RECYMET
SYSTEMS

COMPLIANCE POLICY

RECYMET SYSTEMS S.L.

RECYMET SYSTEMS

VERSION HISTORY			
Policy version	Update date	Approval body	Modified sections
V.1.2019	14th February 2019	Sole Director	First version
V.1.2022	1st February 2023	Board of Directors	Update according to ISO 37301+ Change of the governing body
V.1.2024	11th June 2024	Board of Directors	Update due to Internal Information System Implementation

RECYMET SYSTEMS

TABLE OF CONTENTS

1. CONTEXT AND APPLICATION

RECYMET SYSTEMS, S.L., hereinafter RECYMET, is a waste management company that recovers and commercialises all forms of industrial waste from special metals in any physical state. RECYMET is highly specialised in the recovery of special metals. It acquires industrial waste and optimises the recovery of its qualities and contents to the fullest.

1.1. Company structure

RECYMET belongs to a group of companies, where Q-MELTED, S.L. is the parent company and RECYMET SYSTEMS, S.L., RECY INVESTMENTS, S.L. and TITANIUM-ALLOYS, S.L. its subsidiaries.

RECYMET SYSTEMS, S.L. operates nationally and internationally.

Headquarters and offices:

- Headquarters in Barcelona – Spain
  - ✓ C/ Puig i Cadafalch, 11-15, Polígono Industrial Rubí-Su 08191 Rubí (Barcelona) SPAIN
- Office in Bilbao – Spain
  - ✓ Barrio Boroa Polígono Industrial Arriagane, 48340 Amorebieta (Bizkaia) SPAIN
- Office in Madrid – Spain
  - ✓ C/ Uranio, 8, Polígono Industrial Aimayr 28330 San Martín de la Vega (Madrid) SPAIN

RECYMET is aware that business ethics must be present in its corporate responsibility during any decision-making processes, and this should entail full compliance with existing applicable regulations, as well as the development of a culture of regulatory compliance.

Internationally, RECYMET is a member of the Bureau of International Recycling (BIR), which represents over 760 partners from the private sector and 36 national associations from more than 70 countries. Together, its members make up the largest international recycling industry association.

Nationally, it belongs to the Spanish Recycling Federation (FER) and, regionally, to the Gremi de Recuperación de Catalunya. These associations constitute a very dynamic forum for their members, as they share their knowledge and experiences. It is also a platform for building successful business relationships and promoting recycling among other industry sectors, as well as policy makers.

It should be noted that RECYMET adheres to all the Codes of Ethics of the above associations.

1.2. Objective and subjective scope of the Compliance management policy

RECYMET's Governing Body develops the Company's strategy, approves its corporate policies, and organises its internal control systems. It issues this Policy following these responsibilities and in agreement with its culture of respect for the legal system.

In this regard, this Policy is designed to set forth the organisation's commitment to adapt, implement, maintain, and continuously improve the Compliance Management System.

The Compliance Management System is applicable to all RECYMET personnel and interested third parties.

1.2.1. Special emphasis to the corporate criminal liability field

RECYMET conducted an analysis to justify, in detail, the priority of its regulatory blocks to scale the scope of the Compliance Management System, which is reflected in the preparation of a relevance matrix.

In this regard, and after a comprehensive analysis of all areas of the organisation, it was concluded that corporate criminal liability is the area to which priority is given within the Compliance Management System. Consequently, it will be subject to risk identification and analysis. Therefore, this document makes a special reference to the Criminal Compliance Management System.

When Organic Law 5/2010 of June 22 came into force, reforming the Criminal Code, the criminal liability of legal persons was introduced in Spain. Likewise, with the entry into force of Law 1/2015 on the reform of the Criminal Code, the liability regime of legal persons was completed, setting out the fundamental bases on which the Criminal Compliance management systems must be established.

Criminal Compliance Management System refers to any internal control mechanism put into effect by the company to detect and prevent any criminal conduct. Thus, Criminal Compliance is a set of internal rules, defined by the administrative and/or supervisory, surveillance and control body in the company, to implement an organisation and management model to avoid the risk of committing crimes and to exclude the company and, where appropriate, the Administrative Body, from criminal liability in case its managers or employees commit any crimes.

