



Bribery Prevention Regulations

Article 1 Purpose

These Regulations prescribe the basic matters including this Company's system for preventing bribery to observe the anti-bribery regulations such as The Prevention of Corruption Act 1988 and Indian Penal Code in India, the Unfair Competition Prevention Act of Japan, Foreign Corrupt Practices Act (FCPA) of the U.S.A. and UK Bribery Act (UKBA) of the U.K. (hereinafter referred to as the "anti-bribery regulations") and thus preventing any act in violation of the anti-bribery regulations.

Article 2 Scope of Application

These Regulations shall apply to directors, employees, consultants and other people engaged in the operations of the Company (hereinafter collectively referred to as "persons engaged"). All persons engaged must observe these Regulations as well as the Code of Conduct of the Company.

Article 3 Definitions

1. "Offering a bribe" refers to providing or promising benefits to a public servant or an equivalent person (hereinafter called a "public servant") in order to gain unfair advantage in business.
2. "Providing benefits" refers to the giving of money or other benefits to a public servant or proposing or promising to do so, regardless of whether or not it constitutes offering a bribe.
3. "Accepting a bribe" refers to receiving money or other benefits involved in the offer of a bribe, or requesting or seeking a promise for such, by taking advantage of one's position as a public servant.
4. "Public servants" refer to personnel of State or Central governments or incorporated administrative agencies, committee members and other personnel engaged in official duties pursuant to laws and regulations.
5. "Agents, etc.," refer to proxies, agents, consultants or other persons regardless of name who provide information for the Company or who perform services as an intermediary, agent, broker, etc., in transactions; or persons who conduct business jointly with the Company, such as joint venture partners.



6. "Facilitation Payments" refer to payment of small amounts to public servants or equivalent persons to facilitate the procedures of ordinary administrative services.

Article 4 Prohibition of Bribery

1. A person engaged shall not offer a bribe or perform any act suspected of offering a bribe to a public servant.
2. The preceding paragraph shall apply to dealings with public servants or equivalent persons. A person engaged shall comply with all applicable Anti-Bribery Regulations. A person engaged shall not accept a bribe or perform any act suspected of accepting a bribe (provision of illegal profit) from any stakeholder. Facilitation payments are also considered as bribery.

Article 5 General Prohibition of Providing Benefits to Public Servants

1. A person engaged shall not, in principle, provide benefits to a public servant, regardless of whether or not it constitutes offering a bribe.
2. The main types of acts that constitute providing benefits are prescribed in the Attached Table.
3. As an exception to the provisions of paragraph 1, a person engaged may provide benefits to a public servant only when following the procedures set forth in the Internal Rules for Lawful Expenditure and based on Article 10 Paragraph 2 (hereinafter referred to as "Internal Rules" for the purpose of this Article), and when such benefits meet the approval criteria prescribed in the Attached Table.
4. A person engaged shall not provide benefits to a public servant if the department to which the person belongs has not established internal regulations.
5. A person with authority to approve providing benefits as prescribed in the internal rules shall be responsible for rationally explaining how the providing benefits, which he/she approved, meets the approval criteria prescribed in the Attached Table.



6. As an exception to the provisions of paragraph 1, a person engaged may provide benefits to a public servant if, by failing to do so, his/her life or physical safety or that of a concerned person is endangered. In this case, however, the person engaged shall immediately report to the department in charge of risk management and compliance.

Article 6 Application to Officers and Employees of Private Companies

1. Officers and employees of private companies engaged in the execution of public services (deemed public servants) shall be treated as public servants under these Regulations.
2. If offering a bribe to an employee or officer of all or some private companies is prohibited under applicable laws and regulations, the employee or officer of the relevant private company shall also be treated as a public servant.
3. If the provisions of paragraphs 1 and 2 apply, "public servants" in these Regulations shall be read as "employees and officers of private companies."

Article 7 Appointment of Agent, etc.

1. If an agent, etc. necessary for the execution of business will be appointed and there is a risk of bribery via the agent, etc. in light of the geographic location where business is conducted or the content of the commissioned business, persons engaged shall conduct due diligence and take any other necessary measures regarding the agents, etc. to ensure compliance with the Anti-Bribery Regulations
2. If the risk of bribery by the agents, etc. is deemed high, as a result of taking the measures prescribed in the preceding paragraph, the person engaged shall not appoint such agents.

