

Request for Understanding of and Cooperation with Mitsubishi Corporation Group's Anti-Corruption Guideline

Mitsubishi Corporation (hereinafter referred to as MC) conducts its business activities on the premise of “Shoji Komei” (Integrity and Fairness), which is one of the “Three Corporate Principles” that form the cornerstone of our corporate philosophy. The expression “Integrity and Fairness” represents action that is just and upright, and also represents the maintenance of the principles of transparency and openness in our activities. We require our directors, officers, and employees to act fairly and with integrity while always having the “Shoji Komei” principle in mind. We have also strictly prohibited any act of corruption.

Following the amendment of Japan's “Unfair Competition Prevention Act,” by which the bribery of foreign public officials was made illegal, in 1998 we established the “Code of Prohibition against Improper Payments or Other Types of Benefits” in order to prevent the provision of such benefits to public officials, etc., and so as to not invite external suspicion or mistrust. In 2002, we established a strict anti-corruption system by setting specific guidelines regarding the provision of entertainment or gifts to public officials, etc., and regarding the appointment of agents, consultants, etc. We have further committed to build and operate an effective system for anti-corruption by frequently amending the company rules and revising the internal system based on the actions of various nations' authorities as well as on the actual instances of enforcement within those nations. In 2016, for the purpose of preventing employees of MC and MC Group companies from being involved in bribery related incidents, we have published the “Anti-Corruption Handbook” which summarizes the anti-corruption laws and regulations of various nations, recent violations and the internal anti-corruption policies of MC and we have distributed this to employees of both MC and our domestic subsidiaries.

Our business development is based on a consolidated and global basis including employees of domestic and overseas group companies. Furthermore, while the business of the MC Group companies requires contact with public officials, etc., around the world, anti-corruption regulations as well as actual enforcement are getting stronger and stronger. By considering these changes, etc., in the environment surrounding our business both internal and external, we have, for the purpose of strengthening our efforts to prevent corruption within the MC Group as a whole, revised “Mitsubishi Corporation's Anti-Corruption Guideline,” which we have announced in 2015, and will newly establish and announce “Mitsubishi Corporation Group's Anti-Corruption Guideline” which has expanded its range to apply to each company within the MC Group.

“Mitsubishi Corporation Group’s Anti-Corruption Guideline” includes not only MC Group’s commitment but also some requests to our business partners. This is based on our belief that gaining understanding and cooperation from the directors, officers and employees of the MC Group, as well as from our business partners, is absolutely necessary in order to ensure the thoroughness of our compliance, including the prevention of corruption.

We highly appreciate the understanding and cooperation of our valued business partners regarding this guideline.

April 1, 2019

A handwritten signature in black ink, appearing to read "M. Sakurada". The signature is fluid and cursive, with a long, sweeping tail on the final letter.

Mitsubishi Corporation
Chief Compliance Officer

Mitsubishi Corporation Group's Anti-Corruption Guideline

Mitsubishi Corporation Group's Commitment

1. Prohibition of Bribery of Public Officials, etc.

Mitsubishi Corporation Group (hereinafter referred to as MC Group), which includes Mitsubishi Corporation (hereinafter referred to as MC) and its subsidiaries, will not allow any improper provision, entertainment, gifts, benefits, or other advantages to a public official or to a person who holds a status equivalent thereto (hereinafter referred to as "Public Officials, etc.") regardless of whether done inside or outside of Japan.

If by chance any Public Officials, etc., demand the provision of an improper economic advantage, regardless of whether inside or outside of Japan, MC Group companies will firmly reject such demand and contact the relevant authorities depending on the circumstances.

Important Points

- "Public Officials, etc." include an individual such as:
 - An official of a national or local government, either in Japan or abroad (including cabinet ministers, members of the Diet/Congress/Parliament, ambassadors, military personnel, etc.);
 - A director, officer, or employee of a government-affiliated company or of a government-affiliated entity, either in Japan or abroad;
 - A director, officer, or employee of a legal entity that is considered equivalent to a public official under laws and regulations, either in Japan or abroad;
 - A director, officer, or employee of an international organization (e.g., the United Nations, the World Trade Organization, etc.); or
 - A director, officer, or employee of an enterprise which conducts administrative work under delegated authority regarding inspections or tests, etc., that a domestic or foreign government (either national or local), or international organization conducts under its own authority (e.g., a government-designated inspection agency or test institution).
 - Officers and employees of political parties and candidates for public office, etc.

- "Entertainment, gifts, benefits, or other advantages" includes items such as:
 - Cash, cash voucher, gift card, loan, collateral, or guaranty;
 - Invitation (to watch a sporting event or theatrical event, or to travel, etc.);

- Donation or expense for sponsorship;
 - Gratuity, kickback, promotional expense, or discount; or
 - Employment opportunity for oneself or one's relatives.
- Strict controls regarding bribery of Public Officials, etc., have been imposed under the Foreign Corrupt Practices Act of the United States, the Japanese Unfair Competition Prevention Act, the U.K. Bribery Act 2010 any other applicable anti-corruption laws and regulations. Moreover, even the provision of some benefit that might not amount to bribery, may be prohibited by the ethical code that applies to Public Officials, etc., in each country. In terms of contacting Public Officials, etc., not only do we comply with the laws of different countries but we are also mindful not to cause any external suspicion or mistrust. Furthermore, especially when offering entertainment or gifts to Public Officials, etc., we carefully handle the matter in consultation with the compliance officer by following the internal rules of each company, which specify guidelines for the exercise of judgment, as well as by controlling the matter very strictly.
 - A small payment to a Public Official, etc., which is intended only to facilitate the process regarding ordinary administrative services (hereinafter referred to as “Facilitation Payments”), disturbs the efficient operation of the governmental organization and it eventually may impede economic development and the rule of law. Such conduct is prohibited as bribery of Public Officials, etc., in many countries. In the MC Group, Facilitation Payments are prohibited.

