

# **Fuji Seal Group Code of Ethics**

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**Fuji Seal International, Inc.**

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## **Purpose**

With the management policy of “Each day with renewed commitment, we create new value through packaging”, Fuji Seal Group (“FSG”) endeavors to achieve sustainable growth and enhance its corporate value over the mid-to long-term for our stakeholders, such as customers, employees, business partners, shareholders, and society.

To reach this given purpose, FSG sets forth the FSG Code of Ethics (“FSG Code”).

FSG Code consists of Ethical Standard and Code of Conduct. Ethical Standard is the universal standards to be observed and followed by every board of director, operating officer and employee of FSG (collectively “FSG Personnel”) from the corporate ethical standpoint. The FSG Code of Conduct contains standards of behavior to support faithful implementation of the FSG Ethical Standards.

FSG is committed to comply with the FSG Code and requests all FSG Personnel to understand and observe the FSG Code.

## **Scope of Application**

The FSG Code applies to the directors, executive officers, officers and all employees of 1) Fuji Seal International, Inc. (“FSI”), 2) Companies in which FSI holds a majority of issued voting shares or equity directly or indirectly and 3) other companies in which FSI Board of Directors determines that FSG Code applies.

## FSG Ethical Standards

### 1. Compliance of Laws, Regulations, Rules and Policies, and Honest and Ethical Business practice

FSG's policy is to comply with all applicable laws and regulations of the countries and regions in which FSG conducts its business, and to conduct its business in an honest and ethical manner. All FSG Personnel are required to comply with all applicable laws and regulations, as well as all internal company rules and policies (collectively "LAWS") related to their business activities. It is the responsibility of FSG Personnel to understand, implement and comply with all the requirements of LAWS.

### 2. Relationship with Stakeholders

Pursuing sustainable growth and increasing corporate value through sound business activities is the basis of FSG's responsibility to stakeholders, including customers, employees, business partners, shareholders, and society.

FSG recognizes that FSG's business activities have direct and indirect impact on the society, and therefore, business practices of FSG requires that business decisions give due consideration to the interests of its stakeholders.

FSG Personnel will conduct the business of FSG accordingly.

### 3. Appreciating diversity

FSG conducts its business worldwide. Conduct which is socially and professionally acceptable in one culture or region may be viewed differently in another region. Therefore, FSG Personnel are required to understand the cultural and regional differences in performing their duties.

### 4. Principles of Business Execution

FSG Personnel will make each business decision faithfully based on sufficient information, and be confident that they are the best choice for FSG.

FSG Personnel will also verify that such decision fulfill at least all of the following conditions:

- 1) Legal and fair decision-making (the decision complies with LAWS)
- 2) No conflict of interest (personal interest or self-dealing transaction does not exist)
- 3) Have clear scope of responsibility (the decision is made within the scope of authority granted by the respective company)
- 4) Prudent decision (the decision is made based on sufficient information, and only after exercising reasonable diligence to acquire familiarity with the concerned facts as much as possible)
- 5) Consideration in good faith (reasonable confidence in the respective company's best choice)
- 6) No abuse of discretion (the decision is made based on reasonable exercise of discretion)

## **FSG Code of Conduct**

### **1. Respects for Human Rights**

FSG will support and respect the protection of internationally proclaimed human rights.

#### **1.1 Equal Employment Opportunity**

FSG will not discriminate against any employee for promotion and training or applicant for employment because of their race, religion, ethnicity, nationality, age, gender, disability or other factors that are unrelated to the legitimate business interests of FSG.

#### **1.2 Prohibition of Forced and Child Labor**

FSG will not use any form of forced or involuntary labor (including human trafficking). In addition, FSG will not use child labor. The term "child" refers to a person under 15 years old (or can be under 14 years old where a local law provides for a lower age ), or the local legal minimum age for labor, if it is higher.

#### **1.3 Sound Employment and Labor**

FSG will adopt sound employment and labor practices in accordance with the applicable laws and regulations of the countries and regions where it conducts business.

#### **1.4 Work Environment**

FSG will make efforts to maintain healthy, safe and productive work environment that is free from discrimination and harassment.