Article 8 Risk Assessment, Monitoring and Review

The Company shall assess bribery risks periodically, monitor the anti-bribery system and improve it whenever required.

Article 9 Anti-bribery System

1. The Managing Director of the Company shall serve as the Chief Management Officer in the development, implementation and promotion of the anti-bribery system of this Company.



2. This Company establishes a department in charge of risk management and compliance as to develop and promote the anti-bribery system (hereinafter referred to as a “department in charge of risk management”).

Article 10 Procedures for Providing Allowable Benefits to Public Servants

1. The Company shall periodically assess the bribery risks in its business.
2. In light of the bribery risks in its operations, the Company shall establish and revise Internal Rules for Lawful Expenditure (attached as Appendix-A to these Regulations) relating to among other things procedures for prior approval and/or after-the-fact reporting, and record management whenever required.
3. The approval authority for the providing allowable benefits as set forth in the internal regulations relating to procedures shall be responsible for reasonably explaining that the approved benefits meet the approval criteria set forth in the Attached Table.

Article 11 Internal Audit

The Internal Audit Office shall periodically audit the operations in the company for compliance with the internal control system including anti- bribery regulations. If any act that may violate the Anti-Bribery Regulations is identified, the said office shall investigate and take necessary measures to ensure improvement of the situation and report it pursuant to the provision in the following article.

Article 12 Duty to Report and Investigation

1. When a person engaged, recognizes an event that violates these Regulations or the internal regulations established in accordance with Article 10 Paragraph 2, he/she shall promptly report the details to the department in charge of risk management and compliance.
2. The department in charge of risk management and compliance, when receiving a report as described in the preceding paragraph, shall investigate facts and take prompt and adequate actions accordingly pursuant to the provisions in the regulations for risk



management.

Article 13 Education and Training

The department in charge of risk management and compliance shall provide persons engaged with education and training on anti-bribery system including education and training on these Regulations etc.

Article 14 Penalty

These Regulations are one of the rules of the Company prescribed in Rules of Employment, and when an employee violates these Regulations, the Company shall take appropriate disciplinary or other action pursuant to the provisions of the Rules of Employment.

Article 15 Department in Charge and Revision or Abolition

1. The department in charge of these Regulations shall be the Compliance Department and the revision or abolition shall be drafted by said department and implemented based on the decision of the Managing Director who established these Regulations.
2. Notwithstanding the provision of Paragraph 1, formal changes accompanying changes in the organization and/or titles shall be implemented based on the decision of the Corporate Management Unit.

Established on: October 2018

Revision 1: June 2024

Revision 2: December 2024



Appendix-A

INTERNAL RULES FOR LAWFUL EXPENDITURE

These internal rules and/or standard have been prepared to clarify the properness and legality of following Expenditure:

A. Facilitation Payments

Facilitation payments are considered as bribes and hence must not be paid either directly or indirectly through an agent or consultant. Any type of facilitation payment is prohibited, large or small. Even where such payments are perceived as part of common local business practices and even if others engage in such practices, such payments are not permissible.

B. Business Courtesies/Promotions

It is customary to extend business courtesies including meals, refreshment, entertainment, and modest gifts, in order to raise successful business relationships. However, employee should not give, or offer to give, any gifts, entertainment, meals, business hospitality, travel, or any other thing of value to any Government Official or the Public servant having official dealing, for securing or attempting to secure, any benefit or improper advantage.

The business courtesy is allowable under applicable law. However, if a person intends to give business courtesy, the person must obtain prior approval of his/her superior as per the prescribed Delegation of Powers under the Regulations on Administrative and Decision Making Authority. Further, while dealing with the Govt. Officials/or public servants, restrictions/prohibitions provided under the "Prevention of Corruption Act, 1988" read with "Central Civil Services (Conduct) Rules, 1964" shall be followed.

C. Conformity with Code of Conduct

The employees shall refer the relevant provisions of Code of Conduct of NK Tokyo and NK India while dealing with the above said issues and shall be required to act in conformity with the Code.

