

**TOPPAN**

**Anti-bribery and  
Foreign Corrupt  
Practices Act Policy**

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## Purpose

This Policy is intended to:

- outline the Company's risks related to bribery and corruption,
- highlight your responsibilities under both relevant anti-corruption laws and Company policies, and
- provide you with the tools and support necessary to identify and combat those anti-corruption risks.

## Scope

This policy sets forth the Company's expectation of full compliance with the Foreign Corrupt Practices Act ("FCPA") and all other applicable anti-bribery and anti-corruption ("ABAC") laws in effect wherever the Company does business. This policy applies to all operations of the Company around the globe, including all divisions, subsidiaries, and affiliated companies. This policy applies to all employees, directors, officers, agents, consultants, representatives, distributors, and joint venture partners (all deemed to be "Company Representatives") of the Company, whether in the United States or abroad.

It is the unalterable policy of the Company to conduct Company business legally and ethically, including fully complying with the provisions of the FCPA and all similar ABAC laws. Compliance with this policy is mandatory. No Company Representative has the authority to act contrary to the provisions of this policy.

While the specific requirements of laws enacted in countries other than the United States (such as Canada's Corruption of Foreign Public Officials Act, France's Sapin II Law and the U.K.'s Bribery Act) are not described in this policy statement, all Company Representatives operating outside of the United States must understand the provisions of all local ABAC laws and fully comply with them, in addition to complying with the FCPA.

This policy is not a detailed explanation or recitation of all the specific provisions of the applicable laws related to bribery and corruption, nor is it an exhaustive list of activities that could potentially affect the reputation and goodwill of the Company. It is intended, rather, to supplement and clarify the Company's rigorous rejection of illegal and unethical payments as already set forth in its Policies on Business Conduct. This policy should be read in conjunction with the Company's Policies on Business Conduct, the receipt, review, and acceptance of which are required to be acknowledged by all salaried employees (including directors) upon hire and thereafter on an annual basis.

Any questions or concerns regarding proper business conduct, or reports of policy violations, should be directed to your supervisor, HR Business Partner, the Legal & Compliance Office, or the Business Conduct Hotline. Retaliatory action against any employee for reporting such concerns will not be tolerated.

Doing business ethically is a core value for the Company, and the Company is fully committed to fair and honest business practices in all the locations in which it operates.

## **FCPA Overview**

### **Anti-Bribery Prohibitions**

Bribery occurs when one party gives or offers another party, either directly or through an intermediary, any reward, advantage, or benefit of any kind, to influence the making or not making or implementation of a decision or act by the party concerned. The FCPA is a U.S. criminal statute that makes it unlawful to pay, offer, promise, or authorize the payment of “anything of value” to any “foreign official” (including an officer or employee of a government or any related department or government-owned enterprise, and spouses and immediate family members of such officials) to influence the performance of their official duties to help obtain or keep business or secure some other improper business advantage.

Other examples of “improper business advantage” may also include reducing taxes or customs duties, looking the other way at minor code or rule violations and any form of preferential treatment. “Anything of value” is not limited to monetary payments, but can include non-monetary gifts, trips, excessive entertainment, and other forms of non-cash favors, as well as gifts to foreign charities.

### **Accounting and Record-Keeping Requirements**

In addition to prohibiting bribery, the FCPA requires U.S. companies and their majority-owned affiliates to maintain adequate internal controls and to keep accurate and complete records of the transactions they undertake. The FCPA also requires those companies to make good-faith efforts to cause the ventures in which they own minority interests to keep such records and maintain proper internal controls. An adequate system of internal controls can prevent “slush funds” and “off-the-books” accounts that might be used to facilitate or conceal questionable foreign payments. Thus, the FCPA prohibits the mischaracterization or omission of any transaction on our books or any failure to maintain proper accounting controls that result in a mischaracterization or omission. Accordingly, covering up a transaction that violates the FCPA by mischaracterizing it in the books is itself a separate violation of the FCPA. Importantly, the FCPA accounting requirements apply to all business activities, not just those involving foreign officials.

The Company will not tolerate false, misleading, or inaccurate entries in its books and records. Anyone who falsifies accounting records will be subject to disciplinary action, up to and including termination.

