



**Systemex Group
Global Compliance Code**

COMPLIANCE

1. Ensuring the Safety of Our Products and Services to Customers

In all our corporate activities, we shall make it a matter of priority to provide our customers with safety and security in the operation and use of our products and services.

1-1 Providing safe/high-quality products and services to customers

Every Officer/Employee shall abide by all applicable laws and regulations related to safety in each country and region of operation, provide products and/or services of superior safety and quality, and ensure thorough compliance with current quality control standards. We shall put the highest priority on the safety and security of customers, rather than such factors as delivery time or cost savings.

1-2 Providing safety information to customers

To secure the safe use of our products by customers, Group Companies shall provide adequate labels and proper explanation of the use of our products or services, including any risks.

1-3 Taking prompt and appropriate action in case of accidents/incidents

In the event that an accident/incident is reported involving the use of our products or services, every Officer/Employee shall take prompt and appropriate action by putting the highest priority on the safety of customers and preventing any additional harm resulting from the accident/incident. We shall then implement fact-finding investigations, disclose and properly report the discovered facts to appropriate internal and external parties, inquire into the root causes of the accident/incident, and take prompt corrective actions in order to prevent recurrences.

1-4 Appropriate handling of data

In order to maintain and improve the safety, quality and reliability of our products and services, data related to such products and services, including but not limited to master and quality records in the manufacturing process, maintenance and service records of instruments, clinical trial and regulatory process data, and data supporting primary or applied research shall be handled in a manner maintaining data integrity and consistent with generally accepted industry practices, without falsification, unwarranted selective exclusion or deliberate modification to purposefully alter the conclusions to be drawn.

2. Promoting Fair Dealing and Free Competition

We shall comply with all applicable laws and regulations of each country and region concerning the promotion of fair and free competition, deal fairly with all our customers and other business partners and conduct transactions under appropriate conditions. In addition, in relation to other companies in the same business, we shall not illegally, dishonestly or unreasonably restrict their business, nor shall we defame them.

2-1 Fair dealing with customers

2-1-1 Appropriate advertising

In advertising and promoting our products or services, we shall not make false, unjustified, or exaggerated statements or claims.

2-1-2 Prohibition of improper gifts, prizes or cash awards

We shall comply with all applicable laws and regulations, and shall not provide excessive or unjustifiable gifts, prizes or cash awards in the course of our business activities.

2-1-3 Prohibition of provision of excessive services

We shall comply with all applicable laws and regulations, and shall not provide any company benefits, labor and other services that are excessive and unreasonable in the course of our business activities.

2-1-4 Restriction of provision of trial-use products

When providing products as a part of the Group Company's promotion of those products in order to confirm operating specifications and/or evaluating customers' reactions to the external appearance, quality, effectiveness or safety of the products, the quantity of the provided products shall be limited to the extent necessary for the purpose.

2-1-5 Restriction of loaner products

When providing customers or business partners with no-charge loans of products, the purposes, protocols, reasons, and duration of such loans shall be confirmed beforehand in a written document containing all such information, and provision of such products shall be limited to the minimum absolutely necessary under the agreed-upon protocol.

2-2 Fair dealing with business partners

2-2-1 Prohibition of arrangements for maintaining resale prices

No instructions and/or pressure of any kind shall be used to unlawfully bind distributors and/or outlet stores (“distributors and dealers”) to maintain resale prices of our products or services in violation of applicable laws.

2-2-2 Prohibition of transactions involving unjustifiable binding

No actions shall be taken to unreasonably bind distributors and dealers by pressuring or prohibiting them from representing other product lines, including competitors of the Group Company, or restricting discounting for the purpose of maintaining resale prices of our products or services, in violation of applicable laws.

2-2-3 Prohibition of abuse of bargaining position

We shall not make illegal, unreasonable or unjustifiable demands on business partners by imposing conditions that are severely disadvantageous to them, or coerce acceptance of our terms and conditions by abusing our bargaining position.

2-2-4 Prohibition of refusal to trade and tie-in sales

We shall not unreasonably refuse trade with business partners, or require business partners to purchase a product or service, upon selling other products or services.

2-2-5 Fair selection of business partners

In selecting business partners, we shall compare terms and conditions such as quality, price, delivery time, managing conditions, etc. in an objective and nondiscriminatory manner to decide the business partners best suited to us.

