

(Translation)

ROHTO GROUP ACTION AGENDA FOR COMPLIANCE

July 2023

ROHTO Pharmaceutical Co., Ltd.

1. Top Message

For all members of the Group

We, all officers and employees working for the ROHTO Group (collectively “Members” of the “Group”), engage in daily activities to realize a “Well-being” society where people worldwide, including us, can enjoy longer and happier lives in good health with a full smile every day. To attain that aim, everyone agrees that we must always behave, standing on high ethics and compliance, individually. And, for the Group to carry out sustainable corporate activities under a deep trust from all the stakeholders, it is indispensable to pursue and offer quality products and services to customers, connect with society, and work on daily affairs faithfully. For that purpose, we should deeply think of various matters with our heads and foster the ability to independently choose the most ethical and proper course of action according to the situation. To clarify the sense of ethics and integrity forming the basic rules of our conduct, the Group has summarized our concept of values for business activities in the codes of conduct, including the “Corporate Philosophy (Article 2 of the Articles of Association of ROHTO)” and the “ROHTO’s Seven Pledges.” Based on that sense of values of the Group, we have set out this “Action Agenda” that specifies the ethical standards that all the Members must observe in our daily activities.

If you have a doubt or concern related to compliance, you should, without any hesitation, report to or consult with your supervisor, the compliance division, or the human resources division of your company, or use any of the Hotlines listed below. (Any inquiry or consultation from a Group company should be made to ROHTO, the parent company.) We ensure to keep information obtained from you confidential strictly. We will never retort or treat unfavorably any person who made that report or consultation honestly and sincerely, nor allow such treatment by others.

Let us join forces to pursue group-wide full compliance and foster ROHTO and all Group companies as an ideal corporation group where every Member can be proud to work.

Kunio Yamada
Chairman and Chief Executive Officer
Masashi Sugimoto
President and Chief Operating Officer

2. Our Concept of Compliance to Realize “Well-being”

1) What is compliance?

“Compliance” is generally interpreted as *horei-junshu* (obeying laws and regulations) in Japanese. However, this term means the state of complying with not only laws and regulations but social rules and norms, including morals and ethics. All the Members must take the lead, regardless of

their employment status, in complying with the laws and regulations, whether related to their duties or not, and social norms, rules, and manners as responsible members of society.

2) What is the “Action Agenda for Compliance”?

The Action Agenda specifies the standards of conduct based on laws, regulations, rules, and ethical norms that the Members must follow in fulfilling our daily tasks.

3) Who will be covered under the Action Agenda?

The Action Agenda shall apply to all Members of the Group.

4) Where can we contact regarding compliance-related matters (such as a question about relevant laws and a compliance violation report)?

The Group expects the Members to conduct any actions in compliance with the laws and regulations and the industry’s guidelines in relevant countries and business fields where we have operations (collectively “Applicable Laws”) and based on a high sense of ethics. In this regard, if you become aware of any inappropriate activity or have any doubt, you will be strongly encouraged to contact any of the consultation desks below, even though you are unsure whether it corresponds to a legal violation. We ensure to strictly keep secret any person who made a report or consultation on compliance-related issues (“Whistleblower.”)

- Your superior or the manager of your section/division
- Human resources division of your company
- Compliance Division of ROHTO (Secretariat of the Compliance Committee)
- ROHTO Group Hotlines

- ROHTO Group Hotline (a direct phone line to an outside law firm)

This is a phone-based “Hotline” through which any Member of the Group can contact and consult directly with an outside law firm. When the connection is made, please say you called the ROHTO Group Hotline.

Tel: 06-6441-3601 (Reception hours: From 9:30 to 17:30)

- ROHTO Group Web Hotline (a web form to be directly transmitted to the Compliance Division of ROHTO. Access is available for 24 hours)

This is the web-based consultation desk where any Member of the Group can contact and consult directly with the Compliance Division, sending a message using the web form on the ROHTO corporate website.

Separately, another consultation desk is available for our business partners (“Business Partners”) to report a violation or concern about compliance.

