shareholders must also report whether their purchases are based on an intention to acquire control of the Company or, if applicable, whether the purchase is only a financial investment.

This is notwithstanding any other reporting obligations applicable to the Company, its directors, Chief Executive Officer, senior executives and/or majority shareholders in conformity with the CMF standards issued for that purpose that are applicable to the Company.

In addition, in conformity with the provisions of Article 17 of the Securities Market Act, the Company's directors, managers, administrators and senior executives, as well as entities controlled by them directly or through other persons, must inform the securities exchanges of their position in securities issued by the Company and by entities from its same corporate group.

This information must be provided within three business days of a person assuming a position, leaving a position and every time their position is significantly modified.

Finally, article 20 of the Securities Market Act requires the Company to inform the CMF and securities exchanges on which their shares are traded of purchases and sales of their shares made by related parties.

### **Communication method**

The referenced information must be communicated as indicated in CMF General Character Standard No. 269 and shall contain at least the following elements:

- a. List of the person or persons engaging in the transaction, specifying their ID number, legal address and relation to the Company;
- b. Relationship to the Company;
- c. Date of transaction, transaction type and value at which it occurred;
- d. Indication of whether the transaction was carried out on market or over the counter.
- e. Number and series, if appropriate, of shares involved in the transaction;
- f. Total amount of the transaction in Chilean pesos;
- g. Percentage represented by the number of shares involved in the transaction;
- h. Final percentage obtained after the transaction;
- i. Total interest in the Company's capital held by the persons involved in the transaction with respect to total share capital and the series, if appropriate; and
- j. Unit price involved in the transaction.

## **7. ONGOING INFORMATION**

The Company's Chief Executive Officer will be responsible for ensuring adequate and timely compliance with the obligations contained in both applicable legislation and standards issued by the CMF regarding the disclosure of Ongoing Information.

## **8. INSIDER INFORMATION**

Directors, the Chief Executive Officer, administrators and senior executives, as well as all other employees of the Company and its subsidiaries, must strictly comply with Law 18,045 on the Securities Market in matters related to Insider Information and, in particular:

- 8.1** They must maintain Insider Information they come to possess strictly confidential and refrain from communicating that information to third parties or making recommendations to purchase or sell the corresponding securities.
- 8.2** They may not purchase or sell securities about which they possess Insider Information, for themselves or third parties, directly or through anyone else.
- 8.3** They may not use Insider Information to make profits or avoid losses, through any transaction, particularly involving such securities or with instruments whose returns are determined by such securities, either for themselves or third parties.
- 8.4** They must also ensure that such conduct does not occur through trusted subordinates or third parties.

The Securities Market Act penalizes violations of the aforementioned conduct with prison time, the obligation to return all profits obtained, a fine of up to UF100,000 (in the event of repeat offenses, the fine may be up to five times that value), as well as the obligation to compensate for third-party damages that could have arisen from committing the crime.

Additionally, these violations will be considered gross misconduct for the Company.

## **9. PROHIBITION TO TRADE SECURITIES ISSUED BY THE COMPANY UNDER THE INDICATED ASSUMPTIONS**

As a general rule, directors, the Chief Executive Officer or whoever acts as such, administrators and senior executives of the Company may purchase or sell securities issued by Sigdo Koppers and its subsidiaries or securities whose price depends on or is conditional upon, fully or significantly, variations in or

the evolution of the price of those securities.

Notwithstanding the above, the directors, Chief Executive Officer, administrators and senior executives, as well as any other employee of the Company and its subsidiaries, may not purchase or sell securities issued by the Company or its subsidiaries if they are in possession of Insider Information or have knowledge of Reserved Events while those events remain confidential, as regulated in the preceding section.

In addition, the Company's directors, managers, administrators and senior executives, as well as their spouses, partners and relatives up to the second degree by blood or marriage, may not directly or indirectly carry out transactions involving the aforementioned securities within 30 days before disclosure of the Company's quarterly or annual financial statements.

For these purposes, the Company's Board of Directors must publish, on the Company's website or using the SEIL Module established for that purpose by the CMF, the date or schedule of dates on which it will disclose its next financial statements at least 30 days in advance of the respective disclosure.

Finally, in the event that the Board of Directors determines a blackout period for transactions involving securities issued by the Company or its subsidiaries and communicates it to the persons affected by the prohibition, those persons must refrain from directly or indirectly carrying out any such transaction.

## **10. MECHANISMS FOR SAFEGUARDING CONFIDENTIAL INFORMATION**

Confidential Information is defined as information that does not have to be disclosed, communicated or filed in accordance with applicable regulations that, if disclosed, could bring harm to the Company.

All Information of Interest that has been provided to the CMF, which that entity will disclose to the general public, shall no longer be considered confidential.

The Company's directors, Chief Executive Officer or whoever acts as such, administrators, senior executives and all employees or advisors with access to Confidential Information will be required to keep that information strictly confidential and comply with the Sigdo Koppers Procedure for Safeguarding Information as well as the following standards specifically established for information regarding capital markets.

If the indicated persons have access to Confidential Information, they must use all necessary measures to safeguard it from third parties, taking due precaution in storing it, based on the sensitivity of the



respective information and the Sigdo Koppers Procedure for Safeguarding Information.

Every time Confidential Information must be revealed to any person that is not bound legally or by a non-disclosure agreement, that person must first sign a non-disclosure agreement regarding that information.

The only exceptions to this prohibition will be cases in which the person is obligated to disclose Confidential Information in any of the following situations: (i) to comply with legal, regulatory or administrative requirements, in which case they must limit themselves to only revealing Confidential Information considered indispensable to comply with the respective legal, regulatory or administrative requirement, and they must also inform the Company's Board of Directors of the situation as soon as possible; and (ii) if necessary for the progress of company business, in which case they may only hand over Confidential Information with a prior written commitment from the recipient to not disclose it, to not use it for purposes other than those for which it is being handed over and to use maximum precaution to prevent it from being learned by third parties.

Notwithstanding the above, and for any pertinent purpose, the following individuals will have access to the Company's reserved essential information: (a) directors, (b) the Chief Executive Officer, (c) the Chief Financial Officer, (d) the Corporate Controller, (e) legal advisors, (f) external auditors and (g) advisors to the Board of Directors and the Chairman, as determined by the Board of Directors and Chairman.

Each individual with access to the Company's Confidential Information will be responsible for ensuring its proper storage and safeguarding, in accordance with the preceding sections.

## **11. OFFICIAL SPOKESPEOPLE AND MEDIA RELATIONS**

The Company's official spokespeople for third-party communications, and especially for the media, will be the Chairman of the Board of Directors and the Chief Executive Officer, who will act in coordination, either together or separately, and may also designate other persons as official spokespeople for given matters.

If information about the Company or its subsidiaries were to appear in the media from a source other than the official spokespeople, it will be reviewed by the Company's Chief Executive Officer and the Chairman of the Board of Directors and, in the event of misunderstandings or inaccuracy, it will be clarified or rectified in a statement on the Company's website from one of the official spokespeople.

## **12. DISTRIBUTING THE MANUAL**

This Manual will be delivered by hand, free of charge, to all persons within its scope, and each must sign an acknowledgement receipt. By signing, recipients confirm knowledge of the Manual's provisions and their obligation to comply. Notwithstanding the above, the statement confirming knowledge of the Manual's provisions and the obligation to comply will also be attached to the respective employment contracts of subordinate or dependent workers.

The Manual will also be made available to the general public by publishing and permanently displaying it on the Company's website.

Any modification to the Manual must be communicated by way of a notice published on the Company's website, along with publication of an updated version of the Manual.

## **13. TRAINING**

The Company's Chief Executive Officer or the respective department, as appropriate, will be responsible for distributing this Manual and explaining its contents and scope to all recipients.

Any questions regarding the Manual's application and scope should be sent to the manager of the individual's respective area.

If it is deemed appropriate to share the answer to a specific question with other workers of the Company, the manager of the respective area shall communicate it to other workers as they see fit using the means they consider suitable.

## **14. MANUAL COMPLIANCE AND PENALTIES**

The Compliance Committee will be responsible for correctly and appropriately applying this Manual as well as being familiar with violations and applying any corresponding penalties.

This committee will consist of the Chairman of the Board of Directors, who will also preside over the committee, the Vice-Chairman of the Board of Directors and the Chief Executive Officer, who will act as the secretary.

Should any Committee member have a conflict of interest that compromises their independence, they must communicate it and refrain from participating in meetings to evaluate the case with respect to which they have a conflict and must be replaced for the specific matter in question by a director especially designated by the Board of Directors for that purpose.

The Committee will meet with all members in attendance and make decisions with affirmative votes from at least two of its members.

The secretary of the Committee will be responsible for taking minutes.

The Committee does not have to observe any formality with respect to knowledge of the matters submitted to it for vote. Even so, it may not make a decision without first allowing the accused individual to present their defense.

Notwithstanding other actions that can be lawfully pursued, based on the seriousness of the violation, the Committee may apply penalties in the form of verbal or written warnings or termination of the employment or advisory contract, as appropriate.

## **15. VALIDITY**

This Manual took effect on June 1, 2008, and its modifications will take effect as of July 26, 2021.



# Senior Executive Succession Policy

## INTRODUCTION

Sigdo Koppers S.A., hereinafter “Sigdo Koppers S.A.” or “the Company”, recognizes that change in senior management is inevitable and can present a major challenge.

This succession policy for senior and other key executives will help prepare the Company for the need to make changes or replacements, providing guidelines for developing potential candidates for succession, suitably transferring authority and information and guaranteeing the Company's stability and business continuity.

### 1. OBJECTIVE

The objective of this document is to define guidelines for a succession process for senior and other key executives that contributes to the Company's stability and business continuity by developing professionals within the Company as potential successors for key positions.

This policy is developed based on a proactive and forward-looking process, enabling the Company to evaluate and determine the key positions identified and establish potential candidates that could fill the vacancies and a development plan for them.

### 2. SCOPE

This policy is applicable to the succession of senior and other executives defined as “key” by the Board of Directors.

### 3. CORPORATE BODIES RESPONSIBLE

Board of Directors of Sigdo Koppers S.A.	Responsible for compliance with this policy.
Chief Executive Officer of Sigdo Koppers S.A.	

## 4. DEFINITIONS

Senior Executives: Executives responsible for leading the Company, implementing its strategy and meeting its objectives, and who thereby are important fixtures within its structure, such as: Chief Executive Officer, Division Managers and others defined by the Board of Directors.

Key Executives: Positions not considered senior management but that are defined by the Board of Directors or the Chief Executive Officer, or anyone designated by them, as fundamental for meeting the Company's objectives.

Senior Executive Succession Planning: An ongoing process that identifies key positions and determines the profile or skills required for those positions in order to then evaluate, develop and retain those professionals so as to guarantee options for leadership continuity for all critical positions.

Crisis or serious contingency: A confluence of changes in any area that generates instability or modifications; examples include large-scale political, economic or environmental (e.g., an earthquake) incidents.

## 5. REFERENCES

- General Character Standard No. 385, dated June 8, 2015, from the CMF.
- Sigdo Koppers S.A. Policy on Hiring External Advisors.

## 6. GENERAL GUIDELINES

- The Board of Directors will evaluate the definition of senior executive and key positions, as well as the professional profile and skills required for each one.
- The Company may use external recruitment services or foster internal professional development and mobility for vacancies, when necessary.
- The succession process for senior and key executives will be confidential and reserved. However, the Board of Directors may inform shareholders and investors that an executive succession process is taking place.
- Executive succession planning will be reviewed periodically on an as-needed basis.

## **7. SUCCESION PROCEDURE FOR KEY EXECUTIVES**

The steps to follow in order to safeguard the continuity of the duties of senior or other key executives are described below. The Chief Executive Officer, or anyone else designated by the Board of Directors, is responsible for carrying out these steps.

### **7.1 Identifying positions**

- Identify the senior and key positions in each area of the Company and document this step.
- Formally describe the profile required for each senior and key position, including responsibilities, competencies and skills. It is important to identify their specific problem-solving capacities, attributes and behavioral traits.

### **7.2 Identifying and preparing candidates**

- Estimate the time frames over which succession will take place.
- Identify potential successors from among employees of Sigdo Koppers S.A.
- Analyze and compare the competencies of the possible successors and employees nearing the required competencies, in order to identify areas that need to be developed.
- Define the possible successors deemed necessary for each position and develop an action plan for each person in order to gradually build in him or her the necessary skills and experience to be candidates to cover critical positions in the future.
- Periodically, the Board of Directors and Chief Executive Officer, or anyone designated by them, will monitor progress on these plans and define the need to update the plan (dates, new potential candidates, etc.).

### **7.3 Replacement**

#### **7.3.1 Permanent replacement**

- In the event of permanent absence of a senior or key executive, the directors will decide whether to replace him or her with an internal successor defined by the Company or an external candidate.
- If the Board of Directors decides to replace the executive with a professional from outside Sigdo Koppers S.A., it will preferentially hire an external advisor or human resources expert to provide placement services to identify candidates that meet the previously defined profile for the vacant position, notwithstanding that the Chief Executive Officer may directly propose a candidate.

- The Board of Directors, or anyone designated by it, will select the candidate to replace the executive as well as the person in charge of transferring duties and relevant information to the new executive.
- The Board of Directors and the Chief Executive Officer, or whomever they designate, will define a training program for the chosen successor.

### **7.3.2 Temporary replacement**

- In the event of temporary absence (vacation, travel, medical leave, etc.) of a senior or key executive, an interim successor will be designated under the following terms: in the absence of the Chief Executive Officer, the Board of Directors will designate another executive to replace him or her for the length of his or her absence. For other senior executives, the Chief Executive Officer will designate the replacement executive.
- If the senior executive is unable to resume their duties, the procedure for permanently replacing executives will be followed.

## **7.4. Crisis or serious contingencies**

- In the event of a crisis or serious contingency that impedes the Company from operating normally, the Board of Directors must meet remotely (via video conference, conference call or another mechanism) or off Company premises to carry out the tasks inherent to this body in such situations.
- The Chairman of the Board of Directors, of his or her own volition or upon request of one or more directors, may call an extraordinary meeting once the chairman validates the need for the meeting, unless the request is made by an absolute majority of directors, in which case a meeting must be held without the need for prior validation.

## **8. Validity**

This procedure will take effect once approved by the Board of Directors of Sigdo Koppers S.A. and will be revised as needed.



# Corporate Code of Ethics

## Sigdo Koppers S.A.

**Dear Employees:**

The following pages contain the Corporate Code of Ethics for Sigdo Koppers S.A. ("**Sigdo Koppers**", "**SK**" or the "**Company**")<sup>1</sup>, which presents the values, principles and norms of conduct that the Board of Directors has defined as fundamental and lay the foundation for moving our business into the future.

Since the Company's inception, our actions have been governed by the values established by the founding partners. This foundation has shaped the corporate culture for which the Company is known and has been successfully passed on to its subsidiaries. However, our growth drives us to prepare a written Code of Ethics that should serve as a guide for engaging with all our stakeholders and override any other circumstance.

This code is based on ethical and business practices that Sigdo Koppers has promoted through its Corporate Governance, including the search for excellence, integrity, commitment, teamwork, perseverance, consistency, respect, honesty and responsibility, as indispensable principles that must be present in our activities.

I invite you to read this code, to understand and follow it in order to preserve the workplace culture that sets Sigdo Koppers apart as a serious, trustworthy organization with a track record that makes each of us proud to work for this Company.

Sincerely,

**Juan Eduardo Errázuriz Ossa**

Executive President  
Sigdo Koppers S.A.

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<sup>1</sup> Unless the context indicates otherwise, any mentions of "corporation", "company" or "enterprise" shall be understood to refer to Sigdo Koppers.

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### 1. INTRODUCTION

This Corporate Code of Ethics for Sigdo Koppers S.A. is intended to present the Company's vision, mission, values and principles, and its commitment to ethical behavior in all activities, including relations with collaborators, suppliers and customers, with communities where we operate, regulators and, in general, in all interactions involving Sigdo Koppers, regardless of the physical location where its activities and functions are carried out.

The Corporate Code of Ethics establishes a set of standards that regulate the behavior of all collaborators of the Company and its subsidiaries, establishing the ethical framework of principles, values and conduct that must govern the performance of collaborators and/or advisors. They are mandatory for all members, with the aim of incorporating the mission, values and principles of Sigdo Koppers into all their activities.

The main objective of this Code is to maintain a line of conduct for all members of the organization, enabling Sigdo Koppers to maximize its development and provide a positive work environment, while

safeguarding transparent relations with customers, suppliers, private and public institutions and the community at large.

## 2. SCOPE, APPLICATION AND RESPONSIBILITIES

### 2.1 Scope and Application

This Corporate Code of Ethics has been approved by the Board of Directors of Sigdo Koppers S.A., and is mandatory for the Company's directors, managers, senior executives, employees and providers of professional services (the "collaborators").

The Code of Ethics applies to the conduct of all collaborators in relation to all activities of Sigdo Koppers and its related parties<sup>2</sup>.

The Code does not replace or revoke other internal policies and/or procedures or legal aspects, but rather complements and completes them. This Code is designed to supplement the Employment Contract, the Occupational Health and Safety Policy and the standards and procedures that regulate the duties performed by collaborators, who are responsible for knowing and complying with them.

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<sup>2</sup> Related party" is defined as indicated in article 100 of Law 18,045 on the securities market. Therefore, the following are considered to be related to a company:

- a) The entities of the corporate group to which the company belongs;
- b) The legal entities that are, with respect to the company, its parent company, minority investor, subsidiary or associate;
- c) The directors, managers, administrators, senior executives or liquidators of the company, and their spouses and relatives up to the second degree by blood, as well as all entities controlled by them directly or through third parties, and
- d) Any party that, alone or with other shareholders through a shareholder agreement, may appoint at least one member of the Company's management or controls 10% or more of the capital or the voting rights in the case of a simplified corporation.

The concept of related party can also be extended to any individual or legal entity with respect to which, because of relationships of ownership, administration, kinship, responsibility or subordination, it can be assumed that:

1. By itself or with other parties of a joint action agreement, it has sufficient voting power to influence the company's management;
2. Its business with the company gives rise to conflicts of interest;
3. Its management is influenced by the company, if it is a legal entity, or
4. If, because of their position or job, they have access to information about the company and its businesses that has not been publicly disclosed to the market and could influence the value of the company's securities.

When deemed necessary, Sigdo Koppers may modify this Code of Ethics or establish specific conduct requirements for certain cases, either through an act of the Board of Directors or the respective supervisor, which may be even stricter than the provisions of this Code. These changes will be informed in a timely manner via the corresponding channels.

## 2.2 Responsibility

Each and every collaborator is responsible for reading, knowing and strictly complying with this Code, and for promoting its observance by people with ties to Sigdo Koppers and our related parties.

All collaborators that learn of an inappropriate conduct or situation or apparent violation are obligated to report that situation in a timely manner to their immediate supervisor, an area manager or by using the Whistleblower Channel.

Any questions regarding this Code of Ethics should be directed to one's immediate supervisor or the Whistleblower Channel. This Code will be included on the Company's website and will be duly notified and published for the knowledge of all collaborators.

In view of the above, all collaborators:

- Acknowledge that this Corporate Code of Ethics is mandatory with respect to all conduct in relation to Sigdo Koppers and its related parties.
- Understand that this Code is complemented by other applicable legal, contractual and regulatory standards and, therefore, they must not only comply with this Code of Ethics but also the specific policies regulating it, legal standards in force, the Occupational Health and Safety Policy and any guidelines and instructions established by the Board of Directors or their supervisor in accordance with this Code and other Sigdo Koppers policies.
- Must keep an eye out for modifications to this Code or the specific conduct requirements that may be issued from time to time in new policies, regulations or instructions issued by the Board of Directors or their supervisor.
- Encourage observance of this Code by all persons with ties to the Company.
- Report any inappropriate conduct or situation or apparent violation that comes to their knowledge. Refraining from reporting inappropriate conduct is considered a violation of this Corporate Code of Ethics.
- Clear up any questions regarding this Code of Ethics with their supervisor or the respective whistleblower channel, as appropriate.

### **3. VISION, MISSION AND VALUES**

#### **3.1 Visión**

Grow profitably, continuously and in a sustainable manner, consolidating our development in the various industries and markets in which we participate, identifying new investment opportunities consistent with our long-term vision.

#### **3.2 Mission**

To be a leading and comprehensive provider of services and products for mining and industry, providing our customers with the highest quality, creating value for our shareholders and development opportunities for our people.

Therefore, we must:

- Aspire to be a benchmark for innovation, service, efficiency, quality, ethics and safety in all our activities.
- Incorporate ethics into our individual and collective actions in order to become a benchmark for our colleagues, the industry and the country.
- Try to anticipate market needs with a long-term perspective that allows us to strengthen Sigdo Koppers's leadership and propel it into the future.
- Be innovative in our product and service offering for our customers, as well as development opportunities for our collaborators.
- Foster the development of our people, promoting their skills, capacities and leadership, encouraging trust and collaboration both within Sigdo Koppers and with others with whom we engage.
- Aspire to operational excellence to guarantee the safety of people, operations and facilities, care for the environment and the quality of the products and services we deliver to our customers.

#### **3.3 Values**

The following section describes the Values that, along with our Vision and Mission, should inspire the professional endeavors of all Sigdo Koppers collaborators and activities of our companies, and guide the interpretation of this Corporate Code of Ethics:

### **Commitment to Life**

We put people's health and safety first in everything we do.

Personal dignity, mutual respect and empathy are the basis of our working relationship with our collaborators, suppliers, customers and the communities where our operations are located.

We prioritize environmental protection and the responsible use of resources in the development of our products and services.

### **Integrity**

We only make commitments that we can keep, and we respect all agreements and ethical and legal standards throughout our business operations.

### **Excellence**

We provide high-quality products and services, and we push ourselves to innovate and to find the best solutions.

We act responsibly and with initiative, demonstrating our determination to achieve our goals.

We work as a team, we share knowledge and we are committed to obtaining the best possible results.

### **Customer Focus**

We build long-term relationships of trust with our customers. We take the time to understand their needs, to see things from their point of view and to meet their expectations with competitive, high-quality solutions.

## **4. BUSINESS CONDUCT GUIDELINES**

All collaborators must comply with the Vision, Mission and Values of Sigdo Koppers and, therefore, must:

- Cultivate within the Company healthy relationships and mutual respect among all members of the organization and take a special interest in developing good relationships with others.
- Fully comply with their professional obligations as set forth in current legislation, this Code of Ethics, the Occupational Health and Safety Policy, instructions and policies issued by the Board of Directors and their supervisors in conformity with this Code of Ethics.
- Know, apply and transmit the values and principles that are the basis for everything Sigdo Koppers is and does.
- Protect Sigdo Koppers's image and prestige, as its foundation of legitimacy within the business world.
- Demonstrate a team spirit and loyalty as values that inspire the spirit of Sigdo Koppers team members.

- Safeguard transparency and integrity in everything the Company does, in conformity with current laws and internal policies.
- Protect the dignity of their coworkers and respect individual, cultural, gender, ethnic, religious, ideological and other differences.
- Act kindly, diligently and opportunely with respect to our customers and suppliers, always contributing to the compliance of the Sigdo Koppers Mission and Vision.

## **5. COMPLIANCE WITH CURRENT STANDARDS**

All collaborators must fully comply with the current standards in laws, regulations, orders issued by authorities, this Code of Ethics, the Occupational Health and Safety Policy and instructions and policies duly issued by the Board of Directors and their supervisors in conformity with this Code of Ethics. The Company will select suppliers that comply with tax and labor laws and have a good reputation.

## **6. COLLABORATOR RELATIONS**

All collaborator relations will adhere to the Vision, Mission and Values of Sigdo Koppers, complying with the provisions described below and with strict observance of the conflict of interest rules addressed later in this document.

### **6.1 Respect and Dignity**

Our collaborators must be treated with mutual respect, with due attention to the dignity of all persons, whether executives, employees or external advisors, and even customers, suppliers or members of the communities where we operate.

As a result of these values, we must:

- Promote respectful, safe and decent treatment of all our collaborators, with special accountability for supervisors in exercising their authority responsibly, ethically and prudently, while respecting the Company's policies.

Disrespectful treatment from or towards any collaborator and inaction by any supervisor to correct bad behavior shall both be considered violations of this Code of Ethics.



- Promote a friendly working environment that is conducive to the professional development of our collaborators and the correct performance of Sigdo Koppers in fulfilling its vision and mission and applying its values.

Any form of harassment or abuse involving any collaborator will not be tolerated. The Company specifically renounces any conduct that leads to an intimidating, hostile or offensive working environment, including the following types of harassment, abuse or mistreatment:

- Physical (aggression)
  - Verbal (harassment, abuse or mistreatment using words, tone or other expressions)
  - Written or graphic (messages, notes, illustrations, etc.)
  - Psychological (bullying or belittling)
  - Sexual<sup>3</sup>
- 
- With respect to directors, managers, executives, representatives and other people with responsibility over others: exercise their authority responsibly and respectfully, looking out for the proper development of the persons they supervise, and adopting measures to comply with the Values, Principles and applicable standards in conformity with this Corporate Code of Ethics.

All directors, managers or persons in charge of supervising or directing other collaborators must exercise their functions in compliance with the corresponding legal and ethical standards. They may not take advantage of their position or job to request special favors or other advantages. No director, manager or supervisor may receive gifts, benefits, favors or special courtesies, or any article of value, from subordinates, except for items related to compliance of the duties of each of their positions.

All collaborators who consider themselves victims of these conducts are entitled to report them in conformity with the Occupational Health and Safety Policy.

