



Code of Conduct


 TOYOTA BOSHOKU	TBA Code of Conduct	Reference: TB-LG-COC001-PO-E
		Revision Level: 3
		Page 2 of 33

Table of Contents

	<u>Page</u>
TB Way	<u>4</u>
Introduction to the TBA <i>Code of Conduct</i>.....	<u>5</u>
Who Must Follow the TBA <i>Code of Conduct</i>?	<u>5</u>
What is Expected of Team Members?	<u>6</u>
- How to Report a Possible Violation or <i>Code of Conduct</i> Related Questions	<u>8</u>
- Non – Retaliation	<u>9</u>
- Disciplinary Action	<u>9</u>
Unfair Competition and Antitrust.....	<u>10</u>
Anti-Bribery Laws	<u>11</u>
Recruiting of Former Government Officials.....	<u>13</u>
Gifts and Entertainment.....	<u>13</u>
Insider Trading	<u>14</u>
Conflicts of Interest.....	<u>14</u>
Diversity, Equal Opportunity and Respect	<u>16</u>
Workplace Environment	
- Harassment	<u>17</u>
- Violence Free.....	<u>18</u>
- Drugs and Alcohol.....	<u>18</u>


Table of Contents

(continued)


Page

Workplace Environment (continued)

Uncontrolled Copy Good for Current Day Only - 4/11/2024.

 TOYOTA BOSHOKU	TBA Code of Conduct	Reference: TB-LG-COC001-PO-E
		Revision Level: 3
		Page 3 of 33

- **Safety in the Workplace and Manufacturing** [19](#)
- **Environmental Leadership**..... [19](#)
- **Export and Import Controls** [20](#)
- **Business Records** [21](#)
- **Company Property and Information Systems**..... [22](#)
- **Safeguarding Company Information** [23](#)
- **Confidentiality of Personal Information** [25](#)
- **Regulatory, Government Inspections, and Requests** [25](#)
- **Litigation** [25](#)
- **Public Communication** [26](#)
- Conclusion**..... [27](#)
- Appendix 1 – TB Corporate Philosophy**..... [28](#)
- Appendix 2 – TB Guiding Principles** [29](#)
 - **Section One: Business Activities** [29](#)
 - **Section Two: Team members and the Company** [32](#)
 - **Section Three: Our Role in Society** [33](#)

 TOYOTA BOSHOKU	TBA Code of Conduct	Reference: TB-LG-COC001-PO-E
		Revision Level: 3
		Page 4 of 33


[BACK TO TOC](#)

TB WAY

**We contribute to society by developing leading-edge technologies
and manufacturing high-quality products.**

1. We meet challenges with courage and creativity, to realize our dreams.
2. We carry out Kaizen continuously, aiming to achieve higher goals.
3. We practice Genchi Genbutsu by going to the source to analyze problems and find their root causes.
4. Once a decision is made, we move quickly to carry out the plan, with passion and a sense of mission.
5. We seek to do our best, act professionally, and take responsibility for our actions.
6. We respect the values of other cultures and accept differences, with an open mind and global perspective.
7. As a good corporate citizen, we do what is right and contribute to society.
8. We respect the individual and use teamwork to produce the best result.

Uncontrolled Copy Good for Current Day Only - 4/11/2024.

 TOYOTA BOSHOKU	TBA Code of Conduct	Reference: TB-LG-COC001-PO-E
		Revision Level: 3
		Page 5 of 33

[BACK TO TOC](#)

INTRODUCTION TO THE TBA CODE OF CONDUCT

The purpose of this *Code of Conduct* is to help all Toyota Boshoku America, Inc. (“TBA”) team members in performing their daily work and interacting with customers, vendors and each other. This *Code of Conduct* may not cover every ethical issue that may arise. Instead, it is intended to outline the basic principles to guide all team members in making ethical decisions and to direct you to sources for additional help.

Ethical conduct is more than compliance with the law; it is doing what is right. Knowing and doing what is right is not always easy or clear. Our continued success depends on us living the TBA *Code of Conduct* and its principles.


WHO MUST FOLLOW THE TBA CODE OF CONDUCT?

The *Code of Conduct* is Applicable to:

All TBA and TBA group company (TBAGC) team members, officers and directors. Where relevant, this *Code of Conduct* also applies to third parties such as agents, consultants, temporary workers, and independent contractors acting on TBA’s behalf. You must ensure that third parties acting on TBA’s behalf follow this *Code of Conduct*. In some countries, this *Code of Conduct* or the accompanying policies may include additional supplements to address local requirements or customs.

Question: What if my personal beliefs conflict with TBA’s principles outlined in this *Code of Conduct*?

Answer: TBA does not intend to change any of your personal beliefs. However, we do expect you to use the principles outlined in this *Code of Conduct* to guide your behavior when conducting business on behalf of TBA.

 TOYOTA BOSHOKU	TBA Code of Conduct	Reference: TB-LG-COC001-PO-E
		Revision Level: 3
		Page 6 of 33

[BACK TO TOC](#)


WHAT IS EXPECTED OF TEAM MEMBERS?

You are a direct reflection of TBA’s reputation. Therefore, you must:

- Act honestly and with integrity, consistent with TBA’s image and reputation.
- Obey all laws and regulations applicable to TBA and adhere to TBA policies and this *Code of Conduct*.
- Be courteous and respectful to other team members, workers, business contacts, business *partners and competitors*.
- Contact a Supervisor, Manager, Human Resources representative, the Legal and Compliance Department, or the **Ethics and Compliance ReportLine** *if you* have questions or concerns about ethical conduct, or to report possible violations of this **Code of Conduct**, laws, regulations, policies or other compliance issues.
- Be honest and forthcoming in any TBA related litigation or company investigation of possible violations of this **Code of Conduct**, TBA policies or the law.
- Promptly disclose any actual or potential conflict of interest through the Conflict of Interest Disclosure Form. When in doubt, disclose.

This *Code of Conduct* is not intended and will not be construed or applied to interfere with, coerce or restrain any team member’s rights under Section 7 of the National Labor Relations Act (“NLRA”) in the United States and all other employment standards legislation in the applicable country.

