

GUIDELINES FOR THE PREVENTION OF CORRUPTION/BRIBERY FOR SHIONOGI BUSINESS PARTNERS

With the cooperation of business partners, every Shionogi Group company strives to observe compliance such that no part of the Shionogi Group would ever participate in any act of corruption and/or bribery.

The "Shionogi Group Anti-Corruption/Anti-Bribery Policy" was enacted in April 2014 with a clear statement of our intention that no part of the Shionogi Group would ever participate in any act of corruption and/or bribery. Additionally, we have strived to help all of the Shionogi Group's business partners to fully understand this policy, its intentions, and its underlying principles, and sought their cooperation in taking the steps and implementing the procedures necessary to prevent such acts.

According to the increasingly strict laws and penalties against corruption and/or bribery worldwide, Shionogi formulated the "Guidelines for the Prevention of Corruption/Bribery for Shionogi Business Partners," which was prepared in accordance with the spirit of the Policy and outlined the compliance requirements to be observed by Shionogi business partners, in the hope of further strengthening our concrete management systems required for preventing any act of corruption and/or bribery.

We highly appreciate the understanding and cooperation of all Shionogi business partners with regard to the objectives of these Guidelines.

Guidelines for the Prevention of Corruption/Bribery for Shionogi Business Partners

◆ Purpose of the Guidelines

Shionogi & Co., Ltd., Shionogi Administration Service Co., Ltd, Shionogi Healthcare & Co., Ltd., Shionogi TechnoAdvance Research & Co., Ltd., Shionogi Pharma Co., Ltd., Shionogi Career Development Center Co., Ltd., Shionogi Digital Science Co., Ltd., Shionogi Business Partner Co., Ltd., Shionogi Pharmacovigilance Center Co., Ltd., Shionogi Marketing Solutions Co., Ltd., Shionogi Smile Heart Co., Ltd., and Aburahi AgroResearch Co., Ltd., (hereinafter referred to as "SHIONOGI") shall carry out fair transactions through observing the Shionogi Group Anti-Corruption/Anti-Bribery Policy (hereinafter referred to as the "POLICY") and all laws and regulations prohibiting corruption and/or bribery in any of the countries and regions in which SHIONOGI operates business.

All business partners that are involved in any of SHIONOGI's business operations (hereinafter referred to as "Business Partners") are asked to understand SHIONOGI's principles and act in accordance with the Guidelines to prevent any act of corruption and/or bribery related to any transactions with SHIONOGI.

"Business Partners" in the Guidelines refer to members that are involved in SHIONOGI's business operations including wholesalers, distributors, agents, licensors, licensees, intermediaries, consultants, joint venture partners, contractors, and suppliers.

Please note that the Guidelines may be revised at any time.

◆ Prohibition of corruption and/or bribery

In dealing with SHIONOGI's business operations, Business Partners shall not offer, request, or promise to offer any benefits such as money or any other initiatives (hereinafter referred to as "Bribery") to the parties, including government officials and other third parties, or authorize any Bribery, irrespective of whether domestically or internationally, directly or indirectly. Meanwhile, Business Partners shall not receive, demand, or promise to receive any Bribery.

"Bribery" refers to money or any other value items or benefits provided, irrespective of pretext, for the purpose of obtaining or retaining business, or for an improper business advantage.

"Money or other value items or benefits" refer to those that satisfy one's demands or desire, such as:

- Money, cash vouchers, gift cards/coupons, unlisted shares, loans, mortgages, and guarantees
- Entertainments, feasts, gifts, free rent of houses and buildings, or intangible benefits such as compensation, sexual favors, and functional status

“Government officials” refer to any individual employed by or under contact with a government of any country, such as:

- National, regional, and local elected and appointed government officials, members of political parties and candidates for elective office, healthcare professionals employed by a government-owned or government-run entity, and those employed or engaged by a quasi-government entity (such as the World Health Organization or the United Nations).

◆ **Investigation and audit**

SHIONOGI may ask all Business Partners that are involved in SHIONOGI’s business operations to disclose the relevant information and materials related to the forms of transactions or business records regarding SHIONOGI’s business operations. Furthermore, SHIONOGI may conduct investigations or audits regarding the compliance status of the Guidelines and any applicable domestic or foreign laws and regulations prohibiting corruption and/or bribery. The full understanding and cooperation of Business Partners on this matter are appreciated.

◆ **Recording and record storage**

Business Partners shall prepare and properly store accounting records that accurately and fairly reflect the payments and receipts related to SHIONOGI’s business operations.

◆ **Reporting and investigation of violation**

Please immediately report to SHIONOGI in the case that any violation or suspected violation of the Guidelines or any applicable domestic or foreign laws and regulations prohibiting corruption and/or bribery related to SHIONOGI’s business operations is recognized, or any indications from related authorities are received.

Furthermore, Business Partners are asked to fully cooperate with investigations that may be carried out by SHIONOGI or related authorities with respect to such violations or suspected violations.

◆ **Dissemination and training**

Business Partners shall disseminate the details and provide training on the Guidelines and any applicable domestic or foreign laws and regulations prohibiting corruption and/or bribery related to SHIONOGI’s business operations to the directors and employees of their own company, as well as to third parties such as subcontractors.

Established as of the 1st day of April, 2017