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<sup>3</sup> Sexual harassment is conduct that, by any means, involves improper, untimely or non-consensual sexual requests or insinuations that generate an offensive working environment that threatens or harms one's work situation and job opportunities. Examples of conduct that, complying with all other requirements, could be considered sexual harassment include: - Non-consensual physical advances or contact. - Verbal proposals of a sexual nature. - Unaccepted gifts with romantic or physical connotations. - Emails or personal letters with sexual requests. - Non-consensual showing of graphic material with sexual connotations. - Impeding or blocking a person's movement, etc.

## 6.2 Equal Opportunity

The Company repudiates all arbitrarily discriminatory conduct, especially (including but not limited to) when based on gender, marital status, age, religion, race, political opinion, social and economic class, pregnancy, language, dialect, social or ethnic origin, nationality, sexual orientation or disability. Conduct towards collaborators should be based on individual merit and the needs of the Sigdo Koppers companies.

Therefore:

- All collaborators must safeguard equal opportunity for all persons that work at Sigdo Koppers and those who wish to join our teams.
- All supervisors and the Board of Directors are particularly responsible for establishing policies and practices that encourage respect, promote the dignity of people and prevent mistreatment.
- Relationships between collaborators must be based on respect and trust, avoiding conditions that can give rise to situations that affect impartiality.
- Interpersonal relationships that could affect impartiality in the treatment of collaborators must be reported to the corresponding supervisor. No collaborator may be a direct subordinate of a relative or person with whom they are in a romantic relationship.

Unjustified favoritism and arbitrary discrimination are considered violations of these Values.

## 6.3 Safe Environment

Protecting health, safety and the environment are fundamental objectives at Sigdo Koppers. The Company will make an effort to develop and provide products and services that do not inappropriately impact the environment, that are safe for the use for which they were intended, that efficiently consume energy and natural resources and that can be recycled or disposed of safely.

Therefore:

- All collaborators must perform their duties and responsibilities in compliance with current laws and industry standards on health and safety in the workplace and the prevention of environmental pollution.

Each collaborator is responsible for taking the appropriate measures to avoid workplace accidents, illnesses and to contribute to a safe and healthy work environment.

- Supervisors must supply all our collaborators with the tools and resources necessary to perform their functions safely and in compliance with current standards.

- Employees must notify their supervisors if they do not have the tools or resources necessary to perform their functions safely and in compliance with current standards and must postpone risky tasks until the tools or resources necessary to complete them safely are implemented.
- All collaborators must act responsibly with respect to the use of alcohol and other substances that can affect their capacity to work and must show up at work in appropriate mental and physical conditions to perform their functions satisfactorily and safely.

It is strictly prohibited to be under the influence of alcohol or any other substance that can affect the capacity to perform one's duties safely. The Company prohibits the consumption, sale, distribution or production of alcohol or any illegal substance during work hours or at work, at company facilities or in any way that can be tied to the performance of their duties for Sigdo Koppers.

The use of medication during work hours or at work is permitted, when used as indicated by a doctor or as a health treatment, provided that it does not affect the collaborator's capacity to perform their duties efficiently and safely.

#### **6.4 Personal Information**

All Sigdo Koppers collaborators are responsible for safeguarding the personal information of everyone with which we interact. Such information will only be accessible to those persons that have a need to use it to perform their duties, who may only utilize it and communicate it to third parties in conformity with current standards, or with the interested party's consent.

Sigdo Koppers will not disclose confidential information about collaborators, even after the work or commercial relationship has been terminated.

In turn, collaborators will safeguard their own personal information and documents, storing or conserving them in the Company's computers, systems or facilities, since they will be accessible by the Company, other collaborators or even third parties.

### **7. CUSTOMER, SUPPLIER, CONTRACTOR, COMMUNITY AND REGULATOR RELATIONS**

All relations with customers, suppliers, contractors, communities and regulators will adhere to the Vision, Mission and Values of Sigdo Koppers, complying with the provisions described below and in strict observance of the conflict of interest rules addressed later in this document.

## 7.1 Customer Relations

The Company's commitment to our customers' satisfaction must be reflected in respect for their rights and an ongoing search for innovative and competitive solutions that enable them to optimize processes, always in line with the Sigdo Koppers vision, mission and values.

In order to preserve the highest degree of trust from our customers, Sigdo Koppers observes a policy of treating all commercial and business-related information obtained from its commercial relations as its customers' confidential property. Sigdo Koppers will not disclose information related to these deals or their outcomes without their consent. Exceptions include cases in which disclosure has been requested by the customer or legally ordered. This commitment will continue even once the work or commercial relationship has been terminated.

## 7.2 Supplier and Contractor Relations

Relations between collaborators and our suppliers and contractors must remain strictly independent and in accordance with this Code of Ethics. The Company will not tolerate arbitrary discrimination in hiring suppliers or practices that are abusive or violate current standards or our Vision, Mission and Values.

Therefore:

- The selection and hiring of suppliers and contractors will always be based on technical, professional and ethical criteria, as well as on our needs. Bids must be chosen based on objective factors such as competency, timing, price and quality.
- In complying with the above, in the event that the chosen supplier or contractor is a related party of the Company, all applicable rules for related party transactions must be strictly observed. For those purposes, before hiring the contractor or supplier, it must sign a declaration indicating that it is a related party of Sigdo Koppers.
- Selection procedures must be transparent, defined prior to selection and demonstrable to Sigdo Koppers leadership.
- Relations will not be maintained with suppliers that do not respect current laws and regulations, especially in labor, safety and environmental matters, or about which there is any reasonable doubt as to their integrity or ethical principles.
- In no case may these decisions be influenced by favors, gifts, invitations, loans or services of any nature. Account statements, reports, controls and invoices must correctly and faithfully reflect transactions with customers, suppliers and contractors.

### 7.3 Community Relations

Sigdo Koppers prioritizes relationships based on trust and transparency with the communities where we operate. The Company encourages the development of bonds that enable it to help improve residents' quality of life and local development.

### 7.4 Regulatory Relations

Relationships with authorities or government institutions will be based on open, objective and transparent communication and fully comply with the Sigdo Koppers Values.

Therefore:

- We will respond appropriately and promptly to regulatory requirements and acts, especially regarding inspections, consultations and investigations, collaborating as mandated by the corporate values contained in this Corporate Code of Ethics.
- Any contact with authorities as a result of legislative, regulatory or administrative activity will be made transparently, in strict compliance with current standards and our values.
- Any acts that might legally affect Sigdo Koppers involving authorities, public officials, the media or oversight bodies must first be reviewed and approved by the Board of Directors or the Chief Executive Officer, as appropriate.
- All collaborators must ensure they respond in a timely manner through regular channels to requests for information from regulators, oversight or government bodies, which must be channeled through their corresponding supervisor.
- In the event of court subpoenas or judicial orders, the collaborator must first consult with the Chief Executive Officer to receive guidance as to how to proceed.

## 8. CORPORATE REPUTATION

All collaborators must safeguard the good name and reputation of Sigdo Koppers, always acting in accordance with our Vision, Mission and Values.

Therefore:

- Employees may act in representation of Sigdo Koppers or its related parties to the extent they have the necessary legal or formal powers to do so and have been duly authorized by the Board of Directors, the Chief Executive Officer or their corresponding supervisors.

Any collaborator acting without due authorization or outside the circumstances described in the policies or instructions that have been duly given to them, even when they have powers granted in a power of attorney or mandate issued by the Board of Directors, the Chief Executive Officer or their direct supervisor, will be a violation of this Code of Ethics.

- All information related to the Company that is provided to the media through written releases, press conferences, interviews or statements must be authorized by the Chief Executive Officer or senior levels determined by the CEO.

Using Sigdo Koppers stationery, company letterhead, resources or symbols for personal communications so as to mislead recipients as to the nature of that communication will be considered a violation of this Corporate Code of Ethics. Likewise, at private acts carried out by collaborators on their own, they may not make statements or engage in acts that can be interpreted as acts being performed on behalf of the Company.

It is recommended that, to the extent appropriate and without disturbing their legitimate freedom of association, all collaborators that take on positions in trade, social, political or other types of institutions notify their supervisor promptly, always making sure to not mislead others to think they are participating in representation of Sigdo Koppers when that is not the case.

No collaborator may take on positions or responsibilities in other companies or institutions in violation of their legal and contractual duties with Sigdo Koppers.

## **9. HANDLING INFORMATION**

### **9.1 Information Accuracy**

All information used or produced by our collaborators because of their position must be treated integrally, in full compliance with accounting, tax, securities market, anti-monopoly and any other applicable standards.

All reports and information communicated internally within Sigdo Koppers or handed over to authorities, the market or third parties must be complete and correct. It is prohibited to conceal information and/or provide inaccurate or incomplete data.

All collaborators must cooperate to maintain accurate information and must notify their supervisor of any circumstance in which they have reason to believe that the information does not meet the standards set by Sigdo Koppers.

## 9.2 Safeguarding Information

Sigdo Koppers or its respective subsidiary or related party owns all the information created by its collaborators as a result of their functions or position, which continues even after the employment or professional relationship has terminated, regardless of the format or type of information.

Therefore, all collaborators must:

- Maintain custody and discretion of all Sigdo Koppers information and documents under their responsibility.
- Keep confidential all information that has not been disclosed to the market or is not public, complying fully with the Sigdo Koppers Procedure for Safeguarding Information.
- Promptly notify their supervisor of any situation that could harm trust in or the credibility of Sigdo Koppers.
- Ask their supervisor in the event of doubts with respect to whether certain information must be considered confidential or requires special treatment.
- Return all confidential information to their supervisor once the employment relationship has terminated.
- Refrain from using or disclosing company information for their own or third-party gain.
- Never try to gain access to information for which they do not have authorization, whether company or third-party information.
- Never disclose or lead others to disclose confidential information from prior employers or other third parties.
- Cooperate to keep information duly safeguarded and notify their supervisor of any circumstance in which they have reason to believe that the information does not meet the standards set by Sigdo Koppers in accordance with this Corporate Code of Ethics.
- Fully comply with the Market Information Manual if the information is related to the securities market.

Improper use of information is not only an ethical offense but may give rise to legal liability for the organization and the person committing such act.

## 9.3 Reserved Information

Collaborators that access or possess reserved information are responsible for keeping it confidential and disclosing it only to those who need to know it based on their functions or position.

They should particularly keep under reserve all confidential information that includes:

- Personal data and private information on employees, customers, suppliers, contractors, advisors and others with commercial ties to Sigdo Koppers (i.e. name, address, telephone number, date of birth and commercial information).
- Strategic information about Sigdo Koppers, which includes information that gives the Company competitive advantages or cannot yet be disclosed to the market (commercial, financial, operational, technical or legal information of interest to competitors, new projects, agreements with customers and suppliers, customer and employee records, litigation, etc.).
- Insider information: Information about Sigdo Koppers and its related companies, their businesses or securities issued by those entities that has not been disclosed to the market and that, given its nature, could affect the value of those securities if known. Other examples of insider information include the Reserved Events referenced in the Sigdo Koppers Market Information Manual and the Company's yet undisclosed financial statements.

In addition to keeping this information confidential, no collaborator may use the information to obtain direct or indirect advantages, for their own or third-party gain, or engage in any type of transaction involving securities issued by Sigdo Koppers or its related companies while in possession of insider information.

Confidential information may only be disclosed to third parties or others without ties to Sigdo Koppers with authorization from the Board of Directors or the Chief Executive Officer.

## **9.4 Disclosing Information of Interest to the Market**

As set forth in article 10 of Law No. 18,045 on the Securities Market, modified by Law No. 21,314, the Company's Board of Directors must implement policies, procedures, systems and controls to ensure that essential information is disclosed in conformity with the law and prevent it from being leaked until officially disclosed.

This is in conformity with the General Character Standard issued for that purpose by the Financial Market Commission and provisions of the Sigdo Koppers Market Information Manual.

# **10. SAFEGUARDING ASSETS**

## **10.1 General Principles**

All collaborators must appropriately use the organization's assets, utilizing them exclusively for Sigdo Koppers functions, as intended and without allowing them to be used for personal gain or to benefit any third party outside the organization.



The Company's assets include not only its equipment, materials, buildings, vehicles, tools, furnishings and machinery but also the information, databases, systems, communication media, trademarks, patents, intellectual property, trade secrets, business plans, blueprints, emails, work time and work product of collaborators (this condition survives after they cease to belong to the Company).

As regulated by the Intellectual Property Law, trade secrets consist of all knowledge of products or industrial procedures that give the Company a benefit, edge or competitive advantage as long as it is kept in reserve.

Therefore, all collaborators must:

- Ensure due custody of the Company's assets, especially those under their responsibility.
- Preserve the assets' value, as well as their efficient use, working condition or utility, striving to maximize their capacity and useful life.
- Protect the assets from loss, improper use, damage, theft or sabotage.
- Exercise prudence in managing the Company's financial resources.
- Strictly comply with the procedures established for asset use.
- Keep supporting information for all transactions conducted with company resources.
- Submit timely expense reports for resources spent to fulfill their responsibilities.
- Use trademarks, patents and other intellectual property of Sigdo Koppers in accordance with current standards in order to preserve rights over these items.

Similarly, collaborators are prohibited from:

- Using assets of Sigdo Koppers or its related parties for personal or third-party gain, without authorization from their supervisor granted in conformity with this Corporate Code of Ethics.
- Allowing third parties to use or access the assets of the Company or its related persons, without authorization from their supervisor or the Board of Directors, granted in conformity with this Corporate Code of Ethics.
- Removing documents, information or software, without due authorization, even when the collaborator has generated or created that document, information or software (especially the contents of work computers or electronic devices).
- Unlawfully acquiring trade secrets of Sigdo Koppers or its related companies, including removing that information through any means, and disclosing or exploiting, without prior authorization from the Company, trade secrets of Sigdo Koppers or its related companies to which they had legitimate access.
- Using the assets of the Company or its related persons for non-work purposes, unless expressly authorized by their supervisor.

- Using money, assets or services for political, charitable or other contributions, unless permitted by law and authorized by the Board of Directors or the Chief Executive Officer, or in accordance with policies approved by them.
- Utilizing software, trademarks or another element of industrial property not owned by Sigdo Koppers and with respect to which we do not have a license or authorization to use.

## 10.2 Information and Communication Systems

This refers to assets, computer systems and other devices made available to collaborators to communicate and perform their duties, such as computers, communications systems, mobile phones, software, etc.

Collaborators acknowledge that all data files created, received or sent using Sigdo Koppers systems are the Company's property and may be accessed by it, used for its benefit and destroyed in accordance with its policies. Accordingly, collaborators acknowledge that if information and communication systems (e.g., computers, telephones and email) are used for personal communication or documents, that information does not have to be kept under reserve like the information referenced in the section on "Privacy and Personal Information."

All collaborators are bound to protect the confidentiality of Sigdo Koppers's information and its Information and Communication Systems.

Therefore, collaborators are prohibited from:

- Breaching the confidentiality of communications or accessing unauthorized systems or communications.
- Giving or helping third parties gain unauthorized access to information systems or sharing their password or other means of access with them, even with other collaborators.
- Copying or sharing software provided to them with third parties.
- Using information and communication systems to send or forward content that violates current standards, this Corporate Code of Ethics or other Sigdo Koppers policies.
- Engaging in acts that may breach the security or proper functioning of the information and communication systems, such as unauthorized use of software, disabling antivirus software, failing to follow protocols or instructions, connecting unauthorized devices, etc.

## **11. CONFLICTS OF INTEREST**

### **11.1 Duty to Report Conflicts of Interest**

Each collaborator is responsible for performing their duties fairly and equitably and appropriately resolving any real or apparent conflicts of interest in their relationships with other collaborators or with customers, suppliers, contractors, communities or regulators because of their position.

Conflict of interest: Situation in which the integrity of an action is influenced by an interest that is incompatible with the Company's interest, thus affecting the objective performance of the individual's duty.

This interest may be of any nature, both economic and personal, to the extent that it affects or could give the appearance of affecting the collaborator's impartiality in performing their duties, understanding that each collaborator is responsible for performing their duties fairly and equitably in their relationships with other collaborators or with customers, suppliers, contractors, communities and regulators because of their position, paying attention to the form and outcome of their conduct.

Therefore, a conflict of interest may arise from a relationship with another collaborator or any supplier, contractor, customer or competitor of SK or its related parties, as defined in article 100 of the Securities Market Act, or from an ownership or management relationship with another person or company with which it engages as a supplier, contractor, customer or competitor or their related parties, or if it provides services or receives benefits from the activities of that supplier, contractor, customer or competitor of SK or its related parties.

Collaborators must take care to not only properly resolve all substantial conflicts of interest but also to behave so as to not cause the appearance of conflicts of interest that can harm their own reputation, the image of the Company or of any collaborators, suppliers, contractors, customers or competitors of SK.

The Procedure for Managing Conflicts of Interest approved by the Company's Board of Directors establishes the definitions of conflict of interest and the related procedures that all collaborators must follow. The existence of any situation that requires applying the conflict of interest procedure does not in and of itself constitute a violation, but such situation must be duly declared so that the Company can take timely and appropriate steps to prevent situations that affect its image or relations with its collaborators.

### **11.2 Duties of Collaborators Involving Conflicts of Interest**

All collaborators are responsible for:

- Complying with regulations regarding conflicts of interest established in the Securities Market Act, standards from the Financial Market Commission, anti-monopoly standards and other applicable regulations, as well as the internal codes and procedures of Sigdo Koppers, including (but not limited to) the Procedure for Managing Conflicts of Interest approved by the Company's Board of Directors.
- Promptly declaring to their supervisor, or requesting guidance regarding, the existence of any real or apparent conflict of interest that arises with any subordinate collaborator, customer, supplier, contractor, competitor or anyone engaged in business relationships of any kind with Sigdo Koppers or any of its related parties.
- Notifying their supervisor or the Human Resources Department if they learn of relatives participating in selection processes to be hired to work for Sigdo Koppers.
- Not promoting or favoring direct relatives applying to Sigdo Koppers.
- Notifying their supervisor of any violation of the conflict of interest regulations that comes to their knowledge.
- Refraining from making investments that may compete or conflict with the activities of Sigdo Koppers, including investments in or providing services to competitors (investments representing ownership of less than one percent (1%) of the company in question do not constitute a conflict of interest). Not offering, requesting or receiving any type of payment or proceeds, other than those established in the respective contract, from customers, suppliers, contractors or related third parties, to give preference or in exchange for services, rewards or incentives.
- Not engaging in outside activities or external services that take time and energy away from their obligations with Sigdo Koppers, or that require them to work during working hours.
- Not investing in shares or securities with knowledge of or access to insider information.
- Complying with the restrictions for investing in securities issued by the Company or its related parties contained in the Sigdo Koppers Market Information Manual and, in general, strictly complying with that Manual.
- Not using their position as a Sigdo Koppers collaborator for personal gain.
- Not giving or receiving gifts or invitations that may create a real or apparent conflict of interest, or could be reasonably perceived as incentives or commitments, or when that action could disturb or affect Sigdo Koppers's good image and reputation.
- Not giving or pledging gifts, rewards or courtesies to domestic or foreign public officials, or to directors, executives and employees of entities with which Sigdo Koppers or any of its related parties interacts.

## 12. ANTI-MONOPOLY LAWS

Sigdo Koppers promotes and respects free competition, a core value that must govern every aspect

of domestic business dealings. Competition stimulates efficiency and creativity, laying the foundation for fair and equitable business relationships. Competitive conduct is governed by the Company's business objectives and the particular considerations of the market in which it operates.

Collaborators must bear in mind that the duty to respect free competition exists not only with respect to our competitors regarding the provision of our products and services throughout the entire Republic of Chile, but also with respect to goods and services that our suppliers and contractors supply to us, especially with respect to markets, locations and activities where we have a dominant market position for acquiring those supplies in our country.

Therefore, collaborators:

- Must refrain from adopting any type of explicit or tacit verbal or written agreement with competitors, customers or suppliers that goes against Chilean anti-monopoly and fair competition laws.
- Are prohibited from taking advantage of Sigdo Koppers's position in the domestic or local market to demand predatory or unfair commercial terms from customers, suppliers or contractors.
- Must not share non-public information with competitors or other third parties that can be interpreted as serving as the basis for tacit coordination among competitors.
- Must always consult with the Legal Area when preparing and signing agreements and contracts, or when taking actions that could go against healthy competition and must clear up any questions they have on the matter.

### **13. CUSTOMARY RELATED PARTY TRANSACTIONS**

In conformity with article 50 bis of Law No. 18,045 on the Securities Market, modified by Law No. 21,314, the Company's Directors' Committee is responsible for approving the general policies on customary transactions established in accordance with the second paragraph of article 147 of Law No. 18,045 on the Securities Market.

The Board of Directors has approved the Customary Related Party Transactions Policy in order to exclude certain operations/transactions that the Company may engage in with related parties from the approvals required by the aforementioned article 147.

Notwithstanding, the referenced policy must be updated to add the minimum elements established by the CMF in a general character standard and must always be available to shareholders in Sigdo Koppers's corporate offices and on its website.

## 14. SUBSIDIARY BOARD ELECTIONS

In conformity with article 92 bis of Law No. 18,045 on the Securities Market, introduced by Law No. 21,314, the Company's Board of Directors, in its role as a parent company supervised by the Financial Market Commission, has issued a General Subsidiary Board Election Policy to be followed by all subsidiaries.

## 15. CRIME PREVENTION

### 15.1 Criminal Liability of Legal Entities

In conformity with laws No. 20,393 and 21,227, entities may be criminally liable for certain crimes when they are committed in the interest of that legal entity or for its gain, by its owners, controllers, directors, executives, employees, representatives or other service providers.

The crimes that can generate criminal liability for legal entities include:

1. Terrorism financing.
2. Money laundering.
3. Bribery of public officials.
4. Handling stolen property.
5. Incompatible negotiations.
6. Bribery between individuals.
7. Misappropriation.
8. Unfair management.
9. Water pollution.
10. Processing, pooling, transforming, transporting, selling and storing banned marine products.
11. Illegal extractive fishing in areas for managing and exploiting marine resources without holding rights.
12. Processing, producing or storing marine resources without a legally accredited origin that are banned or overexploited products.
13. Failing to observe quarantine or other preventative measures mandated by public health officials in the event of an epidemic or pandemic.
14. Obtaining the benefits set forth in Law No. 21,227 on Job Protection beyond legal limits.

In order to prevent any Sigdo Koppers entity from being criminally liable and engaged in the ethical conduct and good business practices established in its policies and Law No. 20,393, Sigdo Koppers has implemented a Crime Prevention Model and designated a Crime Prevention Officer, who is

responsible for ensuring compliance with those standards.

The CPM will be applicable to all new crimes that could be added in the future as grounds for criminal liability for legal entities.

In light of the above, all collaborators are responsible for knowing and strictly complying with the provisions of the Company's Crime Prevention Model.

## **16. MECHANISM FOR CONTROLLING COMPLIANCE WITH CODE OF ETHICS**

The Company will ensure communication and comprehension of this Code of Ethics by publishing it on its website and having employees sign an addendum to employment contracts, in addition to other mechanisms.

### **16.1 Ethics Committee**

The committee will be made up of three members of the Company's senior management and will be counseled by legal advisors and human resource personnel if deemed necessary.

The main objective of the Ethics Committee is to drive activities within the organization related to doing business in line with the Code of Ethics, and that always reflect the mission, vision and values declared by the Company.

Likewise, the Ethics Committee will collaborate in evaluating the effectiveness of this Code and updating it, in order to make application more effective and pertinent.

### **16.2 Whistleblower Process**

All collaborators of Sigdo Koppers are responsible for reporting any case that could constitute a violation of this Code of Ethics. The information will be handled confidentially and the whistleblower will remain anonymous, if so desired.

To be processed, the complaint must be well substantiated and documented and not intended to unjustifiably harm anyone. The information presented regarding the cases reported will receive a professional and confidential response.

If the complaint does not meet the requirement of being well substantiated, the Ethics Committee

may initiate an investigation to review the incident if it was serious enough and if there are sufficient elements to start that investigation.

When a collaborator is faced with a situation and does not know whether the conduct is ethical, they can ask themselves the following questions to guide their actions:

- Is it correct for Sigdo Koppers S.A. and its subsidiaries?
- Is it consistent with the values of Sigdo Koppers S.A. and its subsidiaries and my own values?
- Is it legal? Is it ethical?
- Is it something that I want the Company to take responsibility for?

If their questions persist, the collaborator may always speak to their supervisor or the Ethics Committee through the Whistleblower Channel located on the Company's website or Intranet.

Collaborators can also report violations of this code and potential irregularities or unlawful conduct on the Whistleblower Channel located on the Company's website and/or Intranet, which guarantees to keep the whistleblower's identity confidential.

The complaint will be investigated by the Ethics Committee in conformity with the procedures and instances established in its operating regulations.

### **16.3 Disciplinary Measures**

Violations of this Code of Ethics will be subject to penalties based on the seriousness of the offense committed, which may include:

- Verbal warning,
- Written warning,
- Suspension and
- Dismissal.

In addition, violation of this code can include a criminal complaint lodged with competent authorities, should the case merit such action.

## **17. VALIDITY**

This Code of Ethics will take effect once approved by the Board of Directors of Sigdo Koppers and, with respect to its subsidiaries, by each of their boards of directors, and will be revised as needed.



