

# Anti-Bribery and Corruption Global Policy

## Purpose

The purpose of this Policy shall be to comply with laws and regulations and the maintenance of fair relations with society as set forth in the ONO Group Code of Conduct in the context of anti-bribery and corruption.

## Definition of Terms

Terms used in this Policy are defined as follows:

- (1) Laws and regulations mean the law, government ordinances, ministerial ordinances, codes, directives, guidelines, and treaties of each country or region.
- (2) ONO Group mean Ono Pharmaceutical Co., Ltd. and its consolidated subsidiaries.
- (3) Employees, etc. mean officers and employees of each company and other persons who are under the control and direction of each company.
- (4) Public Official means a person engaged in the public service of a government or local government, dedicated employee of a government-related organization, a person engaged in the affairs of a public corporation, or to whom authority has been delegated by the government or other related entities.
- (5) Money and other benefits mean not only property benefits but also anything sufficient to satisfy the demands and desires of a person. Therefore, all tangible and intangible benefits fall under this category, including not only money and properties, but also financial benefits, lending of houses and buildings without consideration, entertainment and hospitality, and the provision of collateral and other property benefits, as well as non-property benefits such as job positions.
- (6) Facilitation Payment means a payment to avoid unreasonable and discriminatory disadvantageous treatment, for example, a small payment to a low-ranking public official to facilitate administrative procedures related to licensing or customs clearance.
- (7) Third parties mean all those that enter into contracts with ONO Group companies.

## Scope

This Policy shall apply to all Employees, etc. of the ONO Group (except for TOYO Pharmaceutical Co., Ltd. and BEE BRAND MEDICO DENTAL.CO.,LTD.)

## **Anti-Bribery and Corruption Practices**

ONO Group Employees, etc. shall practice anti-bribery and conduct their corporate activities in accordance with this Policy and the anti-bribery policies established by each corporation.

## **Anti-Bribery and Corruption Promotion Framework**

In order to promote the prevention of bribery, each ONO Group company shall appoint a responsible person to carry out the duties assigned.

## **Prohibition of Bribery and Corruption**

- (1) No ONO Group Employees, etc. shall directly or indirectly provide, or offer or promise to provide, any money or other benefits to a counterparty, including Public Officials, whether within or outside Japan, as consideration for any fraudulent acts by the other party, in order to illegally obtain business interests, or to acquire or facilitate business for the company, with the intent to induce the counterparty to perform a fraudulent act, while knowing that the receipt of money, etc. by the counterparty constitutes a professional misconduct on the part of the counterparty.
- (2) No ONO Group Employees, etc. shall directly or indirectly demand, promise to receive, or accept any money or other benefits as consideration for any fraudulent acts by ONO Group Employees, etc., within or outside Japan, in order for the counterparty to illegally obtain business interests, or to acquire or facilitate business, with the intent to induce ONO Group Employees, etc. to act fraudulently in the performance of their duties, while knowing that the receipt of money, etc. by ONO Group Employees, etc. constitutes a professional misconduct on the part of the ONO Group's Employees, etc.

## **Business Entertainment and Gifts**

- (1) ONO Group Employees, etc. shall, when offering or receiving entertainment or gifts to or from a business partner, comply with laws and regulations and internal policies, if any, and shall do so in a manner that is not ostentatious or excessive in light of socially accepted norms.
- (2) ONO Group Employees, etc. shall, when offering or receiving entertainment or gifts to or from a business partner, obtain approval from the manager of each organization.
- (3) ONO Group Employees, etc. shall keep accurate records of payments related to entertainment and gifts.

## **Facilitation Payment**

- (1) ONO Group Employees, etc. shall deny any request for Facilitation Payments; provided, however, that the minimum necessary payment that is unavoidable due to lack of other realistic means is permitted, to avoid a real and unreasonable harm to life, body, or personal property, such as the case of assault if the facilitation payment is not made.
- (2) ONO Group Employees, etc. shall report any requests for Facilitation Payments to their supervisors and to their respective corporate officers in charge of compliance if they receive such requests. For payments that fall under the minimum required under the preceding paragraph, an after-the-fact report will suffice.

## **Contract Procedures**

- (1) When appointing a third party, the contract shall include an anti-bribery clause to ensure that third party does not engage in any act of bribery or corruption; provided, however, that the clause may be omitted with approval of the ONO Group's legal division. In addition, ONO Group Employees, etc. shall share ONO Group's anti-bribery standards with the third parties and request them to comply with such standards.
- (2) In appointing third parties, the head of each organization shall conduct anti-bribery due diligence.

## **Prevention of Accounting Frauds**

- (1) All transactions involving company property shall be journalized to the appropriate accounts and shall be recorded and organized in an orderly and clear manner.
- (2) ONO Group Employees, etc. shall establish appropriate internal controls within the ONO Group to prevent and detect bribery.
- (3) ONO Group Employees, etc. assigned to accounting duties in their respective organizations and the ONO Group Finance & Accounting division shall take care not to overlook signs of bribery when making monetary payments and recording transactions.

## **Awareness Raising and Education**

Each ONO Group company shall be responsible for conducting anti-bribery enlightenment and education/training for its Employees, etc. This enlightenment and education/training shall be conducted in accordance with the education/training plan established by each corporation.

## **Disciplinary Action**

Disciplinary action against Employees, etc., in violation of this Policy, shall be in accordance with the Rules of Employment or other regulations of each corporation.

## **Reporting**

- (1) If ONO Group Employees, etc. discover any violation of this Policy, or suspect a violation, they shall report to:
  - [1] Supervisor;
  - [2] Company executives; or
  - [3] Compliance Hotline/Desk of each corporation
- (2) In bribery investigation based on a report from ONO Group Employees, etc., the ONO Group shall not disclose the name of informant, the nature of consultation, or any other privacy related matters to anyone other than the necessary persons concerned.
- (3) ONO Group Employees, etc., who have reported the matter with integrity as stipulated in Paragraph (1) of this Article, shall not be treated disadvantageously.

## **Investigation of Bribery and Corruption**

Officer in Charge of Compliance of Ono Pharmaceutical Co., Ltd. shall investigate the ONO Group's anti-bribery practices on a regular basis or as needed. In addition, Officer in Charge of Compliance may request an internal audit of the ONO Group to the Senior Director of Business Audit Department of Ono Pharmaceutical Co., Ltd.

## **Supplementary Provisions**

- (1) This Policy shall be established on April 1, 2017 and come into force on the same day.
- (2) Revision and retirement of this Global Policy shall apply for the final decision after deliberation and approval by the Board of Directors of Ono Pharmaceutical Co., Ltd.