D. Disciplinary Action

It is the responsibility of each employee to abide by all applicable laws and regulations at all time. In case of (a) giving Facilitation Payments, (b) giving business courtesies without prior approval, disciplinary action will be taken as



prescribed under the Code of Conduct of the Company which may result in punishment/or termination of services without any prior notice.

E. Roles of Compliance Officer

The Compliance officer shall monitor the effectiveness of the internal rules and review its implementation, considering the suitability, adequacy and effectiveness. Any complaint/whistle blowing with regard to improper expenditure, as mentioned above, shall be forwarded to the management for investigation and requisite resolution.

F. Operation and Check

Any business expenditure, which has been declared improper/or suspicious by the finance department of the company, shall be immediately reported to the management for investigation and immediate action shall be taken according to the Code of Conduct of the Company.

Further, while granting prior approval towards expenditure for business courtesies, an intimation to finance department shall also be made in advance to avoid the unnecessary confusion subsequently.



ATTACHED TABLE

*Notes

- (1) This Attached Table forms part of these Regulations and shows the types of conduct that constitute providing benefits and the approval criteria for each type.
- (2) If applicable laws and regulations (hereinafter referred to as “laws, etc.”) have established stricter criteria than those in this table, the said criteria shall be followed.
- (3) If an act of providing benefits does not formally meet the approval criteria specified in this table but is deemed legitimate and proper in view of specific concrete circumstances, the department in charge of risk management and compliance shall be consulted. In this case, the department in charge of risk management and compliance may approve the said provision of benefits on behalf of a proper person with authority to approve the provision of benefits.
- (4) If there is anything in this table that is not clear, consultation with the department in charge of risk management and compliance is required.

1. Entertaining, Gift-giving and Provision of Other Benefits

Type of Conduct		Approval Criteria	Approval Procedure
Entertaining	Dining	<p>All the requirements in (1) to (4) below must be met.</p> <p>(1) There is no intent to gain an improper business advantage (intent to exert undue influence on the conduct or decision of the other party, etc.).</p> <p>(2) Not at such a time that it could be suspected that there is an intent to gain an improper business advantage.</p> <p>(3) There is no frequent dining with a specific party.</p> <p>(4) The content of the business dinner or lunch and the amount spent on behalf of the other party are reasonable under laws, etc. and local social norms in</p>	<p>1. If it becomes necessary to pay for a dinner with Public servant, the date, time and place of the dinner, the name, organization and position of the attendee, and the amount of the individual payment must be clearly indicated on the designated form and approved in advance by the head of the department to which person engaged belongs or office.</p> <p>2. If the head of the department is not sure about the decision, he/she may consult with the department in charge of risk management and compliance and ask for a decision from the Managing Director.</p> <p>3. If it is deemed unavoidable to</p>



		<p>light of the purpose of the business dining, the status of the other party, etc.</p> <p>(5) Record of the expense should be made and maintained in the Company's records.</p>	<p>arrange for a meal that exceeds the amount of the approval criteria on a guest's visit to India, etc., the Managing Director's approval shall be obtained after prior notification to the department in charge of risk management and compliance.</p>
	Golf	<p>All the requirements in (1) to (6) below must be met.</p> <p>(1) It is not prohibited by laws, etc.</p> <p>(2) If the golfing takes place outside of India, it shall be officially hosted by the local Indian Embassy, Indian Association, etc. and the person bearing the expenses and the amount thereof shall be clearly defined.</p> <p>(3) There is no intent to play in the same group as the public servant.</p> <p>(4) Leave from work is taken to participate in a personal capacity, not a business capacity, and the entry fee, etc. is borne by the individual.</p> <p>(5) The public servant does not fall into the category of an 'interested party'.</p> <p>(6) The public servant is also not prohibited from playing golf with the ID&E Group.</p>	<p>1. When participating in a golf event with a Public servant, the date, time, place, sponsoring organization, names of attendees, their organizations and positions, and whether or not expenses will be borne, as well as the amount, must be clearly stated on the designated form and approved in advance by the head of the department.</p> <p>2. In the event that an attendee unintentionally joins with a Public servant the attendee shall promptly report the matter to his/her department head and the department in charge of risk management and compliance.</p>