## DECLARATION OF RECEIPT OF CORPORATE CODE OF ETHICS

On \_\_\_\_\_, I \_\_\_\_\_, ID No. \_\_\_\_\_ - \_\_\_\_\_

- Confirm that I received, carefully read and understood this updated version of the “Corporate Code of Ethics” of Sigdo Koppers (Edition \*\*\* 2021).
- I declare that I have complied and will comply with the terms of the Code and all policies and procedures that apply to my job.
- I am responsible for avoiding any activity, relationship, position or investment that interferes or could interfere with my capacity to act objectively and honestly, always seeking the greatest benefit for the Company.
- I will report, using the whistleblower procedure established by the Company, any irregularity, illegality or violation of the Code of Ethics involving Sigdo Koppers, its subsidiaries, collaborators, senior executives or managers and directors, as well as its customers or suppliers.
- I will notify the Ethics Committee if I find myself involved in any situation that could be or seem to be a conflict of interest such as significant financial interest in a competitor or supplier, relatives in high-level positions at competitors and social or kinship relationships with suppliers, among other examples.
- I will notify the Ethics Committee of any relationship I have, by virtue of my position or responsibility at the Company, with public officials such as the Chilean National Police Force, Chilean Investigative Police, Municipalities, the Executive Branch, the Legislative Branch, the Judicial Branch, Labor Bureau Inspectors, Health Inspectors, the Internal Revenue Service, the National Consumer Service, the Agriculture and Livestock Service, the Financial Market Commission, among other examples.
- I commit to cooperate with Sigdo Koppers in everything related to implementing and publicizing the “Corporate Code of Ethics.” I will not retaliate against anyone who reports a violation of the Code honestly and in good faith.

As stated in the Corporate Code of Ethics, below I declare the following situations that generate conflicts of interest for me and about which I understand I must notify the Ethics Committee.

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\_\_\_\_\_  
(Signature)

# Whistleblower Procedure



## INTRODUCTION

Sigdo Koppers S.A., hereinafter “Sigdo Koppers”, in the interest of upholding, having in place and protecting the highest standards of integrity, ethics and transparency of its businesses and the integrity of their respective conduct, has developed this whistleblower and investigation procedure, and made it available to its employees, customers, suppliers, advisors, collaborators and third parties with interests in the Company, so that anyone who knows or learns of any information or action involving conduct infringing a given valid law or that could involve a violation of policies, procedures, protocols and/or internal standards, has the option of safely, confidentially and anonymously reporting it through the whistleblower channel so that it can be investigated as stipulated in this procedure.

### 1. OBJECTIVE

To establish a procedure for receiving, processing, analyzing, investigating and taking action in the event of reported violations of the Code of Ethics, Crime Prevention Model (CMP) and potential irregularities or illicit acts.

### 2. SCOPE

This procedure is applicable to all collaborators of Sigdo Koppers, as well as third parties that interact with the organization such as suppliers, contractors, agents, distributors, customers, among others, which hereinafter will be called “Third Parties”.

### 3. CORPORATE BODIES RESPONSIBLE

Corporate Controller	Responsible for the operations of the whistleblower channel platform.
Corporate Controller	Responsible for disseminating the procedure.
Ethics Committee	Responsible for investigation process.

## 4. REFERENCES

- Sigdo Koppers S.A. Crime Prevention Policy
- Sigdo Koppers S.A. Crime Prevention Procedure
- Sigdo Koppers S.A. Code of Ethics.
- Sigdo Koppers S.A. Internal Regulations on Order, Hygiene and Safety
- Law No. 20,393, dated December 2, 2009, from the Finance Ministry.
- General Character Standard No. 385, dated June 8, 2015, from the CMF.

## 5. RESPONSIBILITIES

- The Ethics Committee of Sigdo Koppers S.A., will be responsible for the operations of the Whistleblower Channel Platform. The Ethics Committee is made up of the Chief Executive Officer, the Corporate Controller and one director of Sigdo Koppers S.A. designated by the Board of Directors.
- The Chairman of the Board of Directors and the especially designated director will have unrestricted, remote and permanent access to the Whistleblower Channel Platform to monitor any complaints submitted.
- The information provided in complaints will be confidential in nature and whistleblowers may remain anonymous.
- Complaints submitted will be investigated seriously and responsibly in accordance with this procedure.
- To be processed, the complaint must be well substantiated and documented and not intended to unjustifiably harm anyone.
- If the complaint does not meet the requirement of being well substantiated, the Ethics Committee may initiate an investigation to review the incident, if it was serious enough and if there are sufficient elements to launch that investigation.
- If any of the persons participating in this procedure were directly or indirectly implicated in the reported incident, they must refrain from taking part as soon as they learn of the complaint.
- Written records will be kept of the investigation process, including actions taken, and they will be kept strictly confidential.
- Sigdo Koppers S.A. will respect the fundamental rights of workers and other involved parties at all times and will guarantee the defendant the chance to be heard and present their defense.
- The Ethics Committee shall keep records of all complaints received, investigations conducted, penalties imposed or, depending on the case, the reasons for closing and archiving the complaint, all kept strictly confidential. (Appendix 1)
- Personnel, shareholders, customers, suppliers and other third parties of Sigdo Koppers S.A., will be informed of the whistleblower system through internal training sessions for employees or notices on the webpage.

## 6. DEFINITIONS

### Internal Regulations on Order, Hygiene and Safety

Document containing guidelines for each collaborator, regardless of their rank, to promote conduct based on the values of integrity and honesty in everything they do.

### Code of Ethics

Document containing set of standards regulating the behavior of all members of the organization (i.e. establishes an ethical framework of principles, values and conduct that must govern the work performance and behavior of directors, collaborators and/or advisors, and is mandatory for all members).

### Crime Prevention Model (CPM)

Structured set of organizational elements, policies, programs, procedures and specific conduct prepared and implemented to prevent conducts classified as crimes in Law No. 20,393 on Criminal Liability for Legal Entities from being committed.

## 7. COMPLAINT PROCEDURE

### 7.1 Receipt of Complaints

- Employees, shareholders, customers, suppliers or third parties unaffiliated with the Company that learn of an irregular or illicit situation in violation of the Crime Prevention Model (CPM) or the Code of Ethics may report it through the Sigdo Koppers S.A. Whistleblower Channel Platform, which the Company made available for such purposes as follows:

- Sigdo Koppers S.A. website <https://www.sigdokoppers.cl/denuncias/>
- Any complaint must be made in good faith and contain sufficient background information to enable an investigation to be launched.
- Complaints must contain at least the following information:

- Indication of whether the whistleblower wishes to remain anonymous.

If the whistleblower decides not to remain anonymous, they must indicate the following:

- First and last name
  - Position or occupation
  - Is the whistleblower an internal or external party?
  - Company to which they belong
  - Contact email. Save the code given after submitting the complaint because it will be needed to monitor any anonymous complaints.
  - Phone number and contact times
- Date and time of the complaint

- Place where the incident occurred
  - Company
  - Plant
  - Country
- Type of violation, illicit act or irregularity reported
  - Unethical conduct
  - Conflicts of interest
  - Discrimination
  - Workplace and/or sexual harassment
  - Improper use or unauthorized disclosure of confidential information
  - Adulteration or falsification of documents
  - Anti-monopoly conduct
  - Theft or robbery
  - Money laundering
  - Terrorism financing
  - Bribery of a public official (national or foreign)
  - Handling stolen goods
  - Bribery between individuals
  - Incompatible negotiations
  - Misappropriation
  - Unfair management
  - Water pollution
  - Illegal fishing of seabed resources
  - Selling of banned products
  - Processing, storage or use of banned marine products
  - Other
- Persons involved, if identified (first and last name, position and area).
- Amount of time the situation is assumed to have been occurring.
- How they learned of the situation.
- Details related to the alleged violation, including locations of witnesses and any other information that could be valuable in evaluating and ultimately resolving this situation.
- Whether evidence is attached (photos, videos, documents, etc.)
- Similarly, in the complaint the whistleblower may describe in detail other aspects they deem necessary.
- Complaints will be received by the Corporate Controller.
- The Corporate Controller will inform the Ethics Committee of complaints received and their status on a semi-annual basis.
- The Chairman of the Board of Directors and the director specially designated for that purpose

by the Board of Directors may remotely and securely log on to the Platform at any time to review complaints.

- Complaints without sufficient information to investigate, that are clearly not admissible or are trivial in nature will be closed by the Corporate Controller in the Whistleblower Platform, noting the reason for closing it for internal record purposes and informing the Ethics Committee.
- If the complaint refers to subsidiaries or associates, the Corporate Controller will close the complaint in the Whistleblower Channel Platform and forward it to the respective company for processing, making note of this act for internal record purposes.
- The whistleblower will be entitled to monitor the status of the complaint at all times using the “track your complaint” option on the Whistleblower Channel Platform.

## 7.2 Investigation

- Complaints submitted will be investigated seriously and responsibly in accordance with this procedure.
- If any of the persons on the Ethics Committee were directly or indirectly implicated in the reported incident, they must refrain from taking part in the analysis process as soon as they learn of it, and immediately report their incompatibility to the rest of the Committee members.
- The complaint investigation will be launched no more than 10 working days from the date it is received by the Corporate Controller. The person(s) responsible for carrying out the investigation will be defined by the Ethics Committee, through the Corporate Controller, who, if he or she deems fit, may consult with the Ethics Committee for it to decide this particular matter.
- During the investigation the existence or nonexistence of the reported incidents will be objectively verified and, if verified, the individuals responsible and their degree of involvement will be identified. If the complaint is concluded to be unsubstantiated, it will be archived and closed in the Whistleblower Platform.
- The investigator(s) will collect as much information as possible, analyzing all evidence presented, provided it was legally obtained and does not affect anyone’s fundamental rights. The investigation process will be conducted under strict reserve and confidentiality regarding the contents of the complaint, the individuals accused and the whistleblower (if identified), as long as the nature of the case permits.
- During the investigation legal advisory services or the services of other professionals may be requested.
- Once the accused individuals have been identified, they will be given a chance to present their defense. For this, the investigator(s) may request to meet with them, if they see fit, and will establish a deadline of no more than five working days from the date of the request to hear their case.
- The investigation process will be conducted within 30 calendar days of receipt of the complaint,

which can be extended for a maximum of 30 calendar days at the request of the investigator, who must record the reasons justifying that request.

- The request to extend the term must be authorized by the Ethics Committee.
- Once the investigation has been concluded, a report will be prepared detailing the activities completed and the dates of those activities, the evidence analyzed, the persons involved (if identified), the degree of involvement, the actions to be taken or proposed penalties, if applicable, and the signature of the persons who conducted the investigation. (Appendix 2). This report must be approved by the Corporate Controller, who will check for compliance with formalities and processes before submitting it to the Ethics Committee.

### **7.3 Presentation of Results**

- This detailed report with conclusions and recommendations arising from the investigation will be submitted by the designated investigator to the Ethics Committee in writing within 5 business days of closing the investigation for its knowledge and decision regarding penalties.

### **7.4 Resolution**

- The Ethics Committee will review the report presented, which must have all supporting documentation attached, and will decide on the penalties to apply or actions to be taken within a period of 15 business days. When the Ethics Committee decides to apply a penalty, it must be ratified by the Chief Executive Officer or the Board of Directors. The latter is required if the complaint involves a member of Senior Management (managers and/or directors).
- When the party involved is a third party, it shall be subject to the law in force and the provisions of the respective contract.
- Penalties potentially applicable to employees can be found in the Sigdo Koppers S.A. Internal Regulations on Order, Hygiene and Safety and will be proportional to the offense committed, notwithstanding any civil or criminal liability.
- The Ethics Committee and/or the Board of Directors, as appropriate, will consider reporting any situations it believes could constitute a crime to the competent authorities. The Ethics Committee and/or the Board of Directors must first back up their decision with a legal opinion.

## **8. VALIDITY**

This procedure will take effect once approved by the Board of Directors of Sigdo Koppers S.A. and will be revised as needed.





# Senior Executive Compensation Policy



## INTRODUCTION

Sigdo Koppers S.A., hereinafter “Sigdo Koppers” or “the Company”, has defined a framework of guidelines for establishing compensation and termination benefit policies for its senior executives.

### 1. OBJECTIVE

The objective of this document is to outline general guidelines for compensation and termination benefit policies for the Company’s managers and senior executives. These guidelines will enable the Company to recognize and compensate them for their performance and achievement of strategic objectives, while also retaining senior executives and eliciting from them a commitment to create value for the Company.

### 2. SCOPE

All compensation and termination benefit policies for the Company’s senior executives must comply with the guidelines established herein.

### 3. CORPORATE BODIES RESPONSIBLE

Directors’ Committee	Responsible for ensuring compliance with guidelines for compensating senior executives.
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### 4. REFERENCES

Not applicable.

## **5. GENERAL GUIDELINES FOR SENIOR EXECUTIVE COMPENSATION AND TERMINATION BENEFIT POLICIES**

- The Company's compensation and termination benefit policies must have clear objectives, which could include:
  - i) Recognizing and rewarding performance and achievement of objectives.
  - ii) Encouraging executives to commit to creating value for the Company.
  - iii) Creating incentives to meet medium and long-term objectives.
  - iv) Retaining the Company's talent.
- Compensation and termination benefit policies may be designed by the Company or a third party designated by it.
- Compensation and termination benefit policies for the Chief Executive Officer and other senior executives, as well as Sigdo Koppers salary structures, will be reviewed annually by the Board of Directors to detect and correct any potential incentives that lead executives to expose the Company to risk. Remuneration systems and compensation plans reviewed by the Board of Directors of Sigdo Koppers will be handled completely confidentially.
- Before a compensation system is approved, the associated risks will be identified and analyzed in order to minimize perverse incentives and inappropriate exposure to inherent business risks.
- The Board of Directors of Sigdo Koppers may request third-party advisory services to help detect anomalies and analyze Sigdo Koppers salary structures and compensation policies.
- Compensation must be aligned with average market remuneration. For this, the Company may request remunerations studies and/or perform compensation positioning analyses in the market.

## **6. VALIDITY**

These guidelines will take effect once approved by the Board of Directors of Sigdo Koppers and will be revised as needed.

# Risk Management Policy



## INTRODUCTION

In order to formalize Corporate Governance practices within the organization, Sigdo Koppers S.A., (hereinafter the "Company" or "Sigdo Koppers"), has developed this Risk Management Policy, which is corporate in scope.

This document contains Sigdo Koppers's main risk-related guidelines as well as the roles and responsibilities of the individuals and corporate bodies in charge of the risk management process<sup>1</sup> at the Company.

It is extremely important for the Company to be aware of the internal and external risks to which it is exposed on a daily basis and identify the methodology for assessing and managing them so it can develop action plans for critical risks that keep them within a given risk profile and tolerance level or the capacity to react should one of these risks occur, in order to build a risk culture among all collaborators and, thus, contribute to decision making within the Company.

### 1. OBJECTIVE

The objective of this document is to define, establish and formalize the guidelines that Sigdo Koppers S.A., hereinafter "Sigdo Koppers" or the "Company", considers in order to adequately manage its risks, thus enhancing risk management and creating a common focus, language and set of processes.

Given the broad range of risks, the Company needs a policy with which to recognize internal and external factors that could compromise the achievement of Sigdo Koppers's objectives.

This policy must be for general use by all collaborators and will be supplemented by the Sigdo Koppers Risk Management Procedure.

The risk management policy must be correctly applied and complied with by the Company's collaborators.

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<sup>1</sup> Process of formulating strategies and identifying potential events that could affect the entity in order to provide reasonable assurance.

## 2. SCOPE

This policy is applicable to Sigdo Koppers S.A. and sets forth the guidelines to be followed by its subsidiaries.

## 3. CORPORATE BODIES RESPONSIBLE

Board of Directors	Responsible for compliance with this policy.
Chief Executive Officer	
Risk Committee	
Risk Management Supervisor	
Process Owner	

## 4. DEFINITIONS

**Critical Risk:** Possibility of an event taking place that adversely affects the Company's ability to achieve its objectives or significantly impacts its value. Risks are classified into the following groups: strategic, financial, operational, and regulatory.

**Risk profile:** The degree of risk exposure the Company is willing to accept to achieve its goals and objectives and preserve and create value.

**Risk tolerance:** The acceptable level of risk with respect to the risk profile, taking into account the Company's specific objectives.

**Impact:** The result of a risk event taking place.

**Probability:** The probability of occurrence of a potential risk.

**Risk Management:** Process developed by an entity's Board of Directors, management and/or other personnel to identify potential events that could affect the entity and manage the risk in order to provide reasonable assurance.

## 5. REFERENCES

- Sigdo Koppers S.A. Risk Management Procedure.
- Sigdo Koppers S.A. Board Meeting Calendar.

## 6. RISK FACTORS

Risk is the uncertainty of an action or omission taking place that may have negative impacts, financial or otherwise, on the Company, its operations, its sustainability and/or its image.

Sigdo Koppers classifies risks into the following groups:

- Strategic: Risks related to the strategic objectives, aligned with the organization's mission. Among others, this risk group includes those related to human and social rights.
- Financial: Risks related to the effective and efficient use of financial resources.
- Operational: Risks resulting from deficiencies or failures in processes, persons, systems or external events such as those relating to information security or climate change, including both physical risks and transition risks<sup>2</sup>.
- Regulatory: Risks related to compliance with laws and regulations, especially concerning those applicable to the organization. Among others, this group includes antitrust and labor-related risks.

## 7. GUIDELINES

- The Board of Directors of Sigdo Koppers is responsible for supervising the risk management process, which is carried out by management as outlined in this policy.
- This Risk Management Policy is implemented in order to identify events that could adversely affect fulfillment of the Company's mission, objectives and strategy, and to manage Sigdo Koppers's actions in the event that critical risks materialize.
- Sigdo Koppers focuses its efforts on the Company's risk management process, in line with industry and corporate governance best practices, current regulations and acceptable risk as defined by the Board of Directors.

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<sup>2</sup> Physical risks stem from climate change and can cause events such as altered climate patterns identified as chronic. Transition risks are linked to the shift to a low-carbon economy, which are further divided into four subcategories (political and legal risks, reputational risks, technology risks and market risks).



- The Company directs its energy to making sure that all relevant risks are identified, assessed, analyzed, monitored and communicated in accordance with risk management policies and procedures.
- Each Sigdo Koppers Group company manages its own risks in order to preserve and create value for that company and improve its governance standards.
- Sigdo Koppers defines a structure for the risk management process with the respective roles and responsibilities.
- The Sigdo Koppers Board of Directors defines its risk profile and tolerance as determined by management and proposed by the respective Risk Committee.
- Sigdo Koppers manages its critical risks, continuously implementing actions to minimize their impact and/or probability of occurrence, and also identifies, selects and implements the contingency plans necessary to mitigate the effects in the event that risks classified as more relevant or critical occur or materialize.
- The Company will promote and plan ongoing risk management training for collaborators involved in the process.

## **8. ROLES AND RESPONSIBILITIES**

### **BOARD OF DIRECTORS**

The Board of Directors of Sigdo Koppers is responsible for supervising the risk management process carried out by management. This responsibility includes:

- Approving the Risk Management Policy and Procedure.
- Approving the risk profile and tolerance defined by management and proposed by the Risk Committee.
- Staying apprised of the organization's critical risks.
- Staying apprised of monitoring of progress on critical risk action plans.
- Approving the annual budget for critical risk action plans proposed by the Risk Committee.
- Staying apprised of the Risk Committee's recommendations regarding risk management.

### **CHIEF EXECUTIVE OFFICER**

The Chief Executive Officer is responsible for aligning the Company's strategy with its risk management.

The Chief Executive Officer plays an active role in managing, supervising and controlling risks and processes by identifying, analyzing, assessing, addressing, monitoring and communicating those risks.

The main responsibilities include:

- Fostering a "Control Culture" to ensure that executives are aware that the Company's information comes from a well-controlled environment.
- Ensuring compliance with the Risk Management Policy and Procedure.
- Knowing exposure levels and adequately managing risks identified for the Company.
- Ensuring that action plans are implemented for identified critical risks.
- Ensuring that the Company's risks fit tolerance limits approved by the Board of Directors.
- Appointing a Risk Management Supervisor.
- Validating and assessing, together with senior management, the critical risks identified for Sigdo Koppers.
- Developing and maintaining governance mechanisms that effectively allow Sigdo Koppers' risks to be managed and monitored.

## **RISK COMMITTEE**

This committee will be executive in nature and its composition will be defined in the bylaws. The committee's main responsibilities include:

- Defining and proposing Sigdo Koppers risk management strategies, policies and procedures, and any modifications, to the Board of Directors.
- Ensuring compliance with and the effectiveness of the Company's policies and procedures.
- Defining and proposing to the Board of Directors a risk profile and tolerance for Sigdo Koppers
- Ensuring that the Company's risk management is aligned with its objectives and strategic planning.
- Evaluating the risk measurement methodologies, infrastructure, allocation and prioritizing of resources needed to develop risk management in their company.
- Validating critical risks at Sigdo Koppers and presenting them to the Board of Directors.
- Informing the Board of Directors of action plans for critical risks.
- Monitoring compliance with action plans.
- Promoting and planning ongoing collaborator training on policies, procedures, controls, codes and internal rules implemented to manage risks related to their performance areas within the Company.
- The Chairman of the Risk Committee will give a presentation on the following topics to the Board of Directors twice yearly:
  - How the Sigdo Koppers Risk Management process is working.
  - Risk matrix used by the Company, main sources of risk and methodology for detecting

new risks.

- Probability of occurrence and impact of Sigdo Koppers's most relevant risks.
- o Recommendations and improvements that the Committee thinks are important to improve the Company's Risk Management.
- Action plans designed to react in the case of critical risks, including the continuity of the Board of Directors in crisis situations.
- o Important information on critical risks identified and managed by Sigdo Koppers's main subsidiaries
- Modifications to regulations that necessitate revising the risks considered by the Company.

- One of these presentations to the Board of Directors must be given by an individual designated by the Risk Committee, without the Company's Chief Executive Officer in attendance.

## **RISK MANAGEMENT AREA**

The Sigdo Koppers Risk Management Supervisor coordinates, facilitates and collaborates on risk management activities.

The main responsibilities include:

- Facilitating and coordinating processes to identify, assess, analyze, monitor and communicate critical risks to Process Owners.
- Providing methodological support to Process Owners with respect to applying the Risk Management Policy and Procedure.
- Maintaining risk documentation up to date and informing the Chief Executive Officer of any changes and updates.
- Continuously coordinating with the Chief Executive Officer and Process Owners.
- Reporting to the Risk Committee on the identification, assessment, analysis, monitoring and communication of critical risks.
- Reporting to the Risk Committee on progress, priorities, action plans and monitoring of critical risks.

## **PROCESS OWNERS**

The Process Owner must identify the critical risks that affect Sigdo Koppers and ensure they are adequately managed. To do this, they must identify controls, perform self-assessments and propose action plans. They must also maintain ongoing coordination with the Risk Management Supervisor and are directly responsible for risk management in their area of responsibility.

The main responsibilities include:

- Ensuring application of and compliance with the Risk Management Policy and Procedure.
- Identifying, assessing, analyzing, monitoring and communicating critical risks within their area of responsibility.
- Assessing the risk inherent to each critical risk using the parameters of impact and probability.
- Determining the exposure level for each risk identified.
- Verifying and ensuring that existing controls operate adequately.
- Implementing control mechanisms and action plans.
- Reporting to the Risk Management Supervisor on the management and monitoring of critical risks.
- Proposing improvements to business processes in order to mitigate those risks.
- Ensuring that management of each critical risk is appropriate, and functions as designed.
- Documenting and informing the Risk Management Supervisor of new risks that affect their area of responsibility.
- Knowing in detail exposure levels and critical risks approved, in order to ensure that practices and approaches are consistent and monitored.
- Maintaining operational continuity plans applicable in the event that a critical risk occurs and making sure they are approved and known by involved collaborators.

## **9. VALIDITY**

This policy will take effect once approved by the Board of Directors of Sigdo Koppers and will be revised as needed.

# Risk Management Procedure



## INTRODUCTION

In order to formalize Corporate Governance practices within the organization, Sigdo Koppers S.A., hereinafter “Sigdo Koppers” or “the Company”, has developed this Risk Management Procedure, which is corporate in scope.

This document contains the methodology to be used in implementing risk management at the Company by identifying, assessing, analyzing, monitoring and communicating the different types of risks to which it is exposed in developing its business activities.

### 1. OBJECTIVE

The objective of this document is to define and formalize the Company’s activities to implement and improve risk management with a unified approach based on a common methodology and language.

In addition, by adequately managing risks, the Company has reasonable assurance that risks are consistently and systematically being identified, assessed, analyzed, monitored and communicated.

This procedure must be correctly applied and complied with by all Sigdo Koppers collaborators.

### 2. SCOPE

This procedure is applicable to the Board of Directors and collaborators of Sigdo Koppers S.A. and sets forth the guidelines for its subsidiaries.

### 3. CORPORATE BODIES RESPONSIBLE

Board of Directors	Responsible for compliance with this policy.
Chief Executive Officer	
Risk Committee	
Risk Management Supervisor	
Process Owner	

## 4. DEFINITIONS

**COSO:** Committee of Sponsoring Organizations of the Treadway Commission, named after one of the creators of COSO's internal control framework, James C. Treadway.

**COBIT:** Control Objectives for Information and Related Technology, a framework for governance and management of business information technologies.

**TCFD:** Task Force on Climate-Related Financial Disclosures, created by the Financial Stability Board to develop recommendations on the types of information that companies should disclose to support investors, lenders and insurance underwriters in appropriately assessing and pricing a specific set of risks—risks related to climate change.

**Critical risk:** Possibility of an event taking place that adversely affects the Company's ability to achieve its objectives or significantly impacts its value.

**Risk profile:** The degree of risk exposure a company is willing to accept to achieve its goals and objectives and preserve and create value.

**Risk tolerance:** The acceptable level of risk with respect to the risk profile, taking into account the Company's specific objectives.

**Risk Management:** Process developed by an entity's Board of Directors, management and/or other personnel that is used to formulate strategies throughout the entire company, designed to identify potential events that could affect the entity and manage the risk in order to provide reasonable assurance.

**Impact:** The result of a risk event taking place.

**Probability:** The probability of occurrence of a potential risk.

**Inherent Risk:** An organization's level of risk without considering management's actions. The average risk without taking into account the Company's control activities.