Supervisors and Managers have additional responsibilities to proactively prevent violations and promote compliance in the areas of their responsibility. They must lead by example, not merely

 TOYOTA BOSHOKU	TBA Code of Conduct	Reference: TB-LG-COC001-PO-E
		Revision Level: 3
		Page 7 of 33

[BACK TO TOC](#)


WHAT IS EXPECTED OF TEAM MEMBERS? (CONTINUED)

“talk the talk,” but “walk the walk,” by exhibiting the highest ethical conduct and adherence to this *Code of Conduct*, TBA policies and the law.

When facing a policy or ethical issue you should ask yourself:

- Is it legal?
- Is it ethical?
- Is my position consistent with TBA values and policies, the *TB Way* and this *Code of Conduct*?
- Would I be comfortable if I had to explain my decision to a TBA executive, family, or if it appeared in the media?

If you are still unclear about the ethics or legality of the issue, obtain guidance from a Supervisor, Manager, a Human Resources representative, the Legal and Compliance Department or through the **Ethics and Compliance ReportLine** before proceeding further.

	<h2>TBA Code of Conduct</h2>	Reference: TB-LG-COC001-PO-E
		Revision Level: 3
		Page 8 of 33

[BACK TO TOC](#)

WHAT IS EXPECTED OF TEAM MEMBERS? (CONTINUED)

HOW TO REPORT A POSSIBLE VIOLATION OR CODE OF CONDUCT RELATED QUESTIONS:

We expect that team members will tell us when they become aware of, or have a concern over a workplace misconduct or safety issue. For us to be the company that you are proud of and enjoy working for, you need to timely raise any safety, unethical or compliance issue or concern. By promptly reporting these issues, we can promptly investigate the matter and take any necessary corrective action.

You should report if you have good faith concerns about safety, financial irregularities, and conduct inconsistent with the *TB Way* or TBA values, or behavior that violates any law, regulation, policy or this *Code of Conduct*. Reports should be made to a Supervisor, Manager, a Human Resources representative, or the Legal and Compliance Department. You can contact the TBA Legal Department at TBA.Legal@toyota-boshoku.com. You may also report concerns or suspected violations through the **Ethics and Compliance ReportLine (phone numbers below)**, or go to the website (listed below) at any time.

Ethics and Compliance ReportLine By Phone

-Select the country from which you will be dialing



- US and Canada:** 888-304-7790 (English)
- Mexico:** 001-800-840-7907 (Spanish)
- Argentina:** 0-800-555-0906 (Spanish)
- Brazil:** 0800-8911667 (Portuguese)
- Japan:** 0066-33-112505 (Japanese)
00531-121520 (Japanese)


Translators are available through EthicsPoint.



Ethics and Compliance ReportLine Online

www.tba.ethicspoint.com (US, Canada, Mexico, Brazil)

www.ethicspoint.com (Argentina)

 TOYOTA BOSHOKU	<h2>TBA Code of Conduct</h2>	Reference: TB-LG-COC001-PO-E
		Revision Level: 3
		Page 9 of 33

[BACK TO TOC](#)

WHAT IS EXPECTED OF TEAM MEMBERS? (CONTINUED)

While you may file reports anonymously, we encourage you to identify yourself to allow for more accurate follow-up. If you are not in the United States, reports may be easily filed online or through the ReportLine phone number listed for the specific country in which you are located.

Confidentiality is maintained as much as is reasonably possible under the circumstances. We will only share the report if necessary, and only on a need to know basis. In some cases, the law may require us to reveal a team member's identity, or it may not be possible to maintain confidentiality where the identity of the reporter is clear from the details submitted.


We consider any report or **Ethics and Compliance ReportLine** call important and handle investigations on a case-by-case basis. The investigation or report will attempt to determine whether misconduct has occurred and what action, if any, is appropriate.

NON-RETALIATION

We prohibit discrimination or retaliation against any team member who, in good faith, reports or participates in an investigation of a possible violation of this **Code of Conduct**, any company policy, any safety or quality issue or any laws. Non-Retaliation applies to all reports, including those made through the **Ethics and Compliance ReportLine**. You should immediately report if you believe a team member is retaliating against you or if you witness retaliation against another team member to a Supervisor, Manager, a Human Resources representative, the Legal and Compliance Department, or through the **Ethics and Compliance ReportLine**.

DISCIPLINARY ACTION

Failure to comply with our **Code of Conduct**, policies or applicable law may result in disciplinary action up to and including termination of employment. Supervisors and Managers are subject to disciplinary action if they ignore misconduct, or fail to correct it. We may terminate the services or engagement of third parties such as agents, consultants, temporary workers, and independent contractors who fail to comply with our **Code of Conduct**, policies, or applicable law.

 TOYOTA BOSHOKU	TBA Code of Conduct	Reference: TB-LG-COC001-PO-E
		Revision Level: 3
		Page 10 of 33

[BACK TO TOC](#)


UNFAIR COMPETITION AND ANTITRUST

We believe in fair and open competition. Antitrust and unfair competition laws exist in nearly all the countries we do business in and help ensure fair competition among companies based on price, quality and service.

You must not:

- Enter into price-fixing agreements or agreements to fix other variables such as quantities or to divide markets by allocating clients, suppliers, regions or time periods.
- Enter into exclusive arrangements with a customer.
- Discuss or share competitively sensitive information, including prices, costs, production, capacity, products, services, bidding practices, sales territories, market allocations, distribution channels, supplier, customers and other nonpublic business matters.
- Discuss sensitive topics such as development, marketing plans, pricing, and material costs in public places or trade meetings.
- Knowingly use a competitor's trade secrets. We should never obtain competitive intelligence through misrepresentation, trespassing, theft, invasion of privacy, asking coworkers about previous employers, or inducing disclosures from those bound by confidentiality.
- Discuss discrimination against an industry customer or competitor through industry associations. When participating in association and trade union meetings, you must always require that everything which took place during the meeting to be properly registered in the minutes. When you believe any discussions may represent an antitrust risk, you should immediately leave the meeting, registering your departure and the reasons thereof.
- Benchmark with a competitor without obtaining prior approval from the TBA Legal Department.

Uncontrolled Copy Good for Current Day Only - 4/11/2024.

