

ANTI-BRIBERY MEASURES

1. Definition of Bribery

- 1.1 Bribery is an inducement or reward (such as money, gifts or services) offered, promised or provided to civil service employees or politicians in contravention of laws, regulations and normal social conventions in order to gain any commercial, contractual, regulatory or personal advantage.¹
- 1.2 These guidelines include and apply not only to bribery with respect to above-mentioned civil service employees or politicians but also to any activities similar to bribery with respect to third parties other than civil service employees or politicians.²
- 1.3 These guidelines should be read together with Conflict of Interest (R-Com-04).

2. Prevention of Bribery³

- 2.1 Prohibit bribery in any form, activities similar to bribery and activities which could give rise to bribery allegations, whether direct or indirect, whether with respect to civil service employees, politicians or other third parties, and by or on behalf of the overseas base.
- 2.2 Demonstrate a strong top-level commitment against bribery with respect to the above (1.0).
- 2.3 Communicate a clear anti-bribery message to all officers and employees and foster an environment whereby bribery is not acceptable.
- 2.4 When dealing with an outsourcing contractor, consultant, agency etc. (hereinafter referred to as "third party") ^(Note), pay particular attention to bribery risk. When concluding an agreement for a transaction through a third party, items related to bribery prevention (representation, guarantee, pledge, right of audit/cancellation in the case of suspicion of bribery, etc.) shall be included.

(Note) There were cases where public officials and/or civil servants offer transactions through third parties.

3. Suggested Procedures for the Prevention of Bribery

- 3.1 Overseas bases should implement policies and procedures to prevent, investigate, and report acts of bribery and any activities similar to bribery, and to discipline offenders
- 3.2 These measures should reflect and be consistent with those detailed in the above "Chapter 2 Dishonest and Unlawful Acts Handling Guidelines".

4. Attention to U.S and UK Laws and regulations⁴

- 4.1 U.S and UK laws prohibiting bribery apply equally to acts conducted outside of those countries by companies and other entities that are resident in countries other than the U.S.A or the UK (extraterritorial application) and a number of cases have arisen which involve large fines. In addition, the relevant act in the UK also applies to transactions between private individuals. Accordingly, oversea entities are required to pay attention to the regulatory trends in those countries.

¹ MSIJ, A2 Compliance Policy V12.1, Guidance Note No. 5 Anti Bribery Measures, 1. Definition of Bribery

² MSIJ, A2 Compliance Policy V12.1, Guidance Note No. 5 Anti Bribery Measures, 2. Prevention of Bribery

³ MSIJ, A2 Compliance Policy V12.1, Guidance Note No. 5 Anti Bribery Measures, 3. Suggested Procedures for the Prevention of Bribery

⁴ MSIJ, A2 Compliance Policy V12.1, Guidance Note No. 5 Anti Bribery Measures, 4. Attention to US & UK Laws and Regulations

Reproduction of this document is prohibited and considered uncontrolled unless permitted by the QMR/DC in writing. Access of electronic documents are considered uncontrolled unless access from BPI/MS Quality Management Database.