**Residual Risk:** An organization's level of risk after management's actions. The average risk considering the effect control activities have on the Company's level of exposure to risk events.

## 5. REFERENCES

- Sigdo Koppers S.A. Risk Management Policy.
- Sigdo Koppers S.A. Board Meeting Calendar.

## 6. RISK FACTORS

Sigdo Koppers classifies risks into four major groups:

- Strategic: Risks related to the strategic objectives, aligned with the organization's mission. Among others, this risk group includes those related to human and social rights.
- Financial: Risks related to the effective and efficient use of financial resources.
- Operational: Risks resulting from deficiencies or failures in processes, persons, systems or external events such as those relating to information security or climate change, including both physical risks and transition risks<sup>1</sup>.
- Regulatory: Risks related to compliance with laws and regulations, especially concerning those applicable to the organization. Among others, this group includes antitrust and labor-related risks.

## 7. METHODOLOGY

The methodology applied by Sigdo Koppers for risk management is based on standards and best practices in force to date, such as: COSO (Committee of Sponsoring Organizations of the Treadway Commission), COBIT (Control Objectives for Information and Related Technology), TCFD (Task Force on Climate-Related Financial Disclosures) and ISO (International Organization for Standardization).

The Company's risk management is based on the following methodology:



## 8. ORGANIZATIONAL STRUCTURE

The structure defined for risk management at Sigdo Koppers is comprised of: the Board of Directors, the Chief Executive Officer, the Risk Committee, the Risk Management Supervisor and Process Owners.

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<sup>1</sup> Physical risks stem from climate change and can cause events such as altered climate patterns identified as chronic. Transition risks are linked to the shift to a low-carbon economy, which are further divided into four subcategories (political and legal risks, reputational risks, technology risks and market risks).



Graphically, risk management is structured as follows:



The duties and responsibilities of the bodies that carry out risk management at Sigdo Koppers are defined in the Risk Management Policy approved by the Company's Board of Directors.

## 9. PROCEDURE - RISK MANAGEMENT STAGES

As defined by Sigdo Koppers, risk management consists of identifying, assessing, analyzing, monitoring, and communicating critical risks for each of its more critical processes and/or areas within the organization (i.e., those that are directly linked to protecting and creating value for the Company). It also involves the operational continuity plan in the event that risks classified as critical or relevant take place.

The different stages of the risk management methodology are detailed below:

### Risk Identification

The objective of this stage is to identify the main critical risks to which the organization's processes are exposed.

For processes under their responsibility, Process Owners will identify the critical risks that could affect the objectives and/or strategies defined for the area. They can be identified using the following methods:

- Meetings or workshops with the work team.
- Surveys of different work team member
- Risk databases by industry and process.

Once the risks have been identified, the Process Owners will document a risk matrix and classify them as described in number 6 above.

The Process Owner must keep the risk matrix up to date by identifying risks on an ongoing basis using the methods described here, paying special attention to changes in applicable regulations and their potential impact on risk.

## Risk Assessment

In this stage, risks are evaluated using the parameters of impact and probability to determine their inherent risks. In addition, control activities that mitigate critical risks are also identified in order to determine the residual risk level for each of the documented risk events.

Process Owners must identify who will participate in the process of assessing critical risks in order to determine their level of impact and probability. That assessment can be conducted through meetings or workshops with the work team.

The parameters of impact and probability are:

## Impact

Level of Impact	Description of Consequence	Assessment Scale
High	The event will have a catastrophic effect. (Financial losses or reputational damage, among others, that would have a high impact on the Company).	5
Medium-High	The event will have considerable effects for the Company. (Significant losses with an important impact on the organization and a relevant impact on the unit).	4
Medium	The event will have less drastic effects that can be dealt with by units without major inconveniences (low-impact losses).	3
Medium-Low	The event will have less drastic effects that can be dealt with by areas without major inconveniences (low impact of reputational damage, financial and/or operating losses).	2
Low	The event will have insignificant effects.	1

## Probability

Level of Probability	Description of Probability of Occurrence	Assessment Scale
Almost Certain	Risk with a very high probability of occurrence (i.e., with a high degree of certainty (90% - 100%).	5
Probable	Risk with a high probability of occurrence (i.e., between 66% and 89% certainty).	4
Moderate	Risk with a medium probability of occurrence (i.e., between 31% and 65% certainty).	3
Less Probable	Risk with a low probability of occurrence (i.e., between 11% and 30% certainty).	2
Improbable	Risk with a very low probability of occurrence (i.e., between 1% and 10% certainty).	1

Inherent risk is calculated by multiplying impact by probability.

Once the level of inherent risk has been determined for risk events, the Process Owner or someone appointed by them will identify control activities that mitigate the identified risks and document them in the risk matrix. Information on control activities will be collected through interviews and work meetings with executives and process owners. The following must be identified for each control:

- Description of the control activity.
- Frequency.
- Person responsible for executing the control.
- Supporting evidence for each control.
- Type of control (manual or automatic).

Once control activities have been identified, Process Owner will assess the effectiveness of each control in order to determine the level of residual risk. For this, they will consider the following parameters of effectiveness and the effect on the probability of risk:

Effectiveness Level		Impact on Probability
High	Consistent effectiveness and design, and risk is mitigated	Probability reduced by two points or becomes equal to 1.
Medium	Inconsistent effectiveness and design, although risk is mitigated	Probability reduced by one point or becomes equal to 1.
Low	Inconsistent effectiveness and design and risk is not mitigated.	Probability stays the same.

After determining the effectiveness of control activities, the level of residual risk will be calculated by multiplying the impact by the new probability. Residual risk levels could be:

Impact	1	2	3	4	5
High	5	10	15	20	25
Medium-High	4	8	12	16	20
Medium	3	6	9	12	15
Medium-Low	2	4	6	8	10
Low	1	2	3	4	5
	1 Improbable	2 Less Probable	3 Moderate	4 Probable	5 Almost Certain

The risk matrix prepared by each Process Owner should be sent to the Risk Management Supervisor for validation and consolidation.

The Risk Management Supervisor will request approval from the Chief Executive Officer for each risk matrix received from the Process Owner, after which they will implement the action plans.

With this information, each Process Owner will determine the risks with the greatest exposure in order to prioritize efforts.

## Risk Analysis

After assessing critical risks, the actions that need to be taken for a given residual risk will be analyzed.

Depending on the level of residual risk:

- For risks with a level between 6 and 25, the Process Owner must ask the owners of the corresponding risks to determine the action plans that must be implemented to mitigate the risk.
- For risks with a level between 1 and 5, the Process Owner will decide with the corresponding owner of the risk whether to implement an action plan to mitigate it or assume the exposure.

For risks exceeding the level of acceptable risk for which the team decides an action plan is needed, the Process Owner will define the person responsible for the action plan, the action program, the expected outcomes, dates of implementation and all other information considered necessary, and document everything in the risk matrix.

The organization may also determine other techniques for risk management, including:

- Avoidance: To avoid the risk by deciding not to engage in the activity that would probably generate the critical risk (when feasible and justified from a cost/benefit perspective).
- Outsourcing and/or Transfer: For example, developing contractual relationships with third parties or taking out insurance.

## **Monitoring**

The purpose of this stage is to monitor assessed critical risks and follow up on action plans committed to by each Process Owner.

Critical risks, control activities and action plans need to be reviewed in order to ensure that changing circumstances have not altered the priority of assessed critical risks, control activities and the effectiveness of actions. For this, the Risk Management Supervisor will ask the Process Owners to update their risk matrices annually by incorporating new risks, reassessing inherent risk, defining new control activities, reassessing residual risk and determining action plans, if necessary. Process Owners must also update risk matrices when deemed necessary due to a change in applicable regulations.

Each Process Owner is responsible for informing the Risk Management Supervisor of any relevant change in their area's risk matrices. The Risk Management Supervisor will track compliance with action plans committed to by Process Owners in each risk assessment they conduct.

On a quarterly basis, the Risk Committee will monitor the Company's risk management and monitor implementation of action plans. It will also propose improvements to the Company's risk management process.

It is important to point out that monitoring of controls, programs and actions must be continuous over time and is the responsibility of the Process Owner, Risk Management Supervisor and Chief Executive Officer, who must ensure compliance.

Audits (internal or external) can be conducted on the risk management process in order to evaluate the process and propose recommended improvement, if appropriate.

## Communication

This stage involves informing and communicating the Company's risk management in different ways.

The following reports should be issued and communicated:

- The Process Owners should send their risk matrix to the Risk Management Supervisor, along with action plans committed to as a result of assessment made and operational continuity plans in the case that critical events take place.
- The Risk Management Supervisor should report to the Risk Committee on all of the Company's risk management and progress on action plans as informed by the Process Owner.
- The Risk Committee will meet at least once every quarter to review the status of the Company's risk management.
- The Chairman of the Risk Committee will give a semi-annual presentation to the Board of Directors of Sigdo Koppers, regarding the Company's risk management and the following specific topics:
  - How the Sigdo Koppers Risk Management process is working
  - Risk matrix used, main sources of risk at Sigdo Koppers and methodology for detecting new risks
  - Probability of occurrence and impact of Sigdo Koppers's most relevant risks
  - Recommendations and improvements that the Committee thinks are important to improve the Company's Risk Management
  - Operational continuity plans designed to react in the case of critical events, including the continuity of the Board of Directors in crisis
  - Important information on critical risks identified and managed by Sigdo Koppers's main subsidiaries
  - Modifications to regulations that necessitate revising risks considered by the Company.
- One of these semi-annual presentations to the Board of Directors of Sigdo Koppers must be given by an individual designated by the Risk Committee, without the Company's Chief Executive Officer in attendance.

- The Risk Committee will also be in charge of promoting and planning ongoing training for collaborators on risks related to the tasks they perform at Sigdo Koppers.

## **10. VALIDITY**

This procedure will take effect once approved by the Board of Directors of Sigdo Koppers and will be revised as needed.

# General Policy for Handling Conflicts of Interest





## INTRODUCTION

Sigdo Koppers S.A., hereinafter “SK” or the “Company”, works continuously to be recognized and valued for its high standards and professional principles of quality.

In this spirit, each Collaborator is responsible for performing their duties fairly and equitably and without any real or apparent conflicts of interest in their relationships with other Collaborators, customers, suppliers, contractors or regulators because of their position. Likewise, Collaborators must take care that their conduct is not only free of substantial conflicts of interest but also does not cause the appearance of conflicts of interest that can harm their own reputation, the image of the Company or of any Collaborators, suppliers, contractors, customers or competitors of SK.

In compliance with applicable regulations, and in order to provide assurance to its shareholders and all Collaborators, the SK Directors’ Committee has developed this policy for handling conflicts of interest (the “Conflict of Interest Policy”), which has been presented to and duly approved by the Board. This policy identifies situations that constitute or are likely to constitute conflicts of interest and establishes procedures to follow in such cases.

### 1. SCOPE

This Conflict of Interest Policy is applicable to the Company’s directors, managers, administrators and senior executives<sup>1</sup>, as well as all other workers and professional service providers of SK (the “Collaborators”).

### 2. CORPORATE BODIES RESPONSIBLE

The Company’s Board of Directors will be responsible for adequately enforcing the procedure established herein. The Ethics Committee will be responsible for resolving any conflicts of interest that arise within SK.

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<sup>1</sup> In conformity with article 68 of Law No. 18,045, the Securities Market Act, a senior executive is any individual with the capacity to set objectives, plan, direct or control high-level management or the entity’s strategic policy or business, whether alone or in conjunction with others. The performance of these duties will be evaluated without taking into account the labor or contractual nature, form or modality that links the senior executive to the entity, or the name or description of their position.

### 3. DEFINITIONS

**Conflict of Interest:** Situation in which the integrity of an action is influenced by an interest that is incompatible with the Company's interest, thus affecting the objective performance of the Collaborator's duty. The interest may be of any nature, either economic or personal, to the extent that it affects or could appear to affect the Collaborator's impartiality in fulfilling their duties.

Examples of situations in which one could assume a Conflict of Interest exists include but are not limited to:

- **Family Relationship:** Any SK Collaborator with a family relationship of up to the third degree by blood or marriage with another SK member is in a situation of potential conflict of interest. This also includes their spouse, partner or children.

Likewise, any SK Collaborator with a family relationship of up to the third degree by blood or marriage with a third party related to the Company by ownership is in a situation of potential conflict of interest. This also includes their spouse, partner or children.

- **Ownership Relationship:** All Company Collaborators that directly or indirectly own 10% or more of the equity or profits of companies or enterprises that interact with SK or its related parties, in the role of supplier, contractor, customer or competitor, or that provide services to or receive benefits from the activities of that SK supplier, contractor, customer or competitor are in a situation of potential conflict of interest.

- **Management Relationship:** All Company Collaborators that participate in the management of a company or enterprise that interacts with SK or its related parties, in the role of supplier, contractor, customer or competitor are in a situation of potential conflict of interest. They will be understood to participate in the management of said company if the Collaborator is a director, representative, administrator, manager or executive with decision-making power in the company or enterprise. Likewise, the Collaborator will be understood to have a management relationship in those companies in which they have held the position of or performed the duties of director, manager, administrator, senior executive or liquidator at any time during the 18 months prior to the transaction in question.

- **Other Situations:** The following situations involving an SK Collaborator or their relatives up to the third degree by blood or marriage, directly or through third parties, will be considered potential conflicts of interest:

- Having an economic or corporate interest of 10% or more in the equity or profit of any

entity that engages or aspires to engage in business with the Company or the entities with which it competes.

- Brokering, for third-party benefit, transactions that affect the rights, interests or other assets of the Company or its related parties.
- Participating in any commercial transaction with the Company or its related parties or receiving any benefit from some act or contract entered into by the Company or any of its related parties.
- Using or enabling third parties to use the goods or other assets of the Company or its related parties for operations outside its commercial activities.
- Taking advantage of, or enabling third parties to take advantage of, a commercial opportunity that involves the use of assets or information of the Company or its related parties.
- Competing with the Company or its related parties.
- Being in a position of deciding on the hiring or supervision of a relative or friend, even more so when a relation of dependence could exist presently or in the future.
- Using workers or contractors that provide services to the Company or its related parties to perform personal jobs, even when they are financed by the person.
- Having a business interest in a supplier, contractor or customer.

The existence of any situation that requires applying this Conflict of Interest Policy does not in and of itself constitute a violation, but such situation must be duly declared so that the Company can take timely and appropriate steps to prevent situations that affect its image or relations with its Collaborators, and it must be duly communicated. As a result, it is hereby expressly stated that the family or ownership relationships mentioned above are not prohibited, but SK Collaborators are obligated to declare them.

Notwithstanding the situations described above, every time a situation arises in which a Collaborator of the Company or its related parties believes that they lack sufficient impartiality to lead a given deal or decide a matter, or that their actions could compromise the integrity that should govern their actions, they must implement the conflict management measures contained in this policy and the procedures established for those purposes.

#### **4. REFERENCES**

- Corporate Code of Ethics
- Corporate Governance Code
- Policy on Hiring External Advisors for the Board of Directors

## **5. PROCEDURE FOR HANDLING CONFLICTS OF INTEREST**

### **5.1 Providing Information about Conflicts of Interest**

Each Collaborator must be notified of this policy when they join the Company, along with the conflicts of interest information sheet contained in Appendix 1 of this instrument, which is designed to teach them about Conflicts of Interest concepts and the procedure to follow if they find themselves in this type of situation.

### **5.2 Conflict of Interest Declaration**

Upon joining the Company, Directors, the Chief Executive Officer, Managers and senior executives must fill out the "Conflict of Interest Declaration" contained in Appendix 2 of this instrument, which must be updated at least once a year, or more often if necessary.

In the case of Directors, the conflict of interest declaration must be accompanied by a document listing their investments in the Company and any of its related parties.

In the case of Independent Directors, at least two days before the respective shareholder meeting, they must give the Chief Executive Officer a sworn statement indicating that they accept their candidacy for Independent Director and do not meet any of the following circumstances:

- 1) Economic, professional, credit-related or commercial connections, interest or dependence of a relevant nature and volume with the Company, other companies in the same group, its controller or senior executives, or if they have been directors, managers, administrators, senior executives or advisors of these persons or entities.
- 2) Family relationship, up to the second degree by blood or marriage, with the individuals referred to in the previous point.
- 3) Being a director, manager, administrator or senior executive of non-profit organizations that have received significant contributions or donations from the persons or entities listed in point 1).

In the same declaration, the independent director will report that they do not have any relationship with the Company, the other companies in the same group, its controller or the senior executives of any of those entities, that may deprive a sensible person from a reasonable degree of autonomy, interfere with their ability to do an objective, effective job, generate a potential conflict of interest or hinder their independent judgment, and will make the commitment to remain independent for the entire time they hold the office of director.

### **5.3 Conflict of Interest Procedure for Directors, Managers and Senior Executive**

- Every time that directors, managers or senior executives identify a conflict of interest, or a potential conflict of interest, they must notify the Ethics Committee within 10 days of learning of the case.
- The Ethics Committee may ask to meet with the parties involved to analyze the situation and collect more information. If any of the members of that Committee are involved in the conflict of interest, that person must refrain from participating in that meeting.
- The Ethics Committee will analyze and resolve the potential conflict of interest within five working days of the initial meeting to resolve the case.
- The Ethics Committee will send a written notice to the director, manager or senior executive involved no more than three business days after having resolved the case.
- The director, executive or manager must express their conformity with or rejection of the resolution, sending their written response to the Ethics Committee within five calendar days of receiving the notice.
- If the executive does not agree with the resolution, the Ethics Committee will reanalyze the situation and potentially take the case to the Board of Directors and any legally appropriate measures may be taken.
- The Ethics Committee must send semi-annual reports to the Board of Directors regarding conflicts of interest that it has reviewed, mentioning the current status of each case.
- If any director has or may have a conflict of interest regarding a given matter, they must expressly declare it and refrain from voting, notwithstanding their right to speak.
- In the event of related party transactions, current law will apply<sup>2</sup>.

### **5.4 Conflict of Interest Procedure for Other Workers and Professional Service Providers**

- Every time a Collaborator in a position other than those mentioned above identifies a conflict of interest, they must notify their direct supervisor within 10 days of learning of the case.
- The Collaborator's respective supervisor must resolve the case according to Company policy, informing the Ethics Committee of the decisions that have been made so it can include them in the semi-annual reports the Committee sends to the Board of Directors.
- When any element prevents the direct supervisor from resolving the case or they decide

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<sup>2</sup> Article 146 of Law No. 18,046

that a measure needs to be taken that exceeds their authority, they must refer it to the Ethics Committee for it to resolve using the procedure established in the preceding section.

## 5.5 Special Cases

The Board of Directors may establish alternative procedures for evaluating cases of potential conflicts of interest that meet certain requirements and are estimated to be low risk. These alternative procedures in no way exempt them from complying with requirements or procedures established by law or regulation, or that are related to the Company's Crime Prevention Model. Similarly, all Collaborators must apply normal procedures in cases in which the requirements for applying the alternative procedure are not met in a given case.

The Board of Directors' decision must clearly describe cases where the alternative procedure can be applied and the steps that must be followed, which must at least require notifying the corresponding supervisor of the potential conflict of interest and periodically reporting to the Ethics Committee for it to make note of these situations.

For example, the Board of Directors may establish alternative procedures for the following acts and contracts:

- a) Acts or contracts that do not exceed 1% of the Company's equity or the equivalent of 20,000 "Unidades de Fomento" and where the interested person is a director, manager, administrator or senior executive. All transactions completed within a period of 12 consecutive months by means of one or more similar or complementary acts involving the same parties, including related parties, or subject matter, are presumed to be one single transaction.
- b) Transactions that fall within the general policies on customary transactions determined by the Board of Directors, as long as they are within the Company's line of business.
- c) Transactions between Sigdo Koppers and a legal entity in which the Company holds a direct or indirect interest of at least 95%.

Notwithstanding the exemptions from following conflict of interest procedures, in all cases the person involved in the corresponding act should also inform their direct supervisor or the Ethics Committee within five days of entering into the act or contract.

## **6. COMPLIANCE WITH CURRENT REGULATIONS**

The provisions of this document do not excuse anyone from complying with applicable regulations on conflicts of interest, including but not limited to Law No. 18,046 (especially articles 146 et seq).

## **7. VALIDITY**

This Conflict of Interest Policy will take effect once approved by the Board of Directors of Sigdo Koppers and will be revised as needed, but at least annually.

## APPENDIX 1

### CONFLICTS OF INTEREST INFORMATION SHEET

Each collaborator is responsible for performing their duties fairly and equitably and appropriately resolving any real or apparent conflicts of interest in their relationships with other collaborators or with customers, suppliers, contractors, communities or regulators because of their position.

**Conflict of interest:** Situation in which the integrity of an action is influenced by an interest that is incompatible with the Company's interest, thus affecting the objective performance of the Collaborator's duty.

This interest may be of any nature, both economic and personal, to the extent that it affects or could give the appearance of affecting the Collaborator's impartiality in performing their duties, understanding that each Collaborator is responsible for performing their duties fairly and equitably in their relationships with other Collaborators or with customers, suppliers, contractors, communities and regulators because of their position, paying attention to the form and outcome of their conduct.

Collaborators must take care that their conduct is not only free of substantial Conflicts of Interest but also does not cause the appearance of conflicts of interest that can harm their own reputation, the image of the Company or of any SK Collaborators, suppliers, contractors, customers or competitors.

Examples of situations in which one could assume a Conflict of Interest exists include but are not limited to:

#### **Family Relationship:**

Any SK Collaborator with a family relationship of up to the third degree by blood or marriage with another SK member is in a situation of potential conflict of interest. This also includes their spouse, partner or children.

Likewise, any SK Collaborator with a family relationship of up to the third degree by blood or marriage with a third party related to the Company by ownership is in a situation of potential conflict of interest. This also includes their spouse, partner or children.

#### **Ownership Relationship:**

All Company Collaborators that directly or indirectly own 10% or more of the equity or profits of companies or enterprises that interact with SK or its related parties, in the role of supplier, contractor,



customer or competitor, or that provide services to or receive benefits from the activities of that SK supplier, contractor, customer or competitor are in a situation of potential conflict of interest.

### **Management Relationship:**

All Company Collaborators that participate in the management of a company or enterprise that interacts with SK or its related parties, in the role of supplier, contractor, customer or competitor are in a situation of potential conflict of interest. They will be understood to participate in the management of said company if the Collaborator is a director, representative, administrator, manager or executive with decision-making power in the company or enterprise. Likewise, the Collaborator will be understood to have a management relationship in those companies in which they have held the position of or performed the duties of director, manager, administrator, senior executive or liquidator at any time during the 18 months prior to the transaction in question.

### **Other Situations**

The following situations involving an SK Collaborator or their relatives up to the third degree by blood or marriage, directly or through third parties, will be considered potential conflicts of interest:

- Having an economic or corporate interest of 10% or more in the equity or profit of any entity that engages or aspires to engage in business with the Company or the entities with which it competes.
- Brokering, for third-party benefit, transactions that affect the rights, interests or other assets of the Company or its related parties.
- Participating in any commercial transaction with the Company or its related parties or receiving any benefit from some act or contract entered into by the Company or any of its related parties.
- Using or enabling third parties to use the goods or other assets of the Company or its related parties for operations outside its commercial activities.
- Taking advantage of, or enabling third parties to take advantage of, a commercial opportunity that involves the use of assets or information of the Company or its related parties.
- Competing with the Company or its related parties.
- Being in a position of deciding on the hiring or supervision of a relative or friend, even more so when a relation of dependence could exist presently or in the future.
- Using workers or contractors that provide services to the Company or its related parties to perform personal jobs, even when they are financed by the person.
- Having a business interest in a supplier, contractor or customer.

The existence of any situation that requires applying this Conflict of Interest Policy does not in and of itself constitute a violation, but such situation must be duly declared so that the Company can take timely and appropriate steps to prevent situations that affect its image or relations with its Collaborators, and the respective Risk Management Supervisor must be duly notified. As a result, it is hereby expressly stated that the family or ownership relationships mentioned above are not prohibited, but SK Collaborators are obligated to declare them.

Notwithstanding the situations described above, every time a situation exists in which a Collaborator of the Company or its related parties believes that they lack sufficient impartiality to lead a given deal or decide a matter, or that their actions could compromise the integrity that must govern their actions, they must implement the conflict management measures contained in this policy and the procedures established for those purposes.

## APPENDIX 2

### ACKNOWLEDGMENT OF INTERNAL POLICIES AND CONFLICT OF INTEREST DECLARATION

Based on what I have read and understood in the Code of Ethics, Corporate Governance Code and the Conflicts of Interest Information Sheet provided by the Company, I make the following declaration, bearing in mind that the information expressed herein must be complete, trustworthy and timely.

In Santiago, on XXXX XX, 20\_\_ I, .....,  
 Chilean ID No. ...., in my role as ..... of  
 SIGDO KOPPERS S.A., declare that I have not had any type of conflict of interest during the past 12 months that could affect the proper fulfillment of my duties and could potentially have affected the Company's corporate interests.

Complete the following section as requested only if you believe that any potential conflict of interest could arise this year:

I declare to have the following possible conflict of interest:

.....  
 .....  
 .....  
 .....  
 .....  
 .....  
 .....  
 .....  
 .....

.....  
 Name and signature of declarant

.....  
 Name and signature of receiver

# Corporate Governance Code

## **OBJECTIVE**

The objective of this Corporate Governance Code is to communicate the Corporate Governance structure of Sigdo Koppers S.A., regulate its operations and introduce the corporate governance practices that have been put in place in accordance with current regulations and international standards, in order to fulfill the mission of the Board of Directors to maximize the Company's value.

The Corporate Governance practices of Sigdo Koppers S.A., are focused on ensuring that the Company acts appropriately in the market, providing sufficient and timely information, promoting equal participation by all shareholders, respecting their rights and those of all stakeholders and strengthening the Company's senior leadership and management.