### **Foreign Official**

The term “foreign official” is broadly defined in the FCPA. It means any officer or employee of a non-U.S. government or of any department, agency, or instrumentality thereof, or of a designated public international organization, or any person acting in an official capacity for or on behalf of any such government or department, agency, or instrumentality, or for or on behalf of any such public international organization. Public international organizations, for purposes of the FCPA, are designated from time to time by Executive Order of the President of the United States. The current list includes the United Nations, the World Bank, the International Monetary Fund, the International Red Cross, the World Trade Organization, and many other organizations.

Foreign officials include employees and representatives of non-U.S. government departments or agencies, whether in the executive, legislative, or judicial branch of a government, and whether at the national, state, or local level. Foreign officials also include officers and employees of companies under non-U.S. government ownership or control, such as national oil companies.

The basic FCPA prohibitions also apply to any non-U.S. political party, party official, or candidate for political office. The FCPA does contain a “safe harbor”, which expressly allows a company to pay the reasonable and legitimate expenses of a non-U.S. official, such as transportation, lodging and meals, so long as the purpose of the trip is for:

- the promotion, demonstration, or explanation of products or services; or
- the execution or performance of a contract with the host government.

The prohibition on payments to “foreign officials” as defined above, applies whether the offer or payment is made directly or through another person. The statute prohibits not only payments to public officials, but also offers or promises, even if never fulfilled. Such prohibited payments or offers can be direct or indirect through a third party.

### **Facilitation Payments**

The FCPA grants a narrow exception for “facilitating payments”, also known as “expediting” or “grease” payments, which are small, unofficial payments made to secure routine governmental actions that are non-discretionary. Examples of such routine governmental actions include issuing licenses or permits and installing telephone lines and other basic services. However, these payments are not legal in most countries around the world.

The Company prohibits facilitating payments except in rare circumstances. Any proposal to make a facilitating payment must be authorized by the Legal & Compliance Office in advance, and the Legal & Compliance Office authorization will only be provided in circumstances in which the payment would be legal under all applicable laws. Similarly, contractors are required to comply with all applicable laws and are not authorized to make facilitating payments while carrying out work for the Company where prohibited by applicable law.

The Company prohibition on facilitating payments does not apply to payments that are made in the face of a threat to the health or safety of an employee. A demand by a government official for a payment that is accompanied by a physical threat is extortion, and a payment in this case would not be considered a facilitating payment. Nevertheless, such a payment should be reported to Legal & Compliance Office, or through the Business Conduct Hotline as soon as possible.

Both facilitating and extortion payments, regardless of amount, must be properly recorded in the Company’s books and records.

### **Agents, Third Party Service Providers, and Intermediaries**

The Company has set forth a separate Third-Party Intermediary Due Diligence Policy. This section is intended to supplement and encapsulate key points from that policy to emphasize that the Company and its Third-Party Intermediaries (“TPIs”) conduct their activities ethically and in compliance with all applicable laws and codes. TOPPAN will not take actions indirectly through a third-party that it may not take directly, as TOPPAN may be held responsible for the actions of its TPIs.

Company Representatives working with agents and other third parties should pay particular attention to unusual or suspicious circumstances that may indicate possible legal or ethical violations, or that may increase the

possibility of unethical activity. Agents or other third parties should be approved by a general manager or vice-president of the applicable region or business unit.

Under some circumstances a company or a person may be liable for a payment made by a third party acting as an agent, intermediary, or otherwise on behalf of the company, such as a consultant, contractor, distributor, customs agent, or joint venture participant acting on the company's behalf, in dealing with a government official, even if the company or person did not actually know the payment would be made. For example, some ABAC laws may impose liability on the company for a payment made by a contractor acting on the company's behalf merely based on a company employee's awareness of facts that indicate a "high probability" that the contractor will pass through all or part of a payment to a government official for an improper purpose. Failure to act when such warning signs are present may be interpreted as "willful blindness."

Warning signs or "red flags" may indicate that further investigation is warranted when selecting or working with a third party. The following are some examples:

- The country in which the third party is active or a resident or incorporated has a Corruption Perception Index (CPI) score below 50 on the most recent Transparency International CPI (such country being a "high risk country").
- The identity, background, reputation, or commercial history of the prospective third party is unknown to the Company.
- The third party has been directed to the Company by a customer or end user from a high-risk country.
- The company knows or suspects that the third party, any senior personnel that the third party employs or any individuals or entities by whom the third party is owned, controlled, or managed, has been involved in illegal or unprofessional conduct or activity or has been accused or convicted of such involvement.
- The third party refuses to address questions about its relationships with government officials or to incorporate ABAC provisions into its contracts or other agreements.
- The third party uses suspicious accounting and financial techniques, including shell companies, payments to third-country banks, suspicious or deceptive invoices, payments in cash or cash equivalents.
- The third party lacks sufficient experience to perform the activities for which it was engaged or has offered to perform.
- The third party was referred to the Company by a customer or a government or public official.
- Circumstances exist which give rise to a reasonable (though unproven) suspicion that the third-party lacks integrity, is not acting honestly or in good faith or that, by way of association with the third party, the Company's reputation would be detrimentally affected.

