

# Marubeni Group Compliance Manual

## Compliance Manual



This Compliance Manual is an English translation of the Compliance Manual originally written in Japanese. As described in the third paragraph titled “Scope of Application” on page 10, this Compliance Manual applies to the business operations conducted by the Marubeni Group Companies in Japan. Overseas offices are requested to prepare their own manuals based on the same principles but taking into account the laws, customs, and conventions of their countries and areas.

**Marubeni**

June 19, 2017

Directors and employees of  
The Marubeni Group Companies

Maintain a formidable sense of fairness

Can you explain your business to your family members and friends with confidence? Is your business free from such lack of clarity that would undermine the fairness of your business?

Compliance is a basic premise of our business, and the foundation upon which the Marubeni Group can build a truly first class corporate brand.

In order to continue business activities, it is the basic premise for companies to comply with the rules of society. Companies must compete in a fair manner in compliance with the rules. The Marubeni Group can continue its business activities only by maintaining trust from society. Every member of the Marubeni Group must renew their awareness of the risk that just one act of injustice committed by any member of the Marubeni Group may result in the Marubeni Group Companies not only losing the trust of society and causing so much trouble to many customers and stakeholders, but also being forced into an extremely difficult situation.

You might think "There is no reason for me to make a compliance violation". However, the specific matters we must observe in order to practice compliance continue to change throughout the world, through the enactment of new laws, the amendment or repeal of current laws, and the trends of economics and society. Therefore we must continue to respond flexibly to changes in those and we must constantly endeavor to ask ourselves if we are rightly putting compliance into practice.

Please keep in mind that the Marubeni Group Companies do not need at all any act that is questionable, if only slightly, in terms of compliance or any deal acquired through such act, as well as that the aforementioned act or deal is contrary to the interests of the Marubeni Group Companies.

Don't you act based on what senior employees have been doing or instructions from supervisors? The dissemination of "thinking-oriented culture," which encourages each employee to think, make a decision, and act on their own, as well as account for the results," is required in the implementation of compliance as well. In order to further strengthen the compliance of the Marubeni Group, it is crucial that each employee develops a strong mind not to yield to temptation based on their respective high ethical standards and strong sense of responsibility.



President and CEO, Member of the Board  
Fumiya Kokubu

## INTRODUCTION

“When you are faced with a choice between integrity and profit, choose integrity without hesitation.”

If we do not follow this direction and choose an easy option that results in our corporate brand being damaged, it will take a long time and a lot of energy to restore our brand. We shall not take short-cuts in the pursuit of a quick profit, rather we shall choose the right pathway even if it involves a detour, taking one step at a time.

Each and every one of you should re-assess your position to confirm that your pathway:

- does not violate any law;
- is one that you can tell your family about with confidence;
- is one that you would be happy for your children to adopt;
- is one that you can be proud of if it be reported in the newspapers or on TV;
- does not enable others to take advantage of our weakness;
- is not a shortcut that allows you to enjoy an easy life at the expense of others.

If you are ever in any doubt as to any of the above, please revisit this Compliance Manual.

Compliance Committee

## COMPLIANCE MANUAL CONTENTS

<b>I.</b>	<b>Compliance Statement of the Marubeni Group</b> .....	<b>5</b>
<b>II.</b>	<b>Compliance System of the Marubeni Group</b> .....	<b>6</b>
	1. Meaning of Compliance.....	6
	2. Who Practices Compliance .....	6
	3. Role of the Compliance Committee .....	6
	4. Chief Compliance Officer and Group Compliance Officer .....	6
	5. Compliance Access Points .....	7
	6. Procedure to Follow When Problems Arise .....	8
	7. Compliance Organization Chart of the Marubeni Group .....	9
<b>III.</b>	<b>Use of the Compliance Manual</b> .....	<b>10</b>
	1. Things to Keep in Mind When Using the Compliance Manual .....	10
	2. Users .....	10
	3. Scope of Application.....	10
	4. Measures to Handle Violating Conduct.....	10
<b>IV.</b>	<b>Matters to be Observed</b> .....	<b>11</b>
	1. Respect Human Rights and Refrain from Any Form of Discrimination, Harassment and the Like .....	12
	<b>To respect human rights and refrain from any form of discrimination, harassment and the like.</b>	
	2. Compliance with Antimonopoly Act and Related Laws and Regulations .....	13
	<b>Not to engage in private monopoly, unreasonable restraint of trade (cartel) and other unfair trading practices.</b>	
	3. Prohibition of Unfair Competition.....	14
	<b>Not to engage in unfair competition such as manufacturing and selling unlawful merchandise or unlawfully acquiring and using trade secrets.</b>	
	4. Compliance with Various Business Laws and Regulations .....	15
	<b>To obtain licenses and permits necessary to carry out business activities and comply with various business laws and regulations.</b>	
	5. Import and Export Procedures.....	16
	<b>To observe laws, regulations and international treaties relating to international trade and to follow appropriate procedures for import and export.</b>	
	6. Security Trade Controls.....	17
	<b>To observe strict security trade controls for maintenance of international peace and safety and not violate the law or enter into an inappropriate transaction as a global corporation.</b>	

7. Administration of Product Safety .....	18
<b>To administer product safety properly in compliance with related laws and regulations in order to secure the safety of the products the company handles.</b>	
8. Laws relating to Intellectual Property Rights .....	19
<b>Not to infringe the intellectual property rights of others.</b>	
9. Prohibition on Bribes and Matters relating to the Exchange of Presents and Client Entertainment.....	20
<b>Not to provide, propose or promise an illicit benefit to public officials, their equivalents or relatives (hereinafter collectively, “Public Officials”) in Japan or overseas. Not to aid or conspire with other business entities for any of the above acts. Not to provide presents or client entertainment to a transaction partner that exceeds the accepted business and societal norms.</b>	
10. Prohibition on Conferring Benefits on Anti-Social Organizations.....	21
<b>Not to engage in any activity for the benefit of any anti-social organization, and not to have a relationship with any such organization.</b>	
11. Environmental Protection .....	22
<b>To be conscious of our responsibility as good corporate citizens and to use our best efforts to sustain a healthy environment and to act in harmony with the prosperity of society.</b>	
12. Regulation on Insider Dealings.....	23
<b>Not to engage in an act which violates insider dealing regulations.</b>	
13. Proper Information Assets Management.....	24
<b>To properly manage information assets (including those disclosed from outsiders).</b>	
14. Appropriate Use of Information and Telecommunications Systems .....	25
<b>Not to improperly use or damage information and telecommunications systems.</b>	
15. Proper Accounting, Filing of Tax Returns and Disclosure of Company Information .....	26
<b>To proceed with accounting, filing of tax returns and disclosure of company information properly.</b>	
16. Prohibition of Acts Constituting Conflicts of Interest.....	27
<b>To conduct the business of the company faithfully and to refrain from any acts which constitute conflicts of interest.</b>	

## I. Compliance Statement of the Marubeni Group

We, the directors and employees of the Marubeni Group, shall observe the laws, regulations and internal corporate rules, by observing the spirit of the values of “Fairness”, “Innovation” and “Harmony” expressed in our Company Creed, the Marubeni Management Philosophy and the Marubeni Corporate Principles, and shall conduct our business activities in compliance with a high corporate ethical code.

### Company Creed

- “Fairness” To be fair and decent.
- “Innovation” To be active and innovative.
- “Harmony” To respect each other and cooperate.

