

Village Island Anti-Corruption Policy

Nov 1, 2019

Village Island Co. Ltd.

The directors, officers and employees of Village Island Co. Ltd. and its global subsidiary companies (hereinafter “VI Group,” and when referring to the directors, officers and employees of VI Group, “VI Group Members”) comply with applicable laws and regulations related to the prevention of bribery in all countries and areas where VI Group conducts business activities (hereinafter “Anti-Corruption Laws”; the term Anti-Corruption Laws includes, but is not limited to, each country/area’s Criminal Law, Unfair Competition Prevention Act, FCPA, Bribery Act 2010, and the like; furthermore, in addition to the relevant country/area’s laws and regulations, the term Anti-Corruption Laws also includes the situation where another country/area’s laws and regulations, are applied extraterritorially or on some other basis). In addition, VI Group Members comply with the VI Group Anti-Corruption Policy (hereinafter “this Policy”).

This Policy, proposed by Michael Van Dorpe the President and CEO of Village Island Co. Ltd. has been established with the consent of all directors at the board of directors meeting. The CEO and the board of directors require that VI Group and VI Group Members comply with this Policy under all circumstances.

The Chief Executive Officer of each VI Group company is responsible for making each employee comply with this Policy, and Village Island Co. Ltd. shall provide the necessary guidance and support for that purpose.

The global subsidiary companies of Village Island Co. Ltd. shall take measures, such as corporate acts, etc., necessary to apply this Policy within their own companies.

1. Prohibition of Corrupt Practices

- (1) VI Group Members and all individuals, companies and parties which act on behalf of VI Group as a proxy or based on contracts such as business entrustment contracts (hereinafter "Representatives") shall comply with the Anti-Corruption Laws in all countries and areas where business activities are conducted. VI Group Members and Representatives shall not give or receive, etc. money/gifts (hereinafter "Money, etc.") to or from public officials, etc. or private citizens, in violation of Anti-Corruption Laws, nor collude, induce or assist in the giving or receiving of Money, etc., in violation of Anti-Corruption Laws.
- (2) VI Group takes measures necessary to make Representatives comply with this Policy.
- (3) In accordance with (1) above, VI Group Members are prohibited from performing acts with public officials, etc. in violation of Anti-Corruption Laws. Following acts are generally prohibited by Anti-Corruption Laws although the laws may vary according to countries or areas.

(A) Giving or offering or promising to give Money, etc. to public officials, etc. for the purpose of causing action or inaction in relation to their duties, in order to acquire improper business profits/benefits.

(B) Giving or offering or promising to give Money, etc. to public officials, etc. for the purpose of having them cause action or inaction to other public officials, etc. in relation to duties of such other public officials, in order to acquire improper business profits/benefits.

- (4) VI Group Members must not perform the acts prohibited in 1(1) and 1(3) above through third parties such as trading companies, agencies, consultants, brokers, local partners of joint enterprises, contractors or clients.

2. Business Entertainment and Gifts

VI Group Members must not conduct the following acts unless (i) such acts not only do not constitute a violation of the related laws and regulations but contribute to legitimate business purposes, (ii) the amount and frequency of the relevant business entertainment or gifts are reasonable in light of societal norms, and (iii) such acts are approved under the prescribed approval process.

(A) Providing any business entertainment or gifts to any related parties, including public officials and clients, etc.

(B) Receiving any business entertainment or gifts from any related parties, including public officials and clients, etc.

3. Accurate Records

VI Group Members shall comply with generally accepted accounting principles in all cases.

Accounting books and records shall be recorded accurately, and they shall not, for any reason, be false or cause misunderstanding. Accounting books and records that do not have both necessary and sufficient entries or that do not reflect exact deals shall not be created.

4. Reporting

Any person(s) at VI Group who has knowledge of violations of this Policy and managers who have received reports from those who have such knowledge, have an obligation to report the same. The reports shall be made to his/her immediate superior and/or to the Legal Section of Village Island Co. Ltd... Reports may also be made anonymously through the whistle-blowing system. Those who have made the reports shall not be treated unfavorably by the VI Group for making such reports.

5. Role of managers

This Policy requires all managers at VI Group to play specially important roles. They shall recognize their roles and supervise and manage his/her organization and its members accordingly.

6. Monitoring

VI Group Members that are confirmed to have violated Anti-Corruption Laws and/or this Policy may be given unfavorable treatment such as disciplinary action by VI Group. When VI Group is aggrieved by a VI Group Members' violation of Anti-Corruption Laws and/or this Policy, VI Group can make a claim for damages against the violating member.