Its main role is to enforce the ethics and conduct principles in the business organisation that generate and consolidate a culture of respect for the law and best practices.

Thus, the implementation of a Criminal compliance management system aims at creating a barrier to prevent, or at least reduce, transferring Criminal responsibility for crimes committed by managers or employees to the company.

As for companies in which RECYMET has no control, its representatives in the Governing Bodies will be responsible for encouraging, wherever possible, the adoption of a criminal regulatory compliance system, consistent with that of RECYMET.

To develop this crime prevention Policy, RECYMET implemented a programme to prevent the commission of crimes that materialises into several action and supervision protocols.

In this regard, and in accordance with current legislation, the crimes for which the legal entity can be held liable for are:

1. *Illegal human organ trafficking. (art. 156 bis)*
2. *Against moral integrity (art.173)*
3. *Human trafficking. (art. 177.7 bis)*
4. *Sexual harassment (art. 184)*
5. *Prostitution, sexual exploitation, and grooming. (art. 189 bis)*
6. *Discovery and disclosure of secrets and cyber-attacks. (art. 197)*
7. *Fraud (art. 248 et seq.)*
8. *Frustration of execution. (art. 258 ter)*
9. *Punishable insolvencies. (art. 259 to 261 bis)*
10. *Computer damage. (art. 264)*
11. *Intellectual and industrial property (art. 270 to 277)*
12. *Against the rights of consumers and against the market. (art. 277 to 286)*
13. *Corruption in business. (art. 286 bis, ter i quarter, 287, 288)*
14. *Money laundering. (art. 301, 302)*
15. *Bribery of public officials (art.419 et seq.)*
16. *Illegal financing of political parties. (art. 304 bis)*
17. *Against the Public Treasury and against Social Security (art. 305 to 310)*
18. *Against the rights of foreign citizens. (art. 318 bis)*
19. *Unauthorised urbanisation, construction, and building. (art. 319)*
20. *Against natural resources and the environment. (art. 325)*
21. *Related to ionising radiation. (art. 343)*
22. *Risks caused by explosives and other agents. (art. 348)*
23. *Against public health and drug trafficking (art. 359 to 369)*
24. *Currency counterfeiting. (art. 386)*
25. *Forgery of credit and debit cards and traveller's checks. (art. 399 bis)*
26. *Bribery. (art. 419 to 427)*
27. *Influence peddling. (art. 429, 430)*
28. *Misappropriation. (art. 432 to 435 bis)*
29. *Hate and exaltation. (art. 510, 510 bis)*
30. *Terrorist organisations and groups. (art. 571, 572, 570 quátr, 580 bis)*
31. *Terrorism. (art. 576)*

32. *Smuggling. (art. 2.6, 2.7 of OL 12/1995)*
33. *Against animals (art.340 bis et seq.)*

The policy demonstrates RECYMET's will regarding the Criminal Compliance Management System is to align the staff and third parties' conduct under its supervision with it, preventing activities from being carried out according to their individual criteria. It is therefore not a declaration of intent, but it has of mandatory nature for its recipients.

The terms in upper case in this document that have not been expressly defined will have the meaning given to them by the ISO 37301:2021 standard on Compliance Management Systems.

2. COMPLIANCE OBLIGATIONS

RECYMET systematically identifies its compliance obligations derived from its activities, products, and services, and assesses their impact on its operations.

Compliance obligations are divided into voluntary and mandatory:

2.1. Mandatory obligations

Mandatory obligations can be international, regional, or local. They are external demands that the company must mandatorily fulfil; they are commonly called 'hard laws'.

To identify them, RECYMET prepared a relevance matrix which groups all regulations, laws, rules and other provisions that apply to them, in order to determine the priority to be addressed in the Compliance Management System. The mandatory obligations identified are related to Environmental, Quality, Occupational Risk Prevention, Human Resources, Fiscal-Accounting, Data Protection, Criminal Liability and Commercial matters.

2.2. Voluntary obligations

Voluntary obligations are rules, codes, internal policies, and procedures voluntarily adopted by the company. They are external or internal demands that the organisation intentionally assumes to achieve a profit or an improvement in its relationships and/or internal operations; they are commonly called 'soft laws'.

The identified voluntary obligations, which are divided into blocks according to their external or internal nature, are shown below.