### Marubeni Management Philosophy

In accordance with the spirits grounded in the Company Creed of "Fairness, Innovation, and Harmony", the Marubeni Group is proudly committed to contribute to the social and economic development and to safeguard global environment by conducting fair and upright corporate activities.

### Marubeni Corporate Principles (January 1, 1998)

Marubeni Corporation, as a business enterprise, will actively pursue its business interests through the exercise of fair and legal competition. As a company, Marubeni will also continue to play its part in the growth of the global economy, while always striving to enrich the society within which it operates. In order to achieve all the elements of the aforementioned goal, Marubeni is committed to the following six basic principles of business.

#### 1. Conduct Fair and Open Business Activities

- Obey the law and be guided by fairness in all business dealings.
- Maintain sound relationships with government officials of all nations. Observe principles of free competition in all business decisions.
- Resolutely oppose and avoid any illegal or improper business relationships and practices.

#### 2. Develop a Globally Connected Company

- Respect international cultural diversity and seek to enhance regional prosperity through Marubeni’s business activities.
- Contribute to regional economic goals by fostering regional associations by adopting a global management style.

#### 3. Create New Value Through Business Vision

- Be responsive to market and industry forces, but also take the initiative in creating changes in the markets by providing new products and services.
- Discontinue outdated ideas and structures; explore new possibilities.

#### 4. Respect and Encourage Individuality and Originality

- Respect the individuality of each person and create a company work environment in which originality can flourish.
- Create an environment for individuals to set goals that require self-administration or independent, creative action.

#### 5. Promote Good Corporate Governance

- Maintain a high level of management transparency or openness for information-sharing in corporate relations with shareholders and society.
- Respect proposals for enhanced management accountability from shareholders and society.

#### 6. Safeguard Ecological and Cultural Diversity

- Recognize our responsibility as a good corporate citizen in world society and engage in activities which are beneficial to that society.
- Recognize our responsibility as a global enterprise in the preservation of our earth and its resources for future generations.

## **II. Compliance System of the Marubeni Group**

### **1. Meaning of Compliance**

While the term “compliance” is sometimes used to mean “upholding laws”, today the term is also used to mean “upholding corporate ethics”.

For the Marubeni Group, compliance means conducting our business activities while observing laws, regulations and internal company rules in accordance with the philosophy incorporated in the Company Creed, Marubeni Management Philosophy and Marubeni Corporate Principles, and also maintaining a high standard of ethics.

Compliance is a prerequisite for a company to endure. This is because, if profits are not realized through sound business practices based on upholding rules and ethics, the company will betray the expectations and demands of various stakeholders (i.e., interested parties) such as consumers, business partners, shareholders and employees, and sooner or later society will no longer tolerate the existence of that company.

The term “compliance” is the guiding principle for the actions of company workers.

### **2. Who Practices Compliance**

Compliance within a corporation can only be achieved when every director and employee in the corporation understands the significance of compliance and takes appropriate steps to adhere to its principles, not only in business but also in their private lives.

### **3. Role of the Compliance Committee**

The Compliance Committee, under the direct control of the President, serves as an organization to support and provide instruction to ensure compliance by the directors and employees of the Marubeni Group.

### **4. Chief Compliance Officer and Group Compliance Officer**

The Chief Compliance Officer (nominated by the President) is the person responsible for ensuring that the compliance system is observed throughout the whole of the Marubeni Group. The Chief Compliance Officer shall also be the Chairman of the Compliance Committee.

The Marubeni Group and Branch Office Compliance Officers are responsible for ensuring compliance within their designated groups or branches.

## 5. Compliance Access Points

If you become aware of any conduct that is (or that you suspect may be) contrary to the compliance system, you should report it in accordance with the established lines of your organization. If the usual lines of reporting are not functioning properly for any reason, the following access points (collectively known as “Compliance Access Points”) are available (please also see the “Q & A” section at the end of this Compliance Manual):

### (1) Door of Courage

The “Door of Courage” is the Compliance Access Point for general compliance matters. It is available to the directors and employees of our Group Companies. To make a report or seek a consultation using the “Door of Courage”, you may contact any of the below.

- Compliance Committee
- Outside legal counsel:

### (2) Marubeni Anti-Corruption Hotline

The “Marubeni Anti-Corruption Hotline” is the Compliance Access Point for concerns relating to bribery and other serious crimes. It is available to the directors and employees of our Group Companies and our business partners. For more details, please see the “Anti-Bribery Handbook”, which has been distributed to our Group Companies.

Rules on reporting to and consulting with a Compliance Access Point (please also see the “Q&A regarding the Compliance Access Points at the end of this Compliance Manual):

- 1) In principle, a person filing a report or requesting a consultation should provide his/her name, which shall remain confidential; provided, however, that a report or consultation through the Marubeni Anti-Corruption Hotline can be made anonymously. The outside legal counsel would not disclose the name of the reporter to the Compliance Committee if the reporter would not wish to be disclosed his/her name.
- 2) The company guarantees that the reporting person shall not in any way be prejudiced or reprimanded because of his/her decision to honestly report or consult in accordance with the established lines of his/her organization or by use of a Compliance Access Point. For the employees of the Marubeni Group Companies, the Group and Branch Office Compliance Officers shall adequately instruct and supervise the Marubeni Group Companies to guarantee the same protection.
- 3) Anyone who believes that the company has not acted in accordance with rule 2) above may consult with the Compliance Committee.
- 4) In principle, the Compliance Access Point shall provide the reporter with details of its findings in relation to any matter reported to it and any matter upon which they have been consulted, if such report or consultation is made by a person in one of our Group Companies. However, in some cases this may not be possible.

