

# **Standards of Conduct For Toshiba Group**

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### **Scope and Implementation**

## **Introduction**

As the Toshiba Group looks to become an enterprise trusted by society, we have set up management principles: respecting humanity, creating new values, and contributing to the lives and cultures of different countries around the world. At the same time, we operate our business under a management vision in which we aim to make adequate profits and sustainable growth and to bring our customers comfort and joy through the professional expertise and actions of each of our personnel and the collective efforts of our people.

These Toshiba Group Standards of Conduct (hereinafter called the “SOC”) have thus been established in order to make our management principles and management vision a reality and as a basis to guide our activities so that we can operate under the principles of fairness, integrity and transparency and contribute to the formation of a sustainable society.

Each of the directors, corporate auditors, and officers (hereinafter called the “Directors”) and employees (hereinafter called the “Employees”) of Toshiba Group should comply with the SOC and strive to operate a sound and high quality business as a part of a global enterprise which emphasizes a balance between the environment, human rights and local communities under the principle of giving the highest priority to life, safety and compliance with laws, regulations, social standards and ethics.

## **1. Human Rights**

### **1) Toshiba Group Corporate Policy**

Toshiba Group Companies shall:

- (1) comply with all applicable laws and regulations concerning human rights in each country and region, understand international standards and respect human rights, and shall not condone use of either child labor or forced labor;
- (2) take appropriate measures in the event that Toshiba Group becomes aware of violation of human rights and demand that suppliers redress any violations of human rights; and
- (3) seek to raise awareness among related stakeholders with respect for human rights.

### **2) SOC for Toshiba Group Directors and Employees**

Directors and Employees shall:

- (1) accept and accommodate different values, and respect the character and personality of each individual, observe the right to privacy and human rights of each individual; and
- (2) avoid any violation of human rights based on race, religion, sex, national origin, physical disability, age or sexual orientation, and avoid physical abuse, sexual harassment, power harassment (i.e., bullying or harassment by superiors in the office) or violation of the human rights of others;

## **2. Customer Satisfaction**

### **1) Toshiba Group Corporate Policy**

Toshiba Group Companies shall supply products, systems and services (hereinafter called “products and services”) that are based on voice of customer comments that satisfy customer needs and requirements, and that comply with laws, regulations and contracts.

### **2) SOC for Toshiba Group Directors and Employees**

Directors and Employees shall:

- (1) supply safe and reliable products and services;
- (2) provide reliable information regarding products and services in an appropriate manner;
- (3) respond to requests and consultations from customers in an honest, prompt and appropriate manner; and
- (4) respect voice of customer and endeavor to develop and improve products and services that satisfy customer needs.

### **3. Procurement**

#### **1) Toshiba Group Corporate Policy**

Toshiba Group Companies shall:

- (1) comply with all applicable laws, regulations and practices established by industry and international organizations;
- (2) provide suppliers (hereinafter including prospective suppliers) with equal opportunities for transactions with Toshiba Group;
- (3) conduct procurement in such a manner as to fulfill corporate social responsibilities together with the suppliers; and
- (4) conduct procurement based on mutual understanding and trust with suppliers.

#### **2) SOC for Toshiba Group Directors and Employees**

Directors and Employees shall:

- (1) prioritize suppliers that:
  - abide by all applicable laws, regulations and social standards, and take seriously human rights, good labor practices, occupational safety and health, and environmental protection;
  - have sound finances;
  - can supply goods and/or services to Toshiba Group with emphasis on appropriate quality, price and delivery lead-time;
  - can provide a stable supply of goods and/or services as well as flexibly and quickly respond to demand fluctuations;
  - possess technology that contributes positively to Toshiba Group products;
  - have a plan to prevent interruptions in the supply of goods and/or services in times of unexpected circumstances that may affect the company and its supply chain; and
  - require their suppliers to observe a procurement policy equivalent to that of Toshiba Group.
- (2) prior to procurement of necessary goods and services, undertake a comprehensive and fair evaluation in accordance with the standards set forth below:
  - environmentally friendly;
  - appropriate quality and reasonable and economically rational pricing; and
  - deliver on schedule and with a stable supply;
- (3) refrain from receiving any personal benefits from suppliers with regard to corporate procurement, and fulfill contractual obligations to suppliers in good faith, ensuring that all transactions fully comply with ethically sound commercial practices and with all applicable laws and regulations to protect suppliers; and

- (4) ensure that all purchases are authorized by the relevant purchasing, procurement or subcontractor departments in accordance with Toshiba Group internal regulations.

