

Anti-Bribery and Anti-Corruption Policy

of

**Hino Motors Sales India Private Limited
("HMSIN")**

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1. Objective and Scope

At Hino, we are committed to conducting business lawfully, transparently, and with integrity. All forms of bribery and corruption are unacceptable and will not be tolerated. We expect everyone who works for, with, or on behalf of Hino Motors Sales India Private Limited (“HMSIN” or “Company”) to behave ethically and to hold each other to the highest ethical standards.

This Policy applies to all persons working for HMSIN, including directors and other officers, regular employees, fixed-term employees, short-term employees, part-time workers, dispatched workers, temporary workers, employees during the probation period, and trainees (“Employees”).

As part of a global company, HMSIN is subject to Indian, Japanese, US and other anti-corruption laws, and this policy is designed to ensure compliance. This policy shall be read in conjunction with HMSIN’s Code of Conduct.

2. Definitions

Anything of Value: Anything of tangible or intangible value, including but not limited to, cash, cash equivalents, gifts, favors, entertainment, accommodations, unlisted shares, loans, warranties, donations, sponsorships, charitable or political contributions, promotional fees, discounts, wages, price cuts, business or employment opportunities, education, medical care, and sexual relations.

Bribe: To give, offer, pay, promise to give or pay, or authorize Anything of Value to obtain or retain a Business Advantage, or to induce or reward the recipient for acting improperly. A bribe can be cash or cash equivalent (checks, gift cards, wire transfers, commercial paper, in-kind transfers, commissions, or discounts), but it can also be a non-monetary benefit or favor, such as a gift, an offer of employment, or preferential treatment of any kind. Bribes are a violation whether done directly by an Employee or indirectly through a Business Partner/Third Party.

Business Partner/Third Party: Any person or organization that performs services for or on behalf of HMSIN, including but not limited to: distributors, agents, intermediaries, independent contractors, consultants, representatives, joint venture partners, accountants, lawyers, lobbyists, customs brokers, logistics companies, logistics workers, intermediaries, mentors, supply-chain partners, appraisers, experts, sellers, suppliers, warehouse workers, and subcontractors.

Business Advantage: Any advantage to HMSIN’s business, including but not limited to, a reduction in duties, taxes, or fines; obtaining a favorable ruling or evaluation; obtaining or retaining a license or permit; overlooking non-compliance with applicable rules or regulations; a simplification or “speeding up” of procedures; gaining a high rating or reputation; obtaining confidential information; avoiding or mitigating sanctions; granting a trade acquisition; ignoring mistakes or scandals; or other favors or preferential treatment.

Corruption: Dishonest or fraudulent conduct (such as bribery) committed by a person in a position of trust in order to gain an undue advantage.

Facilitation Payment: Small payments made to low-level government officials in order to expedite or facilitate the performance of routine, non-discretionary government action, such as obtaining utility services, customs clearance, inspections, or stay visas, installing water disposal or telephone lines, or issuing a non-discretionary license or permit to which the applicant is entitled by law. A publicized and well-documented fee paid directly to a government entity is typically not considered a facilitation fee. Facilitation payments are prohibited by this Policy.

Government Entity (“GE”): Includes Governmental bodies, agencies, departments, and instrumentalities; state-owned, controlled, or operated commercial enterprises (legal entities engaged in commercial transactions that are owned (in whole or in part), controlled or operated by a government); political parties; and public international organizations such as the United Nations.

Government Official (“GO”): Includes but is not limited to, national, provincial, or municipal officials at any level whether in India or abroad and whether operating in their official capacities or not:

- i. Any current or former national, provincial, local, or municipal employee including:
 - a. A GO or local officer holding a permanent position or salary;
 - b. an officer or a person working in a state enterprise or a state agency;
 - c. a local administrator, a deputy local administrator, an assistant local administrator, or a member of a local council;
 - d. an official under the law on local administrative procedures;
 - e. directors and employees of state agencies or state enterprises;
 - f. a person or a group of persons who exercise power or are entrusted to exercise state administrative power under the law;
 - g. an officer or a person working in government universities, hospitals, or other government institutions;
 - h. an officer or a person working in independent public agencies and public organizations; and
 - i. other officials specified by law;
- ii. Any candidate for political office;
- iii. Any person holding a political position;
- iv. Any person acting on behalf of a public/GO; and
- v. Any employee of a company owned by the government.