 TOYOTA BOSHOKU	TBA Code of Conduct	Reference: TB-LG-COC001-PO-E
		Revision Level: 3
		Page 11 of 33

[BACK TO TOC](#)

UNFAIR COMPETITION AND ANTITRUST (CONTINUED)

For additional information, see TBA’s [TBA Antitrust Compliance Policy and Antitrust Guidelines](#) (TB-LG-TRUST001-PO-E). If you believe a commercial practice might infringe any countries’ antitrust legislation, you must consult with the TBA Legal Department.


Team members that work in marketing, sales, purchasing or Human Resources need to be especially aware of antitrust and other trade laws and regulations. The laws are very complex and you must consult with the TBA Legal Department in the event you have any concerns or need to obtain guidance.

Question: I have a few good friends that work at our competitors. Are we allowed to have occasional discussions about what is going on in the market in social settings?

Answer: Avoid conversations or activities with friends that might be viewed as improper or that could lead to allegations of anti-competitive activity. Conversations about business with competitors can be viewed as agreements between competitors to illegally harm competition.

ANTI-BRIBERY LAWS

You are prohibited from engaging in any act that could be construed as offering, giving or receiving a bribe, kickbacks or any actions to obtain an improper advantage, regardless of acceptance by a government employee or official, or the result. Countries in which we do business have strict anti-corruption laws against the improper influence or bribery of government employees, officials, and certain non-government persons, including candidates for public office, employees of government-owned or -controlled companies, public international organizations, and political parties. We strictly prohibit actions that seek to improperly influence government officials or other individuals to obtain favorable government treatment, regardless of the result.

 TOYOTA BOSHOKU	TBA Code of Conduct	Reference: TB-LG-COC001-PO-E
		Revision Level: 3
		Page 12 of 33

[BACK TO TOC](#)


ANTI-BRIBERY LAWS (CONTINUED)

We are subject to the U.S. Foreign Corrupt Practices Act (FCPA), regardless of where the alleged act occurs. You must never make an offer, or promise any payment, gift, service, or anything of value (directly or indirectly) for the purpose of influencing a government employee or official to take action on TBA’s behalf. The term “anything of value” as contained in the FCPA is very broad and includes items that may have questionable value, including event tickets, personal favors, gifts, cash or cash equivalent, travel, offering real estate and other goods at lower than fair market value, charitable contributions and job offers. See TBA’s [Foreign Corrupt Practices Act Policy \(FCPA\) and Anti-Bribery Guidelines](#) (TB-LG-FCPA001-PO-E).

It is extremely important to be aware of the anti-bribery laws in the countries in which you are operating. Irrespective of the FCPA, some countries in which we operate, such as Mexico, do not contemplate the possibility of making “facilitating payments” as such is understood in the US. If in doubt, you must consult with the TBA Legal Department. Also, in Brazil, for instance, we are also subject to Law No. 12,846/2013 (the Brazilian Anticorruption Act), which, among other things, establishes the administrative and civil strict liability of legal entities involved in wrongdoings and corruption practices against the national or foreign public administration therein listed and sets out severe penalties. If you have any questions about country-specific anti-bribery laws, please contact the TBA Legal Department.

Question: I would like to engage a consultant in a country that is rumored to have widespread corruption. How can I ensure that the consultant upholds this policy while conducting work on our behalf?

Answer: We must conduct due diligence prior to engaging any third-party consultants to ensure that the consultants have the skills, talents, resources and ethics to conduct their business ethically and with integrity on our behalf. We must also provide the consultants with a copy of our *Foreign Corrupt Practices Act (FCPA) Policy and Anti-Bribery Guidelines* and include such restrictions in any agreement TBA signs with the consultants. If you have any questions or

	TBA Code of Conduct	Reference: TB-LG-COC001-PO-E
		Revision Level: 3
		Page 13 of 33

[BACK TO TOC](#)

ANTI-BRIBERY LAWS (CONTINUED)

need assistance when engaging a third-party in a foreign country, please contact the Legal Department.


RECRUITING OF FORMER GOVERNMENT OFFICIALS

When recruiting potential new TBA employees you must understand the local laws and regulations applicable in the country in which you are doing business. Some countries in which we operate, such as Mexico, establish statutory timeframes during which private parties are prohibited from hiring former government officials whom may have supervised the company as part of their scope of authority. Likewise, it is prohibited to request privileged governmental information from employees whom are former government officials. If you intend to hire a former government official, you must consult with the TBA Legal Department prior to finalizing the hiring.

GIFTS AND ENTERTAINMENT

The changing global business environment requires that we operate with a heightened sensitivity to cultural and political differences. While small business courtesies bring a sense of humanity to business dealings and create good will, you must follow TBA’s policies when it comes to giving and receiving gifts and favors. You may not give or receive any gifts, entertainment or favors from public officials. See TBA’s [Foreign Corrupt Practices Act Policy \(FCPA\) and Anti-Bribery Guidelines](#) (TB-LG-FCPA001-PO-E).

TBA policy prohibits team members from asking a supplier or a customer for a personal gift, entertainment or favor for the team member, other TBA team members, or family members. You may not accept or give if you believe it will influence your actions toward the supplier or customer. If such gift is of significant value (greater than \$50USD or its equivalent in local currency) you must report it to a Supervisor, Manager, a Human Resources representative, or the Legal and Compliance Department. Please use good judgment when accepting or approving

	TBA Code of Conduct	Reference: TB-LG-COC001-PO-E
		Revision Level: 3
		Page 14 of 33

[BACK TO TOC](#)

GIFTS AND ENTERTAINMENT (CONTINUED)

meals or business related entertainment to ensure that these events are in accordance with TBA policies. See TBA’s [TBA Gifts & Entertainment Policy](#) (TB-LG-GIFT001-PO-E). You may not accept travel related offers, including transportation, hotel and other travel-related expenses, unless such transportation is part of a TBA business plan, your immediate family is not included, it does not coincide with vacation plans, it is not a lavish accommodation or vacation site and is preapproved by a Senior or General Manager. See TBA’s [TBA Gift Disclosure Form](#) (TB-LG-GIFT001-FM-E).