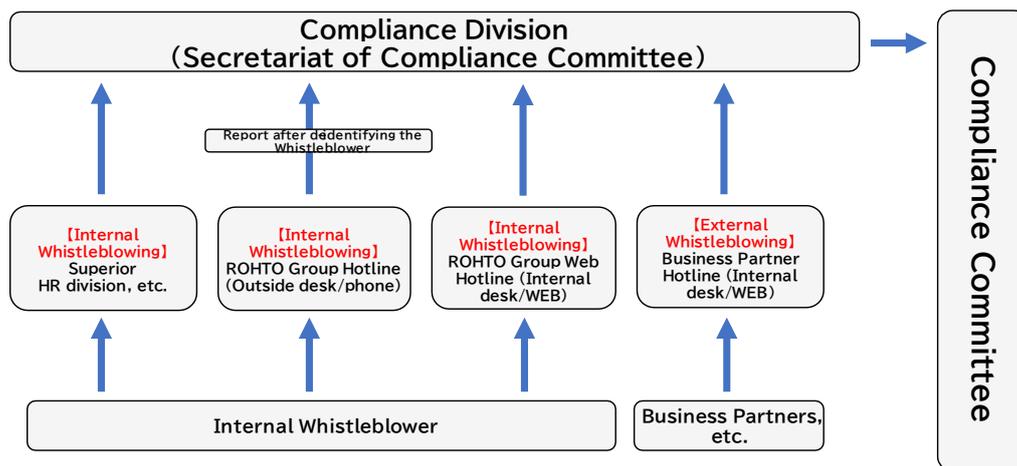
- Business Partner Hotline (a web form to be directly transmitted to the Compliance Division of ROHTO. Access is available for 24 hours)

We have set up a separate web-based consultation desk for the Business Partners (including their officers and employees), the “Business Partner Hotline,” on the ROHTO corporate website. Any Business Partner can consult or report a misconduct or legal violation by a Member or person concerned with the Group and similar conduct related to our businesses by the Business Partner.

5) The process after receiving contact from a Whistleblower

Any inquiry, report, and consultation to the above Hotlines (collectively “Whistleblowing”) will be reported to the Compliance Division. Depending on its content, appropriate specialized divisions (such as compliance, human resources, and audit) will form a team to investigate the situation. We will strictly and completely protect the anonymity and privacy of the Whistleblower and the information provided and disclose them only to the minimum extent necessary for confirming and finding the facts and addressing the issue appropriately. Based on the investigation result, the team will carefully discuss the necessity to redress the situation, how to address it, and how to take preventive measures before implementing them. However, it should be noted in advance that, in some cases, the investigation result and redress outcome may not be informed to the Whistleblower.

Whistleblowing Procedure Flowchart



- If any one of the Compliance Division or the Compliance Committee is the subject of the Whistleblowing, that person will be excluded from any discussion or meeting of the division or committee or information sharing, investigation, and redress for the relevant issue.

- The contact point of the Compliance Division is the division manager or the responsible person.

3. Basic Stance

3-1 Faithful conduct based on a high level of ethics

We deeply acknowledge and agree that faithful conduct based on high ethics and social common sense constitutes a major premise of the Group's Corporate Philosophy and attaining business objectives. Simultaneously, as a corporation providing medical products that affect people's lives, at every scene of corporate activities, we will behave in good faith, complying with international rules, the Applicable Laws, and company rules and guidelines (including the Action Agenda), with an understanding of the culture and customs of countries and regions where we have operation ("Relevant Countries"). Given the above, we will pursue the Action Agenda and strive to prevent the occurrence of any compliance violation. And if it occurs, we will promptly address and redress it.

3-2 Building trust relationships with our stakeholders

For sustaining and enhancing trust from our stakeholders, compliance-based activities are crucial. Every Member must bear in mind that even one violation would instantly destroy the foundation of trust built over long years. We fully acknowledge and agree that for the growth of the Group, it is essential to gain the trust and support of a wide range of stakeholders, including employees, society, customers, Business Partners, local communities, and shareholders. Therefore, we will communicate with each stakeholder in good faith to establish and sustain a good relationship.

3-3 Never overlook an unethical conduct

Trust is easy to lose, but restoring credibility requires a long time, enormous effort, and sacrifice. It is extremely important to prevent the loss of trust, and in this regard, our business activities must be based on "Compliance" and "Ethical conduct." If you become aware of any unlawful, unethical, or skeptical conduct, you should never overlook it and promptly blow a whistle to or consult your supervisor or use the Hotline. Even though that conduct or behavior is made "for the company" or at the supervisor's instructions, no one should act against laws and ethics. We believe that stopping it at the time will truly benefit the company.

3-4 Officers and supervisors' leading roles

The officers and supervisors of all the Group companies should take the initiative and exert their maximum efforts to ensure the Group's business operations under the Corporate Philosophy and a high sense of ethics. In case of a violation, they should investigate the cause, solve the issue themselves, and take the best remedy to prevent its reoccurrence.