3. Requirements & Restrictions

Bribery of any kind to a GO or Business Partner/Third Party, regardless of local customer or practice, is strictly prohibited.

3.1 Prohibition of Bribery: HMSIN Employees must not give, offer, promise, accept, induce, request, receive, agree to receive, authorize, or promise to make any payment or provide Anything of Value, directly or indirectly, in India or abroad, to any GO, government entity, or Business Partner/Third Party in order to obtain or retain an improper Business Advantage. This prohibition applies to Close Family Members of a GO, and any Business Partner/Third Party while knowing, having reason to know, or being willfully blind to the possibility that it will likely be given to a GO to obtain or retain an improper Business Advantage. *Refer to Appendix A: Frequently Asked Questions for examples and clarifications and Appendix B: Examples of Red Flags.*

If a bribe is offered or given by an HMSIN Employee to a GO or Business Partner/Third Party, the Company, the acting Employee, and any Employee who is aware or suspicious of this conduct may be legally liable for bribery and subject to severe penalties, including fines, imprisonment, detention, and sanctions. Even if the HMSIN Employee receives no real benefit or the GO or Business Partner/Third Party receives no money, the conduct may still be considered bribery and all Employees involved in the transaction may be legally liable.

3.1.1 Payments to GEs: HMSIN recognizes that it is not illegal to pay fees to GEs in accordance with relevant government processes and procedures and based on relevant laws and regulations. However, Employees must practice sufficient due care when paying any money to GEs, including standard government fees, in order to avoid suspicion and misunderstanding by any party.

3.1.2 Prohibition of Bribery for Business Partners/Third Parties Working on Behalf of Company: Bribery by Business Partners/Third Parties performing services for the Company or on behalf of the Company (e.g., agency-related consultants, distributors, suppliers, vendors, subcontractors) is strictly prohibited. Accordingly, Employees must practice sufficient due care when making contact with GOs through consultants or

intermediaries in order to avoid suspicion and misunderstanding by any party. If the Company fails to prevent bribery by or through a Business Partner/Third Party, then the Company and all Employees involved in the transaction may be legally liable for bribery and subject to severe penalties, including fines, imprisonment, detention, and sanctions.

- 3.2 Prohibition of Facilitation Payments:** Depending on the country and region, GOs may ask for a small Facilitation Payment in order to “speed up” a routine standard government service. Employees are strictly prohibited from providing such Facilitation Payments. If a Facilitation Payment is offered or given by an Employee to a GO, the Company, the acting Employee, and any Employee who is aware or suspicious of this conduct may be legally liable for bribery and subject to severe penalties, including fines, imprisonment, detention, and sanctions.

If for any reason Employees become aware that a facilitation payment is made, it should be reported immediately to the Compliance Responsible or through the Speak-Up channels. The payment must be recorded openly and transparently and not disguised as another payment.

- 3.3 Payments under Duress:** The safety of HMSIN’s Employees is of utmost importance. In the unlikely situation that an Employee or someone with the Employee is facing imminent physical danger and a payment will help fix the situation, payment is allowed (e.g., in situations of assault, intimidation, arrest, or confinement). As soon as the danger has passed, the Employee must immediately report the situation to the Compliance Responsible and the Human Resources department (“HR”) so that it can be addressed and properly recorded. Such payment must not be disguised as another type of payment or camouflaged in any way.