INSIDER TRADING

In the course of your job function, you may acquire important nonpublic information about a customer or supplier whose stock is publicly traded. Buying or selling any stock or interest, or disclosing nonpublic information to a third party (including friends or family member) after receiving material nonpublic information about that company through your job function at TBA is both illegal and unethical and may subject you to civil and criminal penalties, including fines and imprisonment. Material information is any information that an investor would reasonably consider important in making investment decisions.

While we are not a publicly traded company in the United States, our parent company Toyota Boshoku Corporation, is listed and traded on the Tokyo Stock Exchange. As such, our business and financial information must be properly managed and not improperly disclosed. You should never discuss our business or financial matters with any outside party.

CONFLICTS OF INTEREST

When you work for TBA, you must avoid any real or perceived conflict between your personal or financial interests and those of TBA. A conflict of interest can arise if you take actions or have interests that may make it difficult for you to perform your work for TBA effectively and objectively. You cannot make business decisions with the purpose of personal gain for you, a

	<h2>TBA Code of Conduct</h2>	Reference: TB-LG-COC001-PO-E
		Revision Level: 3
		Page 15 of 33

[BACK TO TOC](#)


CONFLICTS OF INTEREST (CONTINUED)

family member, or another person with whom you have a close relationship. Similarly, do not put yourself in a position where someone can question if your personal interests influence your business decisions. The perception of a conflict of interest could harm our reputation and negatively affect you individually.

We ask that team members review the TBA’s [Conflict of Interest Policy](#) (TB-LG-COI001-PO-E) annually and complete the [Conflict of Interest Team Member Disclosure](#) (TB-LG-COI002-FM-E) at that time, as well as anytime a conflict of interest arises throughout the year. You must disclose any potential or actual conflicts including: financial (interest in a company doing business with TBA), professional (friend or family member working for a supplier, potential customer or government entities that may have authority over TBA’s activities), personal (relationship with a subordinate or employment outside of TBA), or misuse of property or funds (using company property or resources for personal gain).

You must also disclose to the Legal and Compliance Department if any member of your immediate family works for one of TBA’s suppliers, distributors, competitors, or government entities that may have authority over TBA’s activities. When such a conflict exists, team members responsible for procurement or contracting must not participate in supplier selection, bid reviews, contract negotiations or any other form of contact when conducting TBA activities. Perceptions or appearances of undue influence can negatively affect the team member and TBA.

When two TBA employees have a close personal or family relationship, especially if they also have a reporting relationship, the subordinate may appear to receive preferential treatment or favoritism. See TBA’s [Nepotism Policy](#) (TB-HR-TMR005-PO-E). Team members in such a relationship typically will not be allowed to 1) be in a direct or indirect supervisor/subordinate relationship within TBA; 2) influence one another’s terms or conditions of employment; or 3) be involved in handling cash or transactions in which the other is also involved or for which the other has control or responsibility. You must remember to avoid even the appearance of bias.

 TOYOTA BOSHOKU	<h2>TBA Code of Conduct</h2>	Reference: TB-LG-COC001-PO-E
		Revision Level: 3
		Page 16 of 33

[BACK TO TOC](#)

CONFLICTS OF INTEREST (CONTINUED)

If such a conflict of interest arises or you have a concern about a potential conflict of interest, disclose the facts promptly by completing the [Conflict of Interest Team Member Disclosure](#) (TB-LG-COI002-FM-E). Vendors must also disclose any potential conflicts by completing the [Conflict of Interest Vendor Disclosure Form](#) (TB-LG-COI003-FM-E).

Question: I am dating a woman whose family owns a substantial interest in one of TBA’s competitors. Do I have to quit my job?


Answer: No. However, you do need to disclose this as a potential conflict of interest. Discuss the situation with a Human Resources Representative or the Legal and Compliance Department so that we can avoid potential problems and conflicts.

Question: My family member provides services to TBA. Do I need to disclose this?

Answer: Yes.

DIVERSITY, EQUAL OPPORTUNITY AND RESPECT

We recognize that a diverse workforce is a valuable asset. We provide equal employment opportunities to all persons without regard to race, color, religion, sex, pregnancy, national origin, disability, age (40 and over), genetic information or any other characteristic protected by applicable federal, state and local law. We are committed to a respectful, open workplace, and a diverse culture of inclusion, free of discrimination, harassment, intimidation, violence or bias of any kind. We strictly prohibit discrimination or harassment of any kind, including discrimination or harassment based on race, color, religion, veteran status, national origin, pregnancy, sex, age, disability, or any other characteristic protected by applicable law and any violation may result in corrective action, up to and including termination.

 TOYOTA BOSHOKU	TBA Code of Conduct	Reference: TB-LG-COC001-PO-E
		Revision Level: 3
		Page 17 of 33

[BACK TO TOC](#)


WORKPLACE ENVIRONMENT

HARASSMENT

We strive to foster a work environment that accepts diversity, supports mutual respect, and at the same time promotes work productivity and teamwork. We will not tolerate conduct that is disrespectful (e.g. comments, cartoons, pictures, gestures and touching) and we prohibit harassment, sexual or otherwise, in any form – verbal, physical or visual. TBA expects all team members to refrain from and discourage comments, jokes or epithets that are inappropriate, offensive or derogatory to others (e.g. racial slurs, religious jokes, comments about men or women’s physiques, etc.).

If you believe that you or another team member has been harassed by any team member, including managers, agents, consultants, temporary workers, and independent contractors, you should immediately report it to a Supervisor, Manager, a Human Resources representative, the Legal and Compliance Department, or by calling the **Ethics and Compliance ReportLine** via telephone or at the website listed on page 8. While you may file reports anonymously, we encourage you to identify yourself to allow for more accurate follow up. If you are not in the United States or unable to contact the **Ethics and Compliance ReportLine**, reports may be easily filed online or through the ReportLine phone number listed for the specific country in which you are located.

Supervisors and Managers who are, or become aware of, any behavior considered to be harassment must immediately report the matter to a Human Resources representative or the Legal and Compliance Department. We will promptly investigate and take appropriate action on all reports. A Supervisor or Manager’s failure to report any harassment behavior to a Human Resources representative or the Legal and Compliance Department may be subject to corrective action, up to and including termination. Please consult our *Team Member Handbook* and specific policies for additional information.