## **VISION**

Grow profitably, continuously and in a sustainable manner, consolidating our development in the various industries and markets in which we participate, identifying new investment opportunities consistent with our long-term vision.

## **MISSION**

To be a leading and comprehensive provider of services and products for mining and industry, providing our customers with the highest quality, creating value for our shareholders and development opportunities for our people.

## **VALUES**

### **Commitment to Life**

We put people's health, safety and quality of life first. We strive to achieve sustainable growth, care for the environment and ensure the wellbeing of communities with whom we engage.

### **Integrity**

We conduct ourselves ethically, fairly and responsibly with our stakeholders.

## **Excellence**

We provide high-quality products and services, and we push ourselves to innovate and to find the best solutions.

## **Customer Focus**

We build long-term relationships of trust with our customers. We take the time to understand their needs, to see things from their point of view and to meet their expectations with competitive, high-quality solutions.

## **SHAREHOLDERS**

A list of the Company's shareholders is publicly available on its website ([www.sigdokoppers.cl](http://www.sigdokoppers.cl)).

Likewise, the Board of Directors has formed a unit to address shareholders and investors' concerns regarding the Company's situation, businesses and public information. This unit can be accessed through the website.

## **Functioning**

Shareholders are convened by the Board of Directors to annual general or extraordinary meetings, as appropriate, to learn about and vote on matters regarding the Company's operations.

Annual general meetings are held at least once a year within the four-month period following the date of the balance sheet.

Extraordinary meetings are convened when needed based on the Company's interests or when requested by shareholders representing at least 10% of the issued shares with voting rights, as well as when required by the Financial Market Commission.

Likewise, any meeting at which all issued shares with voting rights are present may be validly held, even if the formalities required for convening the meeting have not been fulfilled.

Meeting notices will be issued as set forth in current domestic law.<sup>1</sup>

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<sup>1</sup> Law No. 18,046, the Corporations Act / Decree 702, the Corporations Regulations.

Meetings will be presided over by the Chairman of the Board of Directors and the Chief Executive Officer will act as the Secretary to the Board of Directors.

Deliberations and agreements at shareholder meetings will be recorded in the respective minutes, which will be stored in formats guaranteeing their integrity and fidelity and will be available for shareholders on the Company's website. Likewise, documents, appendices, reports and other background information considered an integral part of these minutes will also be safeguarded.

## **Roles and Responsibilities**

The shareholders' main responsibilities at annual general meetings, notwithstanding those established in current law, include:

- Electing and revoking the Board of Directors.
- Setting Board fees.
- Designating external auditors and risk rating agencies.
- Approving or rejecting the annual report, balance sheet and financial statements.
- Deciding how to distribute profit each year, especially dividend distributions.
- Determining the expense budget for the Directors' Committee and its advisors.
- Analyzing and deciding any matter presented to it by law, bylaws or the Board of Directors.

The shareholders' main responsibilities at extraordinary shareholder meetings are set forth in Article 57 of the Corporations Act.

## **BOARD OF DIRECTORS**

### **Composition**

The Board of Directors of Sigdo Koppers S.A., has 7 re-electable directors, among which one must be independent.

Board elections for all seats take place every three years as established in the Company's bylaws.

The Board of Directors will choose a Chairman and a Vice-Chairman.

Sigdo Koppers S.A., has not established any other requirements or conditions for its directors other than those in current law and does not limit their participation on other boards of directors. However,

the Company has mandated that members of the Board of Directors of Sigdo Koppers S.A., must, unless they have just cause, allocate sufficient time to attend ordinary or extraordinary meetings of the Board of Directors and any committees on which they sit and to analyze the information necessary to fulfill their duties and responsibilities.

Directors are compensated for exercising their duties based on fees set at the annual general meeting. The members of the Board of Directors are detailed on the website of Sigdo Koppers S.A.

## **Functioning**

The Board of Directors of Sigdo Koppers S.A., holds ordinary monthly meetings as well as extraordinary meetings when circumstances so require. Board meetings are called to order by an absolute majority of its members and agreements are made by an absolute majority of the directors in attendance with the exception of the provisions of articles 146 et seq from the Corporations Act.

The dates of ordinary Board meetings are known by the directors based on an annual calendar prepared by the Chief Executive Officer and approved by the Board of Directors.

Board meetings are presided over by the Chairman of the Board, or whoever stands in for them, and follow the agenda provided for the respective meeting.

The Chief Executive Officer participates in Board meetings, except in circumstances where their presence could impact the decision-making process or hinder the Board of Directors from fulfilling its responsibilities, such as when evaluating the Chief Executive Officer's performance.

The directors should receive the material regarding the topics to be discussed sufficiently in advance through the mechanisms put in place by the Company for that purpose.

To guarantee the Board's adequate continuity, the Company has standardized processes using policies and procedures that regulate the decision-making process and appropriate transfer of duties and information.

The Company has an orientation program for new directors designed to teach them about the company, its businesses, risks, policies, procedures, significant accounting policies and the current applicable legal framework. The nomination process for Board candidates is coordinated by the Chief Executive Officer in accordance with the Board Candidate Nomination Procedure.

The Board of Directors has a training program, which includes topics such as best practices in corporate



governance, sustainability, risk management and conflicts of interest, among others.

Record must be left in the consecutively numbered minutes of matters addressed and agreements reached at Board meetings. The minutes are drafted by the Secretary to the Board and archived on the premises of Sigdo Koppers S.A., under the responsibility of the Chief Executive Officer, in order to guarantee their integrity. The arguments, elements and information that the Board of Directors examines must be safeguarded in accordance with the Procedure for Safeguarding Board Information. Minutes and other related documents are made available to directors using an information system that all directors can access remotely and securely at any time.

In cases where the Board of Directors needs external advisors, it may hire specialists according to the Policy for Hiring External Advisors for the Board of Directors.

The directors of Sigdo Koppers S.A., both annually and other times when necessary, must declare their conflicts of interest using the procedure mandated by the Company and refrain from exercising their right to vote, if applicable.

The Board of Directors of Sigdo Koppers S.A., established a Board Self-Assessment Policy to detect opportunities for improving its functioning and organization.

The Board of Directors will conduct on-site visits of Sigdo Koppers S.A., facilities each year.

## **Roles and Responsibilities**

Notwithstanding current law, the roles and responsibilities of the Board of Directors of Sigdo Koppers S.A., include:

- Exercising senior leadership for the Company.
- Defining the Company's vision, mission, values and objectives.
- Instituting and supervising the corporate governance framework to foster implementation and maintenance of healthy practices in that area.
- Establishing, reviewing, approving and monitoring implementation and compliance with business plan and strategic planning.
- Discussing and approving investment projects and their financing sources.
- Providing shareholders and the public with accurate, timely information as determined by law regarding the Company's legal, economic and financial situation.
- Designating, removing and evaluating the performance of the Chief Executive Officer.
- Planning and preparing for the succession of the Chief Executive Officer and other key executives.

- Presenting the annual report, balance sheet, income statement and external auditors' report at the annual general meeting.
- Supervising compliance by senior management with policies and procedures established by the Company.
- Driving and ensuring the Company's internal control.
- Approving and controlling the risk management policy.
- Approving and supervising the Crime Prevention Model and designating the Crime Prevention Officer.

## **DIRECTORS' COMMITTEE**

### **Composition**

The Directors' Committee is comprised of three directors, at least one of whom must be an independent director, who also presides over that Committee.

### **Functioning**

For the committee to function properly, at the beginning of the year the Chief Executive Officer, who acts as Secretary to the Committee, schedules the meetings that will be held periodically during the year, notwithstanding others that may be held if necessary.

An annual expense budget for the Directors' Committee to properly fulfill its duties will be approved at the annual general meeting.

Deliberations and agreements reached at Directors' Committee meetings will be recorded in the respective minutes and properly safeguarded.

### **Roles and Responsibilities**

Although the duties of the Directors' Committee are set forth in the Corporations Act, their roles and responsibilities are also listed below:

- Make recommendations to the Board of Directors or Management regarding matters within its jurisdiction.

- Examine external audit reports, the balance sheet and financial statements and approve them prior to presenting them to shareholders for their approval.
- Propose external auditors and risk rating agencies to the Board of Directors so it can in turn propose them to shareholders at the annual general meeting.
- Examine background information regarding related party transactions and issue a report on the matter. That report should be sent to the Board of Directors.
- Examine the remuneration systems and compensation plans for the Company's managers, senior executives and collaborators.
- Prepare an annual report on the committee's dealings, including the main recommendations to shareholders.
- Share with the Board of Directors its opinion regarding hiring the external auditors to provide non-audit services.

## **MANAGEMENT**

### **Composition**

The management of Sigdo Koppers S.A., is led by the Chief Executive Officer and supported by different division managers.

### **Functioning**

The Chief Executive Officer determines the managerial structure and committees necessary for the Company to function correctly.

### **Roles and Responsibilities of the Chief Executive Officer**

Notwithstanding the responsibilities established in current law, the main responsibilities of the Chief Executive Officer include:

- Leading the Company's Management and representing it legally.
- Ensuring compliance with the Company's ethical values.
- Defining and executing the Company's strategy.
- Aligning the corporate values, business strategy and internal policies with the Company's operations.

- Presenting the budget and business plan to the Board of Directors on an annual basis.
- Ensuring the Company's resources are adequately managed.
- Evaluating the performance of senior executives and ensuring an adequate compensation system is in place.
- Establishing appropriate internal and external communication channels.

## **ETHICS COMMITTEE**

### **Composition**

The Ethics Committee is made up of the Chief Executive Officer, the Corporate Controller and one director of Sigdo Koppers S.A., designated by the Board of Directors.

### **Functioning**

The committee meets on a semi-annual basis and at other times when circumstances so require. Minutes are kept for committee meetings.

The composition, functioning, roles and responsibilities of the Ethics Committee are determined in its bylaws.

### **Roles and Responsibilities**

The committee's main responsibilities include:

- Promoting the Company's values and ethical conduct within the organization.
- Assisting in the resolution of conflicts arising from applying the Corporate Code of Ethics and acting as an arbitrator between the parties.
- Hearing and resolving complaints as indicated in the whistleblower procedure.
- Collaborating in evaluating the effectiveness of and updating the Corporate Code of Ethics.
- Issuing instructions necessary to develop and comply with the provisions of the Corporate Code of Ethics.
- Supporting the Crime Prevention Model and the process of investigating complaints related to Law No. 20,393.

## RISK COMMITTEE

### Composition

The Risk Committee is comprised of the Chief Executive Officer, the Corporate Controller and the Corporate Chief Financial Officer.

### Functioning

The Risk Committee holds quarterly ordinary meetings as well as extraordinary meetings when circumstances so require.

Minutes are kept for committee meetings.

The Chairman of the Risk Committee gives a semi-annual presentation to the Board of Directors on the status of the Company's risk management, critical risks identified, their impact and probability, contingency plans designed, recommendations and improvements, among other topics.

One of these semi-annual presentations to the Board of Directors must be given by an individual designated by the Risk Committee, without the Company's Chief Executive Officer in attendance.

The composition, functioning, roles and responsibilities of the Risk Committee are established in its bylaws.

### Roles and Responsibilities

The objective of the Risk Committee is to define and propose risk management strategies, policies and procedures to the Board of Directors.

The committee's main roles and responsibilities include:

- Proposing the risk management policy to the Board of Directors.
- Defining the risk profile and tolerance and proposing them to the Board of Directors.
- Guaranteeing that risk management is aligned with the Company's objectives and strategic planning.
- Evaluating the risk measurement methodologies, infrastructure, allocation and prioritizing of resources needed to develop risk management.

- Reviewing the organization's critical risks and presenting them to the Board of Directors.
- Ensuring compliance with the risk management policy and procedure.
- Proposing mitigation plans for relevant risks to the Board of Directors.
- Ensuring compliance with action plans is monitored.
- Reporting the status of risk management to the Board of Directors on a semi-annual basis.
- Suggesting, when appropriate, changes to the risk management policy and/or procedure.
- Expressing its opinion regarding activities involving risks for the Company.

## **STAKEHOLDERS**

Relationships with and commitment to each stakeholder group is very important to the Company.

### **Collaborators**

Sigdo Koppers S.A., promotes ethical, collaborative behavior among all members of the organization and has created healthy, safe work environments by implementing management programs in that area in accordance with the law; systematically evaluating risks and establishing prevention measures.

Similarly, it fosters training, equipping collaborators with the competencies needed to staff the Company with qualified personnel, enrich knowledge, improve attitudes and individual skills and generate a solid knowledge base.

As for inclusiveness and diversity, Sigdo Koppers S.A., is conscious of the value of accepting differences and, therefore, does not permit discrimination or exclusion based on ethnicity, gender or other aspects that could affect an individual's dignity.

### **Community**

Sigdo Koppers S.A., looks to maintain good relationships with communities and contribute to the places where it operates and the people with which it engages, always in conformity with our Vision, Mission and Values.

### **Investors and Shareholders**

For Sigdo Koppers S.A., efficient processes and transparency are paramount. The Group looks to generate long-term returns for its shareholders and investors, while meeting high standards of quality and transparency.

## **Customers**

Sigdo Koppers S.A., is aware of its commitment to its customers and aspires to be a strategic partner, focusing on their needs and expectations, delivering excellent, innovative and competitive products and services on time.

## **Suppliers**

The Company promotes open, transparent communication with its suppliers and establishes fair treatment for both parties, working to strengthen both local and sustainable suppliers.

## **Authorities**

The Company undertakes to comply with legislation applicable to its operations in the places where it provides its services.

## **Competitors**

Sigdo Koppers S.A., promotes fair competition based on ethical business practices.

## **POLICIES**

### **Ethical Conduct**

The Company adopted a Corporate Code of Ethics, which establishes an ethical framework of principles, values and conducts to govern the work performance and behavior of directors, collaborators and external advisors.

### **Conflict of Interest**

Generally speaking, a conflict of interest arises when any event or situation interferes with a person's decision making.

If any director or member of senior management were to have questions on the matter or any conflict of interest were to arise, it must follow the instructions applicable to senior management and directors in the Conflict of Interest Procedure.

In addition, directors, employees and external advisors must complete an annual conflict of interest declaration.

## **Free Competition**

The Company promotes and respects competition, a core value that must govern every aspect of business dealings. Competition stimulates efficiency and creativity, laying the foundation for fair and equitable business relationships. Competitive conduct is governed by the Company's business objectives and the particular considerations of the market in which it operates.

## **Handling Information**

Sigdo Koppers S.A., is committed to disclosing the Company's essential information accurately, sufficiently and promptly.

To accomplish this, the Board of Directors of Sigdo Koppers S.A., approved a Market Information Manual, which regulates disclosure of essential events or information, whether as a result of specific disclosure or communication requirements or because it is information of interest to the market or confidential.

Directors and collaborators must guarantee that information under its management and/or control is appropriately protected.

## **Crime Prevention Model (Law No. 20,393)**

Regulatory compliance and ethics are of utmost importance at Sigdo Koppers S.A. Consequently, the Company has developed a crime prevention model in compliance with Law No. 20,393, which establishes the criminal liability of legal entities for the crimes indicated in article 1 of that law and any future crimes incorporated.

Therefore, the Company prohibits any conduct that may give rise to criminal charges being brought against it under Law No. 20,393 caused by acts of owners, controllers, managers, senior executives, representatives, administrators, supervisors or any internal or external collaborator representing the company.

## **Risk Management**

Sigdo Koppers S.A., has a Risk Management Policy and Procedure, which are designed to provide reasonable certainty that the Company's strategic, operational, financial and compliance objectives



will be achieved and that the Company's value will be maximized. These documents are intended to ensure that risks within the Company are identified, analyzed, assessed, monitored and communicated to the appropriate persons.

Senior executive compensation and termination benefit policies, as well as salary structures at Sigdo Koppers S.A., are reviewed annually by the Board of Directors based on the senior executive compensation guidelines.

## **Internal Control**

Sigdo Koppers S.A., has a Corporate Control Division and an Internal Auditing area charged with establishing, evaluating and maintaining a suitable internal control structure.

Semi-annually, the persons responsible for Internal Auditing give a presentation to the Board of Directors on the annual audit plan; any deficiencies; irregular situations which due to their nature must be communicated to regulators or the Public Prosecutor's Office; recommendations and improvements that could help minimize the occurrence of irregularities or fraud, among others.

One of the semi-annual presentations to the Board of Directors must be given without the Chief Executive Officer in attendance.

The main duties of the Internal Auditing area include:

- Developing and executing an annual work plan based on the Company's objectives and risks.
- Establishing policies and procedures to guide internal audit activity.
- Evaluating the sufficiency and validity of the internal control systems in place that involve the Company's important transactions, following generally accepted rules and procedures as well as specific regulations governing this area.
- Evaluating compliance with the legal and regulatory framework applicable to the Company.

The functioning, roles and responsibilities of the Internal Auditing area are established in its bylaws.

## **Financial Statement Audit**

An External Auditing firm is hired to provide services to guarantee the independence and quality of the financial statements.

Each quarter, the External Auditors give a presentation to the Board of Directors on the audit plan,

possible differences detected in the audit in regard to accounting practices, administrative systems and internal auditing, possible serious weaknesses that may have been detected and those irregular situations which due to their nature must be reported to the competent regulatory agencies, the results of the annual audit program and possible conflicts of interest that may exist between the audit firm or its personnel, both because of providing other services to the Company or other group companies, and for other situations.

One of the quarterly presentations to the Board of Directors must be given without the Chief Executive Officer in attendance.

## **Sustainability**

The Sustainability Policy provides guidelines for the sustainable development of all business areas. It is aligned with the Company's values and takes into account all stakeholders.

Semi-annually, the persons responsible for Corporate Social Responsibility give a presentation to the Board of Directors on policies in force, organizational barriers detected, stakeholders, etc.

The Company is committed to its workers, the environment and the communities where it operates. Accordingly, the Company has decided to formalize a long-term strategy, which it will use to implement diverse policies within these guidelines.

Sigdo Koppers S.A., focuses on the following action areas:

- Respecting Human Rights.
- Caring for labor practices and respecting people.
- Using ethical and business best practices.
- Treating workers, customers and suppliers fairly.
- Caring for the environment and committing to clean production. Promoting environmental accountability in all business areas. The Company looks to progressively increase the efficiency with which it uses and manages natural resources and encourages this approach throughout the entire value chain for each of its business areas.
- Training and motivating talent.
- Employee health and safety.
- Quality and continuous improvement in processes and activities.
- Support for the socio-economic development of the communities where it operates.
- Reducing the environmental impact of its activities and certifying its environmental management.

- Energy efficiency.
- Promoting excellence.
- Support for education.

## **VALIDITY AND UPDATING**

This Code will take effect once approved by the Board of Directors of Sigdo Koppers and will be revised and updated as needed based on internal requirements or regulatory changes.

# Board Training Program



## INTRODUCTION

The Board of Directors of Sigdo Koppers S.A., hereinafter “the Company” or “Sigdo Koppers”, has designed this Board Training Program to update the directors’ knowledge of topics needed for decision making inherent to its line of business, providing relevant, comprehensive information for the Company, and thereby enabling them to properly fulfill their duties.

### 1. OBJECTIVE

The objective of the Board Training Program is to update the Company’s directors on relevant topics for appropriate decision making and to foster their ongoing training.

### 2. SCOPE

This policy is applicable to the Board of Directors of Sigdo Koppers S.A.

This program describes the minimum content on which directors must be trained, as well as program time frames and the individuals responsible for ensuring the program is conducted.

### 3. INDIVIDUALS RESPONSIBLE

Chairman of the Board	Responsible for compliance with this program.
Chief Executive Officer	Responsible for ensuring program is appropriately conducted

### 4. DEFINITIONS

**Training:** Process intended to update directors’ knowledge and respond to the needs of the Board of Directors in different areas.

## 5. REFERENCES

- Sigdo Koppers S.A. Corporate Governance Code.
- General Character Standard No. 385, dated June 8, 2015, from the CMF.

## 6. TRAINING

- 6.1** The Chairman of the Board of Directors of Sigdo Koppers will lead a training program for the Board of Directors to update directors' knowledge of certain topics.
- 6.2** The Board of Directors will determine the timeline for the training, which must cover at least the following topics:
- Local and international Corporate Governance Best Practices
  - Local and international milestones achieved over the past year related to inclusiveness, diversity and sustainability reporting
  - Risk Management Tools, including sustainability-related risks, implemented locally or internationally over the past year
  - Important jurisprudence, penalties and/or rulings regarding the duties of directors (care, reserve, loyalty, diligence and information)
  - Conflicts of interest, examples and how to resolve them
  - Any other topic that the Board of Directors deems relevant.
- 6.3** Depending on the topic, the Board of Directors will define the person responsible for conducting the training, which may include the Chairman of the Board of Directors, other directors, senior executives such as the Chief Executive Officer, the Chief Financial Officer, the Corporate Controller and/or external advisors who are specialists in the topic.
- 6.4** Training may be in-person or remote.
- 6.5** Directors who express an interest may request individual training sessions on the topics defined in the timeline in order to delve deeper into the subject.

## 7. TRAINING TIMELINE

Each year a training timeline will be defined with the topics to be addressed, the time allocated to each topic and the presenters (see Appendix 1).

## 8. RECORD AND DISSEMINATION OF PROGRAM

Each time the Board of Directors or any individual director participates in a training session on a program topic, details on that session, including the date, topic, presenters, and attendees, must be noted in a log created for that purpose.

Each year the topics on which the Board of Directors has been trained over the past year will be published on the website.

## 9. VALIDITY

This program will take effect once approved by the Board of Directors of Sigdo Koppers and will be revised as needed.

## APPENDIX 1

Training Timeline for January 2016 – January 2017

Date	Topic	Presenters	Attendees	Time Allocated
First Quarter	<ul style="list-style-type: none"> <li>• Milestones in diversity, inclusiveness, and sustainability.</li> <li>• Background, opinions, and rulings on Corporate Governance.</li> </ul>	External Consultants	Directors and Senior Executives	TBD
Second Quarter	<ul style="list-style-type: none"> <li>• Corporate Governance Best Practices.</li> <li>• Jurisprudence, penalties, and rulings from authorities regarding Corporate Governance.</li> </ul>	External Consultants	Directors and Senior Executives	TBD
Third Quarter	<ul style="list-style-type: none"> <li>• Risk Management Tools implemented over the past year (including sustainability risks).</li> <li>• Jurisprudence, penalties, and rulings from authorities regarding Corporate Governance.</li> </ul>	External Consultants	Directors and Senior Executives	TBD
Fourth Quarter	<ul style="list-style-type: none"> <li>• Jurisprudence, penalties, and rulings from authorities regarding the duties of directors.</li> <li>• Conflicts of interest, practical cases, resolutions.</li> </ul>	External Consultants	Directors and Senior Executives	TBD

# Corporate Sustainability Policy





## INTRODUCTION

The Corporate Sustainability Policy for the Sigdo Koppers Group guides the activities of Sigdo Koppers S.A. and each of its subsidiaries to develop sustainability-related actions. Accordingly, it provides guidelines for employees that are aligned with the business strategy and directs stakeholder engagement.

### 1. BACKGROUND INFORMATION

The Sigdo Koppers Group, hereinafter the SK Group, is one of the largest, most important corporate groups in Chile. With a recognized track record of commitment, innovation and competency, it has achieved sustained growth in business volumes, thanks to its ability to identify new investment opportunities within its industrial, technological and commercial areas of expertise.

With operations in the Americas, Europe and Asia, the SK Group's activities are organized into three business areas. The Services Area houses the construction and industrial assembly, transport and logistics and technology businesses. The Industrial Area brings together companies that specialize in rock fragmentation and the production and sale of grinding balls and wear parts. Finally, the Commercial and Automotive Area has machinery and auto dealers, distributors and leasing firms.

The SK Group's mission is to be a leading and comprehensive provider of services and products for mining and industry, providing its customers with the highest quality, creating value for its shareholders and development opportunities for its people.

The SK Group's vision is to grow profitably, continuously and in a sustainable manner, consolidating development in the various industries and markets in which it participates and identifying new investment opportunities consistent with its long-term vision.

In terms of corporate values and principles, the SK Group's most important commitments are to protect the health and safety of its employees, protect the environment everywhere it operates, achieve product and service excellence and conduct business ethically and respectfully towards the community and all players involved in the business.

The SK Group also commits to generating long-term collaboration with each of its stakeholders, inspired by its corporate values and principles.

## **2. SCOPE**

The Sustainability Policy establishes a common framework of action for the Company and all subsidiaries in sustainability-related areas inherent to their activities. All employees are expected to follow these guidelines, regardless of their position within the organization or the place where the company provides services.

This Policy defines guidelines for each Group company to set goals and manage action plans for its business that lead to sustainability.

## **3. RESPONSIBILITIES**

Each company within the SK Group, as well as the parent company Sigdo Koppers S.A., will be responsible for:

- Implementing, promoting and distributing the Sustainability Policy to all employees, through its platforms and internal communication media.
- Fostering integration of the Policy's guidelines at all Group operations in order to implement them as part of all processes.
- Guaranteeing that this Policy's guidelines are incorporated and understood organization-wide by every Group employee, regardless of their position.
- Communicating the Policy and putting mechanisms in place for receiving feedback from stakeholders and external community members considered relevant.
- Managing the Sustainability Policy using goals and indicators that help evaluate continuous improvement.

## **4. SUSTAINABILITY POLICY**

The SK Group Sustainability Policy is presented below.

## **SK GROUP SUSTAINABILITY POLICY**

### **1. OBJECTIVE**

The Sustainability Policy provides guidelines for the sustainable development of all SK Group business areas. It is aligned with the Company's values and takes into account all relevant stakeholders.

### **2. STAKEHOLDER CONSIDERATION**

#### **2.1 Employees**

The SK Group will promote ethical behavior within the companies that is aligned with the corporate values.

