

code of conduct

Rami Yokota B.V. is committed to conduct its business with honesty and integrity, to follow the law and to make sure that each employee and business partner is treated respectfully. We are proud of our excellent reputation as a responsible and reliable partner. Notwithstanding local company specific values, business principles or other local codes already in place, this code of conduct contains the main business standards as rules of ethical behavior all our employees must follow. We also request suppliers to respect the purpose of the Code of Conduct.

compliance with laws

Rami Yokota B.V. must comply with all laws and regulations applicable to its business activities. We carry out our company's activities in a fair manner, in compliance with and with knowledge of the purpose of all the relevant laws and ordinances, regulations, and ethical standards.

Companies are not allowed to share any form of confidential information with their competitors and distributors/wholesalers that compete on sales markets where they sell the same products or services. Price-fixing between competitors or agreeing (even informally) with competitors to respect each other's customer groups or focus is prohibited.

Providing a representative of a competitor with information on our current policy, our intended action or even recent decisions relating to the commercial policy is a violation of the competition laws.

Sharing information about the commercial policy of competitors via customers infringes competition law.

prevention of fraud

Rami Yokota B.V. expects everyone to conduct her/his work in a reliable and honest way, not to steal or misuse any company property or property of colleagues nor to mislead anyone or set up a scheme with the intention to benefit in a way that was never intended by Rami Yokota B.V.. Fraud is a deception that is deliberately practiced to secure unfair or unlawful gain and include deceit, concealment, skimming, forgery or alteration of (electronic) documents.

Rami Yokota B.V. maintains a zero-tolerance approach for its employees and business partners with regard to fraud.

Managers are responsible for ensuring they have identified fraud risks, having appropriate controls in place, and tracking the effectiveness of controls on an on-going basis.

Each manager must make him or herself familiar with the types of improprieties that might occur within his or her area of responsibility, and must orient their personnel to be alert to any indications of potential fraud. Employees that detect or suspect any fraud must immediately report the matter to their manager or to our legal department. In addition, we may initiate random checks to verify compliance with this Code of Conduct.

no corruption or bribery

Do not in any way (try to) bribe another person, organization or company. Don't offer or accept anything of value from someone with the intention to obtain assistance in business matters. Rami Yokota B.V. avoids any appearance of bribery or conflict of interest under all circumstances. Therefore, never accept (or offer) a gift or entertainment with a value exceeding EUR 100 or the local currency equivalent. If customers or suppliers regulations are more limited under EUR 100, we should respect this in full.

Rami Yokota B.V. is doing business around the world and its employees are subject to anti-bribery laws of many countries. Rami Yokota B.V., its employees and business partners should comply with all applicable anti-bribery laws, also when doing business abroad. It is our policy that bribery of persons in both the public and the private sector is always forbidden, even if in a certain country exceptions are legally allowed.

Anti-bribery laws prohibit persons or companies from offering, promising or paying a bribe to a public official or person in the private sector to influence this person in his (official) acts or function. Likewise, it is prohibited to solicit or accept a bribe. A "bribe" may consist of any advantage or benefit that has a value. Small payments or benefits are therefore not per se excluded. The mere offering or promising of a bribe is prohibited. The bribe does not have to be actually paid or accepted.

The person offering, promising or soliciting the bribe does also not necessarily have to be the recipient of the bribe (indirect payments are also prohibited). Anti-bribery laws in the various countries are quite broad and may apply not only to the actual briber and the person being bribed but also to anyone knowingly cooperating in, approving, directing or covering up the bribe.