The most important step that can be taken to reduce the risk of improper payments by others is to choose carefully when selecting business associates, including agents, consultants, and contractors who will act as intermediaries, and to identify in advance any potential ABAC issues that a proposed relationship may raise. This process, commonly referred to as "anti-corruption due diligence," is designed to provide Management with a basis for deciding to proceed with the transaction in the good-faith belief that the intermediary will not make any improper payments while conducting Company business. In the event Management cannot reach this good faith belief, then the transaction should not go forward.

The Company will conduct ABAC due diligence prior to engagement of any Third-Party Intermediary that includes, at a minimum (i) an initial internal risk assessment and (ii) completion of a due diligence questionnaire.

Based on the answers to the questionnaire, additional due diligence may be required, as determined on a case-

by-case basis by the Business Unit Leadership and Legal & Compliance Office. Such additional due diligence is outlined in the Escalation Process in the Third-Party Intermediary Due Diligence Policy. The amount of time and effort required for ABAC due diligence will depend on the number and complexity of the issues raised during the due diligence investigation.

Appropriate due diligence steps should include:

- Gathering and evaluating information about the entity and its owners and directors, including background, reputation, qualifications, and financial information.
- Requiring acknowledgment of the Company's Anti-Bribery & FCPA Policy and a pledge not to do anything that would cause the Company to be in violation of the FCPA or other ABAC laws.
- Assessing any relationship with a government official.
- Requiring strong commitment to comply with ABAC laws, including right to audit.
- Verifying charges and fees are legitimate and market-based; and
- Following up on unusual circumstances or warning signs.

### **Gifts to Foreign Charities**

The Company actively supports various charitable and educational causes in the countries in which it operates as a matter of good corporate citizenship. In some cases, the recipients may be individuals, as with scholarships or training grants. In other cases, contributions may be made to charitable organizations which are supported or sponsored by local government officials in many countries. It is important to exercise care in selecting reputable charitable organizations and recipients and to gain assurance the funds will be used for the purpose intended and will not improperly benefit a government official. Appropriate due diligence steps may include:

- Gathering information about corporate status, such as not-for-profit, and any local legal requirements for such entities.
- Identifying shareholders, directors, and officers.
- Assessing any relationship with a government official.
- Requiring strong ABAC commitments.
- Gathering references on reputation and performance.
- Verifying that the charity has proper governance and accountability systems.
- Requiring a budget for the use of the contribution or grant; and
- Following up on unusual circumstances or warning signs.

Some examples of proposals for charitable contributions that should be reviewed by the Legal & Compliance Office are set out below.

- The Company is asked to contribute to a local foundation for underprivileged children, and the First Lady of the country is on the Board of Directors.
- The Company proposes to provide scholarships to colleges in the United States for qualified high school students in a country in which the Company has business operations.
- The Company is asked to sponsor a major sporting event overseen by the local government; and
- After approving a contribution to a specific charity, the Company is asked to make payment to a different entity.

The Legal & Compliance Office is available for advice in advance of making a charitable donation to a charity or individual.

For Metal Packaging International (Eviosys) Employees, approval authority may differ. Defer to the FAAP I.02.13 Charitable Donations Policy.

### **Political Contributions**

It is never permissible to provide a political contribution to improperly influence a government official, or in exchange for any improper favor or benefit. The Company does not make contributions to candidates for foreign political office unless authorized in advance by the Legal & Compliance Office. Company Representatives may not make political contributions, in cash or otherwise, through or on behalf of the company, without the prior authorization noted above.