#### **4. Production and Technology, Quality Assurance**

##### **1) Toshiba Group Corporate Policy**

Toshiba Group Companies shall:

- (1) observe all applicable laws and regulations, as well as contracts related to production, technology and quality assurance; and
- (2) promote constant technological innovation and product improvement and strive to supply safe, reliable and high quality products and services that meet customers' needs and incorporate the most advanced technologies.

##### **2) SOC for Toshiba Group Directors and Employees**

Directors and Employees shall:

- (1) assure the fulfillment of warranty commitments giving priority to customer satisfaction, and ensuring the safety of products;
- (2) promote the research and development of advanced technologies, products and services, and the continuous improvement of technology infrastructure; maintain basic technological and functional infrastructure so as to respond in a timely and appropriate manner to changes in the technological environment and to develop products and services that effectively utilize advanced technologies; and
- (3) in case Directors or Employees obtain information regarding the accidents involving any product or service, or the safety of any product or service, verify such information instantly and take appropriate measures in accordance with all applicable laws and internal regulations, including information provision, product recalls, and warning notices and labeling.



## **5. Marketing and Sales**

### **1) Toshiba Group Corporate Policy**

Toshiba Group Companies shall:

- (1) comply with all applicable laws and regulations (including prohibitions on commercial bribery and kickbacks) and conduct fair marketing and sales activities in accordance with proper corporate ethics; and
- (2) deliver superior products and services that satisfy customer needs and requirements.

### **2) SOC for Toshiba Group Directors and Employees**

Directors and Employees shall:

- (1) follow sound and fair business practices in all dealings with customers;
- (2) promote marketing and sales that comply with all applicable laws and regulations (including prohibitions on commercial bribery and kickbacks), observe sound business practices and respect socially accepted ideas; and
- (3) endeavor to understand customer needs from their perspective and deliver optimal products and services

## **6. Competition Law and Government Transactions**

### **1) Toshiba Group Corporate Policy**

Toshiba Group Companies shall:

- (1) comply with all applicable laws and regulations enacted for the purpose of maintaining free and fair competition (hereinafter called “Competition Laws”) in all business activities, including in all transactions with any government; and
- (2) prepare and properly implement Competition Laws compliance programs and company rules on marketing activities toward government agencies that set out corporate policies and procedures for assuring compliance with applicable Competition Laws and related regulations.

### **2) SOC for Toshiba Group Directors and Employees**

Directors and Employees shall:

- (1) observe the Competition Laws compliance programs as well as company rules on marketing activities and promote free and fair business activities;
- (2) avoid, whether expressed or implied, agreements or understandings with competitors relating to pricing (including quotations and bids), the volume of production and sales, allocation of markets, customers or territories, or restrictions on production capacities or technology. The prohibition of such agreements is not limited to those actually recorded in writing by way of memoranda or minutes, but also extends to oral agreements;
- (3) if the customer is a government agency, observe the company rules on marketing activities toward government agencies and not engage in activities such as bid obstruction (Note 1) or competitor coordination on orders (Note 2);
- (4) not organize or participate in meetings, make pledges or arrangements, or exchange information or engage in any other activities which may result in suspicion of engaging in the activities set forth in paragraph 2 and 3 above;
- (5) not require distributors or dealers to agree to or maintain resale prices for any Toshiba Group Company product;
- (6) not allow third parties (including sales representatives) to engage in activities prohibited under paragraphs (2) to (5) above; and
- (7) when hiring former government officials, strictly examine the candidate in accordance with all applicable laws and regulations and the internal regulations of the governmental agency in which he or she worked, and, if such candidate is hired, not allow him or her to engage in marketing activities aimed at such governmental agency, except to the extent permitted by law.

(Note 1) Herein, "bid obstruction" means, when dealing with a government agency, inquiring about the agency's intentions regarding which prospective bidder will be contracted or the possible bid price, or acting in order for the agency to realize its such intentions.

(Note 2) Herein, “competitor coordination on orders” means exchanging information or

coordinating with competitors regarding which prospective bidder will be contracted, bid prices and other information.

## **7. Bribery**

### **1) Toshiba Group Corporate Policy**

Toshiba Group Companies shall comply with all applicable laws and regulations prohibiting the payment, or offer or promise to make a payment, of anything of value to any public officials (i.e., any officer or employee of a government entity or any department, agency, or instrumentality thereof, or of a public international organization, or any person acting in an official capacity for or on behalf of any such government or department, agency, or instrumentality, or for or on behalf of any such public international organization, or any political party, party official, or candidate thereof).