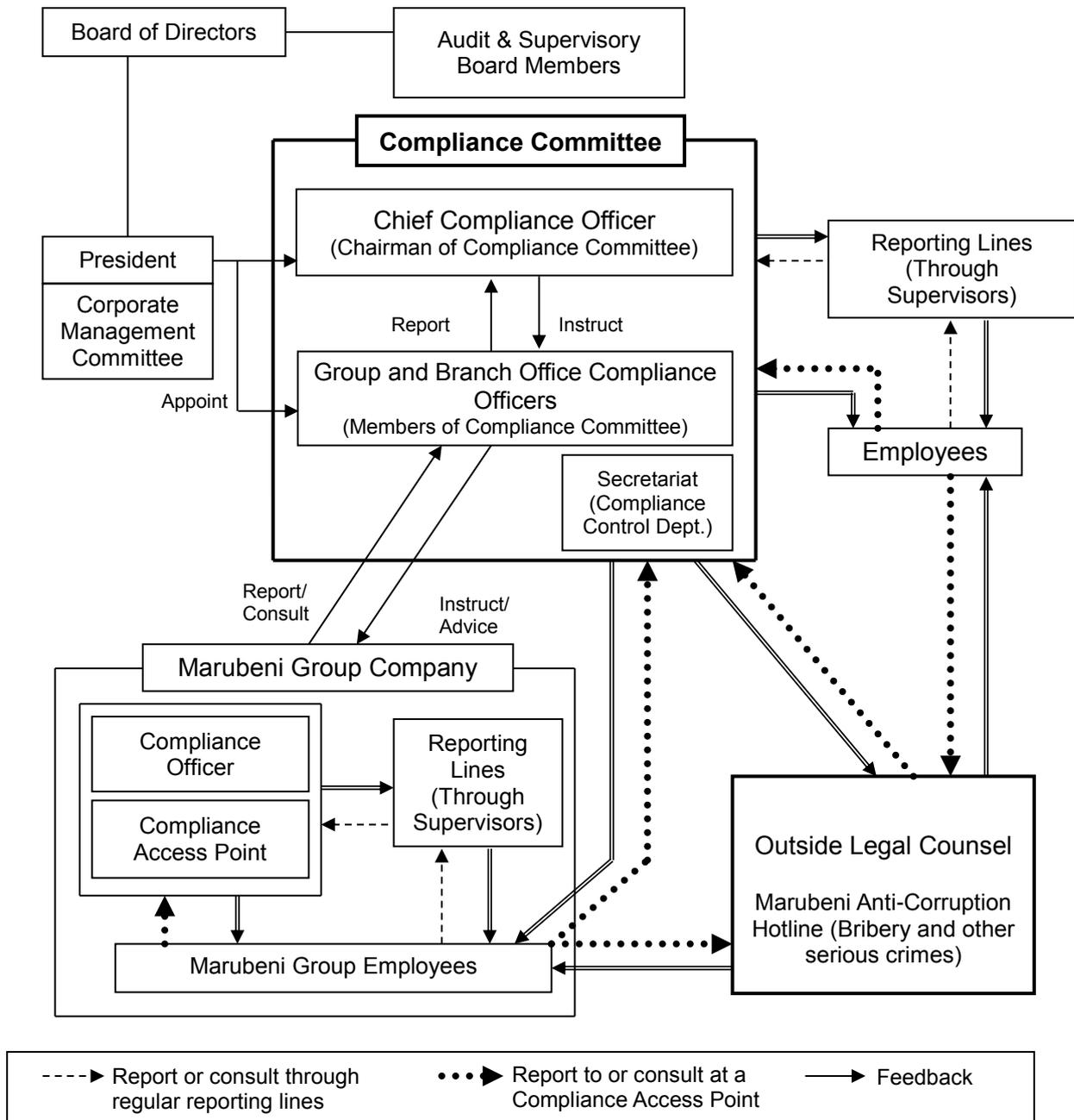
- 5) In principle, the Compliance Committee shall inform the person who is suspected of compliance violations that it has received a report or consultation regarding his/her conduct, if required under the laws and regulations of the country which are applicable to such suspected person.

## **6. Procedure to Follow When Problems Arise**

When compliance problems arise, the following procedure shall be followed.

- 1) When a Group or Branch Office Compliance Officer identifies a compliance problem, he/she shall report it immediately to the Compliance Committee.
- 2) Upon receipt of the report, the Compliance Committee shall instruct the relevant department(s) to investigate the problem and determine an appropriate remedy.
- 3) If the Chairman of the Compliance Committee considers the problem to be serious, he/she shall report the problem promptly to the President and Audit & Supervisory Board Members.
- 4) When the problem affects the whole company, the Compliance Committee shall investigate the problem by forming an Investigation Sub-committee and shall propose appropriate remedies including measures to prevent recurrence.

## 7. Compliance Organization Chart of the Marubeni Group



### Role of the Compliance Committee

- 1) To establish, execute and maintain the compliance system of Marubeni Corporation;
- 2) To support and provide instruction to ensure that each Group can establish, execute and maintain its compliance system;
- 3) To produce the Compliance Manual and keep it updated;
- 4) To conduct education and training programs on compliance, including compliance seminars;
- 5) To monitor the status of the compliance system;
- 6) To investigate compliance problems and take appropriate measures when one arises (it may instruct the relevant department(s) to deal with the problem depending on its nature); and
- 7) To be the Compliance Access Point to employees of the entire Marubeni Group

### Role of the Group/Branch Office Compliance Officers

- 1) To establish, execute and maintain the compliance system of the designated Group/Branch Office;
- 2) To support and provide instruction to ensure compliance of the Marubeni Group Companies controlled and supervised by the Group/Branch Office;
- 3) To produce the supplemental manual(s) which would apply for the lines of business and forms of transactions of the Group/Branch Office;
- 4) To ensure that the employees who belong to the Group/Branch Office attend the compliance seminars conducted by the Compliance Committee;
- 5) Conduct and organize education and training programs on compliance, including internal compliance seminars to the Group/Branch Office members; and
- 6) Monitor the status of the compliance system in the Group /Branch Office and the Marubeni Group Companies and report the results to the Compliance Committee.
- 7) To investigate compliance problems in the Group/Branch Office and the Marubeni Group Companies and take appropriate measures when one arises

### **III. Use of the Compliance Manual**

#### **1. Things to Keep in Mind When Using the Compliance Manual**

This manual provides a framework for effective compliance within the Marubeni Group serving as a guideline to standards to be observed by all members of the Marubeni Group in the discharge of their daily operations. If you ever find yourself unsure about which course of action to follow from a compliance point of view, in the first instance you should refer to this manual. Having done so, if you are still unsure you should consult your manager or the relevant departments/sections in charge.

#### **2. Users**

This manual shall be observed by directors and employees of the Marubeni Group as well as those who regularly work at the offices of the Marubeni Group, including part-time or temporary workers, and those working pursuant to outsourcing agreements. Each department shall be responsible for making all relevant workers aware of this Compliance Manual and for ensuring that they comply with its principles. The Marubeni Group referred to in this manual includes consolidated subsidiaries and other Group companies that are regarded as being “important affiliates” by Marubeni Corporation.

#### **3. Scope of Application**

This manual is based on, and supersedes, the Marubeni Corporation Code of Conduct, which was published at the same time as the Marubeni Corporate Principles. This manual only applies to the operations conducted by the Marubeni Group Companies in Japan. Overseas offices are requested to prepare their own manuals based on the same principles but taking into account the laws, customs, and conventions of their countries and areas. Furthermore, since the Marubeni Group deals in a broad range of goods, services and transaction formats, this manual has been drafted on the assumption that business group or the Marubeni Group Companies shall promptly compile their own detailed manuals in conformity with and complementary to this manual, if necessary.

#### **4. Measures to Handle Violating Conduct**

If you become aware of a violation of this manual, if you are instructed by your superior to act in contravention of this manual, or if you find yourself inadvertently in contravention of this manual, you must not hesitate to report such contravention.

There are no particular corporate regulations to penalize for violation of this manual. Each contravention shall be judged and punished in accordance with the Employment Handbook and other applicable rules.

#### **IV. Matters to be Observed**

# 1. Respect Human Rights and Refrain from Any Form of Discrimination, Harassment and the Like

**To respect human rights and refrain from any form of discrimination, harassment and the like.**

- (1) We shall respect human rights and shall refrain from any form of discrimination based on race, skin color, creed, religion, nationality, age, sex, origin, or mental or physical disabilities. Moreover, we shall not tolerate such discrimination by others.
- (2) We must not commit any sexual harassment (sexual harassment is to give employees any disadvantage in their working conditions by reason of the said employees' responses to what you have said or how you have acted in relation to a sexual matter in the workplace, or to harm their working environment due to such words or acts). We also shall not tolerate such sexual harassment.
- (3) We must not abuse our power or authority in the workplace to inflict mental or physical pain on employees and violate their rights, or harm their working environment, by any speech or action (such harassment is called "power harassment" in Japan). We also shall not tolerate such power harassment.
- (4) We shall refrain from any act that suggests pregnancy-, childbirth-, childcare- or nursing care-related harassment (speech and behavior, harassment, dismissal or other unfavorable treatment that interferes with the use of any system or measure involved in pregnancy, childbirth, childcare or nursing care). In addition, we must not permit such pregnancy-, childbirth-, childcare- or nursing care-related harassment.
- (5) We shall make sustained efforts to comply with labor-related laws and ordinances and to create a good work environment. In addition, we must not permit unreasonably long working hours.