	Games With Gambling Element, Use of Brothels	Absolutely prohibited	—
Gift Giving	Giving or Offering Gifts (including gifts when making courtesy calls, commemorative items and social courtesy gifts)	<p>All the requirements in (1) to (5) below must be met.</p> <p>(1) There is no intent to gain an improper business advantage (intent to exert undue influence on the conduct or decision of the other party, etc.).</p> <p>(2) Not at such a time that it could be suspected that there is an intent to gain an improper business advantage.</p> <p>(3) There is no frequent giving or offering of gifts to a specific party.</p> <p>(4) The content and economic value of the gift is reasonable under laws, etc. and local social norms in light of the purpose of giving or offering the gift, the status of the other party, etc.</p> <p>(5) Record of the expense should be made and maintained in the Company's records.</p> <p>* Notwithstanding the notes below, the giving or offering of promotional items containing the ID&E Group and/or NKI logo is, without exception, permitted</p>	<p>1. When giving or offering goods to public servants, the date and time, the name, organization and position of the recipient, the name of the goods to be given or offered, the individual payment amount, and the reason for the gift or offer must be clearly indicated on the designated form and approved in advance by the head of the department.</p> <p>2. In the event that it is deemed necessary to give or provide goods to Indian public servants, etc., the department in charge of risk management and compliance shall be informed in advance and the approval of the Managing Director shall be obtained.</p>



		*Notes [Indian Public Servants] Prohibited in principle.	
	Offering Cash, etc.(See separate paragraph on gifts of congratulation and condolence, political donations and donations)	Absolutely prohibited *Giving of gifts that can easily be converted into cash (e.g. vouchers, shares, stock options, precious metals) is also prohibited. *Vouchers includes tickets for games, entertainment, etc.	—
	Expenditure for (cash) gifts of congratulation and condolence (including flowers)	The amount of expenditure for (cash) gifts of congratulation and condolence is reasonable under laws, etc. and local social norms in light of the purpose of the payment. Record of the expense should be made and maintained in the Company's records. *In principle, the payment of congratulation and condolence expenses to Indian public servants is prohibited. *This clause pertains to congratulatory and condolence gifts to individual public	1. For congratulatory and condolence expenses (including flower offerings) to public servants, approval shall be obtained in advance from the head of the department to which the employee belongs, after clearly indicating the date, time, place, name, organization and position of the payee, the amount paid, and the reason for payment on a prescribed form. 2. In the event that it is deemed unavoidable to arrange for congratulatory or condolence expenses (including flowers) for Indian public servants or



		servants (including the person concerned and relatives within the second degree), and the clause " Giving or Offering Gifts " applies to events, etc. arising from memorial days, festivals and customs of the relevant country.	congratulatory or condolence expenses exceeding the standards for government VIPs, etc., a person engaged shall report the matter to the department in charge of risk management and compliance in advance and obtain approval from the Managing Director.
Provision of Other Benefits	Providing Food and Drinks at Meetings	<p>All the requirements in (1) to (5) below must be met.</p> <p>(1) The meeting is attended by the public servant in his/her official capacity.</p> <p>(2) An appropriate place is provided as the meeting venue (e.g. a meeting room, a restaurant or location that does not serve alcohol, etc.)</p> <p>(3) The food and drink provided is simple and does not exceed normal costs allowed in the India or the country where the said meeting is held.</p> <p>(4) The food and drink served at the meeting is provided for all the participants.</p> <p>(5) Record of the expense should be made and maintained in the Company's records.</p>	The cost sharing for providing food and drinks at meetings shall be approved in advance by the head of the department with a prescribed form indicating the date, time, place, and purpose of the meeting, the names, organizations, and positions of the attendees, and the amount of individual payment.
	Leasing Real Estate (Real estate,	<p>The requirements in (1) to (5) below must be met.</p> <p>(1) There is no intent to gain an improper business advantage (intent to exert undue influence</p>	When leasing real estate, etc. owned or deemed to be substantially owned by Public servants as offices and dormitories, a person engaged shall report in writing to the department