The companies will ensure workplaces where employee health and safety are protected by implementing programs to manage these issues. They will aspire to strictly comply with labor laws applicable to the company, ensure ongoing identification of risks and establish appropriate prevention measures.

The SK Group will equip employees with the competencies needed to enrich knowledge, improve attitudes and skills in order to facilitate their professional and personal development, staff the Company with qualified personnel and generate a solid knowledge base.

#### **2.2 Investors and Shareholders**

For the SK Group, efficient processes and transparency are paramount. The Group looks to generate long-term returns for its shareholders and investors, while meeting high standards of quality and transparency in accessing important information for decision making.

#### **2.3 Customers**

The SK Group aims to satisfy its customers by focusing on their needs and expectations, delivering excellent, innovative, competitive products and services in a timely manner.

#### **2.4 Communities**

The SK Group strives to live in harmony with neighboring communities, looking to improve their quality

of life and boost local development. It will particularly promote the development of relationships based on trust and transparency. Each business unit will work to ensure that community interests and expectations are considered in its decisions and activities.

## **2.5 Suppliers**

The SK Group commits to promoting open, transparent communication with its suppliers. It will establish fair treatment for both parties, working to strengthen both local and sustainable suppliers.

## **2.6 Regulators**

The SK Group companies commit to comply with the laws and regulations applicable to its operations.

## **2.7 Competitors**

The SK Group will maintain relationships with its competitors based on the principles of free competition and guided by best practices in ethics and business.

# **3. ENVIRONMENT**

The SK Group will promote environmental accountability in all business areas.

It will strive to establish management mechanisms to ensure systematic identification and control of environmental impacts, to incorporate technological innovation that helps improve processes and to achieve continuous improvement in this area.

The Company will progressively increase the efficiency with which it uses and manages natural resources.

It aims to extend this approach throughout the entire value chain for each of the Group's business areas.

# **4. EDUCATION AND TRAINING**

For the SK Group, education is a key factor of social progress and economic development. As a result, the main focus of its corporate social responsibility efforts, specifically in the technical area, are training its employees and implementing educational programs.

The companies, as part of their corporate social responsibility efforts, will incorporate support for technical education programs in areas related to the business, thus helping integrate the Group's existing best practices and generating an important social benefit.

## **5. DIVERSITY AND INCLUSIVENESS**

Conscious of the value of accepting differences, the SK Group does not permit discrimination and exclusion based on ethnicity, gender or other aspects that could affect an individual's dignity.

SK Group companies will promote work environments that respect the dignity of employees, local cultures and where each person is valued for their individual contribution.

## **6. INNOVATION**

The SK Group companies will be constantly seeking solutions that contribute to sustainability by implementing new production and management practices and technologies. In addition, they will foster innovation that helps reduce potential environmental impacts generated by its business operations.

Innovation is also based on people, which is why they will work to build idea generation capacity and value employee contributions as a key pillar of future growth.

## **7. VALIDITY**

This policy will take effect once approved by the Board of Directors of Sigdo Koppers and will be revised as needed.

# Supplier Code of Ethics and Conduct

## INTRODUCTION

Suppliers and subcontractors play an active role in the value chain of Sigdo Koppers S.A., and its subsidiaries. As a result, we encourage them to know and adopt the conduct guidelines established in our Corporate Code of Ethics, the Crime Prevention Model and the UN Global Compact principles that govern our activities and stakeholder relations.

In this document, the Company summarizes the ethical principles and minimum rules of conduct that must guide the actions of suppliers, contractors, subcontractors and other third parties that interact with Sigdo Koppers S.A., and its subsidiaries. These guidelines do not replace or repeal other internal policies and/or procedures, but rather complement them, along with applicable laws.

Compliance with this code of conduct is an important component of supplier selection and evaluation. Another one of our objectives is for suppliers and subcontractors to share these guidelines and apply the standards in their supply chain.

For Sigdo Koppers S.A., and its subsidiaries, supplier selection and hiring must always be based on technical, professional and ethical criteria, as well as on the Company's needs. Bids must be chosen based on objective factors such as competency, timing, price and quality. Selection procedures will be transparent, defined prior to selection and demonstrable to the leadership of Sigdo Koppers S.A. and its subsidiaries. Group companies will not maintain relationships with suppliers that do not respect current laws and regulations, especially in labor, safety and environmental matters, or about which there is any reasonable doubt as to their integrity or ethical principles.

### 1. COMPLIANCE WITH LOCAL LAWS AND REGULATIONS

Suppliers must duly comply in good faith with all laws and regulations in effect in the country, state, region or province where its operations are located, especially in labor, safety and environmental matters.

### 2. CRIMINAL LIABILITY FOR COMPANIES

In order to prevent any Sigdo Koppers entity from being criminally liable (in conformity with the laws in effect currently or in the future) and to comply with the ethical standards and good business practices established in its policies and Law No. 20,393, Sigdo Koppers has implemented a Crime Prevention Model and designated a Crime Prevention Officer, who is responsible for ensuring compliance with those standards.

Consequently, suppliers of Sigdo Koppers S.A. or its subsidiaries may not engage in acts that may constitute any of the following crimes specified in Law No. 20,393, or any new crime that may be added in the future as grounds for criminal liability for legal entities.

- a) Terrorism financing: An act, by any means, involving soliciting, collecting or providing funds to be used to commit any terrorist offense or illegal association with the aim of committing terrorist offenses.
- b) Money laundering: An act involving hiding or concealing the illegal origin of certain assets, knowing that they come from crimes related to illegal drug trafficking, terrorism, arms trafficking, child prostitution, kidnapping, bribery and other crimes.
- c) Bribery of public officials: An act involving offering or consenting to give a public employee an economic benefit (money, goods or other benefit) for their own or third party gain, for them to execute or refrain from executing the duties of their position or carry out an act that violates their position.
- d) Handling stolen property: An act involving storing, transporting, buying, selling, transforming or marketing, in any form, unduly obtained or received, misappropriated, looted or stolen goods (including cattle theft).
- e) Incompatible negotiation: Crime in which directors or managers of a corporation become directly or indirectly interested in a negotiation, deal, contract, transaction or operation involving the company, thus violating the conditions established by law.
- f) Bribery between individuals: An act by which an employee or representative acts or offers an economic or other type of benefit for their own or third party gain, to fulfill or fail to fulfill an obligation particular to their position.
- g) Misappropriation: The crime of appropriating or embezzling, to the detriment of others, money, goods or any other tangible object that has been received in custody, commission or management or for any other reason that produces an obligation to hand it over or return it.
- h) Improper management: Conduct of those inflicting damage on the owner of an estate that they manage by virtue of the law or an act or contract, whether by abusively exercising their powers or executing or refraining from executing an act that is expressly contrary to the interests of the owner of the estate.
- i) Water pollution: An act committed by someone who, without authorization, in disobedience of their conditions or in violation of applicable regulations, dumps or orders someone to dump chemical, biological or physical pollutants that harm hydrobiological resources into the ocean, rivers, lakes or any other body of water.
- j) Processing, pooling, transforming, transporting, selling and storing banned marine products.
- k) Legal extractive fishing in areas for managing and exploiting marine resources without holding rights.
- l) Processing, producing or storing marine resources without a legally accredited origin that are banned or overexploited products.



### **3. PROCUREMENT PROCESSES AND CONFLICTS OF INTEREST**

Suppliers should be selected based on their merits and competency, with no favoritism whatsoever.

Employees of Sigdo Koppers S.A., or its subsidiaries must declare and avoid all conflicts of interest in which personal, friends' or relatives' priorities are placed before those of the company. If any exist, they must be disclosed in advance to their direct supervisor and mechanisms should be set in motion to guarantee independence in the supplier's actions.

### **4. GIFTS OR INVITATIONS**

Employees and suppliers may exchange gifts, meals, entertainment or other courtesies only if they are reasonable, occasional, low-cost and in accordance with local laws, customs and practices.

Under no circumstance may employees of Sigdo Koppers S.A., or its subsidiaries offer or accept courtesies that may affect, or seem to affect, decision making.

### **5. LABOR REGULATIONS**

- a) Under no circumstance may suppliers use or benefit from forced labor. In accordance with applicable labor law, they will only employ persons of legal age who work of their own free will.
- b) Suppliers must respect the human rights of their employees, agents, contractors and subcontractors and, therefore, no employee may fall victim to violations of their physical or psychological integrity or any other form of abusive treatment by the supplier.
- c) Work hours and compensation must comply with, at least, the laws and regulations on the matter in effect in the country where the supplier operates. This matter particularly includes compliance with laws and regulations on minimum wage, the length of the work day and maximum daily, weekly and monthly hours.
- d) Suppliers must acknowledge their employees' freedom to establish or join an organization of their choice (including unions), or not to do so, and respect that right.
- e) Suppliers must acknowledge their workers' right, with the exception of applicable legal restrictions in each country, to decide whether they wish to have their work conditions established through a collective bargaining process or individual negotiation in an employment contract, in conformity with the pertinent regulations in each country.
- f) Suppliers' hiring and employment practices may not discriminate on the basis of race, color, religion, sex, age, physical ability, nationality or sexual orientation.

## **6. HEALTH AND SAFETY**

Suppliers must offer their workers a safe work environment, free from risks that threaten their health and safety, and must provide, when necessary, appropriate clothing or protective equipment to prevent the risk of accidents or harmful impacts to health.

## **7. PRODUCT QUALITY AND SAFETY**

All products and services provided by suppliers must meet the quality and safety requirements and standards mandated by applicable laws in each country. To do business with Sigdo Koppers S.A., or any of its subsidiaries, they must also meet the Company's quality requirements.

## **8. CONFIDENTIALITY**

The supplier must respect the principles of confidentiality for information to which it has access as a result of its relationship and activities with any of the Sigdo Koppers Group companies.

## **9. WHISTLEBLOWER CHANNEL**

Sigdo Koppers S.A., and each of its subsidiaries have a whistleblower channel or ethics mailbox on its website where suppliers, subcontractors and third parties who interact with the company can file complaints of potential violations of this Code of Ethics and Conduct.

## **10. COMPLIANCE WITH SUPPLIER AND THIRD-PARTY CODE OF ETHICS AND CONDUCT**

Sigdo Koppers S.A., and its subsidiaries reserve the right to verify that the supplier complies with this Supplier Code of Ethics and Conduct. If they identify any action or condition out of line with this code, they may require the supplier to adopt the corrective measures necessary to ensure strict compliance. The Company reserves the right to terminate the respective contract with any supplier that does not comply with this code.

This code will be presumed to be known by suppliers, contractors, subcontractors and third parties that interact with the company or its subsidiaries, starting from the date of publication. Notwithstanding

the above, the Company will distribute it and/or make it available to each supplier when hired and will also reference this document in purchase orders.

## **11. VALIDITY**

This code will take effect once approved by the Chief Executive Officer of Sigdo Koppers and will be revised as needed.

# Procedure for Remote Participation in Annual General Meeting



## INTRODUCTION

The Financial Market Commission (CMF) issued new regulations to facilitate the use of technology and remote mechanisms by entities it regulates. This was done in the context of the expansion of COVID-19, declared a global pandemic by the WHO.

General Character Standard No. 435, dated March 18, 2020, permits shareholder meetings of publicly listed companies to implement technology for participating and voting remotely.

Each company's board of directors is responsible for guaranteeing the identity of the shareholders, bondholders or investors, and upholding the principle of simultaneous or secret voting at such meetings and assemblies.

In addition, Official Interpretation No. 1,141, dated March 18, 2020, clarifies the scope and requirements of the regulations on remote attendance and voting, and allows regulated companies to file claims of force majeure having prevented the meeting or assembly from being held.

### 1. OBJECTIVE

The objective of this document is to define the systems and procedures needed to validate the identity of the people participating remotely in Shareholder Meetings, to confirm they have power of attorney to act in representation of the shareholder (in the event they are not acting on their own behalf) and to ensure the confidentiality of remotely issued votes until all other votes have been counted on the day of the meeting or assembly.

### 2. SCOPE

This procedure will apply to Sigdo Koppers S.A., and its subsidiaries that are publicly listed companies.

### 3. INDIVIDUALS RESPONSIBLE

Chairman of the Board	Responsible for compliance with this policy.
Chief Executive Officer	Responsible for adequate implementation.

## 4. REFERENCES

- Bylaws of Sigdo Koppers S.A.
- General Character Standard No. 435, dated March 18, 2020, which regulates mechanisms for remote participation and voting at shareholder meetings.
- Official Interpretation No. 1,141 from the CMF, dated March 18, 2020, which provides instructions on the use of technology and allows regulated companies to file claims with the Commission alleging that force majeure prevented the meeting or assembly from being held.
- Law No. 18,046, dated October 22, 1981, from the Finance Ministry.
- Decree 702 dated May 27, 2011, from the Finance Ministry, to Approve the New Corporations Regulations.

## 5. PROCEDURE FOR REMOTE PARTICIPATION IN ANNUAL GENERAL AND EXTRAORDINARY SHAREHOLDER MEETINGS

As reported to the Financial Market Commission as an Essential Event on March 29, 2021, the Board of Directors of Sigdo Koppers S.A., (the "Company"), approved the implementation and use of technology for the Company's Annual General Meeting to be held on Monday, April 26, 2021 (hereinafter the "Meeting"). This technology will enable shareholders that are not physically present at the Meeting place to participate and vote remotely using the Click&Vote system or by acclamation. It must guarantee the identity of the shareholders participating in the Meeting and uphold the principle of simultaneous voting at such meetings. As a result, the Company's shareholders may attend the meeting in person or participate remotely and simultaneously.

Furthermore, and in the event that regulators prohibit in-person meetings, the Board of Directors approved the use of remote means as the sole, exclusive mechanism for participating in such Meetings. This will all be done in the framework of CMF General Character Standard No. 435 and Official Interpretation No. 1,141.

In order to guarantee the identity of the shareholders participating remotely in the Meeting, the platform can be accessed only by shareholders and representatives that are duly registered and accredited and have formally requested access using the mechanism established in this procedure.

All shareholders participating in the Shareholder Meeting using any of the remote participation means must acknowledge that it is their responsibility to manage their email and remote connection to the Company's systems in order to prevent unauthorized third parties from affecting their participation in Shareholder Meetings. They must also acknowledge their obligation to inform the

Company of any circumstance that may affect the integrity of their remote participation in the referenced Shareholder Meetings, as soon as it comes to their knowledge, and release the Company, its directors and managers from any liability caused by third party actions that affect their participation in the Shareholder Meetings as a result of their lack of due care.

## **I. REMOTE VOTING SYSTEM**

Admission/accreditation of shareholders participating in person in the Meeting must take place up to 15 minutes before the beginning of the Meeting. This is done to account for the shares present at the Meeting to record their attendance and validate the registry of shareholders/representatives qualified by SerCor.

For remote votes, the Secretary will propose that voting takes place using the Click&Vote System available for the meeting, understanding this as the approved mechanism, unless some duly accredited shareholder expresses their rejection and reasoning.

If any shareholders attend the meeting in person, they must also use the Click&Vote System to be counted among the votes obtained using the system for remotely connected shareholders. The Secretary of the Meeting will be responsible for ensuring that the shareholders' votes are appropriately counted.

The Secretary of the Meeting will introduce and indicate the matter to be voted on using the Click&Vote System and will give a period of 5 minutes to vote remotely, after which he or she will indicate that voting on that matter has concluded. All votes outside that period will not be valid.

If anyone challenges the vote using the Click&Vote System, the Secretary will use the technological tools available to ensure that the shareholders are able to vote secretly and simultaneously, in conformity with letter b), article 119 of the New Corporations Regulations. Unless a new, more suitable tool exists to allow shareholders to vote in accordance with that regulation, the Secretary will conduct the voting as follows:

- The Secretary will open a period of time for remotely connected shareholders to send him or her messages directly through the platform being used or by email with their vote, following the format and using the codes indicated by the Secretary to guarantee the security and integrity of the count.
- All shareholders may vote only once; if two or more contradictory votes are sent within the given period, the Secretary may render them all null and void, unless it is possible to clearly

deduce the shareholder's preference, either by reading the messages or as explained below.

- Once the period opened for voting has expired, the Secretary will indicate any shareholders who appear as not having voted. They shall then have a short time (as indicated by the Secretary) to correct any technical problems they may have in sending their vote or make it clear that they have abstained. During that period, the Secretary may try to clarify the situation of those shareholders who appear as having voted more than once.
- Once the correction period has expired, no more votes may be received and the Secretary will disclose the outcome of the vote.
- More than one vote may be conducted at the same time, if so determined by the Secretary. The Secretary will be prohibited from disclosing the votes of any shareholder before communicating the outcome of the vote in conformity with the preceding procedure.

## II. QUALIFICATION OF POWERS OF ATTORNEY

In order to participate in the Meeting remotely, shareholders must physically deliver a letter to (SERCOR's address) or send an email to [nvives@sercor.cl](mailto:nvives@sercor.cl) and [joa2021@sk.cl](mailto:joa2021@sk.cl) between Thursday, April 8, 2021, and Thursday, April 22, 2021, at 11:30 a.m., expressing their interest in taking part in the Meeting remotely and attaching the following information:

- 1) Shareholders that are individuals and will act on their own behalf must submit:
  - a) A copy of both sides of the shareholder's current ID card.
  - b) Remote Participation Request Form, duly signed, which is available on the Company's website. (Appendix 1)  
[https://www.sigdokoppers.cl/inversionistas/juntas\\_de\\_accionistas/](https://www.sigdokoppers.cl/inversionistas/juntas_de_accionistas/)
- 2) Shareholders that are individuals but will act through an agent or representative must submit:
  - a) A copy of both sides of the current ID card of the shareholder and the agent or representative that will act at the Meeting.
  - b) Power of attorney to represent the shareholder at the Meeting. (Appendix 2)
  - c) Remote Participation Request Form, duly signed, which is available on the Company's website. (Appendix 1)  
[https://www.sigdokoppers.cl/inversionistas/juntas\\_de\\_accionistas/](https://www.sigdokoppers.cl/inversionistas/juntas_de_accionistas/)
- 3) Shareholders that are legal entities but will act through an agent or representative must submit:
  - a) A copy of both sides of the current ID cards of:
    - i. The legal entity's legal representative(s) with authority to delegate its representation to participate in the Meeting.
    - ii. The agent or representative that will participate in the Meeting in representation of the legal entity



- b) The instrument of legal capacity in effect for the legal representatives of the legal entity (shareholder), unless the representatives are duly registered in the SerCor (Servicios Corporativos S.A.) system.
- c) Power of attorney to represent the shareholder at the Meeting. (Appendix 2)
- d) Remote Participation Request Form (Appendix 1), duly signed, which is available on the Company's website [https://www.sigdokoppers.cl/inversionistas/juntas\\_de\\_accionistas/](https://www.sigdokoppers.cl/inversionistas/juntas_de_accionistas/)

Once the aforementioned information has been received and its integrity has been validated, the Company will confirm this by email.

Applicable to all preceding steps, bear in mind that information sent by email must be authorized using an advanced electronic signature or an electronic signature certified by an entity previously authorized by the Company. If the shareholder does not have an advanced electronic signature, the Company has set up a mechanism to provide a certified electronic signature to anyone that needs it. (Procedure in Appendix 4)

### **III. INSTRUCTIONS FOR CONNECTING REMOTELY – VIRTUAL SHAREHOLDER ROOM**

- 1) The shareholder or their representative, as appropriate, will receive an email from [joa2021@sk.cl](mailto:joa2021@sk.cl), with an invitation to join the Meeting via videoconferencing.
- 2) After entering the link sent, they must register using the same email address and name given on the Remote Participation Request Form.
- 3) Admission/accreditation of shareholders formally registered to participate in the Meeting remotely must take place before 8:45 a.m. on April 26th.
- 4) They will automatically enter a queue awaiting validation by the system administrator.
- 5) After validation, they will simultaneously join the Meeting to be held.

In the event of any connection difficulty, do not hesitate to contact the Meeting Help Desk. (Appendix 5)

### **IV. INSTRUCTIONS FOR CONNECTING REMOTELY – VIRTUAL GUEST ROOM**

- 1) In order to participate in the Meeting remotely as a guest (non-shareholder third parties), they must request an invitation by email from [joa2021@sk.cl](mailto:joa2021@sk.cl) before 2:00 p.m. on Friday, April 23, 2021, and attach a duly signed Third-Party Remote Participation Request Form, which is available on the Company's website. (Appendix 3)

- 2) After entering the link sent, they must register using their email address and name.
- 3) They will automatically enter a queue awaiting validation by the system administrator.
- 4) After validation, they will simultaneously join the Meeting to be held but, as guests, they may not participate until the end of the Meeting when the Chairman gives time to speak about other matters and ask questions. "Guests" will be in a different virtual room from the shareholders in order to limit their participation during the Meeting.

In the event of any connection difficulty, do not hesitate to contact the Meeting Help Desk. (Appendix 5)

## **6. VALIDITY**

This procedure will take effect once approved by the Board of Directors of Sigdo Koppers and will be revised as needed.

## APPENDIX 1

Shareholder Remote Participation Request Form

### **SIGDO KOPPERS S.A.**

#### **SHAREHOLDER REMOTE PARTICIPATION REQUEST FORM**

By means of this instrument, I formally request to be granted access to participate remotely in the Annual General Meeting of Sigdo Koppers S.A., which will be held on Monday, April 26, 2021, at 09:00 a.m.

I acknowledge that it is my responsibility to manage my email and remote connection to the Company's systems in order to prevent unauthorized third parties from affecting my participation in Shareholder Meetings. Likewise, I acknowledge that it is my obligation to inform the Company of any circumstance that may affect the integrity of my remote participation in the referenced Shareholder Meeting, as soon as it comes to my knowledge. I release the Company, its directors and managers from any liability caused by third party actions that affect my participation in the Shareholder Meetings as a result of my lack of due care.

Name or corporate name of shareholder:

ID number of shareholder:

Name of representative, if any:

ID number of representative:

Number of shares of Sigdo Koppers S.A.: \_\_\_\_\_

Phone number of shareholder and representative: \_\_\_\_\_

Email for remote participation purposes: \_\_\_\_\_

Signature of shareholder or representative: \_\_\_\_\_

## APPENDIX 2

Power of attorney to represent the shareholder at the Meeting, both in person and remotely

### SIGDO KOPPERS S.A.

#### ANNUAL GENERAL MEETING

Nombre

Dirección

Comuna

Ciudad

#### POWER OF ATTORNEY

\_\_\_\_\_

Place of issue (city)

\_\_\_\_\_

Date (day, month, year)

On this date, I hereby authorize \_\_\_\_\_

(first and last names)

with authority to freely delegate, to represent me with voice and vote in all actions at the Annual General Meeting of the Company "SIGDO KOPPERS S.A.", called for the day April 26, 2021, at 9:00 a.m., which will be held remotely (video chat) in order to protect the health of the attendees, notwithstanding the fact that domicile is set for all legal purposes as Málaga 120, 8th floor, district of Las Condes, Santiago, or any meeting held to replace it if that meeting cannot be held due to lack of quorum, defects in its calling or for having been suspended by the Company's Board of Directors or the Financial Market Commission (CMF), provided that it is held within 45 days of the date set for the Meeting not held.

The agent previously identified, or the person to whom they delegate this power of attorney, may exercise this mandate at the Meeting either in person or remotely by using all the rights that I am entitled to as a shareholder, in accordance with the Law, the Corporation Regulations and the Company's Bylaws.

I grant this power of attorney for the total number of shares that appear in my name in the Shareholder Registry at midnight on the fifth business day prior to the day on which the Meeting is to be held.

This power of attorney can only be revoked by another dated later than today and granted by the undersigned to a person other than the agent previously designated. If two or more powers of attorney with the same date are

submitted naming different people, neither one may be considered for purposes of quorum or voting at the Meeting.

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Signature of Shareholder

ID No.:

## APPENDIX 3

Non-Shareholder Third-Party Remote Participation Request Form

### **SIGDO KOPPERS S.A.**

#### **NON-SHAREHOLDER THIRD-PARTY REMOTE PARTICIPATION REQUEST FORM**

By means of this instrument, I formally request to be granted access to participate remotely as a guest in the Annual General Meeting of Sigdo Koppers S.A., which will be held on Monday, April 26, 2021, at 09:00 a.m.

I acknowledge that it is my responsibility to manage my email and remote connection to the Company's systems in order to prevent unauthorized third parties from affecting my participation in Shareholder Meetings. Likewise, I acknowledge that it is my obligation to inform the Company of any circumstance that may affect the integrity of my remote participation in the referenced Shareholder Meeting, as soon as it comes to my knowledge. I release the Company, its directors and managers from any liability caused by third party actions that affect my participation in the Shareholder Meetings as a result of my lack of due care.

Name or corporate name of institution I represent:

Name of representative, if any:

ID number of representative:

Email for remote participation purposes:

Signature of shareholder or representative: \_\_\_\_\_

## **APPENDIX 4**

### **PROCEDURE FOR OBTAINING ELECTRONIC SIGNATURE**

If the shareholder does not have an advanced electronic signature, the Company has set up a mechanism to provide a certified electronic signature to anyone that needs it, which can be requested using the following procedure:

1. The shareholder/representative/agent, as applicable, must fill out the required documents, in accordance with the section on Qualification of Powers of Attorney in the Procedure for Remote Participation in AGM, which are available in Word on the Company's website.
2. The duly filled out documents, along with a copy of both sides of their ID card and their email for electronic signature purposes, must be sent by email to [joa2021@sk.cl](mailto:joa2021@sk.cl).
3. On the platform set up by the Company for certified electronic signatures, the documents will be made available in PDF format for signature.
4. The shareholder/representative/agent, as applicable, will receive notification at the email address registered for the electronic signature, which includes a paragraph with a link to the platform for entering the identification information and signing the documents.
5. Once the certified electronic signature is complete, the documents must be downloaded and then sent to [nvives@sercor.cl](mailto:nvives@sercor.cl) and [joa2021@sk.cl](mailto:joa2021@sk.cl), expressing their interest to participate remotely in the Meeting.