- 3.4 Prohibition on Fraudulent Accounting:** HMSIN must keep accurate books, records, and accounts (journals, ledger sheets, account ledgers, etc.) that fairly reflect the transactions and disposition of assets. Employees must never hide or purposefully misclassify revenues and expenses and must not conduct off-the-book, fictitious, or otherwise falsified transactions, or any other similar acts prone to be misconstrued as such. If an Employee attempts to misrepresent a corrupt transaction, the Company and the Employee may be legally liable for bribery and subject to severe penalties, including fines, imprisonment, detention, and sanctions.

- 3.5 Gifts and Hospitality:** HMSIN recognizes that the Company may provide Hospitality to Business Partners/Third Parties (i.e., meals, entertainment) and GOs (i.e., meals only) and may provide Gifts to Business Partners/Third Parties as a social courtesy in order to foster good relationships. However, Employees must practice sufficient due care when providing any Gifts or Hospitality to Business Partners/Third Parties and/or Hospitality to GOs in order to avoid suspicion and misunderstanding by any party. Accordingly, all Gifts and/or Hospitality provided must have a valid business purpose and be reasonable in view of that business purpose.

Employees may not offer business courtesies such as Gifts or Hospitality under circumstances that create the appearance of impropriety. Gifts, of any kind, to GOs are strictly prohibited. All Hospitality provided to GOs and Business Partners/Third Parties must comply with the Gifts and Hospitality Policy. *Refer to the Gifts & Hospitality Policy for complete details.*

- 3.6 Donations and Sponsorships:** HMSIN recognizes that the Company may provide Donations to Business Partners/Third Parties and Government Entities as a social courtesy in order to foster good relationships and contribute to the community. However, Employees must practice sufficient due care when providing any Donation or Sponsorship to Business Partners/Third Parties and/or any government entity in order to avoid suspicion and misunderstanding by any party.

Employees may not offer Donations or Sponsorships that create the appearance of impropriety. Donations to any individuals, including GOs, are strictly prohibited. All Donations and Sponsorships to Government Entities or to Business Partners/Third Parties must comply with the Donations and Sponsorships Policy. *Refer to the Donations & Sponsorship Policy for complete details.*

3.6.1 Personal Donations and Payments: HMSIN Employees must use caution when using their own personal funds to donate or make a payment to or at the request of a GO. Even charitable donations utilizing an Employee's own funds can be considered a bribe when they are made at the request of a GO who is in a position to make a decision regarding the Company. If an Employee has doubts as to whether the payment would be allowed under our Policy, the Employee should contact the Compliance Responsible or HR, or utilize any Speak-Up channel.

3.7 Hiring: Applicants for a job, internship, or other work experience, whether they be paid or unpaid, must be selected through the standard Human Resource process, including background checks, and hired based on objective criteria and the candidate's credentials. No candidate may be hired for the purpose of personally benefitting a Business Partner/Third Party or GO. This applies to candidates recommended or suggested by Business Partners/Third Parties, GOs, or other business or personal contacts. The Company will only sponsor visas for external parties where there is a genuine business reason for doing so.

3.7.1 Hiring of Former Government Officials: When hiring former GOs, certain restrictions may apply that could limit the type of work they can perform for HMSIN for certain periods of time. *Refer to the Guideline for Hiring Former Government Officials for restrictions.*

3.8 Business Relationships with GOs and Business Partners/Third Parties: HMSIN expects the companies and individuals with whom it does business to comply with all applicable anti-bribery and anti-corruption laws and regulations. HMSIN will only enter into business relationships with reputable, qualified individuals and entities.

3.8.1 Interactions with GOs Involving Regulations, Licenses, Permits and Customs: Relationships with GOs should be structured so that they meet the requirements of anti-bribery and anti-corruption laws. All Employees who engage with GOs directly or through Business Partners/Third Parties should seek the input of the Compliance Responsible prior to engaging with the GO to ensure appropriate guidance is followed.

Employees must ensure that all government payments (fees) are made in accordance with government regulations and are supported by government-issued receipts (which include clear amount, purpose, GO name, stamp, etc.).