<Note> The term "human rights" as used herein shall include all the fundamental human rights provided for in the Constitution, the Labor Standards Law, the Universal Declaration of Human Rights, the International Labour Standards of the International Labour Organization (ILO), the United Nations Guiding Principles on Business and Human Rights, and others.

The "CSR Basic Policy for Supply Chains" of Marubeni Corporation also includes provisions that prohibit human rights violations — "Any entity that is part of the supply chain of Marubeni Corporation shall respect human rights. In addition, said entity shall refrain from inhumane treatment, including discrimination, harassment of any kind whatsoever, and abuse."; "Such entity shall not employ child labor, force their employees to work, reduce wages without justifiable reason, or have their employees work unreasonably long hours".

(\*) A supply chain comprises Marubeni Corporation, as well as Marubeni Group Companies, suppliers, service providers, contractors, contract manufacturers, joint venture partners, subcontractors, and customers.

*[Footnotes in the original Japanese text (such as references to Japanese laws and internal rules relevant to each subject of the "Matters to be Observed") are not included in this English translation.]*

## **2. Compliance with Antimonopoly Act and Related Laws and Regulations**

**Not to engage in private monopoly, unreasonable restraint of trade (cartel) and other unfair trading practices.**

### **1. Prohibition of Private Monopoly**

We shall not restrict competition in the market by eliminating or controlling the business activities of other business entities, either by ourselves or as a member of a cartel.

### **2. Prohibition of Unreasonable Restraint of Trade**

#### **(1) Prohibition of Cartel**

We shall not collude with others to affect, for example, price, quantity, trade partner, trade territory or execution time, nor shall we instruct, aid and abet or tolerate such collusion. We also shall not exchange any information with other business entities which might cause such an effect.

#### **(2) Prohibition of Bid Rigging**

We shall not predetermine through prior discussions with other bidders the successful bidder or the price of the successful bid, nor shall we instruct, aid and abet or tolerate such determination. We also shall not exchange any information with other bidders which might cause such a predetermination.

### **3. Prohibition of Unfair Trade Practice**

(The following three categories of actions are examples of prohibited trade practices that are illegal *per se*. There are other acts which are prohibited as unfair trade practices. For details, please refer to the Antimonopoly Act Compliance Manual.)

#### **(1) Collaborated Boycott**

We shall not collaborate with other business entities to boycott a transaction or to encourage others to do so.

#### **(2) Dumping Sale**

We shall not supply goods or services at prices significantly lower than the production or purchase price to damage the businesses of other business entities.

#### **(3) Restriction of Resale Price**

We shall not restrict our trade partners from freely setting their prices with their customers.

### **4. Observation of Subcontract Act**

When we engage subcontractors to manufacture (including processing), repair, make software programs etc. or render services for us, we must, in accordance with the Subcontract Act, comply with the obligations thereunder including the obligation to provide a documented order describing all the matters required to be incorporated therein. In addition, we must not delay our payment (payment more than 60 days after receiving goods (or more than 1 month in case such calculation is made as of a particular day of every month) is a late payment), reduce our payment without just cause, or issue promissory notes with excessive payment periods (for the textile industry, more than 90 days, and for other industries, more than 120 days).

### 3. Prohibition of Unfair Competition

**Not to engage in unfair competition such as manufacturing and selling unlawful merchandise or unlawfully acquiring and using trade secrets.**

- (1) We shall not acquire, use or disclose the trade secrets of others by means of theft, fraud, threat or by any other unlawful means. The same principle shall apply when we acquire the trade secrets of others, knowing that an unlawful business practice was involved (or not appreciating this due to gross negligence).
- (2) We shall not make use of any mark which is identical or similar to a mark (trade name, trademark, identification mark) that is widely recognized as that of another. We also shall refrain from using trademarks which are identical or similar to the national flag, national emblem or other insignia of any country, without permission.
- (3) We shall not apply a false or misleading mark on any goods, services or advertisements regarding the place of origin, quality, contents, production method, usage and/or quantity of such goods and services.
- (4) We shall not damage the credibility of competitors by making false allegations.
- (5) We shall not sell imitations of goods marketed by others which are (i) within three years of the date of initial sale, (ii) protected by a registered design right or (iii) well known among consumers.
- (6) We shall not provide unjustifiable free gifts or use misleading labeling.

## 4. Compliance with Various Business Laws and Regulations

**To obtain licenses and permits necessary to carry out business activities and comply with various business laws and regulations.**

- (1) When we perform such specific business activities as the sale/purchase of used goods, the production/sale/import-sale of pharmaceuticals and medical equipment, transport, and disposal of waste, we have to obtain all necessary permissions, approvals and/or licenses to carry out such activities and/or make any notifications and/or registration in accordance with any relevant business laws and regulations that affect such business activities.

The main businesses that are subject to business laws and regulations are listed below, however, you should be aware that there are other businesses that are subject to laws and regulations.

Used Goods Business (Used Goods Business Act), Construction Business (Construction Business Act), Business Dealing with Building Lots and Buildings (Building Lots and Building Transaction Business Act), Financial Instruments Business (Financial Instruments and Exchange Act), Import Business and Sales Business of Poisonous and Deleterious Substances (Act regulating Poisonous and Deleterious Substances), Sale Business of Pharmaceuticals and Sale/Lease/Repair Business of Medical Equipment (Act on Securing Quality, Effectiveness and Safety of Pharmaceuticals and Medical Equipment), High Pressure Gas Sale Business (High Pressure Gas Control Act), Oil Import Business and Oil Distribution Business (Oil Stockpiling Act), Explosive Sale Business (Explosives Control Act), Agricultural Chemicals Sale Business (Agricultural Chemicals Control Act), Fertilizer Import/Sale Business (Fertilizer Control Act), Feedstuff Import/Sale Business (Act on Securing Feedstuff Safety and Improving Feedstuff Quality), Livestock Business (Livestock Act), Liquor Distribution Business (Liquor Tax Act), Seed Sale Business (The Plant Variety Protection and Seed Act), Money Lending Business (Money Lending Business Act), Forwarding Business (Act on Land Forwarding, Act on Truck Forwarding, Marine Transportation Act, Act on Non Vessel Operating Common Carrier Business), Warehousing Business (Warehousing Business Act), Waste Management Business (Waste Management and Public Cleaning Act).

- (2) When we conduct business activities, we shall observe all relevant laws and regulations concerning matters such as quality standards, labeling methods, presentation of papers, periodic reporting and production of trade records. In particular, we should be aware of the laws listed below which we often come across during our regular daily business. However, we should be mindful of other laws and regulations that may apply depending on the form of trade and goods and services to be handled.

Act against Delay in Payment of Subcontract Proceeds, Etc. to Subcontractors (Subcontract Act), Installment Sales Act, Act concerning Specified Commercial Transactions, Food Sanitation Act, Act Concerning Standardization, etc of Agricultural and Forestry Products (JAS Act), Food Labeling Act, Electrical Appliance Safety Act, Household Goods Labeling Act, Consumer Product Safety Act, Unfair Competition Prevention Act, Act against Unjustifiable Premiums and Misleading Representations, Act on Confirmation, Etc. of Release Amounts of Specific Chemical Substances in the Environment and Promotion of Improvements to the Management Thereof (PRTR Act).