Most anti-bribery laws apply if a payment, offer or promise is made in exchange for some type of improper action or omission by the bribed person (or a contact of that person). An important factor is whether any influence is exerted to obtain or retain business or a business advantage such as granting of a license or permit or awarding an assignment in circumstances where it may not otherwise be granted, taking the decision not to investigate or prosecute an alleged offence by a company, or providing confidential information to a company. It is not required that the intended recipient of the bribe is directly involved in awarding or directing the business advantage. The use of his influence to establish a certain result may be sufficient.

corporate hospitality and promotional expenses, gifts and entertainment

Hospitality and promotional expenditure as well as offering and accepting gifts and entertainment are not considered bribery if reasonable and proportionate as regards the value and timing, the impression conveyed to third parties and the type of gift or entertainment, and there is no intention to induce a person to improperly perform his function, to secure a business advantage or not. In case of any doubts about the appropriateness of hospitality, entertainment or a gift that is intended to offer or accept, always contact our legal department.

facilitation payments and lawful government payments

Rami Yokota B.V. prohibits all facilitation payments. Facilitation payments are small payments that are not prescribed by the written regulations in a certain country and are made to secure or expedite the performance of a routine governmental action (e.g. customs clearance). Payments to public officials that are prescribed by written regulations of the official's country, such as fees and payments for various government services, are not prohibited. Payments on top of such legally required amounts are strictly forbidden.

liability for and prevention of bribery by associated persons

Rami Yokota B.V. could be held liable for bribery by associated persons acting on its behalf. We therefore require that business partners acting on its behalf, such as agents and representatives, comply with all applicable anti-bribery laws. Consequently, all existing and future business partners must be investigated and selected with bribery risks in mind and the appropriate contractual arrangements should be made with these parties to avoid bribery risks. This investigation as well as the results of it must be documented. Any issues should be immediately notified to our legal department.

avoid conflicts of interest

Avoid any situation where judgement might be affected as a result of conflicting loyalties between Rami Yokota B.V. and another person or business. Can your involvement in such situation be fully disclosed without embarrassing yourself or Rami Yokota B.V.? If not, inform our legal department so that neither you nor Rami Yokota B.V.' integrity will be at stake.

Employees are expected to avoid any actual or suspected conflict between the interests of Rami Yokota B.V. and their own personal interests. Rami Yokota B.V. recognizes that you are part of a family, have friends, act in volunteering jobs, and have specific personal responsibilities and interests. A conflict of interest can arise when you take actions or have personal interests that can interfere with your performance for Rami Yokota B.V..

You should always declare any direct relationship with someone who may be tendering on a contract for Rami Yokota B.V. if you have a direct involvement or management responsibility in awarding such a contract.

You are required to disclose to your manager each actual or suspected conflict of interest situation in which you are directly or indirectly involved. You need to make this disclosure as soon as you become aware of facts giving rise to the actual or apparent conflict of interest.

If you are unsure as to whether a given situation creates a conflict of interest, raise the issue with your manager. Whilst it is impossible to describe every circumstance where a conflict of interest may arise, the following guidelines will help you avoid conflicts of interest:

- never allow personal or financial interests to interfere with work for Rami Yokota B.V.
- always be able to satisfactorily explain your decision to your manager and to colleagues
- anticipate that for alleged conflicts of interest, appearances do matter!

accurate accounting and reporting

All books, records, accounts and financial statements, time and expense reports should be recorded consistently and accurately, reflecting the true view and conforming to all applicable legal requirements and internal control policies.

fair and timely disclosure of information

Any commercial or financially sensitive information regarding Rami Yokota B.V. may not be disclosed to the public nor communicated to the press without consulting our legal department first. Furthermore, every employee should refrain from disclosing information, by any means of communication, that may harm the image of Rami Yokota B.V. or any of its employees. Do not disclose any confidential information regarding Rami Yokota B.V., its customers and suppliers. Always take appropriate measures to keep such information strictly confidential

dealing with suppliers

Rami Yokota B.V. must select their suppliers on the basis of objective comparison criteria, including commercial conditions, reputation, sustainability and reliability. Suppliers that adhere to the standards as reflected in this Code of Conduct should be contracted by preference.

responsible work conduct

Rami Yokota B.V.' IT and communication systems are built for business purposes. The capacity, software and security are not designed for private purposes and any use for private purposes should be limited as much as reasonably possible.