### **2) SOC for Toshiba Group Directors and Employees**

Directors and Employees shall:

- (1) neither make nor offer, either directly or indirectly, any payment or anything of value, whether in the form of compensation, business entertainment, gift, contribution, gratuity, or other form, that is illegal or prohibited by any applicable law or regulation, in any dealings with any government agencies, their officials, or members of any political party (including holders of a political office or candidates for such office) (except for cases that do not violate applicable laws or regulations and are considered socially acceptable), and shall not engage in sales transactions, loan transactions and the like (including guarantee transactions) that are not at arm's length;
- (2) not pay monies or offer benefits to any politicians (including former members of any legislative body, or current or former secretaries of any such politicians) or any company a politician may be involved with, regardless of the form such monies or benefits taken (for example "commissions" or "consulting fees"), in connection with marketing toward governmental agencies;
- (3) refrain from offering cash or other benefits to representatives of foreign governments as a means to gain unlawful benefits or profits when conducting international business transactions;
- (4) not allow third parties including intermediaries, such as distributors or agents, to engage in any activities described in paragraphs 1 to 3 above;
- (5) ensure that reasonable compensation and all necessary terms and conditions are specified in advance when working with intermediaries, such as distributors or agents, and observe all measures required by all applicable laws and regulations of each country or region for such compensation;
- (6) not make contributions to political parties or committees, unless permitted to do so by applicable laws, regulations, and company rules; and
- (7) respect the established practices of any customer, government entity or other party, as well as all applicable laws and regulations, regarding the provision of or the restrictions or controls over the acceptance of business entertainment, gifts or other business courtesies by its employees or officials.

## **8. Environment**

### **1) 1) Toshiba Group Corporate Policy**

Toshiba Group Companies shall:

- (1) strive to promote a sustainable environment with the recognition that the Earth is an irreplaceable asset and that there is a collective obligation to leave it to future generations in a sound state;
- (2) comply with all applicable international, regional and national standards, laws, regulations, agreements, industry guidelines and company rules related to the environment;
- (3) contribute to society by developing and offering excellent products that incorporate technologies for environmental protection; and
- (4) strive to reduce the environmental impact of business activities.

### **2) SOC for Toshiba Group Directors and Employees**

Directors and Employees shall:

- (1) endeavor to do research and development activities and product manufacturing that reduce the impact on the environment, and also work proactively to maximize the efficient use of energy, reduce the use of natural resources and recycle in the course of all business activities in order to prevent global warming and efficiently use resources;
- (2) continually improve environmental activities by implementing action plans from both short-term and long-term perspectives through daily operations;
- (3) conduct periodic measurements and inspections and maintain records accordingly. When there is an irregularity, promptly take corrective and preventive measures;
- (4) perform timely and appropriate environmental impact assessments during the planning of new plants and plant relocations, investment in production facilities, product planning and design and the purchase of new parts, components or materials;
- (5) try to avoid the use or emission of any substance that, although not prohibited by applicable laws or regulations, is recognized as a threat to the environment by the government or public environmental authority of any country or region in which Toshiba Group operates. If such a substance should be used by Toshiba Group Companies, for whatever reason, every effort shall be made to minimize its environmental impact through application of the best available technology and know-how;
- (6) try to maintain good and open communication channels for disclosure of sufficient information regarding our environmental activities; and
- (7) pay due consideration to environmental issues in every-day life, including global warming, and actively consider participating in environmental activities of local communities.

## **9. Export Control**

### **1) Toshiba Group Corporate Policy**

Toshiba Group Companies shall:

- (1) refrain from any transactions that may undermine the maintenance of global peace and security;
- (2) comply with all applicable export laws and regulations in each country and region of operation, and with those of the United States if we are engaged in transactions involving U.S. products and technological information; and
- (3) prepare and implement export control compliance programs (hereinafter called the “Export Control Programs”) that stipulate corporate policies and procedures for assuring compliance with the foregoing laws and regulations.

### **2) SOC for Toshiba Group Directors and Employees**

Directors and Employees shall:

- (1) refrain from any transactions that may undermine the maintenance of global peace and security or any product or technology transactions that may violate the following laws and regulations:
  - all applicable export control laws and regulations in each of the countries and regions where Toshiba Group operates
  - the export control laws and regulations of the United States applicable to transactions involving U.S. products and technological information;
- (2) assure strict management of transactions from the initial inquiry through the delivery of products and services by observing detailed procedures for control of transactions stipulated in the Export Control Program; and
- (3) prevent our products from being used for development and manufacturing of conventional weapons and weapons of mass destruction by verifying the end use and the end user of products and technology.