2.2.1. RECYMET's voluntary obligations of an external nature

RECYMET signed voluntary obligations with third parties, such as suppliers or collaborators, and associations which it may belong to.

In this regard, the following have been identified as external voluntary obligations:

- The code of ethics of its suppliers, associations, or interested third parties, which RECYMET will follow, provided it does not go against its own principles.
- Obligations imposed by suppliers, collaborators, etc. on RECYMET regarding Compliance
- All obligations inherent in the associations that RECYMET belongs to.

RECYMET SYSTEMS

2.2.2. RECYMET's voluntary obligations of an internal nature of an internal nature

As for RECYMET's internal audience, there are organisational requirements that consist of a series of policies, protocols, and procedures that employees must follow.

RECYMET identified as voluntary obligations all protocols, policies and procedures deriving from the achievement of the Compliance objectives, as well as the precepts contained in the Code of Ethics.

All documentation in the Welcome Pack regarding Data Protection, Criminal Compliance, Harassment at Work and Sexual Harassment and Internal Information System (Public Channel) is also considered an internal voluntary obligation.

All issues required by all ISO standards held by RECYMET (ISO 9001, ISO 14001, ISO 4500,).

3. APPLICABLE PRINCIPLES

This policy is governed by the following principles:

- Integrate and coordinate the set of actions necessary to prevent and fight against the possible commission of unlawful acts by any of the company's employees.
- Make available a whistleblowing channel for the company's members to report behaviours that may entail a breach of the system.
- Always act under the protection of the current legislation and within the framework of the Code of Ethics, complying with the Company's internal regulations.
- Promote a preventive culture based on the "zero tolerance" principle towards the commission of unlawful acts and on the application of the ethics and responsible behaviour principles of all company's employees.
- As part of this preventive culture, promote self-control processes in actions and decision-making by employees and managers, so that any action by a company employee is based on four basic premises: *(i) to be ethically acceptable, (ii) to be legally valid, (iii) to be desirable for Society and (iv) that the professional is willing to assume responsibility for it.*
- Ensure that the compliance body has the material and human resources necessary to monitor the operation and compliance with this Policy.
- Risk assessment and control activities. As already mentioned, considering the analysis reflected in the relevance matrix, the risk identification and analysis focused on the criminal field. The compliance body and the parties responsible for the processes within the organisation are accountable for identifying activities where crimes may be committed.
  Control activities consist of protocols that specify the process of will shaping, decision-making and their execution by the organisation's members, which are materialised, supervised, and documented by the parties responsible for the operational processes.
  The identified risk scenarios and control activities are set forth in a criminal risk matrix. The Compliance Body is responsible for supervising that the matrix is implemented, ensuring its suitability.
- Keep the emphasis on proactive activities, such as prevention and detection, as opposed to reactive activities, such as investigation and sanction.
- Investigate all complaints regarding an allegedly illegal act, ensuring the whistle-blower's confidentiality. Likewise, the company will provide all support and cooperation that national or international judicial and administrative bodies or institutions and organisations may require to investigate allegedly unlawful acts that may have been committed by its employees.
- Always seek a fair, non-discriminatory, and proportional application of sanctions, in accordance with the provisions set forth in the applicable legislation.
- Inform all company employees about their obligation to report any fact that may constitute a potential illegality that they are aware of using the channels set forth in this regard.
- Implement appropriate training programmes for the company's employees often enough to ensure that they are always fully aware.

- Impose disciplinary sanctions, according to the provisions set forth in the applicable legislation at all times, on those conducts that contribute to preventing or hindering the discovery of illegal acts, as well as the infraction of the specific duty to notify the control bodies of the breaches that could have been detected.

4. LEADERSHIP AND COMMITMENT

Leadership is a behavioural premise, and this means that the organisation's leaders must understand the Compliance Management System as something beyond a set of interrelated elements, that is, as the correct implementation and achievement of Compliance objectives, assuming the role of imposing and guaranteeing that the Compliance Management System works successfully and promoting an adequate Compliance culture within the company.

4.1. Strategic and operational objectives

RECYMET set objectives in different fields. The strategic objectives are specified in a more global scope. These are global guidelines intended to meet operational objectives, which assist the organisation in achieving the Compliance objectives.