 TOYOTA BOSHOKU	TBA Code of Conduct	Reference: TB-LG-COC001-PO-E
		Revision Level: 3
		Page 18 of 33

[BACK TO TOC](#)

WORKPLACE ENVIRONMENT (CONTINUED)

Question: Two of my coworkers that sit near me constantly chat back and forth, and will often use profanity or sexual innuendos. This all appears to be consensual and neither person seems offended. None of the comments are ever directed at me, but they make me uncomfortable. What should I do?


Answer: We are committed to providing a workplace free of unlawful harassment. Situations like this can lead to an uncomfortable work environment that violates TBA’s values. You should discuss this behavior with a Supervisor, Manager, a Human Resources representative, the Legal and Compliance Department, or by calling the **Ethics and Compliance ReportLine**.

VIOLENCE FREE

We are committed to ensuring a violence free work environment and will not tolerate any violence or the threat of violence by any of our team members. See [Workplace Violence Policy](#) (TB-HR-TMR003-PO-E). Except for the narrow exceptions provided by state law, we prohibit team members from possessing weapons of any kind on company property, company owned vehicles or in any of our facilities. If you are aware of a violation of this policy, you should immediately report it to a Human Resources representative or the Legal and Compliance Department.

DRUGS AND ALCOHOL

We are committed to maintaining a drug-free workplace. TBA strictly prohibits team members from being under the influence of, unlawfully using, possessing, selling and/or consuming prescription drugs, controlled substances and/or alcohol on all TBA property. Under no circumstances may a team member operate company equipment or vehicles under the influence of alcohol, illegal drugs or any legally obtained substances that are known to cause drowsiness or impair a workers actions or judgement. If you suspect that anyone on our property is under the

 TOYOTA BOSHOKU	<h2>TBA Code of Conduct</h2>	Reference: TB-LG-COC001-PO-E
		Revision Level: 3
		Page 19 of 33

[BACK TO TOC](#)

WORKPLACE ENVIRONMENT (CONTINUED)

influence of illegal drugs or alcohol, you must immediately report it to a Supervisor, Manager, a Human Resources representative, or the Legal and Compliance Department.


For further information, consult the *Team Member Handbook* for our drug and alcohol policies.

SAFETY IN THE WORKPLACE AND MANUFACTURING

Our goal is to provide a safe and healthy workplace for all team members. Together team members must accept individual responsibility for their own safety as well as the safety of others; follow standardized work procedures; and comply with safety policies, programs and procedures. We provide necessary personal protective equipment (PPE) to team members to ensure everyone can perform their job processes in a safe manner. Team members who sustain a work-related illness/injury must notify their supervisor or Human Resources representative as soon as possible. No one will be retaliated against for experiencing or reporting a work related injury or illness.

ENVIRONMENTAL LEADERSHIP







It is our priority to not only comply with all applicable environmental, health and safety laws and regulations, but to make a conscious effort to reduce our environmental footprint by using sustainable products, reducing the use of hazardous material and safely treating and disposing of such hazardous materials. We take pride in taking on the challenge of achieving zero CO2 emission by our products and manufacturing process by 2050, reducing wastewater generation by advanced recycling process, minimizing the use of natural resources and waste production, as well as planting over 1.32 million trees as part of our reforestation activity. We work together to ensure that our operations do not harm the environment and are conducted in an environmentally responsible manner. You must promptly report any environmental incidents or concerns, especially potentially harmful events, to a Supervisor or Manager.

	<h1>TBA Code of Conduct</h1>	Reference: TB-LG-COC001-PO-E
		Revision Level: 3
		Page 20 of 33

[BACK TO TOC](#)

WORKPLACE ENVIRONMENT (CONTINUED)

Toyota Boshoku Y2050 Environmental Vision (PR in 2016)


Vision > We will work together with all stakeholders with the aim of creating sustainable global environment where children can lead their lives with smile	
<p style="text-align: center; background-color: #008000; color: white; margin: 0;">Climate Change</p> <div style="display: flex; align-items: center; margin-bottom: 10px;">  <div style="text-align: left;"> <p style="font-size: 2em; font-weight: bold; margin: 0;">1</p> <p style="margin: 0;">Take on the challenge of achieving zero CO2 emissions generated by TB Group.</p> </div> </div> <div style="display: flex; align-items: center; margin-bottom: 10px;">  <div style="text-align: left;"> <p style="font-size: 2em; font-weight: bold; margin: 0;">2</p> <p style="margin: 0;">Take on the challenge of achieving zero life cycle CO2 emission.</p> </div> </div> <p style="text-align: center; background-color: #008000; color: white; margin: 0;">Water Scarcity</p> <div style="display: flex; align-items: center; margin-bottom: 10px;">  <div style="text-align: left;"> <p style="font-size: 2em; font-weight: bold; margin: 0;">3</p> <p style="margin: 0;">Take on the challenge of eliminating wastewater generate by TB Group by recycling process water in production.</p> </div> </div>	<p style="text-align: center; background-color: #008000; color: white; margin: 0;">Resource Depletion</p> <div style="display: flex; align-items: center; margin-bottom: 10px;">  <div style="text-align: left;"> <p style="font-size: 2em; font-weight: bold; margin: 0;">4</p> <p style="margin: 0;">Take on the challenge of minimizing the use of natural resource</p> </div> </div> <div style="display: flex; align-items: center; margin-bottom: 10px;">  <div style="text-align: left;"> <p style="font-size: 2em; font-weight: bold; margin: 0;">5</p> <p style="margin: 0;">Take on the challenge of minimizing waste generated by TB Group</p> </div> </div> <p style="text-align: center; background-color: #008000; color: white; margin: 0;">Crisis of Biodiversity</p> <div style="display: flex; align-items: center; margin-bottom: 10px;">  <div style="text-align: left;"> <p style="font-size: 2em; font-weight: bold; margin: 0;">6</p> <p style="margin: 0;">Take on the challenge of planting 1.32 million trees as part of forest-making activities</p> </div> </div>

EXPORT AND IMPORT CONTROLS

The United States and other countries in which we do business have complex import and export regulations and laws to protect commercial interests and security. These regulations govern how we transact business with non-U.S. countries. The regulations apply to U.S. citizens, companies and U.S. subsidiaries, wherever located, and products manufactured anywhere that use U.S. origin parts or technology.

