



In this Policy, you will find:

- ✓ Definition of a Conflict of Interest
- ✓ How to disclose a Conflict of Interest

## Key Resources

- [Disclose a Conflict of Interest](#)

## 1. POLICY

Potential Conflicts of Interest must be disclosed to the Company as soon as they are recognized. A cross-functional committee (the “Conflicts Committee”) will review disclosures and decide (1) whether an actual Conflict exists, and (2) whether the Conflict may be mitigated or is prohibited.

Employees must not engage in any activity that is determined to be, in the sole discretion of U. S. Steel, a prohibited Conflict of Interest.

## Key Definitions

### “Conflict” or “Conflict of Interest”

Includes any situation in which an employee or their Family Member has personal loyalties, or financial or other interests, that could influence decisions made on behalf of U. S. Steel. Also includes any activity that conflicts with the reputation, principles, or goals of U. S. Steel, including, for example, activities that:

- Are unethical or illegal;
- Interfere with the employee’s responsibilities at U. S. Steel; or
- Involve the use of U. S. Steel’s resources, name, or image for non-Company business.

### “Family Member”

Includes spouses, parents, siblings, children, and in-laws of the employee or his/her spouse.

## 2. APPLICABILITY

U. S. Steel Employees.

## 3. DISCLOSING CONFLICTS

You must disclose actual or potential Conflicts and obtain approval from the Conflicts Committee before you or your Family Member engage in the activity.

You should disclose anything someone else might see as a Conflict. Conflicts must be disclosed using the [Conflicts Disclosure Form](#).

## Examples of Conflicts of Interest

- **Self-Dealing:** Making decisions on behalf of U. S. Steel for the good of yourself, your family, or your friends, rather than for the good of the Company
- **Family Financial Arrangements:** An employee’s Family Member receiving money, property, or other value from U. S. Steel
- **Outside Employment:** Working, consulting, or providing services for a business other than U. S. Steel
- **Competitor, Customer, or Supplier of U. S. Steel:** Having a working relationship or substantial interest in a competitor, customer, or supplier of U. S. Steel
- **Misuse of Confidential Information:** Using confidential Company information (such as knowledge of contracts, acquisitions, or supplier relations) for personal gain or for the gain of another
- **Investments:** Investment interests in a competitor or significant supplier or customer of U. S. Steel (for example, owning or having the option to purchase a competitor’s stock – *excluding 401K, mutual fund, or other type of investment vehicle where the beneficiary does not designate specific investment options*)
- **Competing Property Interests:** Interest in purchase or sale of property or property rights in which U. S. Steel has, might have, or might appear to have a competing interest



If you have disclosed a Conflict (or potential Conflict), but the situation changes, you must promptly notify the Conflicts Committee, which will determine whether a revised Conflicts Disclosure is necessary.

## a. U. S. Steel's Expectations

The Company expects your work at U. S. Steel to be your primary employment. As such, outside activities and interests that may hurt your job performance or limit your ability to devote appropriate time and attention to your U. S. Steel job responsibilities, in the discretion of U. S. Steel, will not be approved. In addition, outside activities that could create legal or reputational risk to U. S. Steel will not be approved.

## 4. BOARD SERVICE

### a. Non-Profit Organizations

Approval is **not required** if you wish to serve on the board of directors of a non-profit organization or on an advisory council or committee **unless** (a) the organization or council/committee takes public policy or economic positions that are adverse to U. S. Steel's interests, or (b) your participation will interfere with your ability to perform your U. S. Steel job responsibilities. In those cases, you must submit a [Conflicts Disclosure Form](#).

### b. For-Profit Organizations

Employees generally may not serve as a director or officer of a for-profit corporation other than: U. S. Steel, a subsidiary or affiliate of U. S. Steel, or a personal or family corporation (see 4.c below). Exceptions to this rule may be approved by the Board (for officers of U. S. Steel) or by the General Counsel (for all others) based on the specific circumstances and the potential for future Conflicts.

## c. Family Businesses

Subject to the above restrictions, it is the policy of U. S. Steel not to interfere with an employee's participation in a family business, but employees should still submit a [Conflicts Disclosure Form](#). Generally, a family business includes an unincorporated business or a corporation with fewer than fifty stockholders.

## d. No Indemnification

Unless U. S. Steel requests your participation on a board in writing (in which case you may be entitled to defense or indemnification, subject to applicable law), the Company will not defend or indemnify you against lawsuits related to your position on that board.

## 5. FAMILY MEMBER EMPLOYMENT

Your Family Member's employment by a competitor, customer, or supplier may be a Conflict of Interest. A [Conflicts Disclosure Form](#) is required if one of the following situations exist:

- Your Family Member is employed by a competitor
- Your Family Member is a vice president (or equivalent) or higher at a customer or supplier
- Your Family Member is employed by a customer or supplier **and** your job allows you to make or influence decisions involving that customer or supplier (e.g., regarding pricing, sales terms/conditions, credit decisions, supplier selection, or contract negotiations)

## 6. EXECUTIVES' CONFLICTS

The Conflicts Committee will review and opine on all Conflicts submissions, except the following requirements apply to potential Conflicts involving Executives:



- Executives who report directly to the CEO will have any potential Conflicts forwarded to the General Counsel for disposition
- The General Counsel will have any potential Conflicts addressed by the CEO
- The CEO will have any potential Conflicts addressed by the Audit & Compensation Committee of the Board of Directors

### **APPENDICES**

#### **Related Policies & Procedures**

- [Gifts and Entertainment Policy](#)
- [Workplace Relationships Policy](#)