RECYMET is determined to respect the general framework set forth in this Policy, which lays down a zero-tolerance approach for breaching Compliance.

We can define the following general strategic objectives corresponding to RECYMET:

- Prevent unlawful behaviour. To this end, relevant operational actions are set forth to guarantee that RECYMET complies with the applicable legislation.
- Detect potential risks or illegal activities, using the Whistleblowing channel tool.
- Reduce the level of exposure to potential non-compliance, analysing the sectors and/or activities most exposed to risk using the corresponding risk matrix.
- Maintain an ethical and respectful culture towards regulations.
- Disciplinary action, defined in the Statute Agreement and the Statute of Workers' Rights

The above strategic objectives are defined in detail in the corresponding Action Plan, which includes specific objectives for specific periods of time.

Likewise, the operational objectives refer to how and when the strategic objectives will become a reality. To this end, RECYMET has drawn up an Action Plan for the next calendar year, which includes the deadlines, the responsible parties and the specific action to be taken into account.

In relation to the Internal Information System, the Communications Management System objectives should:

a) Be consistent with the Policy.
b) Be measurable (if feasible).
c) Take into account applicable requirements.
d) Be monitored.
e) Be evaluated.
f) Be communicated.

g) Be updated and/or revised, as appropriate.
h) Ensure early detection and prevention of irregularities.

4.2. Compliance culture

The organisation must develop, maintain, and promote a Compliance culture at all company levels.

Culture is a consequence of leadership and commitment. The organisation's leaders will and visible and consistent commitment over time, with a common standard of behaviour, uphold the Compliance policy and successfully ensure its objectives.

The organisation's leaders are:

- Governing Body
- Compliance Officer

4.3. Governance

Compliance governance is mainly supported by the Compliance Function or Compliance Officer. It has direct access to the Governing Body. It can bypass others within the organisation and communicate with whomever it deems necessary.

This Compliance figure must be independent, have authority and have no conflict of interest with the company structure

The Compliance Function has adequate resources to support the organisation in the performance of the necessary work and the responsibilities that the Criminal Compliance Management System entails without restrictions to achieve the proposed objectives.

RECYMET SYSTEMS

5. COMPLIANCE FIGURE/COMPLIANCE OFFICER

The Compliance figure must be **responsible** for the operation of the Compliance Management System, which entails:

- Facilitating the identification of the Compliance obligations;
- Documenting the assessment of the Compliance risks;
- Aligning the Compliance Management System with the Compliance objectives;
- Measuring and monitoring the Compliance performance;
- Analysing and assessing the Compliance Management System performance to identify any corrective action needed;
- Establishing a compliance information and documentation system;
- Ensuring that the Compliance Management System is reviewed at planned intervals;
- Setting forth a system to ***raise concerns*** and ensure these are addressed. *The Compliance Officer must inform and raise awareness among all organisation members of their **duty to report** unlawful acts or those included in the Management System framework.*

The Compliance figure must **ensure** that:

- Responsibilities for achieving the identified Compliance obligations are assigned appropriately throughout the organisation;
- Compliance obligations are integrated into policies, processes, and procedures;
- All relevant personnel are trained accordingly;
- Performance indicators are established.

The Compliance figure must **provide**:

- Staff access to resources related to Compliance policies, procedures, and processes;
- Advice to the organisation on Compliance-related matters.

The organisation shall ensure that the Compliance figure has **access to:**

- High-level decision makers and the opportunity to contribute early to the decision-making processes,
- All levels of the organisation;
- All necessary personnel, documented information and data;
- Expert advice on relevant legislation, regulations, codes, and organisational standards;

5.1. Resources

The Governing Body undertakes to ensure that the Compliance Officer has the material and human resources necessary to effectively and proactively monitor the operation and compliance with this Policy, without prejudice to the responsibilities that correspond to other bodies and departments within the company and, where appropriate, the governance and management bodies of the companies integrating of the group.

6. COMMUNICATION CHANNEL

In view of the entry into force of Law 2/2023 of 20 February, on the protection of persons who report regulatory infringements and the fight against corruption, the following forms of reporting are established

Internal communication channel (public). Through the online IT tool called 'Ovet Auki', the management of which is outsourced.

External communication channel. Independent Whistleblower Protection Authority.

Public Disclosure.

