

# MORIMURA BROS., INC. - Code of Conduct

## 1. Compliance with Laws and Regulations

- (1) In any and all of their thinking and conduct, directors and employees shall, with the consciousness as a member of MORIMURA BROS., INC. (hereafter called “the Company”), be aware of the importance of compliance and observe all laws and regulations where they operate, as well as the Company’s own internal corporate rules and policies. In addition, the Company’s directors and employees shall act in a socially responsible manner by complying with fairness and the highest ethical standards in the conduct of their business.
- (2) Directors and employees shall comply with applicable business laws and regulations in the conduct of their business and, in cases where any procedures are required, such as obtaining a permit or submitting a notification, shall do so without delay.
- (3) Directors and employees shall not commit any act that would unreasonably harm the interest of any subcontractor by taking advantage of their dominant bargaining position against the subcontractor.

## 2. Respect for Human Rights - Prohibition against Discrimination and Harassment

- (1) Directors and employees shall respect human rights and shall not discriminate for any reason whatsoever, including race, skin color, belief, religion, gender, nationality, age, origin, physical or mental disability, and sickness.
- (2) Directors and employees shall not engage in any sexual harassment or power harassment.

## 3. Conservation of Global Environment

- (1) Directors and employees shall comply with all environmental treaties, as well as the laws and regulations of respective nations, etc., and strive to conserve the environment and, in the conduct of corporate activities, shall pay attention to any impact on the natural environment and ecosystems.
- (2) Directors and employees shall strive to offer products and services that can conserve and improve the environment.
- (3) Directors and employees shall use natural resources and energy efficiently and work on reducing, utilizing effectively and recycling waste in an environmentally sustainable manner.

## 4. Compliance with the Treaties, Rules and Regulations of International Trade

- (1) Directors and employees shall make any business transactions with understanding of and in compliance with the treaties of international trade, as well as the laws and regulations of respective nations.
- (2) With respect to the export of goods and/or services for any strategic material or any other specified goods or technology (transactions subject to security trade control), directors and employees shall comply with applicable laws and regulations and carefully examine whether the transaction is admissible. Directors and employees shall, as required, also

perform authentic procedures with competent authorities in a timely manner.

5. Prohibition against Unfair Competition – Compliance with Anti-Monopoly Act

- (1) Directors and employees shall not make any agreement on prices, quantities, customers, geographical areas of service, etc., with other businesses in the industry.
- (2) Directors and employees shall not engage in any bid rigging deal among bidders.
- (3) Directors and employees shall not pose any restriction on market competition either independently or in cooperation with another business, such as excluding another business or a new entrant from engaging in business activities.

6. Prohibition against Conflicts of Interest and Distinction between Private and Public

- (1) Directors and employees shall not commit any act that would constitute a conflict between their own interest and the interest of the Company, such as working on behalf of a competitor or making a business transaction with the Company on their own behalf
- (2) Directors and employees shall not use wrongfully any asset of the Company, regardless of whether it is tangible or intangible.
- (3) Directors and employees shall not use for private purposes any asset or expense account of the Company.
- (4) Directors and employees shall not use illicitly any internal information systems.
- (5) Directors and employees shall not, in the absence of the Company's appropriate approval process, enter into an agreement with any party with whom they have a personal stake.
- (6) Directors and employees shall not engage in any other occupation in the absence of approval from the Company.
- (7) Directors and employees shall return all the assets of the Company at the time of their resignation.
- (8) Directors and employees shall not engage in any personal activities not associated with their work, such as politics and religion, in the workplace.