## **APPENDIX 5**

### **MEMBERS OF THE MEETING HELP DESK**

1. Alejandro Zúñiga, [alejandrosuniga@skconverge.com](mailto:alejandrosuniga@skconverge.com), +562 2837 6897
2. Sergio Cortés, [sergio.cortes@skconverge.com](mailto:sergio.cortes@skconverge.com), +562 2837 1121

# Customary Related Party Transactions Policy



## INTRODUCTION

In conformity with article 147 of Law No. 18,046, the Corporations Act (“the Corporations Act”), the Board of Directors of Sigdo Koppers S.A., (hereinafter “Sigdo Koppers” or the “Company”) has approved this customary related party transactions policy, (hereinafter the “Customary Transactions Policy”), in order to exclude certain transactions that the Company could carry out with related parties from the approvals required in the aforementioned article 147.

For these purposes, “Customary Transactions” is defined as transactions that the Company regularly carries out, considering its line of business and its subsidiaries’ and its own business development needs, whether such transactions take place and are paid on a monthly, annual or other basis.

### 1. SCOPE

Transactions that meet the requirements in this Customary Transactions Policy and are carried out with companies within the Sigdo Koppers corporate group, as defined in article 96 of Law No. 18,045, the Securities Market Act, will be considered customary.

The Company’s subsidiaries that are publicly listed companies must have their own Customary Transactions Policy approved by their respective boards of directors.

### 2. CORPORATE BODIES RESPONSIBLE

This Customary Transactions Policy may only be modified after the Directors' Committee has issued its opinion and the Board of Directors has approved it.

The Chairman of the Board of Directors and the Chief Executive Officer will be responsible for ensuring proper implementation of and compliance with this Customary Transactions Policy.

### 3. REFERENCES

- Bylaws of Sigdo Koppers S.A.
- Law No. 18,046, dated October 22, 1981, from the Finance Ministry
- Decree 702, dated May 27, 2011, from the Finance Ministry to Approve the New Corporations Regulations



- General Character Standard No. XXX from the CMF [pending].

#### **4. CUSTOMARY TRANSACTIONS**

As set forth in article 147 of the Corporations Act, the Company can only carry out transactions with related parties when they are intended to contribute to the corporate interest and are adjusted in price, terms and conditions to those prevailing in the market at the time of their approval (i.e. arm's length) and when they comply with the requirements and procedures indicated in numbers 1) to 7) of that article.

Notwithstanding, the Board of Directors can authorize the related party transactions described in letters a) to c) of the second paragraph of article 147 of the Corporations Act without complying with those requirements and procedures.

This Customary Transactions Policy establishes which Customary Transactions the Company can carry out with related parties without meeting the aforementioned requirements, with prior authorization from the Board of Directors.

The Company's line of business set forth in its bylaws includes engaging in the following activities on its own or on behalf of third parties:

- a) Acquiring, disposing of and operating real estate property, developing real estate businesses and designing and executing all types of engineering and architectural works.
- b) Farming in all its forms.
- c) Providing advisory services, technical assistance, corporate organization and consulting on administrative, financial and accounting matters.
- d) Providing comprehensive information technology and communications services.
- e) Developing and operating learning, research and technological development facilities of any nature.
- f) Owning an interest in companies of any type, investing of any nature, managing the assets in which it invests and receiving profits from them.
- g) Importing, exporting, manufacturing, purchasing, selling, leasing, distributing, representing and otherwise marketing/selling machinery and equipment for industrial use, maritime, ground and air transport vehicles and their respective pieces and parts.
- h) Developing and operating all types of tourism activities.
- i) Developing and operating industrial facilities.

- j) Prospecting, filing claims on and operating mineral deposits.
- k) Fishing, hunting and marketing/selling living organisms.
- l) Engaging in ground, maritime and air transport of passengers and all types of products and merchandise.

In light of the above, the Company may carry out the following Customary Transactions with related parties, without complying with the requirements and procedures in the first paragraph of article 147 of the Corporations Act, with prior authorization from the Board of Directors:

- a) Entering into vehicle sale, barter or lease agreements.
- b) Providing financial management, accounting, financial reporting, management control, tax advising and legal services and providing back-office services in general.
- c) Forming companies or partnerships of any type and investing in them as partners or shareholders and entering into shareholder or partner agreements related to them.
- d) Engaging in financial transactions such as current account overdrafts, mercantile current account agreements, consumer loans, letters of credit, performance and bid bonds, insurance, provision of funds and payments.
- e) Contracting information technology, purchasing, leasing and IT and communications equipment maintenance services.

## **5. EXCEPTIONS TO CUSTOMARY TRANSACTIONS**

Notwithstanding the general authorization to carry out the Customary Transactions with related parties established in this Policy, in no case may Customary Transactions be carried out in conditions other than arm's length.

Similarly, in no case is it authorized to carry out Customary Transactions that involve signing acts or contracts committing more than 10% of the Company's assets.

## **6. ADVERTISING**

For the purposes of letter b) of the second paragraph of article 147 of the Corporations Act, record is left that the Directors' Committee issued an opinion on the agreement established in this Customary Transactions Policy, which will also be communicated to the Financial Market Commission as an essential event.

Likewise, record is left that this Customary Transactions Policy will be available to shareholders at the Company's offices and duly published on its website.

## **7. VALIDITY**

This Customary Transactions Policy will take effect once approved by the Board of Directors of Sigdo Koppers and will be revised as needed.

# General Subsidiary Board Election Policy



## INTRODUCTION

In compliance with article 92 bis of the Corporations Act, the Board of Directors of Sigdo Koppers S.A., (hereinafter “Sigdo Koppers” or the “Company”) has approved this “General Subsidiary Board Election Policy” (the “Subsidiary Board Election Policy”), in order to establish uniform criteria for the process.

For these purposes, subsidiaries of the Company are defined as entities in which Sigdo Koppers controls directly, or through another individual or legal entity, 50% or more of its capital or voting rights, and, if the subsidiary does not have shares, it can appoint the majority of its directors or administrators.

The Company’s Board of Directors will determine the subsidiary board candidates for which the Company will vote, in conformity with the rules indicated below.

### 1. SCOPE

This Subsidiary Board Election Policy will apply to all board candidates and elections for the Sigdo Koppers subsidiaries regulated by the Financial Market Commission (“CMF”).

### 2. INDIVIDUALS RESPONSIBLE

The Chairman of the Board of Directors and the Chief Executive Officer of the respective subsidiary will be responsible for ensuring proper implementation of and compliance with this Subsidiary Board Election Policy.

### 3. REFERENCES

- Bylaws of Sigdo Koppers S.A.
- Law No. 18,046, dated October 22, 1981, from the Finance Ministry.
- Decree 702 dated May 27, 2011, from the Finance Ministry, to Approve the New Corporations Regulations.
- General Character Standard No. XXX from the CMF [pending]

## **4. BOARD CANDIDATE NOMINATION PROCEDURE**

- 4.1** Each time a subsidiary's board must be elected at a shareholder meeting, the Company's Chairman will request from the subsidiary's Chairman, with due notice, the background information they have collected on the candidates that the subsidiary's shareholders have presented to fill those offices, including information on possible eligibility issues for that office.
- 4.2** The Company's Chairman must call a meeting of the Board of Directors of Sigdo Koppers to be held at least two days before the shareholder meeting of any of its subsidiaries regulated by the CMF.
- 4.3** At this meeting, the Company's Board of Directors must determine the subsidiary board candidates for which the Company will vote, following the rules detailed below.
- 4.4** The Company's Board of Directors will follow the general board voting to vote on the candidates.
- 4.5** The Company's Board of Directors may select from among the candidates communicated by the Company's Chairman or any other candidate chosen by the Board of Directors.
- 4.6** The proposed candidates must not meet any of the ineligibility criteria in articles 35 and 36 of Law No. 18,046, the Corporations Act.
- 4.7** To the extent possible, the Chairman or the director presenting any candidate must communicate whether that candidate has, or has had over the past 18 months, commercial, contractual or any other type of relationship with the Company, the subsidiary or its main competitors or suppliers. For those purposes, it should make sure that the respective candidate provides that information, in accordance with the Company's Board Candidate Nomination Procedure, specifically using the form in Appendix 1 of that procedure.
- 4.8** The candidates for which the Company votes must have the appropriate knowledge, experience, personal attributes and/or reputation advisable for the office.
- 4.9** The Company's Board of Directors will ensure that, to the extent possible and always prioritizing the Company's best interest, the subsidiary's board of directors has adequate diversity, to the extent feasible based on the proposed candidates.
- 4.10** Subsidiary board candidates may serve as directors, managers or executives of the Company or another Sigdo Koppers group entity and do not need to resign from those positions to sit on the subsidiary's board, unless the Company's Board of Directors determines otherwise.

## **5. APPLICABILITY TO OTHER SUBSIDIARIES**

Notwithstanding the above, this Subsidiary Board Election Policy will also apply to all companies not regulated by the CMF that are subsidiaries of the Company, to the extent possible.

## **6. VALIDITY**

This Subsidiary Board Election Policy will take effect once approved by the Board of Directors of Sigdo Koppers and will be revised as needed.

# Environmental Management and Climate Change Policy





## INTRODUCTION

Sigdo Koppers is committed to protecting the environment and it has prepared an Environmental Management and Climate Change Policy, which serves as the foundation for its commitment to sustainable development.

It has developed a common framework for sustainable development that applies to all its subsidiaries in order to overcome the challenges of transitioning to a low-carbon economy.

### 1. SCOPE

This strategic Policy is applicable to Sigdo Koppers S.A. and each subsidiary, and they must implement it and ensure that their operations and employees fully comply with it.

## 2. ENVIRONMENTAL MANAGEMENT AND CLIMATE CHANGE POLICY

### 2.1. Principles

The fundamental principles that guide the Company's commitment to sustainable development and the mitigation of its environmental impacts are as follows:

- Environmental protection by preventing environmental impacts.
- Environmental responsibility carried by all its departments.
- Adoption of and compliance with environmental regulations and environmental commitments.

### 2.2. Commitments

These commitments are based on the fundamental principles, and they form the foundation for the Sigdo Koppers Group's Environmental Strategy, as follows:

- i. Regulatory Compliance

Ensure that its operations actively comply with environmental regulations and encourage the adoption of and compliance with voluntary environmental commitments.

## ii. Environmental Risk Management and Environmental Impact Control

Ensure that the environmental risks and business impacts of the Sigdo Koppers Group are systematically identified, assessed and managed, and encourage continuous improvements to this process by establishing management mechanisms.

## iii. Climate Change Management

Implement strategies that reduce its carbon footprint and prepare for the effects of climate change along with the associated risks and opportunities, in accordance with the nature and impact of its operations.

Encourage technological innovation initiatives that reduce greenhouse gas emissions by encouraging renewable energies, cleaner fuels and energy efficiency, in order to move towards a low-carbon economy.

## iv. The Circular Economy

Encourage circular economy strategies that optimize the consumption of resources, raw materials and supplies, and reduce and recover waste.

Encourage the efficient consumption of natural resources and diversify towards greener and more environmentally friendly alternatives.

## v. Water and Energy Resources

Encourage improvements in water and energy consumption by the Sigdo Koppers Group's operations that result in progressively greater efficiency.

Encourage the implementation of energy management systems that continuously improve energy performance and encourage the acquisition of products, services and raw materials that incorporate energy efficiency.

## vi. Biodiversity Protection

Encourage all Sigdo Koppers Group companies to implement good practices within their operations that protect biodiversity and ecosystems, in accordance with their nature, their business impact and relevant regulations.

### 3. Roles and Responsibilities

#### i. SIGDO KOPPERS AND SUBSIDIARIES

Each company in the Sigdo Koppers Group will be responsible for:

- Integrating this Policy into the corporate governance structure of the parent company and its subsidiaries.
- Publishing this policy and implementing mechanisms to select and train those who will ensure compliance with the specific obligations in this Policy.
- Managing this Policy using targets and indicators that evaluate continuous improvement.
- Jointly managing the Sustainability Policy and Risk Management Policy.

#### ii. SK GROUP ENVIRONMENT COMMITTEE

The Environment Committee will be responsible for:

- Collecting information from subsidiaries regarding compliance with environmental commitments.
- Submitting information on environmental issues to the Board of Directors and management.
- Ensuring compliance with the Environmental Management and Climate Change Policy.
- Proposing action plans that channel corporate strategy towards mitigating environmental impacts and the effects of climate change.
- Reporting any non-compliance with environmental indicators within subsidiaries and to the parent company Sigdo Koppers S.A.

### 4. VALIDITY

This policy will take effect once approved by the Board of Directors of Sigdo Koppers and will be revised as needed.

# Group Anti-Corruption Policy



## INTRODUCTION

Sigdo Koppers S.A. and its subsidiaries (hereinafter "Sigdo Koppers" or the "Company") endeavor to uphold high ethical standards and professional principles. They promote probity, integrity and ethics as fundamental components of their business and disapprove of corruption in any form.

Sigdo Koppers is committed to ensuring that its businesses operate in accordance with specific ethical, professional and legal standards and principles. Therefore, it has designed and implemented several measures that combat corruption, in order to uphold a culture that distinguishes Sigdo Koppers as a serious, reliable organization with a recognized track record.

This policy (hereinafter, the "Policy") summarizes the Company's minimum standards and principles that must guide the behavior of all its collaborators, employees, suppliers, contractors, subcontractors and any third parties involved with Sigdo Koppers. However, these guidelines do not replace or supersede other internal policies or procedures adopted by each group company, but rather they complement them together with applicable law.

The standards and principles described in this Policy should be treated as a general framework, as it is impossible to cover every potential situation.

### 1. SCOPE

This is a corporate Policy and therefore covers owners, controllers, directors, senior management, senior executives, representatives, employees and any third parties involved with the Company and its subsidiaries in every country. This Policy simply applies to all collaborators of Sigdo Koppers and its subsidiaries.

These individuals are expected to comply with the laws, policies, procedures, regulations and basic standards of conduct that apply in the country or region where they work, and they should behave in a fair, ethical, professional and responsible manner, which will be assessed when evaluating their behavior while performing their duties and completing their tasks.

### 2. GLOSSARY

**Conflicts of Interest** means any situation in which the integrity of an action is influenced by an interest that is incompatible with the Company's interest, thus affecting the objective performance of the

involved person's duty.

**Corruption** means (i) any improper use of authority to obtain a personal or corporate benefit, or (ii) an abuse of authority by a person within a public or private organization to obtain a personal benefit or a benefit for others to which they would not otherwise have been entitled. This includes bribery, conflicts of interest, theft, extortion, fraud and misuse of the organization's assets.

**Extortion** means the unlawful use of an official position or authority to obtain unfair, illegal or improper benefits.

**Terrorism financing** means any financial measure or assistance that provides financial support to individual terrorists or groups.

**Fraud** means any deliberate deception to obtain an unfair, illegal or improper benefit.

**Money laundering** means concealing or disguising the nature, source, location, ownership or control of illegally obtained money or goods. In practice, it involves introducing goods of illicit origin into the economy and giving them the appearance of legality by involving them in licit activities, which ultimately disguises their illegal origin, without jeopardizing their source.

**Bribery** means directly or indirectly promising, offering or giving an advantage to a person or entity that persuades them to perform or omit a task in violation of their obligations.

### 3. PRINCIPAL ANTI-CORRUPTION AND ETHICAL STANDARDS

All employees of Sigdo Koppers shall be rigorously committed to resisting any form of corruption.

#### a) **Bribery, extortion and fraud**

This Policy understands that a bribe may take various forms, such as money, an object, a service, influence, discounts, facilitation payments or intangible advantages. An activity or conduct may still be a bribe even if it is disguised, concealed or denominated in an unusual manner.

Nevertheless, it is still absolutely prohibited to:

- Give, offer, promise, request or accept bribes.
- Become directly or indirectly involved in situations that involve bribes. This includes, but is

not limited, to proposing, arranging, permitting or ignoring bribes.

- Using other people or allowing them to give, accept or participate in bribes.

Sigdo Koppers companies must ensure that their business transactions can never be linked to situations that involve bribes. Accordingly, they must apply bribery safeguards to all their business transactions.

This Policy also expressly prohibits practices such as extortion and fraud.

b) **Money laundering and terrorism financing**

Any activity involving or related to money laundering or financing terrorism is contrary to Sigdo Koppers's values, and is therefore prohibited.

Sigdo Koppers has implemented procedures aimed at preventing these crimes within the organization, including due diligence that applies to third parties involved in its business.

c) **Conflicts of interest**

Such interests may be of any nature, either economic or personal, to the extent that it affects or could appear to affect the person's impartiality in fulfilling their duties.

Some situations that could suggest a conflict of interest has arisen are (i) kinship relationships, (ii) ownership relationships (iii) management relationships with companies other than the Sigdo Koppers Group.

Sigdo Koppers recognizes that personal or financial relationships may exist and these must be promptly reported if they could potentially trigger a conflict of interest. Any such situation should be resolved in accordance with the Company's guidelines and procedures.

Therefore, any current or potential conflict of interest must be reported to the employee's direct supervisor or the Ethics Committee at that subsidiary within ten days of becoming aware of the situation.

d) **Gifts, invitations and hospitality**

Under no circumstance may collaborators of the Company or its subsidiaries offer or accept courtesies that may affect or appear to affect decision making, in accordance with Sigdo Koppers

policy. Decisions must never be influenced by favors, gifts, invitations, trips, benefits, events, loans or services of any nature.

No director, chief executive officer, division manager, department manager, supervisor, etc., can take advantage of their position to receive gifts, benefits, favors, special courtesies, or any valuable article from subordinates, other than those arising from performing their duties.

Giving or promising gifts, rewards or courtesies to domestic or foreign public officials, or to directors, executives and employees of companies involved with Sigdo Koppers or its subsidiaries is prohibited.

e) **Compliance with laws, standards and regulations**

All employees of Sigdo Koppers and its subsidiaries must fully comply with the law and all applicable regulations, orders issued by authorities and internal policies, which include the Code of Ethics and the instructions and policies issued by the Board and its management.

f) **Representing Sigdo Koppers and general communications**

All employees of Sigdo Koppers and its subsidiaries must safeguard the good name and reputation of the Company, and always behave in accordance with its vision, mission and values.

Without limitation, agents, proxies or representatives of Sigdo Koppers may never exceed the authority duly conferred on them by the pertinent corporate authority.

Any form of public communication must be subject to the communication guidelines defined by the pertinent corporate authority.

g) **Donations and social responsibility**

Sigdo Koppers has several corporate social responsibility and charitable commitments, which are implemented in accordance with its associated protocols. It does not give donations to achieve commercial objectives.

A general internal control framework has been established, notwithstanding measures adopted by each subsidiary, which applies to donations by Sigdo Koppers for educational and cultural purposes, social studies and support for alleviating poverty.

The Company is committed to not giving political donations to political parties, campaigns, individuals or any associated organizations.



h) **Data processing and protection**

Sigdo Koppers is committed to truthfully, sufficiently and promptly disclosing any essential information regarding itself.

Sigdo Koppers has developed general guidelines regarding information management. It has developed guidelines regarding the accuracy, protection and confidentiality of information, and the disclosure of information of interest to the market.

Employees of Sigdo Koppers may never read, amend, disclose or use any confidential business, personal information or secrets, other than to legitimately perform their duties, unless duly authorized.

Sigdo Koppers is aware that the world has undergone a digital transition, which has changed how the Company and its competitors conduct their business and store their information. Therefore, Sigdo Koppers continually strives to improve the protection of its confidential information by investing in cybersecurity and data protection systems. Employees of Sigdo Koppers must never attempt to obtain confidential information from competitors or any other commercial advantage, using illicit means such as interception, fraud and cyber-attacks.

i) **Customer, supplier, contractor and local community engagement**

Sigdo Koppers is committed to developing business relationships based on the principles of trust, accessibility and transparency.

All relationships with customers, suppliers, contractors and local communities shall abide by the vision, mission and values of Sigdo Koppers, and comply with its associated special protocols and its conflict-of-interest rules.

Subsidiaries of Sigdo Koppers may develop specific policies and procedures covering the assessment, selection and engagement of their suppliers, contractors and other commercial counterparties, with the aim of developing links with third parties who obey the law, comply with Sigdo Koppers's guidelines regarding anti-corruption and who have implemented their own internal control mechanisms that secure a standard of ethical behavior for all their collaborators that is aligned with the vision, mission and values of Sigdo Koppers.

j) **Relationship with authorities**

Relationships with state authorities and institutions shall be conducted through open, objective

and transparent means of communication that strictly comply with regulations and are aligned with the vision, mission and values of Sigdo Koppers, in order to prevent any situation that could damage its reputation or incur liabilities.

k) **Relating to antitrust practices**

Sigdo Koppers respects free competition. This is a core value that must govern every aspect of its business. Competition stimulates efficiency and creativity, and lays the foundation for fair and equitable business relationships. Competitive conduct is governed by the business objectives of each company and the particular considerations of its markets.

l) **Protection and appropriate use of Sigdo Koppers assets**

Sigdo Koppers's assets include its equipment, materials, buildings, vehicles, tools, furnishings, machinery, information, databases, systems, communication media, trademarks, patents, intellectual property, trade secrets, business plans, blueprints, emails, and the working time and working output of employees, which still applies even after employees have left Sigdo Koppers.

All employees must use Sigdo Koppers's assets appropriately and exclusively to perform tasks for Sigdo Koppers, as intended and without allowing them to be used for personal gain or to benefit any third party outside Sigdo Koppers.

Under no circumstances can Sigdo Koppers's assets be used to commit crimes, or break the law or its ethical standards. All Sigdo Koppers collaborators must perform their duties by fulfilling the functions assigned to them.

m) **Modern slavery and respect for human rights**

Modern slavery violates fundamental human rights and is a criminal offense under the laws of most countries worldwide. Sigdo Koppers is committed to preventing, investigating and punishing any practice that could be considered modern slavery, such as human trafficking, non-compliance with minimum labor standards and violations of the rights of children and adolescents, etc.

Sigdo Koppers companies must implement internal monitoring and control policies and procedures to mitigate the risks associated with such practices and require their suppliers, contractors and subcontractors to comply with its Supplier Code of Ethics and Conduct.

n) **Corporate reorganizations, mergers, acquisitions and joint ventures**

If Sigdo Koppers companies participate in any transformation, merger, absorption, spin-off, dissolution of a common agreement or joint venture, then those companies must implement measures and precautions to prevent any potential risks that could damage its reputation or incur liabilities.

o) **General functions and responsibilities**

Board and senior executives

- The Board and senior executives are responsible for instilling the principles within this Policy in their area of responsibility.

Employees and collaborators

- Understand the requirements and prohibitions of this Policy.
- Ensure that local procedures comply with local legislation.
- Assess the corruption risk before initiating any business relationship and apply due diligence to any high-risk transactions.
- Assess the nature and extent of the Company's exposure to corruption risk during the risk assessment process, or at least annually.
- Report any non-compliance to their direct supervisor, department manager or using the Whistleblower Channel.

Ethics Committee

- Investigate and resolve complaints received through the Whistleblower Channel.
- Enforce action plans to mitigate identified risks.
- Submit the results to the Board, if applicable.

p) **General considerations**

Sigdo Koppers is committed to identifying, preventing and mitigating corruption, which includes: (i) assessing and monitoring corruption risks, (ii) implementing procedures and protocols that combat and prevent corruption, (iii) providing its employees with resources to manage corruption risks, (iv) carefully selecting its business partners, suppliers and contractors, and performing due diligence on any third parties involved with it, (v) internally and externally communicating its anti-corruption and ethics values, (vi) training its employees and any third parties involved with it on anti-corruption issues, and (vii) responding appropriately to any contingencies involving corruption risks.

## 4. ORGANIZATIONAL COMMITMENT

All Sigdo Koppers employees must comply with the highest standards of honesty, integrity and ethics at all times. Sigdo Koppers does not tolerate any corrupt or unethical practices.

Collaborators and third parties who have questions or need support with anti-corruption or ethics issues should contact their direct supervisor or the Ethics Committee for guidance.

## 5. COMPLAINTS, INVESTIGATIONS AND SANCTIONS

Sigdo Koppers wants to ensure that the highest standards of probity, ethics and transparency are achieved in its businesses, and also that employees behave with integrity. Accordingly, it has developed a whistleblower and investigation<sup>2</sup> procedure for its employees, customers, suppliers, advisors, shareholders, directors and third parties.

Any collaborator or third party who discovers or justifiably suspects a situation, conduct or omission that contravenes this Policy or internal and external regulations, or that is unethical or violates Sigdo Koppers standards regarding its collaborators' behavior, then they must promptly report these circumstances to their immediate supervisor, to a department manager or using the Whistleblower Channel.

The whistleblower must be protected at all times. The investigation must respect due diligence guarantees and effectively sanction any collaborator whose non-compliance has been duly verified. Complaints will be secure, confidential and anonymous, if the whistleblower so chooses.

Non-compliance with these guidelines will result in sanctions based on the seriousness of the offense, which may include: (i) verbal reprimand, (ii) written reprimand, (iii) suspension or (iv) dismissal.

However, Sigdo Koppers may initiate any legal proceedings that it deems appropriate and report any situations that it considers violations of regulations or crimes to the relevant authorities.

## 6. RELATED DOCUMENTS

The following documents also address combating corruption and should be reviewed, as they are understood to form part of this Policy:

- Corporate Code of Ethics.
- General Policy on Handling Conflicts of Interest.
- Supplier Code of Ethics and Conduct.
- Whistleblower Procedure.