Though some proportionate personal use of these systems may be inevitable, such use should be limited as much as possible and may never interfere with the intended business purposes. The IT systems may never be used in any way that can result in the storing or communicating of content that breaches applicable legislation, harassment of colleagues or third parties, or discrimination or other improper behavior.

Only if there are justifiable suspicions that any person does not act in accordance with this Code of Conduct or applicable legislation, we preserve the right to monitor any use of the IT systems and electronic communications in accordance with applicable laws.

We are committed to investigate any concerns on severe adverse human rights impacts and in case these are discovered Rami Yokota B.V. will act appropriately without delay.

All property of Rami Yokota B.V. may only be used for the intended business purposes. This includes but is not limited to:

- physical assets such as office equipment, plant facilities, tools, technical equipment, IT equipment and company cars
- software, intellectual property rights and confidential information
- company funds, bank accounts and other company resources.

Use company property only for the intended business purposes and guard it against misuse, loss or theft. Company funds may only be used for Rami Yokota B.V. business purposes and may never be used for private purposes unless this has been approved by our legal department. It is not permitted to combine business expenses such as lunches and travel trips with personal holidays with family members or friends without approval of our legal department.

intellectual property

Rami Yokota B.V. has licenses for valuable intellectual property, including inventions, product names, software, engineering drawings, and confidential information for its business operation. We strictly comply with the applicable intellectual property laws and license conditions. Unauthorized use or disclosure of company intellectual property is forbidden and the intellectual property right of third parties must be fully respected.

responsible work environment

Rami Yokota B.V. strives for an accident free, secure and healthy working environment for all its employees. The management and each employee is responsible for creating and maintaining a workplace culture that is free of harassment and discrimination, respecting all colleagues. Alcohol is not permitted in Rami Yokota B.V. facilities although exceptions can be made for special events.

Any use of drugs is strictly prohibited. Rami Yokota B.V. will not tolerate any use of alcohol or drugs during working hours or even outside working hours when such use has an influence on performance during working hours.

Safety is especially important in our locations, which are subject to workplace safety regulations. We must follow all applicable safety rules or instructions for the facility where we work and promptly report all accidents, near misses, potential hazards and environmental concerns to our manager.

We may never put ourself or anyone else at risk of your health or safety, even if we think that such would make the work more efficient. Further, we will not tolerate any level of violence or the threat of violence in the workplace.

no child labor

Rami Yokota B.V. abides by applicable legislation and regulations on child and adolescent labor, and shall strictly refrain from employing children under the minimum years of age. We will not permit child labor, forced labor or excessive labor.

We will strive to maintain a work environment free from labor which unjustifiably puts restraints on the employees' mental and physical freedom, which is under extremely poor environment, and which is excessively heavy.

no harassment and discrimination

Rami Yokota B.V. does not tolerate harassment of any kind, including on the grounds of race, color, religion, gender, sexual orientation, national origin, age, disability or any other type of behavior that is hostile, disrespectful, abusive and/or humiliating. Harassment or discrimination can take many forms, such as verbal, visual or physical. Such conduct will not be tolerated. We will strive to maintain a work environment free from sexual harassment and power harassment. Employment with Rami Yokota B.V. is based solely upon individual merit and qualifications directly related to your job. Someone is being harassed or discriminated, please immediately report the incident to your manager.

equal opportunity

To be a leader in our business, we must be flexible, innovative, and creative and have an ability to accommodate other people's points of view. Rami Yokota B.V. strives to equal opportunities for its employees, including the recruitment, promotion, compensation, training and development. We expect our managers to exercise leadership in this field by role modelling appropriate behavior.

Rami Yokota B.V. is committed to investigate any concerns on severe adverse human rights impacts and in case these are discovered Rami Yokota B.V. will act appropriately without delay.

corporate responsibility

Rami Yokota B.V. is committed to take its responsibility in the field of energy, waste, purchasing, personnel, health and safety very seriously and each of you is expected to do the same.