2. Payment to Agent, etc.

MC Group companies will make absolutely no payment to any agent or consultant, etc., to which it entrusts work (hereinafter referred to as “Agent, etc.”), in the event that MC Group companies become aware of the fact that a portion of payments may be or possibly will be misappropriated toward benefits or other advantages to Public Officials, etc. that can only be obtained through improper methods (including Facilitation Payments).

Important Points

- “Agent, etc.” includes any and all third parties such as any consultant, broker, agent, etc., regardless of its name, which MC Group companies hire for the purpose of having it assist with the conducting of transactions or operations and which may have contact with Public Officials, etc.

- Upon hiring the Agent, etc., MC Group companies have established company rules and regulations based on the content and nature of individual businesses, and confirm the suitability of the Agent, etc. as well as the appropriateness of the fee considering the nature of the services to be provided, in accordance with such company rules and regulations. Employees confirm an Agent, etc.'s suitability by looking into, among other factors, the followings and conduct appropriate internal procedures:
 - Relationships with Public Officials, etc.;
 - Credentials which are required to conduct the entrusted work; and
 - Ability to perform and complete the entrusted work.

- Our contract with the Agent, etc., as a general matter, will have specific provisions which prohibit improper payments to Public Officials, etc., as well as specific terms that, if breached, would permit us to cancel the agreement; in this manner, we strive to prevent bribery through the Agent, etc.

- Moreover, we always confirm that we make payment to an account that exists in the country in which the Agent, etc., is located and that is held under the name of the Agent, etc.

3. Provision of entertainment or gifts to business partners other than Public Officials, etc.

Even when providing entertainment, gifts, benefits, or other advantages to business partners (or directors, officers and employees thereof) who do not fall under the definition of Public Officials, etc., such provision must be within the levels deemed generally acceptable by society, and in compliance with the laws and regulations of individual countries.

Important Point:

- Even in the case of entertainment or gift-giving, etc., among truly private companies or private citizens, if such conduct is judged to be the provision of something that is given with the expectation of an illegitimate benefit, it is possible that a company's directors, officers, or employees may be subject to punishment based on the crime of bribery or breach of trust under the Japanese Companies Act, the Foreign Corrupt Practices Act of the United States, the U.K. Bribery Act, or the penal code and the unfair competition prevention law in China. We must pay attention so as to comply with the laws and regulations and the social norms

of each country, even in the case of entertainment or gift-giving, etc., among private companies or private citizens.

4. Acceptance of entertainment or gifts

MC Group companies cannot accept, from business partners, any excessive entertainment, or any gifts beyond the scope of social courtesy.

5. Thorough record management

MC Group companies prepare and retain accounting books and records, accurately and in a timely fashion, with respect to all transactions and disposition of assets.

6. Familiarization and thorough implementation of bribery prevention

In order to thoroughly enforce the anti-corruption rules stated above, MC Group companies have established respective internal rules and regulations based on the actual situation of their respective business and these rules and regulations are strictly applied. In addition, MC Group companies continuously implement various measures such as: obtaining—from directors, officers and employees—written pledges of compliance with the applicable Code of Conduct; and implementation of e-learning and seminars which incorporate case studies.

7. Internal whistleblowing system

MC Group companies have been promoting the introduction of multiple internal whistleblowing systems in order to discover and rectify alleged acts of bribery and other alleged compliance violations at an early stage. A consolidated global based whistleblowing system for the detection of violations of anti-trust laws and bribery has also been installed.

Request from Mitsubishi Corporation Group to Our Business Partners

1. Prohibition of Corruption

In your conduct of business relating to Mitsubishi Corporation Group companies (hereinafter referred to as MC Group companies), MC Group companies request that improper entertainment, gifts, Benefits, or other advantages must not be provided, offered or promised to Public Officials, etc., or other third parties, regardless of whether done inside or outside of Japan, or whether done directly or indirectly; and additionally, that such things should not be accepted nor should requests for such things be made.

Important Point:

- For the meaning of “Public Officials, etc.” and “Benefit or other economic advantage,” please refer to the above-mentioned “Mitsubishi Corporation Group’s Commitment”, § 1, “Prohibition of Bribery of Public Officials, etc.”

2. Familiarization and thorough implementation of bribery prevention

MC Group companies requests that each of its business partners make known—to all of its directors, officers, employees, and third parties such as subcontractors, etc.—the spirit of the anti-corruption laws and of MC Group’s own Anti-Corruption Guideline, and to carry them out in practice through training, etc.

3. Handling of suspected violations

Should any act of corruption or accounting fraud, or suspicion of the same, arise in connection with the performance of work done in relation to MC Group companies, we request that prompt notification be made to the applicable MC Group company, and we also request that complete cooperation be given to investigations by either such MC Group company or the relevant authorities.

Establishment: April 1, 2019