3.8.2 Meetings with GOs on Business Matters: Meetings may be held with GOs to discuss legitimate HMSIN business or for inspections and audits. In this context, it is acceptable to discuss matters such as HMSIN products, policies impacting manufacturing, sales and research, and regulatory requirements, provided that the meetings and discussions take place in accordance with applicable laws, including competition laws. Refer to Section 3.5 for details on meals and hospitality.

3.8.3 Site Visits: GOs may visit HMSIN sites if there is a regulatory or policy rationale relevant to their official government work and it is allowed by the relevant laws, regulations, and codes of conduct which apply to the GOs. GOs may visit HMSIN sites when the GO is performing or participating in a specific official function (e.g., formally opening the site or an extension). Any business meal or refreshments during a site visit should be ordinary and appropriate for business purposes.

While on the HMSIN premise, GOs must be accompanied at all times by at least two (2) HMSIN Employees, GOs are prohibited from taking any photos while on-site without specific management approval.

HMSIN is responsible for ensuring that site visits are permitted by relevant laws, regulations, and codes applicable to the GO concerned. Invitations to GOs for HMSIN Site Visits require the approval of the Managing Director.

3.8.4 HMSIN Information: Information provided to a GO should be limited to information in the context of their official duties or site visit and not used for the specific purpose of obtaining more favorable treatment or undue advantage.

3.8.5 Guests: Guests of GOs (e.g., spouses or children) are discouraged and will under no circumstances have any costs covered by HMSIN.

3.8.6 Employees: HMSIN Employees who attend meetings or discussions with GOs should be trained on the Company's Anti-Bribery and Anti-Corruption Policy and Guidelines. Employees in high-risk departments who interact often with GOs must declare they do not have any personal connections to Government Officials. *Refer to the Disclosing Relationships with Government Officials Form for additional information.*

HR is responsible for the monitoring of Employee relationships with GOs. HR should maintain a tracking log of all Employees' declarations of personal relationships with GOs.

3.9 Appointing High-Risk Business Partners/Third Parties: HMSIN does business with high-risk Business Partners/Third Parties¹ who have the skills, abilities, experience, and other management resources necessary to run the business.

3.9.1 Due Diligence on High-Risk Business Partners/Third Parties: Appropriate risk-based due diligence should be undertaken before any engagement with high-risk Business Partners/Third Parties and refreshed as needed for existing high-risk Business Partners/Third Parties. *Refer to the Vendor and Third-Party Risk Management Policy for complete details on the due diligence process.*

HMSIN Employees must report any red flags identified in the due diligence process to the Compliance Responsible.

3.9.2 Written Contracts with Business Partners/Third Parties: Arrangements with a high-risk Business Partner/Third Party require a contract. Clear contractual terms—including specific provisions requiring the Business Partner/Third Party to comply with HMSIN policies (including minimum standards and procedures in relation to anti-bribery and anti-corruption), the scope of services, any business considerations, and payment method considerations—should be included. *Refer to the Third-Party Risk Management Policy for details on contracting with High-Risk Vendors.*

4. Accurate Books and Records

All HMSIN Employees are responsible for ensuring that they keep accurate books and records. HMSIN Employees must submit the appropriate documentation for expenses, including original receipts, government-issued receipts, invoices, and supporting documentation. Expenses should be properly recorded in the accounts related to the activity, in the correct time period and in the total amount. Falsified, misleading or inaccurate books and records may violate the law and result in significant fines and penalties for HMSIN and the individuals involved.

¹ High risk Business Partners/Third Parties are: a. Customs Agents; b. Logistics Vendors; c. Freight Forwarders; d. Consultants; e. Business Partners/Third Parties fully or partially owned by a GO or Entity; and f. Any other vendors with interactions with GOs or Entities on behalf of HMSIN, including but not limited to intermediaries used to obtain licenses, permits, or environmental approvals, or manage site visits, inspections, or taxes, etc.

