

COMPANY PROCEDURE

**Title: Code of Conduct – Promotion of
Corporate Ethics and Compliance**

SCOPE

This document describes the Code of Conduct that will be applied by the company and employees in discharging its obligations for Corporate Social Responsibility

Originator: TML Senior Management Team

Approved by: TML Board of Directors

(Electronic approval on file)

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1. GENERAL PROVISIONS OF THE CODE OF CONDUCT

1.1 Purpose and Application of the Code of Conduct

- (1) We (ie. Board of Directors, Senior Management Team and Employees (including temporary and part-time employees)) recognise that the key to enhancing the corporate value of the NEC Group (consisting of NEC Corporation and affiliated companies) is fulfilling our corporate social responsibility in our day-to-day work. Therefore at all times, we will observe this Code of Conduct.
- (2) This Code of Conduct shall be applied to the Officers and Employees and will be approved by the TML Board of Directors.
- (3) This Code of Conduct is derived from the NEC Group Code of Conduct originating from the Corporate Ethics Division of NEC Corporation. Any significant changes to this Code of Conduct must be notified to that Division.

1.2 Basic Position

- (1) We will comply with all applicable laws, rules, regulations and all in-house procedures, including this Code of Conduct, in every aspect of our corporate activities at all times. We will strive to ensure that all corporate activities are in compliance with normal business practices and social ethics.
- (2) We will respect the fundamental human rights of all people in every aspect of our corporate activities. We will not act in such a way that may affect the dignity of any individual or be prejudicial on the grounds of race, beliefs, gender, age, social position, family origin, nationality, ethnicity, religion, or physical or mental handicap.
- (3) We will respect the privacy of individuals, such as customers, business partners and our Employees.
- (4) We will maintain impartial, fair and open relationships with all stakeholders of our Company and will conduct business in a fair manner with them.
- (5) We will not take any action pursuing our personal or a third party's interests against our Company's legitimate interests.
- (6) We will not take any action whatsoever that may damage the NEC Group's social trust or honour.
- (7) We will accurately and fairly maintain all accounting and other records in accordance with applicable laws, rules and regulations.

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- (8) With an awareness of our position as a member of society, we will always act in accordance with a good social conscience based on high moral and ethical standards.

1.3 Accountability for Adherence to this Code of Conduct

- (1) We will act faithfully in compliance with this Code of Conduct.
- (2) The Officers and Employees that are in a managerial position will provide guidance and supervision to ensure that all their Employees observe the provisions of this Code of Conduct.
- (3) The Divisions and Groups concerned in our company will undertake the activities necessary to ensure that the corporate activities are in compliance with this Code of Conduct, including the formulation of in-house processes and procedures, promotion of thorough awareness of specific rules to observe, and provision of advice and guidance.
- (4) We recognise that a violation of this Code of Conduct may result in disciplinary action under and in accordance with applicable laws, rules and regulations, or in-house processes and procedures.

1.4 NEC Help Line

- (1) The Officers and Employees of the Company who are aware of acts that are, or that may be in violation of this Code of Conduct are encouraged to contact the Employee Assistance Programme, (operated on behalf of the company by British United Provident Association). Such Officers and Employees will not be subject to any form of detrimental treatment as a result of their action to contact the Employee Assistance Programme.

2. RELATIONS WITH SOCIETY

2.1 Preservation of the Environment

To preserve the global environment and contribute to building a sustainable society, we will not only observe all applicable laws and regulations, but also constantly reduce any adverse impact on the environment that results from any stage of the work product lifecycle, from materials procurement to product development, use, recycling and disposal.

Related document: QADOC 037 – EMS Quality Plan

2.2 Contributions

We will make contributions only after careful consideration of the necessity and appropriateness, while maintaining compliance with applicable laws, rules and regulations.

2.3 Political Funds

We will adhere to applicable laws and regulations, such as laws to regulate money used for political activities and laws to regulate public elections for all political funds and donations, as well as expenditures related to elections and political activities.

2.4 Prohibition on Involvement in Anti-Social Activities

- (1) We will take determined action against anti-social influences and groups that threaten public order and safety, and all contact with such entities is strictly forbidden.
- (2) We will not involve ourselves in any acts that would promote the activities of anti-social groups.

3. RELATIONS WITH CUSTOMERS, BUSINESS PARTNERS AND COMPETITORS

3.1 Product and Service Safety

We will always focus on customer satisfaction, observe all applicable laws, rules and regulations and give full consideration to the quality and safety of our products and services.

3.2 Free Competition and Fair Commercial Transactions

- (1) We will conduct fair commercial transactions with all business partners based on the principle of free competition and in compliance with anti-trust, competition and fair trade laws and all other applicable laws, rules and regulations
- (2) We will not undertake any action that inhibits free and fair competition, including collusion and cartel formation, nor will we participate in meetings or in exchanges of information that may limit free competition or engage in any activity that may be construed as doing so.
- (3) We will always keep relations with customers, business partners and competitors, open and fair. In addition, we will carry out all commercial transactions with integrity by adhering to social ethics.

