

**Guideline of Anti-bribery and Anti-Corruption
(For Business Partners)**

**Panasonic Holdings Corporation
Group Compliance Department**

【Introduction】 Compliance with Anti-Corruption regulations.

These Guidelines were developed to address the general requirements of the various Anti-Corruption Laws. Local laws and regulations relating to the prevention of bribery may be stricter than these Guidelines. Panasonic's Business Partners must comply with these Guidelines and any relevant local laws and regulations.

1. Prohibition of Bribery and Corrupt Acts

Panasonic Group prohibits any bribery and/or any other form of corrupt practices within, and/or on behalf of, itself and its Directors and Employees directly or indirectly through any third parties ("Business Partners"). Panasonic Group's Business Partners may not directly, or indirectly through other third parties, do either of the following in connection with Panasonic Group business:

1. offer, promise, agree to pay, or authorize the provision of any **Thing of Value** to another party, including both **Government Officials** and commercial parties, to improperly influence their actions, including but not limited to for the purpose of obtaining or retaining business or any improper business advantage; or
2. solicit or accept a Thing of Value from another, including both Government Officials and commercial parties, to obtain or retain any business or improper business advantage.

<Remark>

• **Who are "Government Officials" ?**

- (1). A public official, meaning any individual acting in an official capacity—regardless of rank, seniority, or position and regardless of whether elected or appointed—for or on behalf of:
 - the executive branch, meaning a government authority such as a department, ministry, or agency, at the national, prefectural, state, provincial, municipal or local level;
 - the legislative branch;
 - the judiciary branch;
 - a political party;
 - a public international organization, such as the United Nations ("UN"), International Financial Institutions, such as the World Bank and other Multilateral Development Banks, and the International Monetary Fund, or the International Civil Aviation Organization ("ICAO");
 - a member of Organizing Committee of the Olympic and Paralympic Games; or
 - a member of a royal family.
- (2). An official or employee of a "State-owned Enterprise" ("SOE"), meaning a government-owned or -controlled enterprise, such as an airline, a public utility or energy company, a bank or a government-owned or -controlled institution such as a university, a newspaper, or other media organization, a hospital, or other organizations. An SOE is any state-owned corporate entity to which a state or a government has significant control in various forms, including without limitation:
 - full, majority, or significant minority ownership;

- the power to appoint the management; and/or
 - financing more than 50% of the enterprise's budget.
- (3). A candidate for (1) or (2).
- (4). A person fulfilling any such function on a temporary basis.
- (5). A former Government Official who continues to exert influence over his or her former position.

• **What is a “Thing of Value” ?**

Any kind of benefit, including, but not limited to the following tangible or intangible benefits:

- Cash and cash equivalents, such as gift cards, transportation cards, vouchers, coupons, loans, frequent flyer miles;
- Gifts, meals, travel and other hospitalities;
- Compensation for services;
- Political Contributions, Donations and Sponsorships;
- Employment and business opportunities, and internships (paid or unpaid); or
- Other favors or offers thereof.

• **What are Facilitation Payments ?**

An offer or payment of a Thing of Value to a Government Official to secure or expedite the performance of a routine, non-discretionary government action – including but not limited to the issuance of permits or customs clearance – where the payer is legally entitled to receive the services without making such payment.

• **What are Anti-Corruption Laws?**

All laws, rules, and regulations of any jurisdiction applicable to Panasonic Group or Business Partners from time to time concerning or relating to bribery or corruption, including, without limitation, the United States “Foreign Corrupt Practices Act of 1977”, the UK “Bribery act 2010”, the China “Unfair competition prevention Act” and the Japan “Unfair Competition Prevention Act” as amended, and the rules and regulations thereunder.

◆ **Bribery of government officials**

In recent years, many countries have developed and/or strengthened their Anti-Corruption Laws, which prohibit bribery of government officials. Authorities have also increased enforcement efforts against those companies and individuals who violate these Anti-Corruption Laws; resolution of these enforcement actions has resulted in significant monetary penalties on companies and, in some cases, jail time against individuals.

◆ **Commercial bribery**

In addition, bribery of those in the private sector (“commercial bribery”) is also prohibited in many

countries. As noted above, Panasonic Group prohibits bribery of any individual – whether acting in a governmental or commercial capacity – in connection with Panasonic Group business.

◆ **Bribery through a third party**

You may not use another third party such as a sales agent, consultant, or subcontractor, to offer or make a bribe in connection with Panasonic Group Business. If you are aware that any third party is offering a bribe in connection with Panasonic Group’s business or engages in other improper acts, you and Panasonic Group may be liable for their improper actions.

◆ **Prohibition of Facilitation Payments**

Panasonic Group prohibits Facilitation Payments. Business Partners may not directly or indirectly (through any third parties), make a Facilitation Payment to improperly influence their actions, including but not limited to obtaining or retaining business or any improper business advantage for Panasonic Group.

2. Cooperation with due diligence and submission of certification

To accurately assess the bribery and corruption risk associated with a Business Partner, Panasonic Group must conduct due diligence prior to (1) first engaging a Business Partner; (2) if the risk profile of a Business Partner changes; or (3) if it renews a Business Partner engagement. Business Partners are expected to cooperate with reasonable requests from Panasonic Group for information or interviews during the due diligence process. After evaluating due diligence records, Panasonic Group may request that Business Partners fulfill additional compliance requirements, including without limitation providing written certification of compliance with the Anti-Corruption Laws and with other applicable compliance related requirements from Panasonic Group.

3. Conclusion of a contract (provision) prohibiting bribery and corruption

Panasonic Group contracts generally include provisions that prohibit bribery and corruption with Business Partners at the time of commencement or renewal of business. Panasonic Group requests your cooperation in executing these contract provisions where appropriate.

4. Preservation of accurate accounting records

Any payments made on behalf of Panasonic Group or in connection with any work performed for it must be made in accordance with the Anti-Corruption Laws. Business Partners must maintain a record of such payments that contains reasonable detail and accurately and fairly reflect the purpose and amount of the payments.

5. Cooperation in report and investigation

Panasonic Group expects that Business Partners will promptly report any violation or potential violation of these Guidelines or laws and regulations concerning bribery and other related business to Panasonic Group. Business Partners can report such matters to the Panasonic Global Compliance Hotline. Please provide Panasonic Group with information that will allow Panasonic Group to confirm compliance with the content of these Guidelines when Panasonic Group makes a request for such information.

- ◆ Panasonic Global Compliance Hotline
<http://panasonic.ethicspoint.com>

6. Training on Anti-Bribery and Anti-Corruption

Panasonic Group expects that Business Partners will ensure that all of its officers, directors and employees working on Panasonic Group business complete reasonable and adequate training on the relevant Anti-Corruption Laws. In addition, Panasonic Group may provide Business Partners with additional required training materials on these Guidelines.

[Revision of the Guidelines]

The contents of the Guidelines may be revised due to revisions to Panasonic Group's rule and revisions to major laws and regulations.

Please check the following URL for the latest information.

https://holdings.panasonic.jp/corporate/sustainability/pdf/Guideline%20of%20Anti-bribery%20and%20Anti-Corruption_en.pdf