## **10. Antisocial Groups**

### **1) Toshiba Group Corporate Policy**

Toshiba Group Companies shall not have any relationships, including business transactions, with antisocial groups (i.e., groups that engage in any type of criminal activity or are deemed otherwise to be disruptive or pose a threat to society, including but not limited to organized crime groups or terrorist groups).

### **2) SOC for Toshiba Group Directors and Employees**

Directors and Employees shall:

- (1) refuse participation or contributions by antisocial groups in our business activities, and not promote their activities (e.g., subscription to or purchase of publications or books, purchase of goods, endorsement by advertisement, offering of services, offering of cash or goods, and any other activities providing material support).
- (2) refuse any unjustifiable demand (Note) decisively and unequivocally; and
- (3) comply with all applicable laws and regulations governing money laundering (concealing the origins of money obtained illegally).

(Note) Herein, “Unjustifiable demand” means a demand or other action related to business activities made by a member of criminal organization with the threat of violence.

## **11. Engineering Ethics**

### **1) Toshiba Group Corporate Policy**

Toshiba Group Companies shall:

- (1) engage in technology activities with a high level of ethics; and
- (2) comply with all applicable laws, regulations and contracts.

### **2) SOC for Toshiba Group Directors and Employees**

Directors and Employees shall:

- (1) utilize their expertise, skills and experience to contribute to the health and happiness of humans and the safety of society;
- (2) rely on scientific facts and recognize changes in all applicable laws, regulations, and conventional wisdom to make fair and independent judgments and act honestly and with good faith;
- (3) continuously seek to improve their expertise and capabilities to create new and innovative technology and offer safe and excellent products and services;
- (4) endeavor to foster future engineers and bestow technology to them; and
- (5) promote more active communication with relevant parties to create an open-minded and transparent working environment.



## **12. Intellectual Property Rights**

### **1) Toshiba Group Corporate Policy**

Toshiba Group Companies shall:

- (1) comply with all applicable laws and regulations associated with patent law, copyright law and other intellectual property rights (Note) laws; and
- (2) protect the results of intellectual activities with intellectual property rights, make extensive use of those rights, and respect the legitimate intellectual property rights of third parties.

### **2) SOC for Toshiba Group Directors and Employees**

Directors and Employees shall:

- (1) proactively acquire and utilize intellectual property rights in order to strengthen business competitiveness;
- (2) understand and observe company rules providing that intellectual property rights in any invention, utility model, design for or actual work, such as mask work (*i.e.*, the layout of an integrated circuit chip), computer program or digital content, that is determined to have been made by anyone during the period of his or her services for or employment by a Toshiba Group Company, and the ability to apply for such rights, belong to the Toshiba Group Company;
- (3) adequately maintain intellectual property rights and take appropriate measures against infringement of these rights by a third party; and
- (4) respect and take due care of the legitimate intellectual property rights of third parties.

(Note) Herein, “intellectual property rights” means patent rights, utility model rights, design patent rights, trademarks, copyrights, mask work rights, trade secrets, and any other such rights.

### **13. Accounting**

#### **1) Toshiba Group Corporate Policy**

Toshiba Group Companies shall comply with all applicable laws and regulations regarding accounting and conduct proper accounts management and financial reporting in accordance with generally accepted principles.

#### **2) SOC for Toshiba Group Directors and Employees**

Directors and Employees shall:

- (1) maintain proper and timely accounts in accordance with generally accepted accounting principles
- (2) promote the prompt release of accurate accounts; and
- (3) endeavor to maintain and improve the accounting management system, and establish and implement internal control procedures for financial reporting.

## **14. Corporate Communications**

### **1) Toshiba Group Corporate Policy**

Toshiba Group Companies shall:

- (1) endeavor to obtain the understanding of stakeholders, including customers, shareholders and the local community, with respect to corporate activities, products and services, and further improve public recognition of Toshiba Group and its corporate image by means of positive and timely corporate communications activities on business information (Note), such as corporate strategy and financial data; and
- (2) ensure that management policies are well communicated within the company, and promote information sharing as a means of raising morale and creating a sense of unity.

### **2) SOC for Toshiba Group Directors and Employees**

Directors and Employees shall:

- (1) conduct corporate communications with integrity on the basis of objective facts;
- (2) conduct corporate communications by appropriate means, to enable customers, shareholders, potential investors and the members of the community of each country or region to obtain a reasonable understanding of Toshiba Group's activities; and
- (3) obtain prior consent from the persons responsible for corporate communications before disclosing business information to analysts and to the media, including newspapers, magazines and television stations.