2-2-6 Prohibition of forced purchase demands and reciprocating transactions

We shall not coerce procurement of products or services by Group Companies in exchange for transactions involving the purchase of products or services from Group Companies as a collateral condition when dealing with procurement sources.

2-3 Prohibition of unfair trading limits and unfair competition

2-3-1 Prohibition of unfair trading limits

In compliance with applicable competition/anti-trust laws and regulations, Group Companies shall not form a cartel, by making any arrangement or agreement with the competitors which contains unreasonable restraint on the prices of products or services, distribution channels, or other terms and conditions for the distributions. Further, we shall not engage in any bid-rigging, including discussions with other competitive bidders regarding any aspect whatsoever of the terms or contract prices of the bid.

2-3-2 Prohibition of discussed arrangements within trade groups or associations

If any participant at a meeting of a trade association or industry body makes remarks on matters prohibited by competition law, such as unreasonable restraint on prices of products or services, distribution channels, or other inappropriate terms and conditions, Officers/Employees who are present shall explicitly decline further participation in the meeting and immediately leave the meeting, making sure such departure is expressly recorded and documented.

2-3-3 Prohibition of unjust low-price sales

We shall not impede fair competition by selling products or services at unjustly low prices to exclude competitors.

2-3-4 Prohibition of acts of unfair competition

We shall not engage in acts of unfair or unlawful competition by obtaining and/or using trade secrets of other companies acquired through illegal or unfair means, or by making false or misleading statements to induce misunderstanding among customers, regulators, or the public.

3. Fair and Proper Information Disclosure and Exercise of Complete Information Control

Our corporate information, such as our Group's financial condition and business activities, shall be disclosed in a fair, prompt, correct, and clear manner in accordance with applicable laws and regulations, and we shall exercise strict control over confidential information collected through our business activities so as not to infringe the rights of third parties.

3-1 Proper disclosure of material information

Only authorized Officers/Employees of the Group Company shall publicly disclose information related to our business, operations or financial performance that may potentially affect the price of shares issued by the Company ("Material Information"), and such disclosure shall comply with laws and regulations related to securities dealings and other regulations that stock exchanges set forth for the proper and timely disclosure of Material Information.

3-2 Positive disclosure of corporate information in general

Information that is not Material Information or otherwise applicable to stock exchange disclosure regulations or other laws and regulations, shall be released in a fair and prompt manner to improve awareness and understanding among investors and the media of the Group's management and the company's business operations.

3-3 Proper management of trade secrets

In compliance with applicable securities laws, Officers/Employees shall exercise strict care in handling trade secrets (including undisclosed Material Information) of Group or of other companies obtained in the course of their work and shall appropriately and rigorously manage to separate the Group's information from that of other companies, and shall not, regardless of the method or medium or whether orally or in writing or via e-mails or social media, disclose such information to third parties or use such information for purposes other than business purposes in violation of internal rules without obtaining proper prior written permission. Further, Officers/Employees shall not disclose or use the trade secrets of the Group or other companies that come to their knowledge in the course of their work without prior permission, even after their separation from the Group.

3-4 Protection of personal information

Personal information of individuals or customers obtained, accessed, or collected in the normal course of our business shall be treated in compliance with applicable privacy laws and regulations, and we shall not, regardless of the method or medium or whether orally or in writing or via e-mails or social media, without the prior written consent from the individual or customer, disclose such information to third parties nor use it other than for its intended business purpose, except under court or other governmental orders.

4. Implementation of Appropriate Research and Development Activities

When carrying out research and development, we shall protect the dignity, privacy, and human rights of trial subjects, and shall comply with applicable laws and regulations to carry out our research activities in accordance with high ethical standards.

4-1 Preparation of test data

When carrying out tests for research and development purposes, we shall not fabricate, falsify or plagiarize research data and shall maintain high ethical standards. In addition, we shall comply with applicable laws and regulations, and we shall prepare accurate data on which the efficacy, effectiveness and safety of our products can be accurately judged.

4-2 Respect for human rights of trial subjects

When handling human-derived specimens or clinical and genetic information, we shall comply with applicable ethical guidelines to protect the dignity and human rights of the trial subjects. Further, we shall take all reasonable and available precautions to protect personal information.

4-3 Proper management of living modified organisms

When carrying out genetic modification experiments, we shall comply with applicable laws and regulations and take all appropriate efforts to thoroughly carry out safety management to ensure that living modified organisms shall not affect natural environment.