	etc. considered owned by or substantially owned by a public servant)	on the conduct or decision of the other party, etc.). (2) From a security perspective, there are no substitute premises other than the said real estate for the business currently being conducted or to be conducted, and the rent is on a par with neighboring premises. (Necessity and equivalence) (3) A lease contract is signed in writing. (4) The rent is paid by bank transfer to an account in the name of the other party. (Cash payment is not permitted.) (5) Record of the expense should be made and maintained in the Company's records.	in charge of risk management and compliance in advance and go through the approval procedure depending on the amount.
	Facilitation Payments	Absolutely prohibited *A facilitation payment is payment of a small sum to a public servant to facilitate procedures pertaining to normal administrative services.	—
	Monetary Loans	Absolutely prohibited	—
	Loan of Real Estate	Absolutely prohibited	—

2. Bearing of Expenses

Type of Conduct	Approval Criteria	Approval Procedure
Invitations to Public Servants *Limited to cases of inviting	All the requirements in (1) to (6) below must be met. (1) There is no intent to gain	1. When inviting public servants to India or a third country or incurring other



<p>a public servant abroad (to a country or region other than where the said public servant currently is)</p>	<p>an improper business advantage (intent to exert undue influence on the conduct or decision of the other party, etc.).</p> <p>(2) Not at such a time that it could be suspected that there is an intent to gain an improper business advantage.</p> <p>(3) There is no frequent bearing of expenses for a specific party.</p> <p>(4) There is a reasonable need for the Company to bear the expenses that should rightfully be borne by the other party in order to achieve a legitimate business purpose.</p> <p>(5) The specific nature of the act that generated the expense and the amount borne by the Company are appropriate.</p> <p>(6) Record of the expense should be made and maintained in the Company's records.</p> <p>*Bearing of expenses that correspond to any of the following is prohibited.</p> <p>(a) Bearing of expenses unconnected to business</p> <p>(b) Arranging and bearing of expenses for travel unconnected to business (sightseeing trip, etc.)</p> <p>(However, if a non-business</p>	<p>expenses, a prescribed application for approval (with a memorandum attached) shall be prepared in advance and approved by the head of the department to which a person engaged belongs, with the approval of the department in charge of risk management and compliance.</p> <p>2. If the head of the department is not sure of his/her decision, he/she may consult with the department in charge of risk management and compliance and ask for a decision from the Managing Director.</p>
---	---	--



	<p>day unavoidably occurs during the stay or free time occurs on a weekday, the bearing of expenses, etc. for local sightseeing without an overnight stay is permitted within a reasonable range.)</p> <p>(c) Bearing of expenses over and above an amount equivalent to the actual cost</p> <p>(d) Bearing of expenses for any person unconnected to business accompanying the public servant (relative, etc.)</p> <p>*Notes [Indian Public Servants] Prohibited in principle.</p>	
<p>Bearing of Other Expenses</p>	<p>All the requirements in (1) to (6) below must be met.</p> <p>(1) There is no intent to gain an improper business advantage (intent to exert undue influence on the conduct or decisions of the other party, etc.).</p> <p>(2) Not at such a time that it could be suspected that there is an intent to gain an improper business advantage.</p> <p>(3) There is no frequent bearing of expenses for a specific party.</p> <p>(4) There is a reasonable need for the Company to bear the expenses that should</p>	<p>For the bearing of other expenses of Public servants, prior approval shall be obtained from the head of the department on the prescribed form, stating the date, time, place, and purpose, the name, organization, and position of the other party, and the amount of individual payment.</p>



	<p>rightfully be borne by the other party in order to achieve a legitimate business purpose.</p> <p>(5) The specific nature of the act that generated the expense and the amount borne by the Company are appropriate.</p> <p>(6) Record of the expense should be made and maintained in the Company's records.</p> <p>*For points to note when bearing expenses and when bearing of expenses is prohibited, and examples of when bearing of expenses is approved, see the section on Invitations to Public Servants</p>	
--	--	--

3. Donations

Type of Conduct	Approval Criteria	Approval Procedure
Political Donations	<ul style="list-style-type: none"> - Political donations outside of India Absolutely prohibited - Political donations in India <p>A political donation can only be paid when the procedures prescribed in the Companies Act, 2013 and other laws, etc. are taken and the amount is within the permitted range. Record of any such contribution should be made and maintained in the Company's records.</p>	When making political donations in India within the scope permitted by laws and regulations pertaining to political donations, approval shall be obtained through the approval process.
Donations	All the requirements in (1) to (9) below must be met.	1. When making a donation to an organization, etc., to