## **7. MONITORING AND UPDATING**

Sigdo Koppers is committed to preventing any kind of corruption, so this Policy will be regularly reviewed and evaluated, in order to update it in response to organizational requirements and changes in the regulations that may affect anyone involved with Sigdo Koppers.

## **8. VALIDITY**

This policy will take effect once approved by the Board of Directors of Sigdo Koppers and will be revised as needed.

# Human Rights Policy



## INTRODUCTION

Sigdo Koppers S.A.'s Human Rights Policy guides how it conducts its own business and that of its suppliers and contractors and describes these non-negotiable governing principles.

Human rights protect the dignity of all human beings. They govern how individuals live in society and relate to each other.<sup>1</sup>

### 1. OBJECTIVE

The objective of this Policy is to provide Sigdo Koppers S.A. (hereinafter "Sigdo Koppers" or the "Company") and its entire value chain with a basis for respecting human rights in every business, and to respond to the expectations of stakeholders.

It aims to strengthen the Company's commitment to human rights, alert it to new risk areas and encourage it to acquire good business practices.

### 2. SCOPE

This Policy applies to all production departments within Sigdo Koppers S.A. and to suppliers that have adopted the Company's Code of Ethics. It provides guidelines to the Company's subsidiaries.

### 3. GUIDELINES

We expressly support, respect and uphold throughout our value chain the principles described in the "Universal Declaration of Human Rights" adopted by the United Nations in 1948 and the "International Labor Organization Declaration" and thereby contribute to meeting the seventeen Sustainable Development Goals<sup>2</sup>.

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<sup>1</sup> [www.unicef.org](http://www.unicef.org)

<sup>2</sup> <https://www.cepal.org/es/temas/agenda-2030-desarrollo-sostenible/objetivos-desarrollo-sostenible-ods>

**Commitment to Life.** This is the first of our four corporate values. It drives us to always put people's health, safety and integrity first, to respect the environment by avoiding and mitigating our impacts and to commit to the social development and safety of our local communities.

**Freedom of Association.** We respect freedom of association and the right to collective bargaining, all within the framework of the constitution.

**Working Conditions.** We prefer to treat people well in our labor relations and we behave with respect, responsibility, fairness and transparency. We aim to provide all our employees and suppliers with working conditions that respect human and labor rights, including compensation in line with the market, fair dismissals and a healthy, safe and reliable working environment. We aim to manage the risks, training and competency requirements of people working for the Company, while respecting working hours and breaks, and granting unrestricted respect for the private lives of employees.

**Diversity.** We respect the diversity of people and their thoughts, while rejecting any discrimination based on gender, age, nationality, religion, ethnicity, race, appearance, disability, financial situation, sexual orientation, gender identity, political tendency or any other condition that is not based on personal capacity and suitability.

**Child Labor.** We advocate unrestricted respect for labor rights, and we disapprove of forced or child labor or any other form of labor that violates the dignity of people.

**Treatment of People.** We respect freedom of work and we treat people with dignity. We reject anything that prevents employees from freely working for the Company, and they are free to leave whenever they choose.

#### **4. IMPLEMENTATION AND MONITORING**

This Policy represents Sigdo Koppers' public commitment to the human rights of everyone involved with the Company, in accordance with the "United Nations Guiding Principles on Business and Human Rights, and the United Nations 'Protect, Respect and Remedy' Framework".



## Responsibilities

- The Board of Directors shall be responsible for defining, monitoring and amending this Policy.
- The Chief Executive Officer and first line executives are responsible for communicating the importance and implications of this Policy to their departments and for enforcing it.
- They shall also ensure that appropriate due diligence is performed on any human rights violations, in order to update the assessment of any actual and potential impacts.
- The Human Resources Area will ensure that any risks associated with human rights violations are properly managed, and suggest any appropriate mitigation or remediation measures.
- The Ethics Committee will be responsible for evaluating complaints submitted through Sigdo Koppers' Whistleblower Channel that involve violations of any of these human rights.

**Violations:** Communication by the affected party or whistleblower

When any employee or external person involved with Sigdo Koppers believes that this Policy has been violated, then this situation should be communicated using the Company's Whistleblower Channel.

## 5. COMMUNICATION AND TRAINING

This Human Rights Policy will be communicated to internal and external people involved with Sigdo Koppers by the Communications Area using specific communication initiatives.

Training opportunities will be provided to ensure that all Sigdo Koppers employees adequately understand the contents of this Policy.

## 6. RELATED INTERNAL DOCUMENTS

- Sigdo Koppers S.A. Corporate Code of Ethics
- Sigdo Koppers S.A. Sustainability Policy
- Sigdo Koppers S.A. Whistleblower Procedure
- Sigdo Koppers S.A. Group Anti-Corruption Policy

## **7. INTERNATIONAL REFERENCE DOCUMENTS**

- The UN International Bill of Human Rights.
  - a) The Universal Declaration of Human Rights.
  - b) The International Covenant on Civil and Political Rights.
  - c) The International Covenant on Economic, Social and Cultural Rights.
- International Labor Organization Declaration.

## **8. VALIDITY**

This policy will take effect once approved by the Board of Directors of Sigdo Koppers and will be regularly revised as needed.

# Recruitment and Hiring Policy



## 1. DEFINITION

The Recruitment and Hiring Policy of Sigdo Koppers S.A. (hereinafter "Sigdo Koppers" or the "Company") describes the process for filling vacant Company positions.

Sigdo Koppers believes that our employees have the necessary skills to be promoted to new positions as they develop within our companies. These positions not only imply greater professional challenges, but are also closely related to their personal interests.

Any vacant position caused by employee movement or an increase in positions at any Sigdo Koppers company may be filled through an employee movement or by external selection, in order to incorporate talented people or people with specific skills, since positions must always be filled by the best candidate. External selection will only be initiated when the position is still vacant after an internal search, except in special situations.

## 2. OBJECTIVES

### General objectives.

The objective is that Sigdo Koppers Group companies retain the best talented people by prioritizing internal promotion and strengthening their employer brand, while always remembering to value diversity and avoid discrimination.

This Policy applies to all Sigdo Koppers Group companies. It also applies to joint ventures and other equivalent arrangements managed by the Company.

### Specific objectives.

- Ensure that selected candidates objectively and satisfactorily meet the required profile and possess the general and specific competencies required for each position, at every stage of the process.
- Transmit the culture and values of the Sigdo Koppers Group to all group employees. Therefore, the profile required of all candidates for leadership positions is described in Appendix 1.

### 3. SCOPE

Every position filled by candidates from Sigdo Koppers Group companies, or those who match the profile of the vacant position.

The Company is aware of the value of integration and diversity and thus avoids discrimination and exclusion. It understands discrimination to be arbitrary distinctions, exclusions or preferences based on ethnicity, gender, age, marital status, religion, nationality or social origin, which eliminate or alter equal employment opportunities. However, distinctions, exclusions or preferences based on the qualifications required for a particular position shall not be considered to be discrimination.

### 4. THE PROCESS

The detailed process will be defined by each subsidiary of Sigdo Koppers according to its structure.

Important aspects:

- Human Resources departments will ensure compliance with legal regulations on the criminal liability of legal entities during the selection process by requesting additional background information based on the nature of the position, always within the limits permitted by local legislation. This will limit the risk of crimes being committed by candidates.
- Every selected candidate will be asked to declare any potential conflicts of interest that may arise in their position, to ensure compliance with the Company's General Policy for Handling Conflicts of Interest. This declaration must also include potential conflicts of interest arising from any relationship with entities, public officials or family members within the company. All external candidates must complete the background information form.

### 5. VALIDITY

This policy will take effect once approved by the Board of Directors of Sigdo Koppers and will be revised as needed.

## APPENDIX 1

### LEADERSHIP PROFILE

The Sigdo Koppers leadership profile ensures that the Company's values and culture are transmitted to employees, in order to build committed and excellent teams.

#### MOTIVATES AND INSPIRES

- Empowers and develops their people.
- Builds mutual respect, is empathetic and creates a good working environment.
- Responsible for their actions and omissions (accountability)
- Stays on course when faced with challenges, despite any difficulties.

#### HAS INTEGRITY

- Maintains a balance between corporate values and achieving objectives.
- Keeps their word and fulfills their commitments.
- Maintains a balance between corporate values and achieving objectives. Is a Company ambassador who fulfills and promotes SK behavior, ethical principles and policies.

#### HAS A BUSINESS VISION

- Has a long-term vision and can prepare long-term plans.
- Adapts to new situations and challenges.
- Has negotiation and conflict management skills.

#### SEEKS EXCELLENCE

- Is results-oriented, has clear objectives and is eager to achieve them.
- Prefers work done well at the first attempt.
- Creates, transforms and drives developments that add value to the Company.

# Workplace and Sexual Harassment Policy



## INTRODUCTION

The Workplace and Sexual Harassment Policy of Sigdo Koppers S.A. (hereinafter "Sigdo Koppers" or the "Company") describes the Company's guidelines that totally and absolutely reject any behavior that may be classified as workplace or sexual harassment.

### 1. OBJECTIVE

This Policy provides guidelines that explain the important aspects of this matter and provides employees with the means to submit an associated complaint and effectively ratify the associated procedures.

The purpose of this Policy is to ensure that everyone can work in an environment free of workplace or sexual harassment, in accordance with our Code of Ethics and the internal documents that apply in each country. It also recognizes that people are the main drivers of the Company's development.

### 2. SCOPE

This Policy is mandatory for all directors, managers, senior executives and all Sigdo Koppers' employees, and provides guidelines for subsidiaries. Everyone is responsible for reading, understanding, sharing, training and strictly complying with this policy.

This Policy is a private and corporate policy of Sigdo Koppers and will never replace local and international laws. However, it does complement them.

### 3. GUIDELINES

This Policy shall be interpreted using the following definitions in the plural or singular:

A. **Sexual Harassment:** Unwanted unlawful conduct of a sexual nature that interferes with individual work and constitutes unacceptable behavior that violates the fundamental rights of the individual. Sexual harassment is defined as when "a person makes undue demands of a sexual nature, by any means, without the consent of the person receiving them and which threaten or harm their employment situation or employment opportunities."

The following points are explained:



- a. Carried out by a person: This means sexual harassment includes harassment by a man against a woman, by a woman against a man and between people of the same sex.
- b. Without consent: The absence of free and spontaneous consent determines sexual harassment. When the person who receives a sexual request freely and willingly responds and accepts such requests, it does not constitute sexual harassment.
- c. By any means: Behavior constituting harassment is not limited to physical approaches or contact, but includes any action by the harasser that may represent an improper sexual request to the victim.
- d. Threaten or harm their employment situation or employment opportunities: When a person's rejection of or submission to such behavior explicitly or implicitly influences a decision that may affect that person's job, such as professional training or employment opportunities, employment continuity, promotion, salary or other decisions regarding their job.

Sexual harassment shall be understood to be the occurrence of one or more behaviors such as the following:

- Physical behavior of a sexual nature: Any unwanted physical contact, ranging from unnecessary touching, patting, pinching or rubbing another person's body, or coercion to engage in sexual behavior of any kind.
- Verbal behavior of a sexual nature (sexual language): Any sexual advance, proposition or pressure to engage in sexual behavior, insistence on meeting socially outside the workplace after it has been made clear that such insistence is annoying, offensive flirtations and suggestive or obscene comments.
- Non-verbal behavior of a sexual nature (displaying sexual pictures or making sexual gestures): Displaying sexually suggestive or pornographic pictures, objects or written materials, whistles or gestures that imply a sexual request or nuisance.
- Sexual behavior that affects the dignity of the person in the workplace (e-mails, sexual advances): Sexual harassment not only applies to attempts to initiate sexual behavior, but also when it is used by one person to control another. For example, sexual insults and comments about a person's appearance or clothing that are offensive.

B. **Workplace Harassment:** Behavior contrary to a person's dignity, "which is understood to be behavior that constitutes reiterated aggression or bullying, exercised by the employer or one or more employees, against another or other employees, by any means, that results in the belittling, abuse or humiliation of the affected party or parties, or threatens or harms their employment situation or employment opportunities."

Some behaviors that can be identified as workplace harassment are as follows:

- Shouting, abusing or insulting the whistleblower when they are alone or with other people.
- Continuously threatening or coercing the whistleblower.
- Treating the whistleblower in a discriminatory manner, or using exclusive measures against them, in order to stigmatize them before other colleagues or management.
- Ignoring or excluding the whistleblower by speaking only to other people present, or pretending that they do not exist, or they are not physically present in the office or at meetings (as if they were invisible).
- Slandering the whistleblower by spreading malicious or slanderous rumors throughout the company that undermine their reputation, image or professionalism.
- Ridiculing their work, their ideas, or their performance in front of other employees, and by caricaturing or parodying them.
- Encouraging colleagues to engage in any such behavior through persuasion, coercion or abuse of authority.

#### **4. VALIDITY**

This policy will take effect once approved by the Board of Directors of Sigdo Koppers and will be revised as needed.

# Training and Benefits Policy

## INTRODUCTION

This policy describes general guidelines for the training programs implemented by Sigdo Koppers S.A. (hereinafter "Sigdo Koppers" or the "Company"), and describes the Company's benefits policy.

### I. TRAINING

#### A. General objectives

Implement training programs that strengthen the competencies, critical knowledge and technical skills required for employees to develop, and for the Company to achieve its objectives and manage its understanding of the business.

#### B. Specific objectives

- i. Identify all the universal or business-line-specific training requirements within the Company.
- ii. Diagnose the status of these competencies.
- iii. Prepare a proposed training program that meets these requirements.
- iv. Ensure that these training programs are implemented either internally or externally.
- v. Evaluate the impact of these training programs.
- vi. Ensure that critical knowledge remains and grows within the Company.
- vii. Prepare simple and self-manageable training programs.
- viii. Support the personal and professional development of our employees.
- ix. Ensure that training programs provide employees with the best experience.
- x. Optimize management of the Company's annual training budget.

#### C. Scope

This policy covers Sigdo Koppers S.A. and provides guidelines for its subsidiaries. The regulatory aspects of this policy will be managed by each subsidiary, based on their individual requirements and budgets.

#### D. Training model

Generally training programs should be structured as follows for areas within Sigdo Koppers Group companies:

- Identify the competencies required by each department.

- Identify the training programs that would strengthen these competencies.
- Cost these training solutions.
- Implement the approved training solution.
- Evaluate the effectiveness of the training program. Where appropriate, issue certificates that indicate the subjects covered during training.

## **II. BENEFITS**

The objective of the Company's Benefits Policy is to describe its general benefits guidelines. The Company provides its employees with all the legal benefits in the Labor Code and complementary law.

Contractual benefits are agreed individually or collectively. They consist of remunerative and non-remunerative benefits that depend on the employee's duties, capabilities and position within the Company. They also depend on certain contractual benefits permitted by law.

The Company's compensation structure may include several special benefits for employees on fixed-term contracts or those hired for a specific job or task, given the nature of such contracts.

Professionals who provide services under a service contract shall be paid in accordance with that contract.

### **VALIDITY**

This policy will take effect once approved by the Board of Directors of Sigdo Koppers and will be revised as needed.

# Equitable Compensation Policy



## **INTRODUCTION**

The Equitable Compensation Policy of Sigdo Koppers S.A. (hereinafter "Sigdo Koppers" or the "Company") describes the Company's guidelines in relation to employee compensation and establishes the principle of equitable compensation between people performing the same duties. For compensation to be fair, it should be based on an employee's abilities, skills and duties, which is a fundamental component of the Company's culture.

### **1. OBJECTIVE**

The purpose of this policy is to provide Sigdo Koppers with guidelines that explain the importance of equitable compensation, in accordance with the legislation of each country and the bylaws that govern the Company.

### **2. SCOPE**

This policy covers every Sigdo Koppers business and provides guidelines for its subsidiaries.

### **3. GUIDELINES**

#### **I. OUR COMMITMENT**

We are committed to enforcing the principle of equitable compensation and that the employer must comply with the principle of equitable compensation between people performing the same duties. Furthermore, objective differences in compensation based on skills, qualifications, suitability, responsibility, productivity or any other reason should not be considered arbitrary.

We are committed to compensating our employees with transparent compensation that is fair in comparison to the market and fully complies with all relevant legal regulations.

#### **II. IMPLEMENTATION AND MONITORING**

The Sigdo Koppers Human Resources Area must consider this policy while preparing the Company's compensation plans, during recruitment and hiring, during collective bargaining negotiations with trade unions and during individual negotiations.

#### **4. VALIDITY**

This policy will take effect once approved by the Board of Directors of Sigdo Koppers and will be revised as needed.



# Subcontracting Policy

## **INTRODUCTION**

The Subcontracting Policy of Sigdo Koppers S.A. (hereinafter "Sigdo Koppers" or the "Company") describes the Sigdo Koppers guidelines with respect to engaging with companies that provide services subject to subcontracting regulations.

### **1. OBJECTIVE**

The objective of this Policy is to provide the Company and its entire value chain with guidelines that explain the important aspects of commercial relationships with companies or individuals that have signed a service contract with Sigdo Koppers, together with the human resources safeguards and general policies that apply to the employees of such companies or individuals that provide services at Company job sites or facilities.

### **2. SCOPE**

This Policy applies to all Sigdo Koppers S.A.'s operations and provides guidelines for its subsidiaries.

### **3. GUIDELINES**

#### **I. OUR COMMITMENT**

Respect and enforce compliance with labor and social security regulations that apply to employees of contractors or subcontractors who are subject to subcontracting regulations.

Sigdo Koppers will fulfill this commitment by implementing contracting processes that require such companies to comply with the labor and social security regulations that apply to their own employees.

Sigdo Koppers will proactively address health and safety issues and prevent occupational accidents and diseases that could affect both its own employees and those that work at its job sites or facilities who are employed by another company.

## **II. IMPLEMENTATION AND MONITORING**

The departments responsible for managing the respective contracts should consider this Policy when preparing tender terms and conditions or service contracts, and when selecting companies that bid for a specific service. They must also verify that subcontractors have complied with the labor and social security regulations that apply to their own employees, before they approve any payments to such subcontractors.

## **4. VALIDITY**

This policy will take effect once approved by the Board of Directors of Sigdo Koppers and will be revised as needed.

# Supplier Payment Policy



## **1. OBJECTIVE**

The Supplier Payment Policy for Sigdo Koppers S.A. (hereinafter "Sigdo Koppers" or the "Company") describes the clear and general guidelines that apply to managing and paying suppliers.

## **2. SCOPE**

The scope of this Policy includes payments by the Company to its domestic and foreign suppliers, and provides guidelines for its subsidiaries in Chile.

## **3. GUIDELINES**

### **3.1. Supplier criticality**

The Company may distinguish between critical and non-critical suppliers. Its subsidiaries in Chile may form this distinction by business line, where appropriate.

### **3.2. Payment terms**

The Company will pay supplier invoices within 30 days of receiving them, provided that they are correct and have not been rejected by the corresponding deadline. The Company will indicate the business days when it will pay invoices, in accordance with the predefined payment day for its suppliers.

Suppliers may be paid in less than 30 days if the corresponding department has previously agreed different payment terms with that supplier for a particular order or contract, which must have been justified in advance and approved by the Finance Department.

The Company may only agree exceptional payment terms that exceed 30 days when such agreement is executed in strict compliance with the requirements of Law 21,131 and its amendments or replacement.

### **3.3. Payment means**

Suppliers will preferably be paid by electronic transfer to the bank account designated by the supplier, which will be recorded in the SAP system during supplier registration. The SAP system is used to request services, release purchase requests, issue purchase orders and register invoices for payment.

If a supplier wishes to change the bank account for receiving payments, this can only be to a new account in the supplier's name. It shall be validated by the Procurement Area or corresponding department by e-mail and telephone, or by a bank certificate accrediting this data using the means stipulated by the Company. After validation, the bank account will be updated in the SAP system for subsequent payments.

If the supplier has not designated a bank account to receive payments, payment shall preferably be a cashier's check, or as a last resort a check made payable to the supplier.

### **3.4. Payment management**

The Company will only pay bank accounts registered under the name and Chilean Tax ID number of the supplier, without exception. It will never pay bank accounts in the name of the supplier's legal representative, regardless of whether they are a legal entity or individual. It will only pay the supplier named in a contract or on a purchase order. The supplier's banking details will be recorded when the supplier is registered in the SAP system. The supplier's domestic or foreign banking details will be validated by telephone, or by a bank certificate accrediting this data using the means stipulated by the Company.

The Head of Supplier Payments will regularly generate a list of payments to suppliers from invoices falling due for payment after verifying that they have not been totally or partially rejected.

That list will be passed to the Treasury Area, which will upload it to the respective banking portal and the invoices will be paid.

## **4. ROLES AND RESPONSIBILITIES**

- Finance Department: Approve any payment terms of less or more than 30 days as described in paragraph 2 of this policy.
- Treasury Area: Register payment lists in the system in order to pay invoices on time.
- Procurement Area / other areas: Validate any changes to bank accounts that receive payments for suppliers.

## **5. VALIDITY**

This policy will take effect once approved by the Board of Directors of Sigdo Koppers and will be revised as needed.

# Supplier Assessment Policy



## 1. OBJECTIVE

The Supplier Assessment Policy for Sigdo Koppers S.A. (hereinafter "Sigdo Koppers" or the "Company") describes the general guidelines that apply to /i/ the assessment prior to selecting suppliers, which examines the quality of their corporate governance, risk management and other sustainability issues, /ii/ the analysis of supplier performance when providing goods and services, which forms its supplier assessment system.

## 2. SCOPE

The Supplier Assessment Policy describes a common framework for the Company and guidelines for its subsidiaries. The Company expects that these guidelines will enrich its understanding of its suppliers and its assessment of their performance. These guidelines should be applied before selecting a supplier, then during and after completing a purchase order or contract.

## 3. GUIDELINES

Supplier assessment begins prior to selecting a supplier, and ends with recording the supplier's performance in the Company's Supplier Assessment Report together with the supplier's feedback in its IT systems.

The Company may apply this policy by identifying suppliers that are critical to its departments or operations.

### 3.1. Assessment prior to selecting a supplier

The Company shall investigate its critical suppliers in order to understand the nature of their business and identify their ownership structure, in order to analyze the quality of their corporate governance, risk management and other sustainability issues. The aim of this analysis is to limit the Company's exposure to high-risk suppliers and assess whether a supplier can fulfill their obligations in the associated purchase order or contract.

Before selecting a critical supplier, the Company's Procurement Area must identify and understand the nature of their business, their ownership structure, their financial situation and collect other information that will form its opinion of the risks involved in doing business with that supplier, whether



they can fulfill their obligations in the associated purchase order or contract, and comply with Law 20,393.

If a supplier is deemed to be high risk, then the Company shall follow the guidelines in its Risk Management Policy and Procedure.

Continual monitoring requires the Internal Audit or Procurement Area, where appropriate, to select a sample of the Company's current suppliers and ensure that they are still able to fulfill their obligations and comply with Law 20,393 and its amendments.

### **3.2. Supplier performance assessment<sup>1</sup>**

The Company will describe the assessment type, method and criteria to the supplier. It will also describe the weighting given to each assessment criterion and the result.

#### **i. Assessment types**

Supplier performance assessment criteria will depend on whether the supplier provides goods or services. Goods can be supplied as spot purchases or under contracts. Services can be for services in general, or for consultancy or construction contracts.

#### **ii. Rating scale**

The rating scale for each assessment criterion depends on the assessment type.

#### **iii. Assessment criteria and weights**

The Company shall at least assess the following criteria for goods suppliers:

- Quality of the goods
- Compliance with delivery dates
- Compliance with the quantities ordered.

The Company may perform partial assessments of service suppliers while receiving those services and always perform a final assessment when the contract or service order has been completed. Where applicable the assessment criteria should be:

- Quality of the service: service performance, compliance with safety and risk prevention standards, compliance with environmental regulations, compliance with quality assurance,

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<sup>1</sup> The rating scale, assessment criteria and weights and range of results must be clearly established by the Company and each subsidiary in the supplier assessment policies approved by management.

use of infrastructure, equipment and tools, quality of materials, initiative and cooperation, suitability of key personnel.

- Deadlines: compliance with deadlines and supplier's schedule.
- Administrative aspects: compliance with labor and administrative regulations and internal conduct.

#### iv. Assessment results

Each supplier assessment criterion will be evaluated and a weighting applied to that criterion to determine the overall supplier rating, which indicates whether a supplier is recommended. The results can fall within a range, for example, "Very Good", "Good", "Fair" or "Bad", or on a scale from 1 to 7.

If a supplier has been assessed more than once for the same service, then the final result will be the average of all those assessments.

If a supplier is assessed as "Fair" or "Poor" or the equivalent on a rating scale, then the sanctions described in the Company's Supplier or Contractor Regulations may apply, as appropriate, such as a fine or suspension of the contract or purchase order.

#### v. Supplier re-assessment

If a supplier is assessed as "Fair" or "Poor" or the equivalent on a rating scale, then the supplier may only be considered in the future if they submit a management report to the Procurement Area that demonstrates improvements in the poorly assessed areas, which will be authorized by the Finance Department or Corporate Control Department.

#### vi. Continuous assessment

Continual monitoring requires the Internal Audit or Procurement Area, where appropriate, to continually assess the Company's current suppliers and analyze their performance throughout their contractual term or commercial relationship.

## 4. ROLES AND RESPONSIBILITIES

- Procurement Area: It is responsible for assessing critical suppliers before selecting them and for analyzing the reports submitted by re-assessed suppliers.
- Internal Audit Area / Procurement Area: They are responsible for continual supplier assessment.
- Finance Department / Corporate Control Department: They are responsible for authorizing that commercial relationships can resume with re-assessed suppliers.

## **5. VALIDITY**

This policy will take effect once approved by the Board of Directors of Sigdo Koppers and will be revised as needed.