4-4 Animal experiments

When conducting animal experiments, we shall comply with applicable laws and regulations related to animal protection, and we shall limit such experiments to a minimum by studying the use of alternative methods. When animal experiments are necessary, we shall take all reasonable steps to minimize the animals' pain.

4-5 Proper handling of regulated substances

Regarding substances that are regulated under laws related to poisonous, deleterious, or hazardous materials, we shall comply with applicable laws and regulations.

5. To Respect Intellectual Property

We respect both the rights of our Group's intellectual property and the intellectual property of others. We shall not unlawfully acquire or use any confidential business information or the proprietary assets of others.

5-1 Respecting intellectual property rights

We respect the patents, designs, trademarks and other intellectual property of others, and shall not use them without authorization.

5-2 Prohibition of illegal use of copyright-protected materials

We shall not illegally copy or use any copyright-protected works of third parties. When using information that can be easily obtained through networks such as the Internet, we shall pay proper attention so as not to infringe the rights of third parties.

5-3 Prohibition of illegal acquisition or use of trade secrets

We shall not acquire or use trade secrets owned by third parties through illegal or improper means.

6. To Maintain International Peace and Safety

We shall comply with export-related laws and regulations, and shall not engage in any transaction which may impede the maintenance of international peace and safety.

6-1 Proper handling of controlled commodities and technologies

We shall not export commodities or provide technologies to countries prohibited under applicable laws and regulations regarding security trade control.

6-2 Prohibition of transactions with embargoed countries

We shall not deal with organizations or persons in countries designated as embargoed or sanctioned under applicable laws and regulations regarding security trade control.

6-3 Strict control of transactions with sanctioned parties

We shall not deal with parties listed as sanctioned parties under applicable laws and regulations under security trade control.

6-4 Strict control of purpose of transactions

We shall strictly control the export of commodities and technologies which have the potential to be used to develop or produce weapons.

7. To Conduct Proper Accounting and Appropriate Tax Payments

We shall always apply the appropriate accounting procedures in accordance with accepted accounting standards and recognize the tax obligations set forth in applicable tax laws and accounting regulations and standards.

7-1 Appropriate tax return procedures

We shall comply with tax laws and regulations in applicable jurisdictions both domestic and foreign, acting on an appropriate interpretation of such laws and regulations in the conduct of our business. In transactions with foreign affiliated companies, we shall calculate the appropriate transfer prices in accordance with the OECD Guidelines and the transfer pricing tax system of each country and region, and make appropriate tax payments in each country respecting applicable tax treaties. Tax havens shall not be used solely for the purpose of tax avoidance or benefit.

7-2 Proper accounting procedures

We shall comply with all applicable tax laws, external accounting standards, and internal accounting procedures related to accounting entries of transactions such as sales and expenditures. Further, we shall maintain accurate and complete records of all slips, invoices, receipts, books, records, and other documents material to financial transactions.

7-3 Preparation of fair and transparent financial statements

We shall prepare and distribute financial statements that fairly and accurately reflect the financial performance of the company, and fully comply with International Financial Reporting Standards, applicable laws, regulations and accepted accounting standards.

8. To Respect Human Rights and to Improve Occupational Health and Safety

We shall support the Universal Declaration of Human Rights and Core Labour Standards, and respect fundamental human rights, and shall not commit acts such as discrimination or harassment. We shall also comply with applicable laws and regulations and endeavor to improve occupational health and safety. Further, we shall not commit any unfair labor practices against the personnel of the company.

8-1 Prohibition of discrimination and harassment

We shall not discriminate on the basis of sex, age, nationality, race, origin, beliefs, religion, social status, lineage, illness, physical disability, sexual orientation, or gender identity, nor shall we behave in a manner that disregards the dignity of the person, which includes sexual harassment, abuse of authority or pregnancy discrimination.

8-2 Privacy protection

We acknowledge the diverse values of people as individuals and shall respect their privacy. We shall not unnecessarily disclose private information we acquire in the course of our business to any third party, and shall not seek to unnecessarily obtain private information.

8-3 Prohibition of forced labor and child labor

We shall not detain any person against his or her will. We shall not hire persons below the minimum age of employment set forth by applicable laws or regulations.

8-4 Assurance of safety and health in the workplace

We shall comply with laws and regulations related to workplace safety and health to ensure every Officer/Employee works with peace of mind, and shall maintain and enhance the mental as well as the physical health of every Officer/Employee in a safe and comfortable working environment.