## **5. Import and Export Procedures**

**To observe laws, regulations and international treaties relating to international trade and to follow appropriate procedures for import and export.**

### **1. Acquisition of Permits and Authorizations for Import and Export**

Prior to any goods being declared as imports or exports, permits, authorizations and/or notifications for import and export shall be obtained from the relevant governmental authorities.

### **2. Correct Declaration**

- (1) A correct declaration shall be submitted in accordance with the relevant custom laws and regulations.
- (2) If an error is found in the declaration, the appropriate correction procedure shall be adopted without delay.
- (3) Any applicable customs duty and consumption tax shall be paid within the requisite period.

### **3. Precautions concerning the Goods Prohibited for Import or Export**

Items such as narcotics and other similar drugs, handguns/swords, forged coins/notes and credit/debit cards, goods infringing intellectual property rights of others, books/pictures which corrupt public safety or morals that are prohibited for import or export by laws and regulations shall not be imported or exported (except in the case where import or export has been authorized by the appropriate governmental authority).

### **4. Compliance with Rules of Origin**

If certificates of origin are used to export or import goods, we must make sure that the rules of origin that stipulate manufacturing processes, raw materials and other matters applicable to the goods are met, and then we must follow appropriate procedures.

Should it be found that the goods to be handled do not meet the specified rules of origin, we must promptly follow procedures and make a report, as required by the applicable laws.

## **6. Security Trade Controls**

**To observe strict security trade controls for maintenance of international peace and safety and not violate the law or enter into an inappropriate transaction as a global corporation.**

### **1. Conduct under Japanese Export Control Laws**

The trade transactions which can become the subject of security trade controls under applicable law are export transactions, technology out-license and transfer transactions and intermediary trade transactions (collectively, hereinafter called the "Trade Transactions").

In conducting Trade Transactions, we must observe Japanese export control laws. For this purpose, we are required to implement the procedures set forth in our Security Trade Control Regulations, Security Trade Self-control Execution Rules.

If arms and weapons, or cargo and technology which are likely to be used in the development of weapons of mass destruction and conventional weapons as stipulated in laws or regulations (hereinafter called the "Restricted Goods"), are the subject of Trade Transactions, government approval is required to be obtained in principle, and therefore, we need to properly verify whether or not the goods are identified as "Restricted Goods". Moreover, even in case the goods are not identified as "Restricted Goods", if they are likely to be used in the development of weapons of mass destruction or conventional weapons at the customers, etc., obtaining government approval is required (there may be cases where the government approval cannot be obtained). Therefore, it is necessary to properly verify the use of the goods and business activities of the customers.

### **2. Conduct under Foreign Regulations**

In conducting merchandise trade, it is critical to comply with Japanese laws, etc. (if such trade is conducted by an overseas place of business, the term "Japanese laws, etc." shall be replaced with "local security and trade control laws, etc."). In addition, it is also critical to avoid exploiting our position of a global enterprise to engage in inappropriate trade keeping in mind U.S. and other foreign sanction and export control laws, as well as international agreements, etc., including resolutions of the United Nations Security Council.

### **3. Conduct under U.S. Re-export Regulations**

U.S. export control laws (including punitive clauses) stipulate extraterritorial application of said export control laws. We should therefore pay attention to such export control laws when re-exporting U.S. goods from Japan or when conducting intermediary trade of U.S. goods destined to a third country, in particular.

## **7. Administration of Product Safety**

**To administer product safety properly in compliance with related laws and regulations in order to secure the safety of the products the company handles.**

### **1. Ordinary Course Administration of Product Safety**

We must not only observe laws related to product safety, but also take preventative measures against product incidents such as collection of information regarding the safety reputation of the products, customer feedback and safety problems, proper warning labels, support for age deterioration and maintenance of agreements regarding product safety.

### **2. Administration of Product Safety Upon an Incident**

We strive for prompt action which makes user safety a top priority, and if we err in this conduct, we will not only lose customer confidence, we will also be punished by society.

When a safety problem arises, we must notify the buyers and the appropriate government authorities to minimize the damage(\*), conduct an investigation to determine the cause and devise a plan to prevent future incidents.

(\*) For example, the manufacturer and the importer must report to the Prime Minister a significant accident involving a consumer product within 10 days of its knowledge of such accident.

## 8. Laws relating to Intellectual Property Rights

### Not to infringe the intellectual property rights of others.

- (1) In relation to the production, use, assignment, exportation and importation of newly developed goods, and the production, assignment, exportation, importation or supply of goods/services which are associated with marks including characters and figures, we shall investigate whether such activities infringe any intellectual property rights including patents and trademarks owned by others and confirm that they do not before execution of the transaction.
- (2) We shall not infringe any copyrights owned by others by, for example, illegally copying or modifying computer software without the permission of the owners. (Please also refer to “14. Appropriate Use of Information and Telecommunication Systems”).

### Protected Objects, Requirements and Examples of Infringement regarding Intellectual Property Rights (Reference: Japan Patent Attorneys Association)

	Protected Objects	Requirements or Characteristics	Example of Infringement
<b>Patent</b>	Invention of a product including a computer program, a process, and a process for producing a product	<ol style="list-style-type: none"> <li>1. Invention that is industrially applicable.</li> <li>2. Novel and progressive invention.</li> </ol>	To produce, use, assign, export or import goods utilizing a patent owned by others.
<b>Utility Model</b>	Ideas regarding form, structure or a combination of the two, not required to be as inventive as for a patent.	<ol style="list-style-type: none"> <li>1. Basic requirements <ul style="list-style-type: none"> <li>• Form, structure or a combination of the two.</li> <li>• Does not corrupt public morals or hygiene.</li> <li>• Fulfills the consistency of matters to be described and the application.</li> <li>• Necessary matters are clearly described on statement sheets or drawings.</li> </ul> </li> <li>2. Ideas which are suitable for industrial use.</li> <li>3. Innovative and progressive ideas.</li> </ol>	Same as patent.
<b>Registered Design</b>	Innovative design of goods.	<ol style="list-style-type: none"> <li>1. Designs suitable for industrial use.</li> <li>2. Form, structure or a combination of the two.</li> <li>3. Appeal to the aesthetic sense.</li> <li>4. Designs which are innovative and difficult to create.</li> </ol>	Same as patent.
<b>Registered Trademark</b>	Marks including characters and figures to distinguish own goods and services from those of others.	<ol style="list-style-type: none"> <li>1. Character(s), figure(s), sign(s), three-dimensional shape(s) or colors, or any combination thereof, sound, and anything else provided by Cabinet Order (Starting in April 2015, motion mark, hologram mark, color per se mark, sound mark, and position mark can be registered as trademarks).</li> <li>2. To be used for goods or services.</li> <li>3. Capable of distinguishing one's goods and services.</li> <li>4. Not identical or similar to trademark of others.</li> </ol>	To produce, sell, export or import goods marked with a trademark, which is identical or similar to that of others.
<b>Copyright</b>	Creative expressions, including survey reports, music, artwork, photographs and computer program.	Does not need to follow any procedure, such right becomes effective upon creation.	Illegal copying of newspaper articles (excluding current news reports and miscellaneous reports having the character of mere communications of facts).
<b>Semi-conductor Integrated Circuit Design</b>	Layout of semiconductor integrated circuit.	Such right arises on application and registration.	To produce, sell or import products that are made utilizing a registered semiconductor integrated circuit created by others.
<b>Trade Name</b>	Name used by a merchant for trading.	Does not require registration.	To use a trade name identical or similar to that of others for trade of the same business, with intent to compete unfairly.
<b>Law on Seed &amp; Seedling</b>	New breed of plant.	Such right arises on application and registration.	To produce, sell, export or import seed, seeding or harvest thereof, which is registered by others.