7. Prohibition against Bribery and Inappropriate Gift-Giving, Entertainment, etc.

- (1) Directors and employees shall not commit any act that would, or could be suspected to, constitute bribery of public officials or anyone in a position analogous thereto, regardless of whether in Japan or abroad.
- (2) If it comes to his/her knowledge that part of the Company's payment to any agency, consultant, etc., will, or is suspected to, be appropriated for the purpose of an illegal solicitation of a public official or anyone in a position analogous thereto, directors and employees shall not make such a payment.
- (3) Directors and employees shall refrain from providing gifts, entertainment, conveniences, and other economic benefits to customers, or their directors, officers, employees or other related persons, in excess of accepted business and social norms.
- (4) Directors and employees shall not receive gifts or enjoy entertainment in excess of accepted business and social norms without prior approval according to internal corporate rules prior to receiving any gift or enjoying entertainment from any organization or entity rendering services to the Company.

#### 8. Resolute Attitude toward Anti-Social Elements

- (1) Directors and employees shall resolutely oppose any organization, group or individual engaged in unlawful activities.
- (2) Directors and employees shall not agree to demands for money or accept any unfair request from any organization, group or individual engaged in unlawful activities in violation of relevant laws and regulations.
- (3) Directors and employees shall exert their utmost attention so as not to become knowingly or unknowingly involved as a party to acts of terrorism, money laundering, drug trafficking, or other individual or organized criminal activities.

#### 9. Management of Information – Protection of Intellectual Property Rights

- (1) Directors and employees shall strictly safeguard confidential information of the Company and shall not divulge, or use for any purpose other than business, the same.
- (2) Directors and employees shall not disclose externally any confidential information for business purposes without proper authorization in accordance with the internal rules and regulations, and shall enter into a confidentiality agreement with the counterpart.
- (3) With respect to confidential information disclosed by others, directors and employees shall likewise enter into a confidentiality agreement, pay attention to the prevention of divulgence and appropriately safeguard the same.
- (4) Directors and employees shall not divulge or use illicitly any confidential information, even after termination of employment.
- (5) Directors and employees shall not commit any act that would constitute infringement on any intellectual property right of others, such as the unauthorized copying of computer software.
- (6) Directors and employees shall appropriately and strictly safeguard personal information so as to prevent any loss, divulgence, fabrication, destruction, etc., from occurring.

#### 10. Proper Handling of Accounting and Tax Procedures

- (1) Directors and employees shall not make inaccurate or misleading entries in ledgers.
- (2) Directors and employees shall record expenses and revenue in a timely manner.
- (3) Directors and employees shall record credits and debits accurately.
- (4) Directors and employees shall file tax papers properly pursuant to applicable laws and regulations.

#### 11. Prompt Reporting and Consultation in Event of Code Violation Discovery

- (1) In the event of an act that violates this Code, directors and employees shall promptly report to and consult with either their superiors, the concerned internal departments, the Secretariat for the Compliance Committee or the counsel retained as an external contact point, upon discovering or committing any violation of this “Code of Conduct,” even unintentionally.
- (2) Each and every director and employee shall provide all necessary cooperation to facilitate the Company being able to ascertain the series of facts and take correct action, including any recurrence prevention measures.
- (3) The superiors, the concerned internal departments or the Secretariat for the Compliance Committee in receipt of the report or consultation shall not reveal the name, etc., of the

reporter without his/her consent and shall ensure that the reporter is not be disadvantaged by reason of his/her report or consultation.

- (4) In cases where the reporter or consultation seeker is disadvantaged by reason of his/her report or consultation on the case of violation, he/she shall immediately notify the Secretariat for the Compliance Committee.
- (5) Reports and consultations shall be made verbally or via phone, e-mail, facsimile, in-house mail, etc. An internal report desk and an external contact point (a retained counsel) are available as well.

#### Supplementary Provisions

1. This Code shall apply to any and all directors and employees of MORIMURA (including advisors, non-regular employees, agency-dispatched employees, loaned employees in Japan and overseas and locally-hired employees in overseas liaison offices). It shall also apply, with necessary modifications, to locally-hired employees at overseas subsidiaries.
2. Any disciplinary action against an act of violation of this Code shall, as with other rules, be determined pursuant to the Rules of Employment etc., depending on the details and degree of violation.
3. This Code shall be administered by the General Affairs Department, and any amendments thereto shall be made by resolution of the Board of Directors.
4. Established: March 27, 2012