

Working with integrity. Building trust.

Sojitz Group

Anti-Corruption Rules

Sojitz prohibits bribery and corruption in any form in all its business dealings world-wide. The *Sojitz Group Anti-Corruption Rules supplement the *Sojitz Group Code of Conduct and Ethics*, and are implemented across all Sojitz Group companies worldwide.**

New way, New value



I. PURPOSE

Recent years have been characterized by rapid evolution of anti-corruption compliance regimes globally. This has been driven, at least in part, by changes to national and international legislative and regulatory frameworks, most notably the U.S. Foreign Corrupt Practices Act (“FCPA”) and the Bribery Act 2010 (“UK Bribery Act”). The Sojitz Group Anti-Corruption Rules (“Rules”) have been established to supplement and enhance the *Sojitz Group Code of Conduct and Ethics*. To that end, the Rules provide:

- Standards of conduct and rules for all employees, directors, and officers of Sojitz group companies (“Company Personnel”) regarding compliance with applicable anti-bribery and anti-corruption laws, including the FCPA, the U.K. Bribery Act, Japan’s Unfair Competition Prevention Act, and the applicable laws of other jurisdictions where Sojitz group companies (each singly, a “Company”) conduct business (“Anti-Corruption Laws”).
- Guidance to supplement the Sojitz Group Code of Conduct and Ethics with respect to those matters that affect anti-corruption compliance.
- A framework for implementation and management of the standards of conduct set forth in the Rules.

II. SCOPE OF APPLICATION

The Rules applies to all Company Personnel. Within their areas of authority, all Company Personnel are responsible for ensuring compliance with applicable Anti-Corruption Laws and the Rules.

III. IMPLEMENTATION OF THE RULES

A person or group of persons (“*Person in Charge of Anti-Corruption Matters*”) shall be appointed to administer the Rules for the Company. The duties of the Person in Charge of Anti-Corruption Matters include assessment of corruption risks, provision of anti-corruption compliance training, reporting to the management of the Company and the Chief Compliance Officer of Sojitz Corporation as to any concerns regarding the application, implementation and enforcement of the Rules, as well as cooperating with and facilitating audits designed to assure compliance with the Rules.

IV. RULES

- Company Personnel are prohibited from giving, promising to give, or offering to give cash or any other thing of value, either directly or indirectly, to any person including a Government Official, private counterparty or counterparty representative for the improper purpose of influencing any act or decision in order to secure an improper advantage or otherwise to assist the Company or any other person or entity in obtaining or retaining business.
- Company Personnel are prohibited from accepting, or agreeing to accept, cash or any other thing of value from any person including a Government Official, private counterparty and counterparty representative (i) in exchange for taking any action or making any decision in connection with their work for the Company or (ii) if doing so would create a conflict between the employee's personal interests and his or her obligation to act in the best interests of the Company.
- The Rules address the following compliance-sensitive transactions, and all Company Personnel are required to follow appropriate internal company procedures when engaging in such transactions:
 - (a) Provision or receipt of gifts, meals, entertainment and travel;
 - (b) Charitable donations and political contributions;
 - (c) Retention of agents and other third parties;
 - (d) M&A, JVs, and other similar transactions.
- Company Personnel are prohibited from making any payment to a Government Official in order to secure or expedite routine services to which the payer is entitled from a Government Entity ("Facilitation Payments"), and if asked to make a Facilitation Payment must refuse and consult with the Person in Charge of Anti-Corruption Matters for further guidance.

V. INTERNAL CONTROLS (BOOKS & RECORDS)

Books, records and accounts of the Company must be kept in reasonable detail to accurately and fairly reflect transactions and dispositions of assets. Adequate internal controls must also be maintained to provide reasonable assurance that management is aware of, and is directing, all transactions in compliance with applicable policies as well as legal requirements.

VI. REPORTING

Company Personnel must immediately report any violations or suspected violations of the Rules or Anti-Corruption Laws in accordance with the procedures set forth in the *Sojitz Group Code of Conduct and Ethics*, including through the **Sojitz Ethics Hotline**. Reports of such conduct may be made without fear of retaliation.

VII. TRAINING

Company Personnel shall be provided with periodic education and training regarding compliance with the Rules and Anti-Corruption Laws. If the Person in Charge of Anti-Corruption Matters deems it advisable, the Company shall communicate the Rules and/or provide anti-corruption compliance training to prospective or existing Agents and counterparties in Investments and Partnerships.

VIII. ANTI-CORRUPTION COMPLIANCE AUDIT

Anti-corruption compliance audits will be conducted periodically by the Internal Audit Department of Sojitz Corporation. Company Personnel shall cooperate with the requests of the audit personnel conducting any such audit.

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