## **9. Prohibition on Bribes and Matters relating to the Exchange of Presents and Client Entertainment**

**Not to provide, propose or promise an illicit benefit to public officials, their equivalents or relatives (hereinafter collectively, “Public Officials”) in Japan or overseas.**

**Not to aid or conspire with other business entities for any of the above acts.**

**Not to provide presents or client entertainment to a transaction partner that exceeds the accepted business and societal norms.**

### **1. Prohibition of Bribery**

- (1) We shall not provide, propose or promise money or any other cash or other interests (which includes anything sufficient to satisfy, wholly or partially, any other person’s demands or desires including, without limitation, financial interests) (hereafter “Illicit Benefits”) to any Public Officials in Japan or overseas. And we shall not aid or conspire with other business entities relating to the above acts.
- (2) We shall not provide gifts or entertainment to Public Officials in Japan which infringes the National Public Service Ethics Act, National Public Service Ethics Code or other regulations.
- (3) We shall not instruct, instigate (abet) help (aid) or give silent consent to an agent, consultant, subcontractor or joint venture partner (hereinafter each a “Business Partner”) or enter into an agreement with a Business Partner to provide Illicit Benefits to either domestic or foreign governmental organizations or other customers for the purpose of making an improper solicitation. If we are aware of such activities, we shall not pay commissions to such Business Partner. Furthermore, when the company enters into an agreement with a Business Partner, we shall conduct an investigation in advance and prescribe anti-corruption provisions in the agreement with the Business Partner in accordance with our internal regulations.
- (4) We shall not provide, propose or promise Illicit Benefits to any executives or employees of other business entities (domestic or overseas) with the intent to induce the person to perform a function improperly. We also shall not accept Illicit Benefits from other business entities with the same intent.
- (5) Facilitation payments may not be made unless you are subject to intimidation, it is necessary to ensure the safety of life and body or there are laws or relevant documents issued by the relevant government which permit the facilitation payments.
- (6) Further, the Criminal Code, the Unfair Competition Prevention Act of Japan, the Foreign Corrupt Practices Act of the United States, the Bribery Act of the United Kingdom, and other applicable anti-corruption and anti-bribery laws shall not be violated.

### **2. Prohibition of Excessive Client Entertainment**

We shall not provide money, presents, client entertainment or other economic benefits to directors or employees of business partners that exceed what is socially regarded as reasonable. (In relation to receiving client entertainment, please refer to Paragraph (3) of “16. Prohibition of Acts Constituting Conflict of Interest”.)

## 10. Prohibition on Conferring Benefits on Anti-Social Organizations

**Not to engage in any activity for the benefit of any anti-social organization, and not to have a relationship with any such organization.**

- (1) We shall not engage in anti-social activities that endanger the maintenance of public order and/or safety of the public. We shall not have a relationship at all with any group that performs such activities.
- (2) If we became subject to an unreasonable demand by any anti-social organization, we shall not give in to it by offering money. (A demand accompanied by a threat of force from a criminal organization or a request for benefits in return for exercising shareholders' rights in a particular manner are both crimes.)
- (3) We shall never deal with anti-social organizations, regardless of the reason or whether the transaction is within the law.
- (4) We shall not use the influence of any anti-social organizations.
- (5) We shall not cooperate with money laundering by receiving, remitting and keeping funds, the source of which is not transparent. We should be careful not to allow ourselves to be used for money laundering purpose during the course of a transaction.

- <Note>
- (1) "Money laundering" is an illegal act to disguise funds and other properties obtained from criminal acts as those coming from a legitimate source by way of transferring them from one financial or other institution to another institution. Its objective is to conceal the source of the funds or illegitimate activities which generate such funds.
  - (2) Regarding suspicious organizations or individuals, we will confirm using our database, so please inform the Compliance Control Department.
  - (3) In principle, please include in the contract an "anti-social organization exclusion provision" (which is a provision that allows a party to terminate the contract when it becomes clear that the other party is an anti-social influence).

## 11. Environmental Protection

**To be conscious of our responsibility as good corporate citizens and to use our best efforts to sustain a healthy environment and to act in harmony with the prosperity of society.**

Our global business activities in diverse fields across a broad range of sectors will be conducted in consideration of their possible impact on the environment. To this end, we must make appropriate efforts to preserve and protect the environment and reduce potential environmental impacts, including pollution in alliance with our stakeholders.

- (1) We shall comply with international and local applicable environmental guidelines, laws and regulations, and agreed requirements.
- (2) We shall take measures as necessary to reduce environmental impacts and prevent pollution, particularly in launching new projects or in changing the existing business, and shall take appropriate steps to make efficient use of natural resources, combat the climate change and preserve biodiversity and ecological system.
- (3) We shall facilitate resource and energy conservation, waste reduction, green procurement and increases in operational efficiency.

<Note> In relation to green procurement, we shall not only take into account the quality and price of the resources, but also assess the environmental impact of using certain resources and whenever possible purchase from environmentally friendly business entities those products or services which have as little adverse impact as possible on the environment.

- (4) We shall promote business projects, offer products and services, develop technology, and build social systems that help protect and improve the environment.

## 12. Regulation on Insider Dealings

### Not to engage in an act which violates insider dealing regulations.

- (1) When we become aware of a fact which shall possibly be deemed a material fact regarding this company (or its subsidiaries) that has not been publicly announced, we shall ensure that such information is kept strictly confidential and refrain from selling or buying shares in this company until such information is released to the public, except where such sale or purchase of shares is allowed under the laws and regulations or the Insider Trade Control Rules. Further, we shall not convey such information to a third party nor recommend to a third party the trading (such as selling or buying) of shares in this company prior to the disclosure of such information with the intent for the third party to make a profit or to avoid the suffering of a loss.
  - (2) When we become aware of a fact which shall possibly be deemed a material fact that has not been publicly announced regarding a listed company, etc. other than this company (or their subsidiaries), we shall keep such information strictly confidential and refrain from selling or buying the shares of such companies, etc. until such information is released to the public. Further, we shall not convey such information to a third party nor recommend to a third party the trading (such as selling or buying) of shares in listed companies, etc. other than this company (or their subsidiaries) prior to the disclosure of such information with the intent for the third party to make a profit or to avoid the suffering of a loss.
  - (3) When selling or buying shares in this company, we shall always submit the application for approval or the prior notification in accordance with the Insider Trade Control Rules.
  - (4) We shall not sell or purchase shares of the subsidiaries or affiliated companies of this company which are listed on the stock exchanges.
- <Note>
- (1) "Material fact" means, among others, (i) a decision made by a listed company, etc. on important matters, (ii) occurrence of certain events, and (iii) changes to the business forecast. For further details, please refer to Article 2 of the Insider Trade Control Rules. If you have any question with regard to the Rules, please contact the Legal Department.
  - (2) A material fact is deemed to be "released to the public" when (i) it is announced to more than one news media by the representative director of a listed company, (ii) a financial report including such material fact is available for public inspection or (iii) it is made public on the website of financial instruments exchange.

## 13. Proper Information Assets Management

To properly manage information assets (including those disclosed from outsiders).

