MOH Nippon Plc

ANTI-BRIBERY AND CORRUPTION POLICY

adopted by the Board of Directors on

30 July 2024

1 POLICY STATEMENT

1.1 It is the policy of MOH Nippon Plc (the **"Company**") that all businesses should be conducted in an honest and ethical manner. We are committed to ensuring that all those acting on our behalf, whether employees, contractors, third party intermediaries or agents, are aware of and share our commitment to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and are committed to implementing and enforcing effective systems to counter bribery and corruption. We take a zero-tolerance approach to bribery and corruption.

1.2 We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate (Note: the Japanese laws relevant to countering bribery and corruption will be contained in a separate document prepared by the Company's Japanese legal counsels), while ensuring that at all times we comply with the laws of the UK, including the Bribery Act 2010, in respect of the conduct of the Company and its subsidiaries (collectively the "**Group**", and for the purpose of this policy, includes any of its businesses, functions and other organisational structures globally, and any of its subsidiaries which are 50% or more owned subsidiaries) both at home and abroad.

1.3 The purpose of this anti-bribery and corruption policy (the "**Policy**") is to:

1.3.1 set out the Group's responsibilities, and of those working for the Group, in observing and upholding its position on bribery and corruption; and

1.3.2 provide information and guidance to those working for the Group on how to recognise and deal with bribery and corruption issues.

1.4 Bribery and corruption are punishable for individuals by up to ten years' imprisonment. If we are found to have taken part in bribery or corruption, we could face an unlimited fine, be excluded from tendering for public contracts and face damage to our reputation. We therefore take our legal responsibilities very seriously.

1.5 On an ongoing basis we shall identify areas of particular risks for our business, in particular as we operate in and liaise with different jurisdictions throughout the world. To address those risks, we have:

1.5.1 conducted a comprehensive risk assessment of the Group;

1.5.2 conducted an immediate review of anti-corruption policies and procedures, especially taking into consideration corporate hospitality, donations and facilitation payments;

1.5.3 conducted due diligence on all "associated persons", especially third parties in high-risk jurisdictions or sectors;

1.5.4 adopted a robust anti-corruption stance at the highest level, including making a public statement of the Group's zero tolerance to corruption both internally and externally; and

1.5.5 made arrangements for extensive training and monitoring of staff in key risk areas involving establishing disciplinary mechanisms.

1.6 In this Policy, "**third party**" means any individual or organisation with which an individual comes into contact during the course of his/her work for the Group, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government

and public bodies, including their advisers, representatives and officials, politicians and political parties.

2 WHO IS COVERED BY THE POLICY?

This Policy applies to all individuals working at all levels and grades within the Group including employees at all levels (whether permanent, fixed-term or temporary), directors, senior managers, officers, consultants, contractors, trainees, casual workers, seconded staff, volunteers, interns, agents, sponsors, or any other person associated with, acting for or on behalf of the Group, wherever located (collectively referred to as "**workers**" in this Policy).

3 WHAT IS BRIBERY?

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.

Examples:

Offering a bribe

You offer a potential client tickets to a major sporting event, but only if they agree to do business with us.

This would be an offence as you are making the offer to gain a commercial and contractual advantage. We may also be found to have committed an offence because the offer has been made to obtain business for us. It may also be an offence for the potential client to accept your offer.

Receiving a bribe

A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in our organisation to ensure we continue to do business with them.

It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.

Bribing a foreign official

You arrange for the business to pay an additional payment to a foreign official to speed up an administrative process.

The offence of bribing a foreign public official has been committed as soon as the offer is made. This is because it is made to gain a business advantage for us. We may also be found to have committed an offence.

4 GIFTS AND HOSPITALITY

4.1 This Policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties.

4.2 The giving or receipt of gifts is not prohibited, if the following requirements are met:

4.2.1 it is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or

benefits;

4.2.2 it complies with local law;

4.2.3 it is given in our name, not in your name;

4.2.4 it does not include cash or a cash equivalent (such as gift certificates or vouchers);

4.2.5 it is appropriate in the circumstances. For example, in the UK it is customary for small gifts to be given at Christmas time;

4.2.6 taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;

4.2.7 it is given openly, not secretly; and

4.2.8 gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of the Chief Executive Officer of the Company.

4.3 We appreciate that the practice of giving business gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift should always be considered.

5 WHAT IS NOT ACCEPTABLE?

It is not acceptable for you (or someone on your behalf) to:

5.1 give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;

5.2 give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure;

5.3 accept payment from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them;

5.4 accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return;

5.5 threaten or retaliate against another employee who has refused to commit a bribery offence or who has raised concerns under this Policy; or

5.6 engage in any activity that might lead to a breach of this Policy.

6 FACILITATION PAYMENTS AND KICKBACKS

6.1 We do not make, and will not accept, facilitation payments or "kickbacks" of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official. They are not commonly paid in the UK but are common in some other jurisdictions in which we operate.

6.2 If you are asked to make a payment on our behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns, or queries regarding a payment, you should raise these with

the compliance officer (who is appointed by the board of directors (the "**Board**") of the Company from time to time) (the "**Compliance Officer**").

6.3 Kickbacks are typically payments made in return for a business favour or advantage. All workers must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.