“Export” is a very broad term that includes not only the shipping of the physical item, but also data that is transmitted, transferred, or discussed during telephone conversations or a webinar, or saved to a flash drive or hard drive when a team member travels to another country. Under U.S. law, an export can occur by simply allowing a foreign national to access, or even view, regulated technology or information, even if it never leaves the U.S.

In order for us to fully comply with import and export laws, if your department is involved in products or information that travel across borders, you need to be aware of and understand the laws and regulations applicable in the country in which you are conducting the activity and whether a license is required. You must maintain records of all import and export transactions,

 TOYOTA BOSHOKU	<h2>TBA Code of Conduct</h2>	Reference: TB-LG-COC001-PO-E
		Revision Level: 3
		Page 21 of 33

[BACK TO TOC](#)

WORKPLACE ENVIRONMENT (CONTINUED)


including purchase orders, contracts, invoices and payment records and follow our applicable record retention rules. You should only use authorized freight forwarders or customs brokers with an approved contract and with the approval of TBA Trade Compliance. Penalties for violations of these laws can include significant fines, denial of export privileges, imprisonment and negative publicity. Be especially aware of custom brokers abroad offering, mentioning or discussing the possibility of facilitating payments to foreign government officials to “expedite” or “ensure” the release of exportation shipments. If you receive a notice from a customs official (or other custom-related groups) or have any questions whether an export or import activity complies with applicable law, please contact the TBA Trade Compliance Group or the Legal & Compliance Department.

Question: I suspect that a customer is misrepresenting the percentage of local content of TBA parts to meet government requirements, how should I address it?

Answer: Even though you may be nervous about losing the customer’s business, we do not tolerate any violations of import or export laws. If you know or suspect that a transaction or potential transaction may violate import or export controls, you must immediately report it to the Trade Compliance Department, Legal and Compliance Department or through the **Ethics and Compliance ReportLine**.

BUSINESS RECORDS

Our customers, suppliers and government agencies rely on us to provide accurate information. All of our team members record information, whether in designing new products, reporting on in-house quality issues, recording work hours, or signing contracts with suppliers. When these records are accurate, management can make informed decisions about how to run our business and plan for the future. In this manner, team members protect TBA’s assets and ensure the accuracy and completeness of information.

 TOYOTA BOSHOKU	TBA Code of Conduct	Reference: TB-LG-COC001-PO-E
		Revision Level: 3
		Page 22 of 33

[BACK TO TOC](#)

WORKPLACE ENVIRONMENT (CONTINUED)


Our collected records also help fulfill external obligations, such as financial disclosures, safety reporting, government required reports, documents subject to litigation, and other filings. The integrity of our recordkeeping, as defined in our [Records Retention Management Policy](#) (TB-LG-REC001-PO-E), and reporting systems is of the utmost importance in order for us to comply with financial, safety, or other critical reporting regulations. You must maintain all business records accurately and promptly correct and note any inaccuracy. You cannot intentionally create or fail to correct false or misleading information in any financial or other business record.

In addition, you must comply with TBA’s [Records Retention Management Policy](#) (TB-LG-REC001-PO-E) and be familiar with how this policy applies to your work and department. Unless there is a Legal Hold (defined below), our records must only be retained for the required time period in accordance with the *Records Retention Schedule* for your location.

A Legal Department Litigation Hold (“Legal Hold”) is a mandatory instruction from our Legal Department requiring team members to retain certain records, documents, emails, or other information (hard copy and electronic) beyond their normal retention period due to legal or compliance reasons. It is unlawful, under any circumstances, to engage in the destruction, alteration or concealment of any company records or other information (hard copy or electronic) which would obstruct or influence any litigation or other legal or governmental proceeding and/or investigation. The failure to comply with a Legal Hold can result in serious harm to TBA and could result in corrective action up to and including termination. If we issue a Legal Hold, you may not destroy, delete or alter any records associated with the Legal Hold until notified in writing by our Legal Department that the Legal Hold has ceased.

COMPANY PROPERTY AND INFORMATION SYSTEMS

You are responsible for protecting TBA’s property and information systems and using them in accordance with our policies. We provide you with electronic and computer resources to aid in

 TOYOTA BOSHOKU	TBA Code of Conduct	Reference: TB-LG-COC001-PO-E
		Revision Level: 3
		Page 23 of 33

[BACK TO TOC](#)


WORKPLACE ENVIRONMENT (CONTINUED)

the performance of your daily job function. You should not have any expectation of privacy or confidentiality when using company systems or company provided electronic and computer resources. Subject to any applicable law, we reserve the right, in our sole discretion, to inspect any files (hard copy or electronic) and messages, as well as monitor email and internet usage, on any of our information systems at any time without notice. By using our property and systems, you consent to this inspection, monitoring and access, to the fullest extent permitted by law. You may only use electronic and computer resources for business purposes, and may not use such resources to create, send, display or receive inappropriate or offensive material (e.g. insensitive and/or inconsiderate photos or racial messages). You should protect your login credentials and passwords, update them frequently and do not share this confidential information with third parties for any TBA or vendor system. Please refer to TBA’s *Team Member Handbook* and the [TBA Acceptable Use of IT Assets](#) (TB-IT-User104-PO-E) for more details.

SAFEGUARDING COMPANY INFORMATION

One of our most valuable assets is our internal business information and intellectual property. Generally, TBA’s internal business information is any information that you receive, acquire or record in performing your job duties, including information that is stored on our computers and other electronic devices. This information is key to retaining our competitive position in the marketplace and, therefore, we must all work to protect it. Our confidential business information and intellectual property are valuable assets and can be at risk of information system breaches, intellectual property leaks, cyber espionage and other threats. If you have access to or are in possession of internal business information or intellectual property it is your responsibility to understand and comply with all privacy and information system security policies.