9. Prohibition of Conflicts of Interest

We shall not attempt to gain any personal profit in the performance of our duties, and shall not make any unauthorized use of our Group's assets, goods or information, nor shall we perform personal acts that may cause harm to the Group's business activities or reputation.

9-1 Prohibition of insider transactions

Officers/Employees shall not conduct transactions such as selling or buying shares of our Group, or other companies known to them through our business relationships, by making use of undisclosed Material Information on our Group or other such companies, that comes to their knowledge in the course of conducting their business responsibilities.

9-2 Prohibition of use of company's assets for private purposes

Officers/Employees shall not appropriate the company's assets or goods without permission. Officers/Employees shall not without permission use the company's assets for personal or private purposes or for the benefit of third parties unrelated to the business.

9-3 Prohibition of use of the company name

Officers/Employees shall not attempt to gain personal profit, whether tangible or intangible, such as obtaining money, goods, services or other benefits, by making use of the reputation or fame of the Group or their company, or by using their job-related authority or position.

9-4 Prohibition of inappropriate information dissemination outside the company

Officers/Employees shall not respond to an interview on the Group's business from the media without complying with the media relations policies or procedures of the Group. In addition, in case Officers/Employees make or post their own personal remarks or statements on any kind of media, including social media, such Officers/Employees shall take appropriate measures to make sure that such remarks or statements are clearly understood not to represent any of the Group Companies' policies, positions or opinions.

9-5 Prohibition of holding multiple offices, holding multiple posts, and acts involving conflict of interest

Without obtaining the prior approval from the company, any Officer/Employee shall not concurrently hold office at or be in the employ of or consult for or serve as an officer of another business entity. Further, any Officer/Employee shall not engage in any kinds of personal activity which contradicts to the business of the company such as the transactions with the competitors pursuing the personal gain or profit. Especially in case any of the Officers is going to hold another concurrent position, such Officer shall abide by the applicable laws and regulations including Corporate laws and regulations and/or competition/anti-trust laws and regulations and shall not hold any officer position of other business entity concurrently and shall not conduct any business transaction which contradicts to the legitimate interest of the company or which is in conflict of interest of the company without obtaining the prior approval of board of directors of the company.

10. To Maintain Sound Relationships with Society

We shall comply with applicable laws and regulations related to anti-bribery statutes and comply strictly with applicable laws regarding making political donations. The company shall not be intimidated by antisocial activities, behavior and groups, nor maintain any relationship with them.

10-1 Prohibition of bribery and excessive entertainment

In giving or accepting entertainment or gifts, we shall limit such activities to the scope of socially accepted practices and comply with applicable anti-bribery and other laws and regulations.

10-2 Prohibition of inappropriate political donations/contributions

When making political donations/contributions to politicians or political bodies, all Officers/Employees shall comply with company policies, applicable laws and regulations. Further, no Officer/Employee may make a political donation in anticipation of any benefit or 'quid pro quo', including the acquisition or renewal of a business opportunity or an opportunity to access unpublicized information.

10-3 Elimination of engagement with antisocial powers or bodies

None of Officers/Employees shall have any relationship with antisocial powers or organizations, such as corporate extortionists and crime syndicates, who pose threats to the safety and good order of society ("Antisocial Powers"). When demands are received from Antisocial Powers, Officers/Employees shall remain steadfast and reject such demands without resorting to such means as financial settlement.

11. To Preserve the Global Environment

We shall comply with environment-related laws and regulations, and respect the environment throughout our business activities, based on applicable laws and international standards, in an endeavor to preserve and improve the global environment.

11-1 Compliance with laws and regulations

Every Officer/Employee shall comply with environment-related laws and regulations, including applicable antipollution regulations and waste disposal rules, and endeavor to protect the environment and prevent ambient noise, vibration and contamination of air, soil, and water.

11-2 Environmentally-friendly business operations

When engaged in business operations, every Officer/Employee shall pay attention to the impact on the environment based on environment-related international standards, and shall promote activities that address such issues as reduction of greenhouse gas, recycling, and waste reduction, in an endeavor to enhance the global environment through activities to address global climate change.

Supplements

(Periodic review)

Article 1 This Global Compliance Code shall be reviewed at least every two years, and amended to reflect changes in the business environment.

(Effective date)

Article 2 This Global Compliance Code shall take effect on August 1, 2021.