7 DONATIONS

Save with the written approval of the Board of the Company, we do not make contributions to political parties. Similarly, we do not make charitable donations without the written approval of the Board. No donation must be offered or made without the prior approval of the Compliance Officer.

8 CONFLICTS OF INTEREST

8.1 A conflict of interest is a situation in which your personal interests are at odds with, or appear to be at odds with, your duties to the Group, and to its customers.

8.2 You must take care to avoid conflicts of interest. Where a conflict of interest arises, or where you become aware of a conflict of interest, you must declare the details in writing to the Compliance Officer as soon as possible. It may be possible to resolve conflicts through disclosure and other measures, depending on the circumstances.

8.3 Conflicts of interest can arise in many different ways. The following is a non-exhaustive list:

8.3.1 working in any capacity for another individual or entity whilst employed by the Group in a way which may materially affect your ability to carry out your job function;

8.3.2 competing (directly or indirectly) with the Group for the purchase or sale of property, services or other interests;

8.3.3 having a financial interest in a transaction involving the Group, or any of its customers, suppliers, vendors or lenders;

8.3.4 receiving the benefit of a loan or guarantee from a business partner of the Group;

8.3.5 directing business to a supplier, or giving preferential treatment to a customer, owned or managed by, or which employs, a close relative or friend;

8.3.6 investments by you and your close relatives in competitors, vendors, suppliers or customers of the Group unless they are publicly quoted companies; and

8.3.7 taking (or directing a third party to take) advantage of a business opportunity through the use of the Group's corporate property, information or position.

8.4 The requirement to declare conflicts of interest applies to all workers, who must also declare any conflicts of interest in relation to close family members (such as spouse, civil or common-law partner, children, step-children and parents).

8.5 Conflicts of interest which are significant should be reported to the Compliance Officer.

9 YOUR RESPONSIBILITIES

9.1 You must ensure that you read, understand and comply with this Policy.

9.2 The prevention, detection and reporting of bribery and other forms of corruption are the

responsibility of all those working for us or under our control. All workers are required to avoid any activity that might lead to, or suggest, a breach of this Policy.

9.3 You must notify the Compliance Officer as soon as possible if you believe or suspect that a conflict with this Policy has occurred, or may occur in the future. For example, if a client or potential client offers you something to gain a business advantage with us, or indicates to you that a gift or payment is required to secure their business. Further "red flags" that may indicate bribery or corruption are set out in Schedule 1 to this Policy.

9.4 Any employee who breaches this Policy will face disciplinary action, which could result in dismissal for gross misconduct. We reserve our right to terminate our contractual relationship with other workers if they breach this Policy.

10 RECORD-KEEPING

10.1 The Group must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

10.2 You must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review.

10.3 You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.

10.4 All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

11 HOW TO RAISE A CONCERN

11.1 You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage.

11.2 If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with the Compliance Officer (Note: Contact details to be provided by your line manager). Concerns should be reported by following our whistleblowing procedures.

12 WHAT TO DO IF YOU ARE A VICTIM OF BRIBERY OR CORRUPTION

It is important that you tell the Compliance Officer as soon as possible if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.

13 PROTECTION

13.1 Employees who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken.

13.2 We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an

actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the Compliance Officer immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our grievance procedure.

14 TRAINING AND COMMUNICATION

14.1 Training on this Policy forms part of the induction process for all individuals who work for us, and regular training on this Policy will be provided as necessary.

14.2 Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

15 WHO IS RESPONSIBLE FOR THE POLICY?

15.1 The Board has overall responsibility for ensuring this Policy complies with our legal and ethical obligations, and that all those under our control comply with it.

15.2 The Compliance Officer has primary and day-to-day responsibility for implementing this Policy, and for monitoring its use and effectiveness and dealing with any queries on its interpretation. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this Policy and are given adequate and regular training on it.

16 MONITORING AND REVIEW

16.1 The Compliance Officer will monitor the effectiveness and review the implementation of this Policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

16.2 All employees are responsible for the success of this Policy and should ensure they use it to disclose any suspected danger or wrongdoing.

16.3 Employees are invited to comment on this Policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Compliance Officer.

16.4 This Policy does not form part of any employee's contract of employment and it may be amended at any time. The Group will provide a copy (via the intranet or hardcopy) of the current version of this Policy to new employees when they are hired or contracted and will provide copies of significant changes as necessary.

SCHEDULE 1

Potential risk scenarios: "red flags"

The following is a list of possible red flags that may arise during the course of you working for us and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for us, you must report them promptly to the Compliance Officer using the procedures set out in paragraph 11:

1 you become aware that a third party engages in, or has been accused of engaging in, improper business practices;

2 you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;

3 a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;

4 a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;

5 a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;

6 a third party requests an unexpected additional fee or commission to "facilitate" a service;

7 a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;

8 a third party requests that a payment is made to "overlook" potential legal violations;

9 a third party requests that you provide employment or some other advantage to a friend or relative;

10 you receive an invoice from a third party that appears to be non-standard or customised;

11 a third party insists on the use of side letters or refuses to put terms agreed in writing;

12 you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;

13 a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us; or

14 you are offered an unusually generous gift or offered lavish hospitality by a third party.