(Note) Herein, "business information" includes but is not limited to information regarding actions or activities which may raise the suspicion of such actions prohibited by these SOC (hereinafter called "Risk Compliance Information").

## **15. Advertising**

### **1) Toshiba Group Corporate Policy**

Toshiba Group Companies shall:

- (1) use advertising activities to increase public awareness of the Toshiba brand and public awareness of, and trust in, Toshiba Group; and
- (2) seek heightened awareness of Toshiba Group as a global company and a “good corporate citizen” at national and regional levels.

### **2) SOC for Toshiba Group Directors and Employees**

Directors and Employees shall:

- (1) increase public trust in the Toshiba brand and acquire the good will and trust of the people in each of the countries or regions in which Toshiba Group operates, thereby creating an environment whereby sustained business development and sales promotion activities may be achieved;
- (2) not use advertising to cast third parties in a negative light in an attempt to make Toshiba Group appear more favorable, or for any other negative purpose; and
- (3) not make reference to politics or religion in advertising, cause offense or show disrespect by implying discrimination based on race, religion, sex, national origin, physical disability, age or sexual orientation.

## **16. Workplace**

### **1) Toshiba Group Corporate Policy**

Toshiba Group Companies shall:

- (1) develop a working environment where Employees may perform their duties creatively and efficiently so that they may achieve a work/life balance (i.e., balance between work and home); and
- (2) endeavor to ensure a safe and comfortable working environment for Employees.

### **2) SOC for Toshiba Group Directors and Employees**

Directors and Employees shall:

- (1) accomplish their tasks to the utmost of their abilities, in light of their authority and the responsibilities assigned to them by the company, and endeavor to learn continuously and to improve their own abilities;
- (2) realize employees' work/life balance through various ways of working so that they can maximize their capabilities to the fullest extent;
- (3) cultivate a workplace environment that encourages the development of open-minded, cooperative and orderly work activities; and
- (4) maintain safety, cleanliness and good order in the workplace and endeavor to prevent industrial accidents, and try to maintain good health.

## **17. Corporate Information and Security**

### **1) Toshiba Group Corporate Policy**

Toshiba Group Companies shall:

- (1) properly manage and protect corporate information (Note)(hereinafter including the Toshiba brand and other intangible assets);
- (2) respect proprietary information and maintain corporate information as confidential, and prohibit disclosure or improper use of corporate information; and
- (3) strive to prevent information security incidents, and take recovery and corrective measures immediately in the event of an incident .

### **2) SOC for Toshiba Group Directors and Employees**

Directors and Employees shall:

- (1) not disclose or divulge corporate information, either during or after employment, without following appropriate internal procedures;
- (2) not use corporate information or company assets to benefit themselves or any third party, to harm the interests of Toshiba Group, or for any other improper use, either during or after employment;
- (3) not disclose or divulge to the company any confidential or proprietary information belonging to any third party acquired prior to their employment in violation of their obligations to such third parties, including inter alia, former employees and clients;
- (4) protect any personal data, in accordance with all applicable laws, regulations and company rules, including observance of lawful and appropriate procedures for obtaining and maintaining personal data, and use personal data only for appropriate purposes;
- (5) observe information security regulations, and endeavor to protect corporate information and use corporate information only in a proper manner;
- (6) not to use any company-owned information technology equipment or services for any personal purposes;
- (7) not hurt the informational interests of third parties, such as accessing third party information without authorizations; and
- (8) not be party to any illegal insider trading (i.e., using nonpublic corporate information in trading the shares or the like of a company).

(Note) Herein, “corporate information” means all information, including personal information, third party information such as customer and supplier information and company information (hereinafter including information relating to third parties) that is handled by the Directors and Employees in the course of conducting business, except information open to the public.

## **18. Company Assets and Conflicts of Interest**

### **1) Toshiba Group Corporate Policy**

Toshiba Group Companies shall:

- (1) properly manage company assets (hereinafter including the Toshiba brand and other intangible assets); and
- (2) always act in the best interest of the company.

### **2) SOC for Toshiba Group Directors and Employees**

Directors and Employees shall:

- (1) refrain from diverting or appropriating company assets for personal use and endeavor to maintain company assets;
- (2) refrain from making improper use of company equipment and facilities;
- (3) not make unauthorized use of their position or authority within the company to benefit themselves or any third party or to impair the credibility or brand name of the company; and
- (4) avoid business relationships with customers, suppliers, and competitors of the company that would pose a conflict of interest.