You should only access confidential company information that is necessary to perform your job function and other assigned tasks. You may only share confidential information with individuals who are acting on our behalf and who have a legitimate business reason to be aware of such information. You should never discuss our confidential information with anyone outside the

 TOYOTA BOSHOKU	TBA Code of Conduct	Reference: TB-LG-COC001-PO-E
		Revision Level: 3
		Page 24 of 33

[BACK TO TOC](#)


WORKPLACE ENVIRONMENT (CONTINUED)

company, including family members, unless such disclosure has been approved or is consistent with company policy. To ensure confidentiality you should refrain from discussing company business in a public place.

Before sending confidential information (e.g. internal business plans, designs, future projects and the like) to any other company or person outside of TBA, you must confirm with and obtain authorization of a Supervisor or Manager and obtain a signed TBA [Mutual Nondisclosure Agreement - TBA](#) (TB-LG-CMGT002-SD-E) or ensure that confidentiality language is included in any agreement with that company or third party. If you have received confidential information from a third party, you should not use or disclose the information in violation of any law or contractual agreement or obligations with the third party. Confidentiality and Nondisclosure Agreements must be signed by a TBA officer and all changes must be approved by the Legal Department. You are not allowed to alter the language in the TBA Confidentiality and Nondisclosure Agreement without TBA Legal Department approval.

Any information or intellectual property you create or receive while you are employed by TBA is company property and you must safeguard it. Even though the information may be in your possession, company information belongs to TBA and not to the individual team member. Upon leaving your employment with us, or if otherwise requested, you must return all TBA information in your possession or that you control, to a Supervisor or Manager. You are prohibited from transmitting or disclosing any confidential information you learned, directly or indirectly during your employment with TBA after termination.

Similarly, you may not use any confidential information from a prior employer for TBA related work unless approved by our Legal Department.

 TOYOTA BOSHOKU	TBA Code of Conduct	Reference: TB-LG-COC001-PO-E
		Revision Level: 3
		Page 25 of 33

[BACK TO TOC](#)

WORKPLACE ENVIRONMENT (CONTINUED)

CONFIDENTIALITY OF PERSONAL INFORMATION


We respect each team member’s right to personal privacy and recognizes the importance of safeguarding your personal information. We ensure that our practices regarding access, retention, use and disclosure of personal confidential information is in accordance with applicable legislation. If you have any reason to believe that we improperly disclosed your personal information you should immediately report your concern to a Supervisor, Manager, a Human Resources representative, the Legal and Compliance Department, or call the **Ethics and Compliance ReportLine** via telephone or at the website listed on page 8. If you have access to other team members' personal information as part of your job function, it is your responsibility to ensure its security, use it only for lawful purposes and only share it with authorized individuals. You are free to share your own personal information at your own discretion.

REGULATORY, GOVERNMENT INSPECTIONS, AND REQUESTS

Our plants and other facilities are regulated by a number of government agencies. As a result, our facilities are subject to periodic inspections. In the event of an inspection, you must cooperate with the inspectors. Only designated members of management are authorized to speak on our behalf or to allow anyone to enter the facility to conduct an inspection. You must immediately inform senior plant management and the Legal and Compliance Department of any inspection or other request to enter the facility. If the legal requirements are met, authorization to enter the facility must be promptly granted. You must read and comply with our policy and procedures for complying with a request for access to the facility.

LITIGATION

Requests for documents or information related to a lawsuit or other legal matters should be directed to the Legal Department or designated individuals. You must immediately advise the Legal Department if you receive, on TBA’s behalf, any communication such as a court complaint/lawsuit, summons, subpoena, or inquiry from a court, marshal, sheriff, government

 TOYOTA BOSHOKU	TBA Code of Conduct	Reference: TB-LG-COC001-PO-E
		Revision Level: 3
		Page 26 of 33

[BACK TO TOC](#)


WORKPLACE ENVIRONMENT (CONTINUED)

body, agency or agent, or lawyer demand letter or prior to giving any interview, providing documents or other information or responding to questions about litigation or an investigation on any matters that, directly or indirectly, relate to TBA. You must cooperate in any TBA related investigation. You may contact the Legal Department by calling (248) 567-3700 and asking for the Legal Department, or by sending an email to tba.legal@toyota-boshoku.com.

PUBLIC COMMUNICATION

Public communications about TBA are a direct reflection of the company. Only senior management or designated corporate spokespersons are authorized to speak on the company’s behalf. You should not attempt to answer any inquiries from the media or other outside parties seeking TBA’s opinion or position regarding an issue. Instead, you should politely refer the person to the Corporate Strategy Department. You are free to respond to inquiries about your own personal matters.

Keep in mind that any communication that you make publicly about TBA could be used as evidence in a courtroom, in submissions to government agencies that regulate our business, or in consideration for corrective action. Anything you publish on social media will reflect on you and may reflect on the company and your coworkers. We respect your right to use social media, provided it does not conflict with our legitimate interest in protecting our goodwill, competitiveness and business reputation, or violate our policies prohibiting unlawful discrimination, harassment, or retaliation. Please see the [TBA Social Media Policy](#) (TB-LG-MEDIA001-PO-E) for guidance on your use of social media.

 TOYOTA BOSHOKU	TBA Code of Conduct	Reference: TB-LG-COC001-PO-E
		Revision Level: 3
		Page 27 of 33

[BACK TO TOC](#)


CONCLUSION

All team members have an obligation to act with the utmost ethics, honesty and integrity in the workplace or any other forum when representing Toyota Boshoku America, Inc., and in dealing with our customers, suppliers, and public officials.

Our team members must understand and apply this *Code of Conduct*, the *TB Way* and *TB Guiding Principles* to ensure TBA's continued success.

The challenge is to know what is right and do what is right:

- Speak up, raise your concern of misconduct to management;
- Provide input in areas of concern and kaizen improvements; and
- Hear the concerns of customers, suppliers and coworkers and make sure the information is properly reported or passed on to management. See How to Report a Possible Violation or Code of Conduct Related Questions on Page 8.