Payments to Government Officials or Government Entities and Third Parties: All requests for payment to Government Officials, Government Entities and Third parties require additional review by Accounting (AC). AC should check the business reason for the request, check that customs and other invoices involving Government fees are accurate and require that government-issued receipts, in original, are provided after the payment. *Refer to Vendor and Third-Party Management Policy for more information.*

5. Training and Communication

All HMSIN Employees will receive a physical or electronic copy of the Anti-Bribery and Anti-Corruption Policy and are required at the time of hire or retention to acknowledge that they have read and understood it.

Employees should receive Anti-Bribery and Anti-Corruption training at hire or retention.

Executives and Management should prioritize communicating the Company's anti-bribery and anti-corruption efforts to Employees. This communication strategy should include discussing anti-bribery and anti-corruption compliance during regular meetings with Employees at all levels. HMSIN should also notify Employees of compliance successes and failures using other communication channels.

6. Monitoring & Control

The Compliance Responsible, on an ongoing basis, oversees and monitors all activities related to this Policy, including periodic reviews of its adequacy and effectiveness. The Compliance Responsible must review any changes or updates to current regulations to ensure Company policies are in line with all requirements. The Compliance Responsible will submit recommendations regarding any amendments or revisions of this Policy to the Managing Director and management as needed. Auditing and monitoring of Anti-Bribery and Anti-Corruption should occur regularly.

The Compliance Responsible, along with HMSIN Executives and management, is responsible for ensuring this Policy is properly communicated to Employees via regular training and refreshers (e.g., through annual policy refresher training).

All monitoring documentation must be retained by Compliance in a centralized, electronic location and retained for audit purposes for ten (10) years.

7. Speak-Up Culture

If an HMSIN Employee sees or hears of an activity that may violate this Policy or applicable anti-bribery and anti-corruption laws, whether by an Employee, a Business Partner, or Third Party, the Employee must immediately report that activity to the Compliance Responsible or any Speak-Up channel.

If Employees have doubts about what may be appropriate or not, or about what may constitute bribery or corruption, they may still use the Speak-Up reporting channels to raise the matter and ask any questions. *Refer to the HMSIN Speak-up Policy for more details.*

Retaliation is strictly prohibited by HMSIN. The Company is committed to never discipline, discriminate against, or retaliate against any Employee who reports suspicions, allegations, incidents of misconduct in good faith or who cooperates in any investigation or inquiry regarding such conduct. *Refer to the Non-Retaliation Policy for more details.*

Anyone who violates this Policy may be subject to corrective action, up to and including termination and legal action. The Company does not consider conduct in violation of this Policy to be within the scope of the Employee's job duties, and such conduct may subject the Employee to criminal and civil penalties, including fines and, in some cases, imprisonment. *Refer to the HMSIN Code of Conduct for further details on disciplinary action.*

8. Appendix

- **Appendix A:** Frequently Asked Questions
- **Appendix B:** Examples of Red Flags

Q1: What is FCPA?

A1: The U.S. Foreign Corrupt Practices Act (“FCPA”) makes it a crime to pay or offer to pay anything of value (either directly or indirectly) to any “Government Official” (“GO”) in order to obtain or retain business, or to secure an improper advantage. It also requires that companies around the globe with parent companies listed on the US stock exchange, like HMSIN, maintain a system of internal controls and books and records that accurately reflect transactions.

Q2: How do you know if something is a bribe or a corrupt exchange?

A2: A bribe can be a payment, or an offer, promise, or authorization of anything of value, given directly or indirectly, at home or abroad, to obtain or retain a commercial advantage or to induce or reward the recipient for acting improperly. A bribe can be anything, whether or not it has any monetary value, as long as there is some benefit to the recipient. In most circumstances, common sense will determine when a bribe is being offered. However, here are some questions you should ask yourself if in doubt:

- Am I being asked to pay something or provide any other benefit over and above the cost of the services being performed (e.g., a service from a customs broker)? For example – excessive commission, a lavish gift, or a kickback?
- Am I being asked to do something improper, like receiving a request from a broker for a contribution to a charity or political organization?
- Am I being asked to make a payment for services to someone other than the service provider?
- Are the hospitality or gifts I am giving or receiving reasonable and justified? Would I be embarrassed to disclose them?