Ordinary mail. Internally managed.

Face-to-face interview. Internally managed.

Telephone. Internally managed.

INTERNAL CHANNEL

(Public)

Through the online IT tool called 'Ovet Auki', the management of which is outsourced.

RECYMET SYSTEMS, S.L. has set up an on-line computer tool, called "OVET AUKI", which can be accessed by anyone using the following link: https://www.ovetauki.com/canal/recymet

This channel, whose management is outsourced to the experts at TARINAS VILADRICH ADVOCATS I PROCURADORS, SLP, allows both anonymous and confidential communications, at the choice of the informant.

Operation and features

Access to the information channel is achieved via the link https://www.ovetauki.com/canal/recymet, from any device, 24/7.

The informant must complete the different phases of the report preparation, following the instructions given by the platform, and must describe the facts in as much detail as possible, as well as attach all the evidence available, always with the aim of facilitating the subsequent investigation procedure, if applicable.

The OVET AUKI information channel user manual, attached as Annex III to this Protocol, can be used as an aid.

In the last phase of the communication, the informant must expressly choose whether he/she wishes the communication to be confidential and, therefore, his/her identity to be known or, on the contrary, to be anonymous. If the anonymous option is chosen, the informant must keep the communication code generated in order to be able to access the OVET AUKI platform at a later date and thus be able to consult the status of the communication, contact the channel managers or the organisation, etc.

All of this is duly detailed in the OVET AUKI information channel user manual.

In case of any doubts or incidents, you can contact the platform's technicians by e-mail at soporte@ovetauki.com.

EXTERNAL CHANNEL

(Independent Whistleblower Protection Authority)

In accordance with the provisions of article 7.2 of Law 2/2023, we wish to warn about the possibility that informants in the matters provided for, under the terms set forth in articles 2 and 3 of Law 2/2023, may communicate through external information channels with the competent authorities and, where appropriate, with the institutions, bodies, organs or agencies of the European Union. Specifically (Article 16 Law 2/2023).

Any natural person may report to the relevant Independent Whistleblower Protection Authority. References made to the Independent Whistleblower Protection Authority, I.W.P.I., shall be understood to be made, where applicable, to the competent autonomous authorities, being for RECYMET, the Anti-Fraud Office of Catalonia, using the following link: https://antifrau.cat/es/18-investigacio/1123-bustia-de-denuncies-anonimes-2.html

PUBLIC DISCLOSURE

Public disclosure shall mean making information on actions or omissions as provided for in Article 2 of Law 2/2023 publicly available.

Persons shall be protected if any of the following conditions are met:

a) prior to public disclosure a communication was made through the above channels (internal, public and/or external), without appropriate measures within the established maximum period (3 months).
b) there are reasonable grounds to believe that either the breach may constitute an imminent or manifest danger to the public interest, in particular where there is an emergency situation, or there is a risk of irreversible damage, including a danger to the physical integrity of a person; or, in the case of communication through the external reporting channel, there is a risk of retaliation or there is a low likelihood of affective

processing of the information due to the particular circumstances of the case, such as concealment, destruction of evidence, collusion of an authority with the perpetrator of the offence, or involvement in the offence.

The conditions for the protection provided for in the previous paragraph do not apply when the person disclosed information directly to the press in accordance with the exercise of the freedom of expression and truthful information provided for in the Constitution and in the implementing legislation.

ORDINARY MAIL

Written communications may be sent by post to the following address:

RECYMET SYSTEMS S.L.
To Mr. Alejandro Freijedo Cáceres
(Head of the Internal Information System)
C/ Puig i Cadafalch 11-15. Polígon industrial Rubí Sud, 08191 Rubí · Barcelona

FACE-TO-FACE INTERVIEW

The option of being able to communicate in person with the System Manager within a maximum period of 7 days is enabled.

Data protection in accordance with Regulation (EU) 2016/679 and Law 3/2018 on the Protection of Personal Data and Guarantee of Digital Rights is guaranteed at the time of transcribing the communication.

For those communications that do not fall within the material scope of Law 2/2023, of 20 February (article 2), interested parties may send them to the following e-mail address and under the principles of confidentiality: compliance@recymet.com which is informed globally through the corporate website.