	<p>(1) The donation is permitted by laws, etc. and is a widely recognized custom.</p> <p>(2) The party to whom the donation is made does not correspond to an organization run by a public servant or a relative thereof who is engaged in duties related to the business which the Company currently conducts or is about to conduct, or an organization run by a public servant or a relative thereof which may exert an influence on such duties.</p> <p>(3) The content and amount of the donation are appropriate under social norms and in light of local price levels.</p> <p>(4) The donation destination is not an individual.</p> <p>(5) The donation is paid directly to the donation destination and not through a public servant.</p> <p>(6) Donations are not frequently made to the same party.</p> <p>(7) A donation request is received from the other party in writing or by email.</p> <p>(8) There is nothing in return for the donation in the course of business.</p> <p>(9) Record of any such</p>	<p>which a Public servant belongs, a person engaged shall make a prior application using the prescribed form and obtain approval through the approval procedure.</p> <p>2. If the head of his/her department is not sure about the decision, he/she may consult with the department in charge of risk management and compliance and ask for a decision from the Managing Director.</p>
--	---	--



	contribution should be made and maintained in the Company's records.	
--	--	--

4. Other Types of Conduct

Type of Conduct	Approval Criteria	Approval Procedure
Employing, dispatching, outsourcing business to or otherwise hiring regardless of job type a public servant (including former public servants) or a relative thereof or an applicant connected to a public servant (hereinafter referred to as a "public servant connected applicant")	<p>There is reasonable need to hire a public servant-connected applicant and all the requirements in (1) to (3) below are met.</p> <p>(1) The hiring of a public servant-connected applicant does not infringe any laws and regulations.</p> <p>(2) Fair selection standards and selection method are used and the public servant-connected applicant is not hired irrationally or on a preferential basis.</p> <p>(3) No unreasonable preferential treatment is given regarding remuneration or working conditions.</p> <p>(4) The employment of a former Public servant should not relate directly to the functions held by the former Public servant, the specific matters with which the former Public servant was involved during his/her tenure, or functions over which the former Public servant exercised, or could continue to exercise, material</p>	<p>1. When recruiting candidates for Public servants as officers or employees, the recruitment decision shall be made in accordance with laws and regulations, and in accordance with normal personnel procedures.</p> <p>2. The recruitment procedures for candidates for related to Public servants in Japan shall be in accordance with the internal regulations separately stipulated.</p> <p>3. Recruitment of candidates for overseas positions related to Public servants shall be reported in advance to the department in charge of risk management and compliance, and the prescribed approval procedures shall be followed.</p>



	<p>influence.</p> <p>(5) The employment of candidates who are immediate family members of (including in-laws), or have a close personal relationship with, current Public servant should not relate directly to activities or matters over which the Public servant exercises material influence.</p>	
<p>Use of an organization run by a public servant or a relative thereof that performs duties related to the business currently conducted or about to be conducted by the Company, or an organization run by a public servant or a relative thereof that may exert an influence on such duties</p>	<p>In India: Absolutely prohibited unless allowed by the applicable Indian Laws</p> <p>Outside of India: All the requirements in (1) to (7) below must be met.</p> <p>(1) Use of the said company does not infringe local laws and regulations.</p> <p>(2) There is no other substitute company even after conducting reasonable research.</p> <p>(3) The said company is a legitimate locally registered company.</p> <p>(4) There are no problems regarding the financial status, location, customers, etc. of the said company.</p> <p>(5) The ordering party or the organization that is the source of funding approves use of the said company.</p> <p>(6) The content of the contract</p>	<p>The conditions of requirements listed on the left shall be investigated by the relevant department, and procedures shall be carried out in accordance with the subcontracting contract procedures after obtaining confirmation from the department in charge of risk management and compliance.</p>



	<p>with the said company, contract price, etc. are appropriate.</p> <p>(7) Payment to the said company is made by bank transfer to an account in the name of the said company. (Cash payment is not permitted.)</p>	
--	---	--