### **Penalties and Enforcement**

Sanctions and penalties for violating the FCPA can be severe and are aggressively enforced by the U.S. Department of Justice and Securities and Exchange Commission. These actions can apply to both the Company and to the individuals involved. Corporations are subject to criminal fines of up to US\$2 million and civil fines up to US\$10 thousand per violation. An increasingly large number of companies have settled FCPA charges for amounts in the hundreds of millions of dollars. The costs of defense and compliance can also reach substantial levels. Individuals are subject to criminal fines up to US\$25 thousand, imprisonment for up to five years, or both. Individuals are also subject to civil fines up to US\$10 thousand. These sanctions are in addition to potential reputational damage and investigation and defense costs, which may arise even without a formal government prosecution. Violations of the FCPA are not covered by Directors and Officers Insurance and individuals cannot be indemnified by their employer for such violations. Also, FCPA prosecutions often include charges of other criminal violations, such as mail and wire fraud, money laundering, and conspiracy. FCPA violations, moreover, can trigger investigations by non-U.S. governments, with the risk of penalties under local laws and loss of goodwill.

The Company takes its obligation to comply with the FCPA and similar laws very seriously. Accordingly, Company Representatives who fail to follow this Policy and its intent, whether expressly stated in this Policy or otherwise, may be subject to severe disciplinary action, up to and including termination of employment, and possible referral to the appropriate criminal or regulatory authorities, where warranted.

### **Audit of Activities**

The Company's Internal Audit Department will be responsible for conducting periodic risk assessments, surveys, and direct audit procedures to determine compliance with this policy.

## Other Compliance Procedures

### Acquisition Due Diligence

All acquisition targets will be subject to reasonable due diligence procedures to allow the Company to make an assessment as to the targets' compliance with the FCPA and similar ABAC laws.

### Training

The Company will provide periodic ABAC training and education opportunities to employees and require that certain levels of management participate (including, but not limited to, the management executive committee and all other officers of the Company).

### Commercial Bribery or “Business to Business Bribery”

The Company also prohibits commercial bribery - situations where something of value is given to a current or prospective business partner (not only to foreign officials) with the intent to improperly obtain business or corruptly influence a business decision.

### Compliance Personnel

The Legal & Compliance Office is responsible for managing and administering this Policy and all other aspects of the Compliance's ABAC compliance efforts. This includes ensuring that appropriate training is provided to employees, overseeing due diligence on Business Partners, and other such steps.

## Summary Statement

TOPPAN is committed to operating with a high standard of ethical conduct in accordance with laws in countries we operate in, including but not limited to the U.S. Foreign Corrupt Practices Act (FCPA), France's Sapin II Law, the UK Bribery Act and other similar ABAC laws. Individuals must not pay or offer a bribe or kickback – directly or through a third party – to obtain, retain, or award business. You will not be punished for refusing to pay or take a bribe or kickback, even if the refusal results in loss of business to the Company.

Employees should:

- Avoid offering, giving, asking for or receiving any form of bribe or kickback to expedite government action or otherwise violate anti-corruption regulations like FCPA.
- Make sure that all transactions are transparent to reduce the risk of a bribe or kickback.
- Make sure gifts, hospitality and travel are reasonable and are for legitimate business purposes. Refer to the Company's Gifts and Entertainment Policy for more guidance.
- Avoid hiring decisions that benefit government employees or their family members.
- Avoid making political contributions when acting as a Company Representative.
- Avoid charitable contributions that personally benefit a government official or are made as part of an exchange of favors with the official.

## Questions, Concerns and Reporting

- Any questions or concerns about the policy or how to comply with it should be directed to the Company's Legal & Compliance Office. Company Representatives have an affirmative duty to report any request for an improper payment received by a government official. Any Company Representative who believes that the Company, a Company Representative, or third party is acting in violation of the FCPA or any other ABAC law should report the concern and potential violation to their supervisor, HR Business Partner, the Legal & Compliance Office, or through the Business Conduct Hotline (reports via the Business Conduct Hotline may be reported anonymously and in confidence). More information regarding the Business Conduct Hotline and whistleblower protections such as confidentiality, anonymity, and anti-retaliation can be found in the Whistleblowing Policies in TOPPAN's public site.

## Contact information

### Legal and Human Resources

1900 South Boulevard, Ste 308

Charlotte, NC 28203

Email: [tfplegalmatters@fp.toppan.com](mailto:tfplegalmatters@fp.toppan.com)

### Business Conduct Hotline

- To report online visit: [toppanpackaging.ethicspoint.com](http://toppanpackaging.ethicspoint.com)

Country	Phone Line
Brazil	(21) 2038-0331
Canada	833-718-4757
China	400 120 0260
France	0 801 13 08 95
Mexico	800 880 4569
Poland	800 005 535
United Kingdom	0808 196 5803
United States	833-718-4755