As for any doubts, suggestions and other matters that are not included in the communication channel, the company decided to set up a channel for complaints and/or confidential information, by providing a specific e-mail address (Compliance@recymet.com), which can be found in the company's website: www.recymet.com.

Likewise, the person in charge of the organisation's internal reporting system shall **investigate** the complaint and handle it, informing the Governing Body about the complaint outcome so that it takes the decision it deems appropriate.

RECYMET drew up a plan to be followed to deal with possible cases in this respect. It is in the RECYMET Criminal Compliance Manual.

RECYMET SYSTEMS

7. BREACH OF THE COMPLIANCE MANAGEMENT SYSTEM

The procedures, principles, and rules set forth in this Policy are mandatory and have the highest hierarchy within RECYMET's internal regulations, as an expression of the Governing Body's will to comply with the applicable legislation and promote an organisational culture in accordance with ethical standards.

Breaching this Policy may result in sanctions for the organisation and for the people involved. Sanctions may be disciplinary actions, including, but not limited to, termination of employment, fines, initiation of civil proceedings, as well as Criminal prosecution of the individuals involved.

7.1. Legal representatives, administrators and managers

Subordinate personnel, as well as legal representatives, administrators and managers may commit an offense for which the organisation would be accountable. Moreover, this Compliance Policy indicates the Governing Body's will to set forth effective procedures to prevent crimes and other unlawful acts and to promote a true ethical business culture. Therefore, the legal representatives, the Board of Directors, are equally bound to comply with it.

7.2. Subordinate and/or dependent staff

Any person linked by an employment relationship of any kind to RECYMET, subject to the authority of the legal representatives, administrators, and managers, is obliged to comply with this Policy.

7.3. Third-party recipients

Third-party recipients are understood as any entity, company or natural person that has an employment relationship non-subordinated and of a special nature with RECYMET, as well as representatives, agents, or collaborators who trade on behalf of RECYMET.

Compliance with this Policy and disciplinary system will oblige third-party recipients, provided they have been previously informed about it and have had access to its content. The potential conducts subject to sanction must be contractually customised.

Any employee, collaborator, director, representative, or agent who is aware of or suspects the actual or imminent occurrence of any breach of this Policy must report it using RECYMET's whistleblowing channel. Likewise, it must be highlighted that the organisation will never tolerate any act of retaliation against the person who refuses to be involved in acts of corruption, even if this implies delays or loss of business.

Doubts regarding the applicable legislation or interpretation of this Policy should be clarified with the Compliance Officer. Unforeseen cases, suspicions, and complaints of non-compliance with this Policy must be addressed using the RECYMET's whistleblowing channel.

Likewise, RECYMET will be governed by what is set forth in the Statute Agreement and the Statute of Workers' rights.

8. CONTROL, EVALUATION AND REVIEW

8.1. Control

The CO is responsible for controlling the implementation, development, and compliance of the Criminal Compliance Management System.

8.2. Evaluation

The Compliance Officer will evaluate, whenever he deems appropriate, the compliance and effectiveness of the Compliance Management System to prevent the commission of crimes and, in any case, when relevant system infringements are revealed or when changes occur within the organisation, in the control structure or in the activity carried out by the company, thus evaluating the suitability of its modification.

8.3. Review

The Compliance Officer will periodically review the Compliance Policy and will propose the amendments and updates that contribute to its development and continuous improvement to the Board of Directors, paying attention, where appropriate, to the suggestions and proposals made by the professionals of the business group.

9. POLICY APPROVAL

This Compliance Policy is a high-level document that must be approved by the Board of Directors (Governing Body).

RECYMET's Board of Directors approves this update according to ISO 37301 of the Compliance Policy at the meeting held on 1 February 2023.

RECYMET's Board of Directors approves this update derived from the Implementation of the Internal Information System in accordance with the provisions of Law 2/2023 of 20 February on the protection of persons who report regulatory infringements and the fight against corruption.

Signed,

President
Mr. Joaquim Maria Sindreu Miralles
ID no. 35119521Q

Vice-Chairman
Mr. Aitor Silloniz Aresti
ID no. 30678122D

Director
Mr. Joan Manuel Montaner Soldevila
ID no. 35119215D

Director
Mr. Joaquim Mª Sindreu Marín
ID no. 53873625N

Joaquim Mª