FSG Personnel shall respect human rights and not discriminate, harass, or otherwise treat another person unfairly. FSG Personnel will comply with LAWS relating to the health and safety.

#### **1.5 Diversity Management and Personnel System**

FSG will aim to be a "diversity management" that utilizes diverse human resources and provides opportunities for employees to maximize their abilities. FSG will make efforts to maintain and improve personnel system and work conditions by which employees' originality and diversity can be fully realized. FSG will conduct objective and fair evaluation based on result and performance, and cultivate human resources with high expertise and creativity.

## 2. Faithful and Fair Business Activity

### 2.1 Safety of Products and Services

Ensuring safety of our customers who use FSG's products and services is one of the most important tasks for FSG. In all phases of its operations, including development, planning, design, production, sales and after-sale services, FSG will continuously seek and employ measures that meet or exceed legal requirements to ensure the safety of its products and services. Explanation and information on safety will be provided to the customers promptly and accurately. FSG will conduct an investigation of the facts promptly and take appropriate actions if there is a report of accident or safety-related problems in connection with FSG products or services.

### 2.2 Environmental Protection

FSG will continuously make efforts to develop and produce environmentally friendly products, and seek and employ measures that meet or exceed the standards set forth in applicable laws and regulations related to environmental protection, for the sustainability.

### 2.3 Fair Competition

FSG will comply with all laws and regulations related to prohibition of private monopoly, fair competition and fair business trade within the countries and regions where FSG conducts its business. These laws and regulations are designed to prohibit agreements or undertakings vis-à-vis third parties that fix prices, divide markets, limit production or otherwise impede or destroy market forces. Some countries or regions have antitrust or competition laws that assert extraterritorial jurisdictions over certain activities taking place outside the jurisdictions if they affect the markets of those jurisdictions. All FSG Personnel must know and comply with these laws and regulations applicable to one's duty. When any doubt exists as to the legality of any proposed action or agreement, the matter should promptly be discussed with the legal department.

### 2.4 Disclosure of Corporate Information

FSI, the holding company of FSG, is owned by the public and its shares are listed for trading on exchanges in Japan. As a result, FSG is obliged to make various disclosures to the public in accordance with Financial Instruments and Exchange Act and related regulations and is committed to full compliance with all requirements applicable to its public disclosures. FSG will make its public disclosures that are timely, compliant and otherwise full, fair, accurate and understandable.

FSG Personnel responsible for the preparation of submissions to and filings with the Tokyo Stock Exchange, regulating authorities or for other public communication made for FSG, or who provide information as part of that process, have a responsibility to ensure that such disclosures and information are full, fair, accurate, timely and understandable.

## 2.5 Public Relations (“PR”)

FSG does not conduct a wide scope of PR activities. FSG will implement PR activities only when necessary, and within the scope of the specific purpose and targets.

This is due to FSG business characteristics as creating packages, consideration for customers, and prevention of confidentiality leakage to competitors.

FSG must comply with internal rules and guidelines.

## 2.6 Fair Procurement and Relationship with Business Partners

FSG strives to build relationships with business partners (suppliers and subcontractors of goods and services) and act together to meet customer expectations concerning not only quality, cost, and delivery but also speed and service (“QCDSS”). In addition, in order to select and procure excellent materials and services from around the world based on the strengths of the region, FSG will promote fair trade by evaluating QCDSS, technological capabilities, environmental measures and the like on appropriate standards.

This should be abided not only by FSG Personnel directly engaged in the procurement activity, but by all other FSG Personnel concerned in any process of the procurement.

FSG expects its business partners to agree with FSG’s Code of Conduct, respect for human rights, environmental protection as well as safety of products and services.

## 2.7 Gifts and Entertainments

FSG competes in the marketplace on the basis of the superiority and price competitiveness of its products and services. Commercial bribery is illegal and subject to criminal sanction in many countries (e.g., U.S.: the Foreign Corrupt Practices Act, UK: Bribery Act). Even in countries where the local law does not prohibit such conduct, FSG strictly prohibits making any payment to the customers, business partners and government agencies for the purpose of obtaining or retaining business, or for the purpose of obtaining any other favorable business action. Further, FSG also prohibits accepting any payment, gifts or entertainment which is intended, or which appears to influence, business decisions of FSG.