### (1) Retention of Information Assets

We must avoid unauthorized use of information assets: for example, we must avoid disclosing information assets to outsiders without permission or use information assets for our own interests. In addition, any employees, including those who have left the Marubeni Group, must not divulge corporate information that they have been aware of in the course of doing business, use such information for their own interests or for the interests of others, or act otherwise to infringe upon the interests of the Marubeni Group Companies.

### (2) Disclosure of Information Assets

If it is necessary to disclose confidential information of Marubeni Corporation to an outsider for a business-related reason, a non-disclosure agreement must be entered into beforehand. In addition, if any information asset is disclosed from an outsider after a non-disclosure agreement has been entered into, the information asset must be managed in accordance with said agreement.

### (3) Management of Critical Information

Any and all critical information shall be managed such that their originals are kept and retained. In addition, all possible measures shall be taken to prevent their loss or destruction, or similar.

### (4) Management of Confidential Information

Any and all confidential information shall be appropriately managed according to their respective degree of confidentiality. In addition, all possible measures shall be taken to prevent the divulging of such confidential information.

### (5) Protection of Personal Information

Any and all personal information ("personal information" refers to information concerning a certain living individual that enables such individual to be identified (e.g., name, date of birth); such information as may be obtained from a name card falls under personal information) shall be used only for the purposes as expressly notified to the respective providers. In addition, personal information shall not be made available to any third parties without justifiable reason. Moreover, personal information shall be strictly managed in an appropriate manner in compliance with laws concerning the protection of personal information and other applicable norms in order to prevent unauthorized access, loss, falsification, divulging, and the like. If the handling of personal information is entrusted to a third party, guidance shall be provided to the third party to ensure that the third party properly manages the personal information.

### (6) Handling of Specified Personal Information, etc.

Only the Human Resources Department shall be empowered to handle personal information ("Specified Personal Information, etc.") containing a personal identification number (including any number, symbol and other code other than resident register code that correspond to the personal identification number and that are used in lieu of said personal identification number). If the handling of Specified Personal Information, etc. is entrusted to a third party, supervision shall be exercised over the third party to ensure that the third party properly handles the Specified Personal Information, etc.

### (7) Action to Be Taken upon Occurrence of Accident (e.g., Divulging of Information)

Upon occurrence of an accident such as the divulging of information, a report shall be immediately made to the relevant Marubeni Group Companies in accordance with the predetermined procedure.

## 14. Appropriate Use of Information and Telecommunications Systems

**Not to improperly use or damage information and telecommunications systems.**

### (1) Appropriate Use of Information and Telecommunications Systems

We shall use information and telecommunications systems and IT devices (hereinafter, the "Systems") in compliance with applicable laws and regulations, endeavoring to make effective use of electronic information and maintain the reliability of such information.

### (2) Training and Raising Awareness

Employees shall receive training on IT security, as specified by the respective Marubeni Group Companies on a regular basis and gain an understanding of applicable laws and regulations so as to prevent the loss, divulging and the like of electronic information attributable to human factors.

### (3) Key Management and Crime Prevention Measures

Key management, crime prevention measures, control of access to relevant buildings, and other measures shall be implemented to prevent the loss, divulging and the like of electronic information attributable to physical factors.

### (4) Access Control

Each employee shall appropriately manage their respective user IDs and passwords they use to access the Systems, and shall not illegally access the Systems by any means (e.g., by using another employee's user ID and password) to illegally obtain information, cause the Systems to break down or malfunction or manipulate the Systems otherwise so as to interfere with the Marubeni Group's business.

### (5) Management of IT Devices and Software

Employees shall ensure that they record confidential information in IT devices that they are loaned from Marubeni Group Companies to the minimum extent necessary, as well as ensure that they take such IT devices out of their workplaces to the minimum extent necessary. Should a loss or theft of such an IT device or confidential information occur, the relevant employee shall immediately make a report to his/her Marubeni Group Company in accordance with the predetermined procedure. Unauthorized setting changes and functional alterations, as well as the illegal acquisition, use, reproduction, modification, distribution and the like of copyrighted works (e.g., programs) in relation to the aforementioned IT devices and confidential information shall be prohibited.

### (6) Anti-virus Measures

In order to prevent accidents resulting from virus infection, including the divulging of information, employees shall keep updated the anti-virus software installed on their PCs, and upon receiving a notice of software update, they shall promptly execute and apply the up-to-date version of the software. If any sign of virus infection (e.g., PC's abnormal behavior, the display of unusual messages) is found, a report shall be made immediately in accordance with the predetermined procedure.

### (7) Use of Emails

In relation to the use of emails, we shall note that incoming and outgoing messages are retained. Whenever we send or receive an email, we shall check if its destination and contents are correct. Moreover, we shall take care to not inadvertently open any suspicious emails or attachments.

### (8) Use of the Internet

Employees shall not access any Web sites that may cause the divulging of information or that are unrelated to the Marubeni Group's business.

## **15. Proper Accounting, Filing of Tax Returns and Disclosure of Company Information**

**To proceed with accounting, filing of tax returns and disclosure of company information properly.**

### **1. Proper Accounting**

In the process of accounting, we shall comply with all related laws, regulations and corporate internal rules, e.g., accounting rules, and accounting principles generally accepted as fair and proper. We shall fairly and accurately represent our accounting facts, and shall not make any false representation or statement on our financial position or business results.

#### **(1) Matching Principle**

Revenues and expenses shall be recorded in the reporting period during which such items have actually accrued. When the revenue is recorded, the relevant expense corresponding to such revenue shall also be recorded at the same time.

#### **(2) Principle of Proper Recording**

Recording shall be made promptly after the transaction has occurred based on the evidentiary documents.

#### **(3) Principle of Retaining Evidentiary Documents**

Evidentiary documents shall be properly and orderly retained for the period provided in the related rules and regulations.

### **2. Proper Filing of Tax Returns**

Tax returns of all kind shall be properly filed in accordance with the relevant laws and regulations.

### **3. Proper Disclosure of Company Information**

We, as a listed company, shall timely and properly disclose company information in relation to the company's business operations, management and results which would have a material effect on a decision in investing the company.

## **16. Prohibition of Acts Constituting Conflicts of Interest**

**To conduct the business of the company faithfully and to refrain from any acts which constitute conflicts of interest.**

### **1. Prohibition of Acts Constituting Conflicts of Interest**

- (1) We shall not perform any act that may injure the reputation and/or the credibility of this company.
- (2) We shall not perform any act that may diminish or destroy the value of the company's tangible or intangible assets.
- (3) We shall not conduct an act that will potentially yield collusive relations with a specific business partner such as to receive monetary or other considerations, entertainment and other economic benefits, which exceed the scope of the social standard, from the specific business partner or its director/employee or to have such person(s) guarantee our personal debt.
- (4) Upon termination of employment with the company, we shall return all property that belongs to the company. We shall refrain from using or misusing any such property after leaving the company.
- (5) We shall not be engaged in other occupations, assume a position as a director, executive officer, operating officer, auditor or administrative officer of any other company or operate our own business, without first obtaining the permission of this company.
- (6) Before we perform an act that may possibly constitute a conflict of interest with this company, we shall first obtain the necessary authorization or permission required by the relevant laws, regulations and internal corporate rules.
- (7) We shall not perform any act that exceeds our scope of authority, bearing in mind that this company may be held liable for actions performed in the course of our employment even if such acts exceed our scope of authority.
- (8) We shall not help (aid) our business partner's misconduct.