 TOYOTA BOSHOKU	TBA Code of Conduct	Reference: TB-LG-COC001-PO-E
		Revision Level: 3
		Page 28 of 33

[BACK TO TOC](#)

APPENDIX 1

TB CORPORATE PHILOSOPHY

1. ***Society.*** The Company will promote corporate growth while fulfilling the following responsibilities as a good corporate citizen:
 - (1) Maintaining ethical values, ensuring that our corporate activities are fair and transparent;
 - (2) Supplying safe products that do not harm the environment and to promote corporate activities that help protect the global environment; and
 - (3) Creating a better society as a member of our local communities.
2. ***Customers.*** The Company will develop innovative technologies and products that satisfy our customers.
3. ***Shareholders.*** The Company will promote innovative management policies that ensure future corporate growth and the trust of our shareholders.
4. ***Team members.*** The Company will build and maintain positive labor-management relations, respect the individuality of its employees and create safe and comfortable workplaces.
5. ***Business partners.*** The Company will promote open and mutually beneficial relationships with its business partners in pursuit of long-term growth and prosperity.

 TOYOTA BOSHOKU	TBA Code of Conduct	Reference: TB-LG-COC001-PO-E
		Revision Level: 3
		Page 29 of 33


[BACK TO TOC](#)

APPENDIX 2

TB GUIDING PRINCIPLES

Section One: Business Activities

1. [Dealings with customers](#) - We strive to ensure customers' satisfaction and trust, keeping in mind the principles of fair trade and free competition throughout the continuing globalization of our business.
2. [Dealings with suppliers](#) - We will adopt a fair and equitable stance in our business dealings with suppliers always exhibiting the values of mutual trust and respect. Recognizing that the Toyota Boshoku Group's business activities are made possible through the cooperation and support of many related entities; we shall make no unfair or unreasonable demands of our suppliers. Further, we interact with all suppliers and competitors to prevent any possible negative public opinion.
3. [Dealings with political parties and public agencies](#) - We exercise prudence in situations involving donations, providing or accepting entertainment, or engaging in activities, with any political party or public agency. We are committed to fairness and transparency in establishing relationships with political parties and public agencies.
4. [How to respond to organizations and associations that are harmful to society](#) - We are committed to a resolute stance against organizations, associations, and influences that threaten a civil society.
5. [Ensuring safety and quality](#) - We consider the obligation of those involved in the manufacturing industry to provide products the consumer can use with the highest assurance. Accordingly, we shall conduct all aspects of our

 TOYOTA BOSHOKU	TBA Code of Conduct	Reference: TB-LG-COC001-PO-E
		Revision Level: 3
		Page 30 of 33


[BACK TO TOC](#)

APPENDIX 2 (CONTINUED)

Section One: Business Activities (continued)

business, including design, manufacturing, and sales, with an awareness of the importance of safety and quality.

6. [Responsibility to the environment](#) - We strive to grow and develop in harmony with the environment. Thus, in observance of legal controls and regulations, we manufacture environmentally friendly products; take steps to reduce use of energy and resources, and work to reduce our impact on the environment through our various business activities.
7. [Global business activities](#) - We are committed to a thorough understanding of our basic principles and guidelines for conduct of our global business activities. Furthermore, in conducting our activities, we maintain respect for the customs and cultures of the countries where we do business and consideration of the viewpoints of their citizens and residents.
8. [Protection of company assets](#) - We utilize all company assets appropriately and effectively. Additionally, we shall protect against the loss, theft, and destruction of company assets through stringent guardianship and management.
9. [Respect for intellectual property rights](#) - We respect intellectual property rights and do not engage in unauthorized or improper use of intellectual property. Furthermore, we take the greatest possible care in the development of new technologies and other activities to avoid careless disclosure or infringement upon the intellectual property rights of any third party.

 TOYOTA BOSHOKU	TBA Code of Conduct	Reference: TB-LG-COC001-PO-E
		Revision Level: 3
		Page 31 of 33


[BACK TO TOC](#)

APPENDIX 2 (CONTINUED)

Section One: Business Activities (continued)

10. Handling confidential information - We will not improperly disclose or make use of personal data or other confidential information. Furthermore, we will handle all confidential information in accordance with internal company regulations, regardless of the issue of disclosure or nondisclosure.

11. Acting ethically and understanding the law – Ethical conduct is at the core of Toyota Boshoku America. We obey and adhere to all respective laws, legislation, and regulations. We are also aware of activities or conduct along these lines that may influence our relationships and business with customers and suppliers.

 TOYOTA BOSHOKU	TBA Code of Conduct	Reference: TB-LG-COC001-PO-E
		Revision Level: 3
		Page 32 of 33

[BACK TO TOC](#)

APPENDIX 2 (CONTINUED)

Section Two: Team members and the Company

1. [Global human resources development](#) - We support our human resource development programs, team member self-development and self-realization based on self-initiation, and develop professional human resources capable of participating actively on a global scale.
2. [How to build a meaningful workplace](#) - We create a collaborative and positive workplace for our team members to work. To achieve this goal, each team member must understand and follow the TB Way, the Corporate Philosophy and TBA Code of Conduct.
3. [Reporting ethics and code of conduct issues](#) - Our team members have access to report issues that compromise company ethics or its Code of Conduct. Team members can discuss these matters with any member of management or through the Ethics and Compliance ReportLine. We believe in confidentiality and Code of Conduct values and want team members to be comfortable in reporting any issues, without fear of retaliation.

 TOYOTA BOSHOKU	TBA Code of Conduct	Reference: TB-LG-COC001-PO-E
		Revision Level: 3
		Page 33 of 33

[BACK TO TOC](#)

APPENDIX 2 (CONTINUED)

Section Three: Our Role in Society

1. [Contribution to Society](#) - We promote social contribution activities that can aid in society's development and strive to be a good corporate citizen. In addition, we support individual team member's own voluntary, active participation in the community.
2. [Corporate information and publicity](#) - We engage in public affairs activities, and disclose the information required by shareholders, investors, customers, local communities, and others in a timely and appropriate manner.
3. [Insider Trading](#) - We prohibit team members and other related parties from using inside information concerning Toyota Boshoku America, its affiliates and partners. Trading or communication of information may provide us with an uncompetitive or financial advantage and is not allowed, unless information is generally known or already made available to the public.
4. [Traffic Safety](#) - We recognize our connection to the automotive industry, and require team members to exercise care in driving, not only in obeying the rules of traffic, but also maintaining proper traffic manners.