FSG Personnel must comply with LAWS concerning giving and receiving of gifts, entertainment and other benefits.

## 2.8 Relationship with Local Communities

As a responsible corporate citizen, FSG will strive to develop and maintain a good relationship with the local communities. FSG will conduct its business with respect to the customs and culture of the community and participate and cooperate in the activity of the community to the extent feasible.

## 2.9 Antisocial Behavior

FSG will firmly reject antisocial forces and organizations that threaten the order and safety of civil society, and never have any relationship with them.

### 3. Management and Record keeping of Information and Assets

#### 3.1 Personal Information

FSG respects the privacy of the customers, business partners, and FSG Personnel.

FSG Personnel will comply with LAWS when collecting, maintaining, using, disclosing, disposing or in any other way handling personal information.

#### 3.2 Intellectual Property

FSG will respect the intellectual property rights including patent right, design right, trademarks, trade secret and copyright.

- 1) FSG's Intellectual Property Rights: FSG strongly encourages research and development efforts by protecting its intellectual property rights.
- 2) Intellectual property right of Others: In addition to proactively defending FSG's own rights, FSG will respect the rights of others. FSG Personnel will not knowingly misuse the intellectual property right of others or violate their intellectual property rights.
- 3) Ownership of Intellectual property right of FSG Personnel inventions or creations: To the extent permitted by and subject to applicable laws and regulations, all inventions and creations generated by FSG Personnel will belong to FSG. FSG Personnel must follow the respective company instructions to secure the FSG's right to such inventions and creations.

#### 3.3 Confidential Information

Information is a valuable corporate asset. FSG will ensure the security of the information received from the customers and business partners, as well as its own confidential and proprietary information. Generally speaking, confidential and proprietary information is information that has not been disclosed to the general public or that gives an enterprise an advantage over its competitors or that could harm an enterprise includes invention, creation, know-how, trade secrets, financial information, corporate strategy, business plan, information on relationship with customers and business partners. It is prohibited to disclose or distribute any confidential or proprietary information except as authorized by the respective company. FSG Personnel are also required to use such information only for the purpose permitted by the respective company in connection with its duty at FSG.

#### 3.4 Insider Trading

It is illegal and subject to civil and criminal sanctions in many countries to trade stocks and other securities of a corporation while possessing "material non-public information". "Material non-public information" is any non-public information which could influence a reasonable investor to trade stocks or securities. It is not possible to list all kinds of material information, but some examples are: financial performance including earnings, dividend plans, alliances with other companies, divestiture, acquisitions, new products, advances in research and development and any other important business activities. FSG has established internal regulations and policies related to trading of FSG's stocks and securities by FSG Personnel.



FSG Personnel must be familiar with, and comply with, such internal regulations and policies. FSG Personnel must not trade in shares, convertible bonds, bond with subscription rights to share or other securities of FSG while in possession of material non-public information about FSG, and not induce such trading by others (such as family, friends, customers, business partners and other FSG Personnel) by way of disclosing material non-public information, except as expressly approved by such internal regulations and policies.

### 3.5 Corporate Assets

FSG's assets must be used only for legitimate business purposes and only by authorized FSG Personnel or their designees. This covers both tangible and intangible assets including brand, trademark, know-how, confidential or proprietary information and information system.

FSG Personnel are responsible for protecting FSG's assets from loss, damage, misuse, theft or sabotage. It is prohibited to pursue personal benefits using FSG assets.

To the extent permitted under applicable laws, FSG reserves the right to monitor and inspect how its assets are used by FSG Personnel, including inspection of all e-mail, data and files kept on PCs and other network terminals.

### 3.6 Recording and Reporting of information

All records and reports including accounting book and financial reports, quality data and product data, should be accurate and free from omission, and be prepared faithfully in a timely manner, expressing the facts appropriately.

FSG Personnel will not cause records to be inaccurate, or create records that are misleading or artificial. This policy applies not only to FSG Personnel in charge of finance and accounting, but all other FSG Personnel in the conduct of their respective duties.