We will consider protection of environment throughout the whole process of business operation. We will ensure proper water drainage and air exhaustion, and disposal of waste, and will work on reducing waste. We will ensure saving of natural resources and energy.

proper authorizations and approvals

We expect everyone to notify her/his manager or to obtain proper authorization with respect to business matters. We consider such behavior essential business practice. It is not the intention to restrict entrepreneurial spirit, but to mitigate the risk of inappropriate representation and binding of Rami Yokota B.V..

sanctions and export control

International business is subject to various export control laws and sanction programs. Violation of such laws and programs may result in significant fines and may cause substantial reputational harm. This Code of Conduct concentrates on EU, UN, UK and US export control laws and sanction programs.

Export control laws and sanction programs of other countries may also be applicable in concrete situations. For questions you should contact our legal department. Special care should be taken in relation to any potential direct or indirect business with companies or persons in Cuba, Iran, North-Korea, Russia, (South) Sudan, Syria, certain regions in Ukraine. In such case always first contact our legal department before any other actions are taken.

EU, UN, UK and US export control laws prohibit or regulate the export, the re-export and transit of certain goods, technology, services, knowledge and software with specified potential end-uses, to specific end-users (such as with terrorists associated individuals) and to sanctioned countries. EU, UN, UK and US export control laws also apply to the rendering of technical assistance with regard to such products or services. If export control laws apply and export is prohibited, an export license is required or the export is otherwise regulated.

EU export controls

EU export control laws apply to the export of dual-use and military products or services. Dual-use products or services can be used for both civil and military purposes. The export of dual-use products or services is subject to the European dual-use regulation which requires prior authorization for extra- and intra-EU export or certain products or services. Examples are components for nuclear devices, aircrafts parts and high-pressure valves for propulsion. EU countries may require additional authorization requirements for the export of dual-use products or services.

US export controls

The US export administration regulations (EAR), apply to the export of US origin products or services (produced in or originated from the US) as well as foreign products which contain a certain amount of US origin content (material or technology). The products or services subject to the EAR are listed in the US commerce control list (CCL). Whether the export is prohibited or requires a license depends on the CCL-classification of the products or services, the ultimate country of destination, end-user and end-use of the products or services. The US International Traffic in Arms Regulations (ITAR) apply to the temporary import into and export from the US of defense articles and services regardless of their origin. The products so designated are summed up in the US munitions list. The US can deny licenses for temporary imports and exports of defense articles and services originating from or destined for certain countries such as Cuba, Syria or Venezuela.

economic sanctions

The EU, UN, UK and the US have enacted various economic sanction programs against countries, individual legal entities and natural persons. The prohibitions and restrictions provided in these sanction programs differ widely and can pertain to:

- the export, import and transit of goods (such as tin, copper, lead, nickel and zinc from sanctioned countries)
- financial transactions or services or trade transactions if the contracting partner or banks are sanctioned
- the entering into a contract, transaction or a joint venture with a sanctioned party.

The economic sanctions may partly overlap export control laws, such as components or services for weapons or enrichment-related, reprocessing or heavy water-related activities, or nuclear weapon delivery systems. Economic sanctions may also prohibit transactions that are otherwise permissible pursuant to export controls. The sanctions can however also pertain to other goods, such as products produced by or for certain industry sectors (e.g. parts of the Russian oil sector).

practical application

As a general rule, the following steps should be taken before products or services are sold abroad:

- determine (a) the characteristics of the products or services involved as well as their (possible) applications and (b) the destination of the products or services involved (country and end-user)
- determine which employees / customers / suppliers / agents of Rami Yokota B.V. are involved (their nationality may trigger the applicability of their home country's sanctions programs) and which intermediaries and banks (they may be sanctioned and/or their assets may be frozen)
- determine whether and which export controls and/or sanction programs apply
- determine whether the transaction can proceed and under which conditions contact our legal department if you are uncertain if export restrictions are applicable.

speak up

Working for and dealing with a group of companies with an excellent reputation is something to be proud of. Should you however become aware of any conduct that you believe violates this Code of Conduct, you can contact Rami Yokota B.V..