3.3 Policies on Transactions with Suppliers of Materials and Services

- (1) We will carry out commercial transactions with suppliers of materials and services, including companies such as advertising agencies in a fair and equal manner, while being compliant with applicable laws, rules, regulations and contracts.
- (2) We will not abuse any superior position that we may have as a customer to cause inappropriate disadvantage to suppliers.
- (3) We will not seek personal gain by accepting any benefits or special convenience in procurement or other purchasing operations.

3.4 Policies on Transactions with Distributors

- (1) We will carry out commercial transactions with distributors in a fair and equal manner while being compliant with applicable laws, rules, regulations and contracts.
- (2) We will not take inappropriate or unlawful actions against distributors, including exclusionary measures, discriminatory treatment and restrictions on their business operations.

3.5 Policies on Entertainment and Gifts

- (1) We will conduct ourselves with sound business practices and social norms when we provide or receive entertainment or exchange gifts with business partners or others.
- (2) We will not, under any circumstances, offer bribes to members of Government, members of regional public organisations (including personnel of public corporations and other government-affiliated organisations who shall be deemed to be public officials under applicable laws, rules and regulations). In addition, we will not provide any benefits to gain unfair business advantage, entertain in a way that could be construed as offering benefits, or offer gifts or any other treatment that lacks justifiable grounds.
- (3) We will not conduct any acts involving foreign officers such as officials of foreign governments or regional public organisations that could be construed as bribery, or the provision of benefits to gain an unfair business advantage under any circumstances under applicable laws, rules and regulations.

Related document: Finance procedure – Business Entertainment

3.6 Policies on Import-Export Transactions

We will carry out the import and export of products, technology and services in compliance with all applicable domestic and international laws, rules, regulations and all in-house processes and procedures.

Related document: CP 004 – Export and Trade control

3.7 Policies on Publicity and Advertising

We will avoid displays and expressions that are not based on facts, or that are misleading for customers with respect to the quality, performance or specifications of our products or services in publicity, advertising and other sales-related activities.

4. RELATIONS WITH SHAREHOLDERS AND INVESTORS

4.1 Disclosure of Corporate Information

- (1) We will disclose information such as management policies and business activities to shareholders and investors in accordance with applicable laws, rules and regulations.
- (2) We will always ensure the accuracy of corporate information made public by our company and will disclose such information in a timely, appropriate and fair manner with due consideration of the need to protect confidential information.

4.2 Prohibition of Insider Trading

We will not use non-public information obtained from the NEC Group or other companies through the execution of our duties or business transactions for the sale or purchase of marketable securities, including the trading of stocks. In addition, we will not abuse such non-public information to provide any form of benefit or convenience to a third party.

5. MANAGEMENT OF COMPANY'S ASSETS AND INFORMATION

5.1 Management and Proper Use of Company's Assets

We will properly manage our company's assets (tangible and intangible) in accordance with in-house processes and procedures and will not use them for private purposes or any other use unrelated to the Company's business operations.

Related document: CO Intranet – Asset Tracking Directive

5.2 Handling of Confidential Information

- (1) We will strictly manage our Company's confidential information. That is, we will not disclose or leak such information in a manner that violates in-house processes and/or procedures, not only during our employment at our Company, but also after our departure from the Company.
- (2) We will not use our Company's confidential information improperly or inappropriately for our own benefit, not only during our employment at our Company, but also after our departure from the Company.
- (3) We will not use for any inappropriate purpose, information on or held by customers, suppliers, distributors or other business partners that was obtained through the execution of our duties. Moreover, we will strictly manage such information so that it is not disclosed or leaked in a manner that violates in-house processes and procedures.
- (4) We will not access or obtain confidential information on or held by customers, suppliers, distributors, other business partners or competitors, by improper means.

Related document: QADOC 036 – ISMS Quality Plan
Staff Handbook – Employment Contractual Terms -
Confidentiality

5.3 The Protection and Utilisation of Intellectual Property Rights

- (1) We will protect and maintain the intellectual property rights such as patents, utility models, design rights, trademarks and copyrights that are obtained from our Research and Development or other intellectual activities and will try to actively utilise them. Any licensing of these rights must be processed in compliance with in-house processes and procedures.
- (2) We will respect and not infringe upon or illegally use the intellectual property rights of third parties.

Related document: CP 007 – IPR Management
Staff Handbook – Company Policies – Invention and
Intellectual Property

6. IMPLEMENTATION SYSTEM

6.1 Code of Conduct – Implementation System

- (1) The establishment, revision and withdrawal of this Code of Conduct will be decided by the TML Board of Directors. This may be dependent on whether the parent
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(NEC) Code of Practice is withdrawn and will follow deliberation of the Corporate Social Responsibility promotion committee of NEC Corporation.

- (2) The basic policies concerning the management and application of this Code of Conduct will be deliberated by the TML Board of Directors. This may be dependent on whether the parent (NEC) Code of Practice is updated and will follow deliberation of the Corporate Social Responsibility promotion committee of NEC Corporation.
- (3) The Corporate Ethics Division of NEC Corporation, which is responsible for the NEC Code of Practice, will promote the implementation of the rules of the (NEC) Code of Conduct in co-operation with NEC Group Companies and related Divisions of NEC Corporation.
- (4) The TML QA Manager will conduct periodic audits of the observance of the code of Conduct.

6.2 Inquiries

Inquiries related to the provisions in this Code of Conduct should be directed to the TML Senior Management Team.