

Group Policy on Anti-Bribery and Anti-Corruption

1. Purpose of this Policy

TSUBAKI NAKASHIMA CO., LTD. (the “**Company**”), together with its subsidiaries (collectively, “**TN Group**”), places sound corporate governance and ethical and honest business conduct at the core of its activities. TN Group does not tolerate any form of bribery or other corrupt practices in any jurisdiction.

This Policy sets forth the fundamental principles that must be observed by TN Group Personnel and all Business Partners engaged in transactions with TN Group. Its objectives are to prevent bribery, reduce corruption-related risks, and ensure transparent corporate governance.

2. Scope of Application

This Policy applies to all directors, officers, employees, dispatched workers, contract employees, and other individuals engaged by TN Group (the “**Personnel**”). TN Group also requires its Business Partners, through contractual arrangements or other means, to comply with standards equivalent to those set forth in this Policy.

3. Definitions

For the purposes of this Policy, the following terms are defined as follows:

- (1) “**Corruptions**” means bribery, acts of corruption, money laundering, embezzlement, insider trading, conflicts of interest, obstruction of justice, and any other conduct involving the abuse of one’s professional authority or position for improper personal or third-party gain.
- (2) “**Public Officials, etc.**” means:
 - (i) individuals engaged in public services for national or local governments in Japan or any other countries;
 - (ii) individuals engaged in services for governmental agencies;
 - (iii) individuals engaged in services for public enterprises;
 - (iv) individuals engaged in public services for international organizations; and
 - (v) individuals vested with public authority by foreign governments or similar bodies.
- (3) “**Public Enterprise**” means any entity in which a national or local government:
 - (i) holds the majority of voting rights;
 - (ii) contributes a majority of the total capital; or
 - (iii) appoints or designates the majority of directors or officers.

This includes public-interest corporations and entities designated under governmental ordinances, such as the following:

- (a) majority-owned directly by the government;
 - (b) controlled through golden shares requiring government approval; or
 - (c) indirectly majority-owned or otherwise effectively controlled by the government.
- (4) **“Business Partner”** means any private enterprise or individual (excluding Public Officials, etc.) having a transactional relationship with TN Group, including customers, suppliers, contractors, intermediaries, consultants, agents, and any other third party engaged in business with the Group.
- (5) **“Facilitation Payment”** means a small payment made to expedite or secure routine administrative services or licensing procedures conducted by Public Officials, etc., where such payment is intended to obtain an improper business advantage.

4. Compliance with Applicable Laws and Regulations

TN Group complies with all applicable anti-corruption laws and regulations, including the Unfair Competition Prevention Act of Japan, the Penal Code, the National Public Service Ethics Act, the U.S. Foreign Corrupt Practices Act (FCPA), the U.K. Bribery Act (UKBA), China’s Anti-Unfair Competition Law, and all other anti-corruption regulations applicable in jurisdictions where the Group conducts business. TN Group also adheres to international standards established under the OECD Convention on Combating Bribery of Foreign Public Officials and related OECD guidelines.

Recognizing that many foreign laws may have extraterritorial application, TN Group establishes appropriate local compliance frameworks and maintains effective compliance systems through risk assessment, internal controls, training, and audits.

5. Prohibition of Bribery

Personnel must not directly or indirectly offer, provide, promise, solicit, request, or accept monetary benefits or any other advantage, including but not limited to, cash equivalents, gift certificates, loans, guarantees, hospitality, donations, sponsorship fees, gratuities, kickbacks, promotional expenses, discounts, or employment opportunities for themselves or relatives, for the purpose of obtaining an improper business advantage from Public Officials, etc. or Business Partners. Indirect bribery through third parties such as agents, consultants, affiliates, or family members is also strictly prohibited.

If Personnel receive a request for a bribe from any Public Official, etc. or Business Partner, they must refuse the request and promptly report the matter to their supervisor and the Compliance Function.

6. Prohibition of Facilitation Payments

Facilitation Payments constitute bribery and are prohibited regardless of purpose. If a payment is made solely to avoid imminent threats to life or physical safety, Personnel must immediately report the details to their supervisor and the Compliance Department.

7. Management of Gifts, Hospitality, and Travel Expenses

Personnel may provide gifts, hospitality, travel expenses, or other benefits to Business Partners only when intended to facilitate legitimate business communication or relationship-building and only when all of the following conditions are satisfied:

- There is a clear and legitimate business purpose;
- The amount, frequency, and nature are appropriate and do not risk improper influence;
- Necessary approvals and reporting have been completed in accordance with internal rules;
- The details of the provision are accurately recorded in accounting books and supporting documents.

The giving or receiving of cash or cash equivalents (including gift certificates, vouchers, prepaid cards, etc.) is prohibited under all circumstances.

Providing gifts, hospitality, travel expenses, or other benefits to Public Officials, etc. is in principle prohibited, as such conduct is highly likely to constitute bribery.

8. Anti-Money Laundering, Counter-Terrorist Financing, and Exclusion of Antisocial Forces

TN Group strictly complies with all relevant laws and regulations on anti-money laundering and counter-terrorist financing. TN Group implements appropriate controls to prevent its operations from being misused for money laundering or terrorist financing.

TN Group completely excludes all relationships with organized crime groups and other antisocial forces. TN Group will not respond to any improper demands and prohibits the use of such groups or involvement in transactions linked to them. Continuous due diligence is conducted to ensure that the Group is not exploited by such entities.

9. Prohibition of Insider Trading

Personnel must not engage, directly or through third parties (including relatives and acquaintances), in the purchase or sale of securities of the Company or any other company, or recommend such transactions, on the basis of material non-public information (“**Material Facts**”) obtained in the course of their duties prior to public disclosure, as defined under the Financial Instruments and Exchange Act of Japan. Personnel must not disclose such Material Facts to anyone except those with a legitimate need to know or use such information for improper purposes.

10. Accounting Records and Internal Controls

Personnel must accurately, completely, and promptly record all expenditures and transactions in the Company’s accounting books and must properly store supporting documents such as invoices, receipts, contracts, and approval forms. Improper accounting practices, including falsification, misclassification, off-the-book accounts, unrecorded transactions, or concealment, are strictly prohibited. These requirements also apply to third parties acting on behalf of TN Group.

11. Education and Training

Personnel are required to participate in regular anti-corruption training conducted in local languages at all TN Group locations. Training includes topics such as bribery prevention, conflicts of interest, insider trading prohibition, and accurate record-keeping.

Managers are responsible for ensuring that all subordinates complete required training and properly understand and apply the training content to their business activities. If a subordinate’s understanding is insufficient, managers must provide additional guidance or require supplemental training.

12. Whistleblowing System

Personnel must promptly report any suspected bribery, corruption, or potential violations of this Policy or internal rules to the designated whistleblowing channels. Reports may be made anonymously. TN Group strictly prohibits retaliation against whistleblowers and ensures that no disadvantageous treatment results from making a report.

13. Responses to Violations

If a violation of this Policy is confirmed, the Company will take appropriate disciplinary action in accordance with internal rules, based on the nature and severity of the misconduct. When the conduct may constitute a legal violation, the Company may report the matter to relevant authorities and take necessary external actions. Serious or malicious violations may result in civil or criminal legal action.

14. Continuous Improvement

TN Group will continuously review and improve this Policy and related internal regulations in light of social developments, legal changes, and domestic and international corruption cases.

Date: March 31, 2026