We will not permit retaliation against any employee who, in good faith, seeks advice or reports improper behavior under this Code of Conduct.

In preventing misconduct, everyone has responsibilities and obligations of his own. Reporting misconduct will allow us to resolve misconduct swiftly and limit possible damage for our organization, employees, customers and other stakeholders. As such, discussing matters internally also contributes to an open work environment in which we can depend on each other to speak up, rather than allowing the situation to continue.

Every person working for Rami Yokota B.V. must first report any (alleged or threatening) misconduct to his manager. If the manager cannot be involved, reporting should be done to a manager higher in rank, the general management or our legal department.

Each manager, or other dedicated person to which (alleged or threatening) misconduct is reported, must ensure that a record of the report is made and that the Managing Director of the company concerned is informed as soon as possible of any such misconduct and the date when the report was received. Personal complaints, complaints about a manager's style of leadership, or way of doing business should be reported within the own organization.

the confidential advisor

Insofar these company specific procedures cannot (any longer) be followed, the confidential advisor at Rami Yokota B.V. can be contacted. The confidential advisor is an independent external consultant.

The contact details of the confidential advisor and a dedicated contact form are published on the internal website of Rami Yokota B.V.. The confidential advisor can serve as your primary contact in matters of conduct.

The confidential advisor is educated and trained to deal with these instances and will personally ensure you receive the necessary support. Employees who are directly employed by Rami Yokota B.V. can choose to report any (alleged or threatening) misconduct of their colleagues to either the confidential advisor or if it concerns misconduct of members of the Management to the Managing Director of Rami Yokota B.V..

The confidential advisor also provides assistance with the assessment of a situation and whether or not it is appropriate to take any measures. If you are uncertain if certain conduct is allowed or if you have any concerns about possible wrongdoing in your company and you cannot discuss that with your manager or otherwise within your company, you can always in a confidential manner ask the confidential advisor for her advice. No formal report will be made if only a question is asked.

transparency & follow up

In order to ensure transparency, your report will be put on record and is only visible for the confidential advisor and dedicated persons who are selected by the confidential advisor to assist on a case by case basis. Each such person is bound by strict confidentiality. The confidential advisor will confirm receipt of your report. You will be informed of the confidential advisor's point of view in the matter concerned as soon as reasonably possible but in any case, in 2 to 8 weeks in order to ensure you are also included in the follow-up process. If you have reported a situation or behavior in accordance with the procedures and you have assumed, in good faith, such situation or behavior to be (threatening) misconduct, Rami Yokota B.V. will do anything in its power to safeguard that you will not experience any sort of retaliation as a consequence of your report. In case you have misjudged the situation or behavior, this will not be held against you and the fact remains that you have contributed to the work environment to which we are committed. Unfounded reports, malicious reports, or reports made to hurt someone are strictly prohibited and considered a breach of employee's duties. If under applicable law a person affected by reports must be informed on an investigation, we shall do so as soon as reasonably possible. Unless obliged by law or insofar you agree to disclose your identity, the confidential advisor will keep your identity strictly confidential.

anonymous reporting

We strongly encourage everyone to identify her-/himself to facilitate the investigation of his/her report. Anonymous reporting to the confidential advisor is also possible. Although you can in such case not be involved, it will allow the confidential advisor to investigate the matter. In the following circumstances you may report the misconduct to an external third party (other than the above-mentioned counsel): (i) an acute danger in which a serious and urgent public interest requires an immediate external report, (ii) a previous internal report according to the same misconduct has not resulted in the misconduct being addressed, or (iii) a legal or statutory obligation to immediately report externally. In such cases you should also report the misconduct to the confidential advisor as soon as possible. Seeking attention from the press or through any kind of (social) media is always considered wholly inappropriate. The main message is that you are encouraged to report (alleged or threatening) misconduct, that your report will be treated confidentially and that Rami Yokota B.V. will do anything in its power to safeguard that you do not experience any kind of retaliation as a consequence.