Q3: Can you make a payment to a government employee to expedite the performance of a routine governmental action such as obtaining a required license or visa?

A3: Payments to individual government employees to expedite the performance of a routine governmental action, known as facilitation or “grease” payments, are prohibited by HMSIN.

Q4: Can HMSIN or an HMSIN Employee be prosecuted under the FCPA and other anti-bribery and anti-corruption statutes, including those in India and Japan, if a bribe is made by a Business Partner/Third Party, such as a business finder or agent?

A4: If the Employee made the payment to the business finder or agent with reason to suspect that it would be paid improperly to a GO, the Employee and the Company may be prosecuted under the FCPA and other anti-bribery and anti-corruption statutes.

Q5: You recently made a charitable donation to a great cause using your own personal funds. You donated after receiving a request from a GO who is responsible for approving an HMSIN building permit. Would this be viewed as a bribe since you used your personal funds?

A5: Employees cannot use personal funds to avoid the requirements of the Anti-Bribery Policy. Any payment requests from GOs in connection with HMSIN business must be immediately disclosed to the Compliance Responsible.

Q6: On an international business trip, a supervisor who arranged the trip made a payment in cash directly to a customs official at the airport so that the customs official would release equipment being brought into the country. The payment is not an official fee or required, and it was made to the customs official and not the government. Could this be a violation of HMSIN's Anti-Bribery and Anti-Corruption Policy?

A6: This may be a facilitation payment or bribe that is prohibited under the Anti-Bribery and Anti-Corruption Policy. Employees should report this payment to the Compliance Responsible or Human Resources or any Speak-Up channel immediately.

Q7: Whom should you contact with questions or concerns regarding anti-corruption and anti-bribery compliance?

A7: Questions or concerns regarding anti-corruption and anti-bribery compliance should be directed to Human Resources or the Compliance Responsible.

Anti-Bribery and Anti-Corruption - Examples of Red Flags

The following are examples of situations that could expose Hino Motor Sales India Private Limited (“HMSIN”) to a higher risk of corrupt or improper activity:

1. Requests or demands for a bribe.
2. Requests for or offers of free or discounted services and spare parts.
3. Requests for or offers of lavish entertainment.
4. Demands from a Business Partner/Third Party to make payments on behalf of the Business Partner/Third Party to another third party without explanation.
5. Requests or suggestions to make a charitable donation to a specific charity as a condition to any legitimate business purpose the Company is pursuing.
6. A Business Partner/Third Party has a reputation for improper or unethical conduct.
7. A request by a Government Official that the Company hires a specific person or contract with a specific entity.
8. A request for an unusual or excessive payment, such as a request for over-invoicing, unusual up-front payments, or a request for payments to be made to another Business Partner/Third Party (or country), to a foreign bank account, in cash or otherwise untraceable funds.
9. A proposed agent or representative has little or no expertise or experience in the area (whether geographical, professional or otherwise) in which it will represent the Company.
10. A proposed agent or representative requests an unusually high commission.
11. Cash payments, or payments made without a paper trail or without compliance with normal internal controls.
12. Unusual bonuses, success fees, or other amounts paid to agents or representatives of HMSIN or any third parties acting for HMSIN.
13. HMSIN's operations are in, or HMSIN is transacting business with a person in, a country perceived to have high levels of corruption according to the Transparency International's “Corruption Perception Index” updated annually at <https://www.transparency.org/en/>.
14. The Business Partner/Third Party is owned by, employs, or has a familial or other significant relationship with a Government Official or government entity.
15. The Business Partner/Third Party requests anonymity or that the relationship remains a secret.
16. The Business Partner/Third Party refuses to indicate compliance with anti-bribery and anti-corruption laws or HMSIN's Anti-Bribery and Anti-Corruption Policy.