### **2. Drawing Lines between Official and Private Affairs**

- (1) We shall not use the company's assets for our personal benefit.
- (2) We shall ensure that our working lives and private lives are clearly separated, and shall refrain from performing activities for our personal benefit at the work place without permission of the company relating to, for example, politics, religion, residents' associations, volunteer organizations or recreational organizations that have no connection to our role within the business.

## Q&A Regarding the Compliance Access Points

### 1. What kind of matters should I report to or seek consultation for at the Compliance Access Points?

We have established two Compliance Access Points, the “Door of Courage” and the “Marubeni Anti-Corruption Hotline”. Each Compliance Access Point accepts different kinds of reports and consultation. The “Door of Courage”, which is available to the directors and employees of our Group Companies, is a Compliance Access Point in relation to general compliance matters. You should therefore not hesitate to consult with us regarding concerns about material breach of laws and regulations or internal rules or on more familiar issues (e.g., smoking in a non-smoking area, sexual harassment/power harassment, expensing personal meals, etc.). Ignoring a seemingly insignificant violation can sometimes lead to a greater problem.

Meanwhile, the “Marubeni Anti-Corruption Hotline”, which is available to our business partners as well as the directors and employees of our Group Companies, deals with bribery, money laundering, illicit accounting, breach of the Financial Instruments and Exchange Act (including insider trading), and other serious crimes that would lead to criminal penalties. Please do not hesitate to make a report when you have any concerns about such violations, as they could have material negative effect on our Group.

### 2. Can employees of the Marubeni Group Companies use the “Door of Courage”? My supervisor told me that I should use the Compliance Access Point of my own company and not the “Door of Courage” . . .

We established the “Door of Courage” as a Compliance Access Point for the entire Marubeni Group. As a matter of fact, the Marubeni Group Companies comprise a greater percentage of the utilization. If your company has its own Compliance Access Point, you may freely choose either, but we will not tolerate any instruction that prohibits you from considering the “Door of Courage”. If you receive such an instruction, please report it to the “Door of Courage”.

### 3. Can I get into trouble if people around me find out about my report to the Compliance Access Point?

We strictly protect your confidentiality. We never accept that you might be prejudiced by your honest report or consultation. We at the Compliance Committee will continue to use our best efforts to gain your trust.

### 4. If I report to or consult with you at the Compliance Access Points, in practice, how do you respond?

The fundamental premise of the Compliance Access Points is an objective and fair investigation and response. First, we will confirm the facts and reasons for the matter which you report to or consult with us at the “Door of the Courage” or the “Marubeni Anti-Corruption Hotline”, limiting participants in the investigation and ensuring secrecy. Accordingly, we may ask you to cooperate with us to gather objective evidence to assist with our investigation. As a matter of course, we will select appropriate persons for the investigation to avoid directly concerned person(s) from being involved. Following this, we will conduct hearings with the concerned person(s) to ascertain the facts and gather evidence.

If you report that a specific person has committed a compliance violation, we will conduct a hearing with the suspected person, once we have an understanding of the entire situation based

on our fact-finding investigation. The reason for this is that we must give the suspected person an opportunity to defend himself/herself and ensure that the investigation is fair.

#### 5. Can I contact the Compliance Access Points anonymously?

In order to determine the facts and to provide feedback on the results of the investigation to the reporting party, the Compliance Committee must be able to contact you. Also, it's possible that the content of the report or consultation may constitute abuse or defamation, and we must also protect the reputation of the accused party. Accordingly, it is our policy that we ask you to identify yourself at the time of the report or consultation. However, the Marubeni Anti-Corruption Hotline does accept anonymous reports. Further, if you contact one of our outside lawyers at the "Door of Courage", you may request that the counsel withhold your name in the counsel's report to the Compliance Committee.

#### 6. Can you really guarantee that I will not be adversely treated by the company?

The Compliance Manual clearly provides that, "[t]he company guarantees that the reporting person shall not in any way be prejudiced or reprimanded because of his/her decision to honestly report or consult", and the Regulations of the Compliance Control specify the same. In addition, since we have obtained from the President of each Marubeni Group Company a written statement of compliance with the Marubeni Compliance Manual, the same guarantee is provided to each Marubeni Group Company. If you feel that you have been prejudiced by your report or consultation, you can also consult with the Compliance Committee.

Notwithstanding the above, in order to protect all employees and to ensure the integrity of the compliance system, any abuse of the system (for example, use of the system in bad faith to create defamatory or false accusations against an employee for malicious reasons) could lead to disciplinary measures being taken against the perpetrator of the abuse in accordance with our internal employment regulations, etc.

#### 7. Are there any female contacts at the Door of Courage?

As of February 2006, we have added a female lawyer as one of our outside lawyer contacts at the "Door of Courage". We have done this to ensure that all group company employees are comfortable in accessing this Compliance Access Point. We wish to continue to develop an easy to use and effective system, so please do not hesitate to provide your opinions and ideas for further improvement.

#### 8. If I am implicated in a report, will I be informed and what rights do I have regarding the information contained in the report?

The company is subject to various data protection laws and regulations (particularly, those of EU countries) which are designed to protect the personal data of individuals including those implicated in reports submitted to one of the Compliance Access Points (the "Reported Person"). If such laws and regulations apply to the personal data of individuals implicated in a report, the following protections shall apply:

- Notice to the Reported Person

A person implicated in a report shall be informed by the Compliance Committee as soon as practicably possible after the information concerning them is recorded. In particular, the employee will be notified about (i) the facts he/she is accused of, (ii) the departments which might receive the report within the company or the group in addition to the Compliance Committee; and (iii) how

to exercise his/her rights of access and rectification to the information about him/her recorded through this process. However, the company is entitled to delay giving this notification if there is a risk that such notification would jeopardise the ability of the company to effectively investigate the allegation or gather the necessary evidence.

- Information Access Right of the Reported Person

The person implicated has the right to have access to information recorded on him/her in order to check its accuracy and rectify it if it is inaccurate, incomplete or outdated. However, the company is entitled to restrict the exercise of these rights in order to ensure the protection of the rights and freedoms of others involved in the scheme, in particular so as to maintain the confidentiality of the person submitting the report. Under no circumstances can the person implicated in a report obtain information about the identity of the person who made a report in good faith.

[For Your Reference]

**What's the relationship between the "Door of Courage" and the Whistleblower Protection Act?**

The Whistleblower Protection Act, effective as of April 1, 2006, voids dismissals and prohibits other prejudicial treatment of workers (including part-time workers, temporary workers and workers at transaction partners) who have reported criminal behavior or other violations of the law to one of the following:

- (1) within the company      (2) to a government agency      (3) to a third party (other than a government agency)**

However, reports to third parties (other than a government agency) must satisfy certain "protection requirements".

The "protection requirements" for a report to a third party (other than a government agency) mentioned in (3) above require that, in addition to "not having any wrongful purpose" and "having reasonable grounds to believe that a criminal act has occurred, is occurring or is about to occur", one of the following must be satisfied:

- a. a fear of prejudicial treatment if reporting to (1) or (2) above;
- b. a fear that evidence will be destroyed if reported internally;
- c. a demand from the company to not report internally or to a government agency without just reason;
- d. after submitting a written internal report, there is no notice of an investigation within 20 days or the company does not investigate without just reason; or
- e. there is an imminent threat to life or of bodily injury.

We established the "Door of Courage" and the individual Compliance Access Points within the Marubeni Group Companies before the enactment of this law to guarantee that reporting parties would not be prejudiced. With the effectiveness of this law, we can provide greater peace of mind to reporting parties.

# **Marubeni**

Marubeni Corporation Compliance Committee

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