4. Code of Conduct for Compliance

4-1 Business activities and ethical conduct as a professional businessperson

We will conduct fair, transparent, and faithful business activities in compliance with the Applicable Laws of the Relevant Countries. None of us must utilize our status in the company or its assets for private profit. Having a common sense not to make any immoral conduct as a professional businessperson, we will always behave based on a high sense of ethics.

- Ensuring full compliance and thorough awareness of any compliance risks across the Group, we will conduct our business activities with good common sense in an ethical manner.
- We will prohibit any bribery, corruption, and other improper dealings.
- We will strictly and completely control personal information and confidential information.
- We will respect all intellectual property rights of others.
- We will have a firm attitude to any anti-social forces.
- We will never be involved in money laundering (*).
- To deter and redress any wrongdoing, we will appropriately set up, maintain, and operate the Whistleblowing system for internal and external persons concerned.
- We will prevent any acts involving conflicts of interest (*).
- We will protect the company's property and information.
- We will never conduct insider trading.
- We will appropriately use social media.

*1: Money laundering

The concealment of the origins of illegally obtained money, typically through transfers involving fictitious or other persons' bank accounts and making the money appear to have been obtained by legitimate means. That is called *shikin-senjo* (money-washing) in the Japanese.

*2: Acts involving conflicts of interest

An act that a company officer or employee conducts to obtain a personal advantage or for the interests of a third party wrongfully at the expense of the company's profit, assets, and other benefits.

4-2 Trust from customers

Placing a high value on customers, the Group undertakes all business activities to contribute their "Well-being" through our products and services. We will build trust-based relationships with customers by committing ourselves to always being fair and sincere and never behaving unfairly or deceptively.

- We will prioritize the quality and safety of our products and services.
- We will enhance customers' confidence and satisfaction.
- We will observe the fair and free competition rules.
- We will present information about our products and services fairly and appropriately in advertising, promotion, and similar activities.

4-3 Respect for human rights and creating a good working environment

Since respecting human rights is the basis of all corporate activities, the Group affirms and upholds human rights-related standards globally declared. To realize the sustainability of local communities where we have operations, we will instill respect for people and foster a good working environment where the Members can actively and vigorously work on their tasks.

- We will respect the personality and autonomy of every Member and never discriminate against anyone due to personal factors, such as race, ethnicity, age, religion, belief, gender, nationality, social status, disability, sexual orientation, gender identity, physical features, and disease.
- We will prevent workplace harassment, and if it occurs, we will promptly and appropriately address it.
- We will respect everyone's human rights and conduct business activities not involving forced and child labor.
- We will comply with the Applicable Laws of the Relevant Countries, particularly those related to labor and occupational safety and health.
- We will realize the work-life balance and diverse working styles for every Member.

4-4 Disclosure of management information

We will enhance the soundness and transparency of the corporate management through appropriate and timely disclosure of information.

- We will disclose information necessary for stakeholders promptly.
- We will fairly and accurately disclose all records and information, including financial and accounting records. We will never conduct improper accounting practices or any other acts causing damage to the company.
- We will conduct accounting practice properly following the accounting principles, tax-related laws, internal rules, and guidelines.

4-5 Trust relationships with Business Partners

We will advance initiatives to fulfill our social responsibility through the whole supply chain, including our Business Partners.

- Valuing the Business Partners as equal partners, we will respect each other to build and foster mutually trusted relationships.
- We will contribute to developing local communities and society through implementing CSR procurement.
- We will strictly control Business Partners' information obtained through the execution of contracts and other transactions with the greatest care not to allow any divulgation or leakage of the information.
- We will ask the whole supply chain to follow the concept of respect for persons and compliance.

4-6 Trust and confidence from society and social contributions

Tackling the conservation of the global environment and problem-solving, we will proactively participate in social contribution activities as local community members.

- We will strive to develop and manufacture products and services that will help conserve the global environment.
- We will proactively work on reducing the environmental burden caused by our business activities.
- We will observe environment-related Applicable Laws of the Relevant Countries.
- As local community and society members, we will proactively participate in social contribution activities.
- We will proactively support social contribution activities voluntarily conducted by the Members.

4-7 Protection of Whistleblowers

We will protect any Whistleblowers, internal or external, by keeping information about them confidential, prohibiting unfair and unfavorable treatment, and taking other necessary measures.

- We will maintain high confidentiality of Whistleblowers' personal information and the content of the Whistleblowing.
- We will never give nor allow others to give any disadvantage to Whistleblowers because of their Whistleblowing disclosure.

Established in July 2023