

Anti-Bribery and Corruption Policy

Introduction

Whoever we may deal with, and wherever we may operate, we are committed to doing so lawfully, ethically and with integrity. As part of this commitment, all forms of bribery and corruption are unacceptable and will not be tolerated. We must not, and we must ensure that any third party acting on our behalf does not, act corruptly in our dealings with any other person.

This anti-bribery and corruption policy sets out Mitsui Components Europe Ltd policies to prevent acts of bribery and corruption. These policies and procedures have been designed to comply with legislation governing bribery and corruption on a global basis.

This policy provides guidance on the standards of behaviour to which we must all adhere and most of these reflect the common sense and good business practices that we all work to in any event. This policy is designed to help you to identify when something is prohibited so that bribery and corruption is avoided, and provide you with help and guidance if you are unsure about whether there is a problem and you need further advice.

Who this policy applies to?

The fundamental standards of integrity under which we operate do not vary depending on where we work or who we are dealing with. This policy applies to all employees (full and part time) and temporary workers (such as consultants or contractors) (together referred to as “employees” in this document) across the group no matter where they are located or what they do. It is the responsibility of each of us to ensure that we comply with these standards in our daily working lives. This policy sets out a single standard that all employees must comply with.

Failure to comply with this policy, whether or not this is intentional, may lead to disciplinary action (up to and including dismissal), and criminal liability for the individual involved (up to and including imprisonment).

What is Bribery and Corruption?

Bribery - Bribery is the offering, promising, giving, solicitation or the receipt or agreement to receive any financial or other advantage, or any other inducement from any person or company, (wherever they are situated and whether they are a public official or body, or a private person or company), by an individual employee, agent or other person or body acting on another’s behalf.

Corruption – Corruption is the abuse of entrusted power for a private gain.

MCE prohibits:

Bribery of or by any person or company, in any jurisdiction, wherever they are situated and whether they are a public official or body or private person or company or by any individual employee, agent or other person or body acting on the Group's behalf in order to

1. gain any commercial, contractual or regulatory advantage for the Group in a way which is unethical or

2. gain any personal advantage, pecuniary or otherwise, for the individual or anyone connected with the individual or
3. induce the improper performance of any function that is of a public nature, connected with a business, performed by a body or performed by a person in the course of their employment.

Gifts, hospitality and expenses

Giving or receiving gifts or hospitality is often an important part of maintaining and developing business relationships. However, all gifts and hospitality should be for a genuine purpose, reasonable, and given in the ordinary course of business.

Lavish or unreasonable gifts or hospitality, whether these are given or received, are unacceptable as they can create the impression that we are trying to obtain or receive favourable business treatment by providing individuals with personal benefits. In addition, gifts and hospitality can themselves be a bribe. Be careful to avoid even the appearance that the giving or accepting of gifts or hospitality might influence the decisions you take on behalf of MCE.

Facilitation Payments

Facilitation payments are any payment made (except where comprised in a lawful and published tariff of general application) as an inducement to secure or expedite the performance of a routine or necessary action to which the payer of the facilitation payment has a legal entitlement. These are not permitted or condoned by MCE.

How do I know if something is a bribe?

In most circumstances, common sense will determine when a bribe is being offered. However, here are some questions you should ask yourself if in doubt:

- am I being asked to pay something or provide any other benefit over and above the cost of the services being performed, for an example an excessive commission, a lavish gift, a kickback or make a contribution to a charity or political organisation?
- am I being asked to make a payment for services to someone other than the service provider?
- are the hospitality or gifts I am giving or receiving reasonable and justified? Would I be embarrassed to disclose them?
- when a payment or other benefit is being offered or received, do I know or suspect it is to induce or reward favourable treatment, to undermine an impartial decision making process or to persuade someone to do something that would not be in the proper performance of their job?

Whistleblowing

MCE is committed to ensuring that employees can speak up with confidence if they have any concerns or need to ask for help. If you suspect or observe anything that you think might be in contravention of this policy, you have an obligation to report it. You should raise your concerns with the Senior Manager HR & GA in the first instance.

MCE will not tolerate retaliation in any form against anyone for raising concerns or reporting what they genuinely believe to be improper, unethical or inappropriate behaviour. All reports will be treated confidentially.

Final considerations

MCE recognises that best practice varies and what is normal and acceptable in one place may not be in another.

This policy is not meant to prohibit the following practices providing they are customary in a particular market, are proportionate and are properly recorded:

- normal and appropriate hospitality
- the giving of a ceremonial gift on a festival or at another special time
- the use of any recognised fast-track process which is available to all on payment of a fee.

The prevention, detection and reporting of bribery or corruption is the responsibility of all persons within MCE.

Getting help

If you are unsure about your obligations under this policy, you should contact the Senior Manager HR & GA.