## **19. Community Relations**

### **1) Toshiba Group Corporate Policy**

Toshiba Group Companies shall:

- (1) contribute to and cooperate with all local communities in which Toshiba Group operates in order to perform its duties as a member of these communities and engage and collaborate with a wide range of stakeholders such as nonprofit organization (NPOs);
- (2) support Directors and Employees in undertaking voluntary activities and give full consideration to each individual's desire to exercise his or her civil rights;
- (3) make appropriate donations in each country and region where Toshiba Group operates, after considering the contribution to the community, the public nature and the reasons for making donations; and
- (4) try to improve the brand image in all aspects of their relationships with the communities.

### **2) SOC for Toshiba Group Directors and Employees**

Directors and Employees shall:

- (1) assure that Toshiba Group Companies undertake all activities in harmony with the community, by respecting the local culture and community traditions and customs;
- (2) actively participate in developing communication with the local community, to encourage and maintain mutual respect and understanding;
- (3) actively participate in community social and voluntary activities;
- (4) act responsibly and with integrity as a member of society; and
- (5) aspire to exhibit honesty and integrity in words and actions with an awareness of being member of Toshiba Group, whether at the workplace, in public places, or online.



## **Scope and Implementation**

### **1. Scope of the SOC**

- (1) These SOC shall, on their adoption by each Toshiba Group Company by resolution of the board of directors or other appropriate corporate actions, apply to all Directors and Employees, including advisors and contract employees;
- (2) The SOC does not state or establish legal obligations on the part of the Toshiba Group and does not create any legal rights or claims on the part of any person. Instead, the SOC sets forth the values of the Toshiba Group and the expectations that the Toshiba Group has for its Directors and Employees. In many instances, these values and expectations exceed applicable legal obligations.

### **2. Implementation of the SOC**

- (1) Each Toshiba Group Company shall appoint a “Chief Implementation Administrator” to assume overall responsibility for implementation of the SOC. The Chief Implementation Administrator of Toshiba Corporation shall be the Chief Risk-Compliance Management Officer;
- (2) Each Chief Implementation Administrator may appoint, as necessary, “Implementation Administrators,” who shall be responsible for the implementation of each article of the SOC. Within Toshiba Corporation, the Company President of each in-house company and the General Manager of each staff division shall assume the role of Implementation Administrator. In this capacity, they are responsible for implementation of the SOC in their in-house companies or divisions and also for guiding implementation in Toshiba Group Companies for which they are responsible;
- (3) The corporate staff division of each Toshiba Group Company in charge of any of the items of these SOC shall formulate relevant rules or compliance programs and shall support that Toshiba Group Company’s Implementation Administrators and any related companies by providing information and advice on formulating implementation rules and on developing educational programs;
- (4) Toshiba Corporation’s Corporate Representatives responsible for overseas business in their respective regions shall guide, support and cooperate with Toshiba Group Companies’ overseas offices and subsidiaries in implementing the SOC in the businesses for which they are responsible; and
- (5) Toshiba Corporation’s Risk Management Division, Corporate Communication Division and Legal Affairs Division shall be the bodies responsible for the maintenance of the SOC and the promotion and support for the adoption and implementation of the SOC by the Toshiba Group Companies.

### **3. In-house Information Reporting System and Protection of Information Providers**

- (1) Toshiba Group Companies shall establish an in-house information reporting system to ensure that Toshiba Group Directors and Employees are able to report Risk Compliance Information (Note) directly to Chief Implementation Administrators or the

division responsible for risk-compliance matters;

(2) Directors and Employees of each Toshiba Group Company are to report any Risk Compliance Information they have to their supervisors immediately or provide such information using the in-house information reporting system;

(3) The Chief Implementation Administrators, the divisions responsible for risk-compliance matters and supervisors who receive Risk Compliance Information must respond and act promptly and appropriately; and

(4) Directors and Employees who provide Risk Compliance Information for good reason and in good faith must not be treated disadvantageously on the grounds that they provided such information.

#### **4. Disciplinary Action**

Any conduct in violation of these SOC shall be subject to disciplinary measures up to and including dismissal, according to and as set forth in each Toshiba Group Company's Disciplinary Rules/Staff Handbook.

(Note) "Risk Compliance Information" means any information regarding actions, or activities which may raise the suspicion of actions prohibited by these SOC.