

TOSHIBA

Toshiba America, Inc.
Business Partner Code of
Conduct Manual
2021



BUSINESS PARTNER CODE OF CONDUCT			
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Introduction

The Toshiba America Group is committed to conducting our business activities with fairness, integrity, and transparency in order to contribute to the formation of a sustainable society. We strive to operate a sound business as part of a global enterprise, which emphasizes a balance between the environment, human rights, and local communities under the principle of giving the highest priority to life, safety, and compliance with laws, regulations, social standards, and ethics. We collaborate with those organizations that can provide a reliable supply of high quality, appropriately priced goods and services while meeting our commitment to the formation of a sustainable society.

The Toshiba America Group Business Partner Code of Conduct (“Code of Conduct”) highlights important standards that are consistent with *The Essence of Toshiba* and the [Toshiba Group Standards of Conduct](#). Our Code of Conduct outlines our expectations and reinforces our commitment to working with business partners who share our commitment to social, environmental, and ethical responsibility.

We expect that our business partners will not only fulfill their contractual obligations, but will also comply with applicable laws, regulations, this Code of Conduct, and conduct their business consistent with *The Essence of Toshiba* and our values.

This Code of Conduct applies to agents, consultants, distributors, sub-contractors, and all suppliers of goods and services (“Business Partners”) to the Toshiba America Group. We also request that our Business Partners request that their suppliers adhere to the standards in this Code of Conduct. In considering whether to initiate or continue our business relationships, we will consider whether our Business Partners’ actions are consistent with this Code of Conduct.

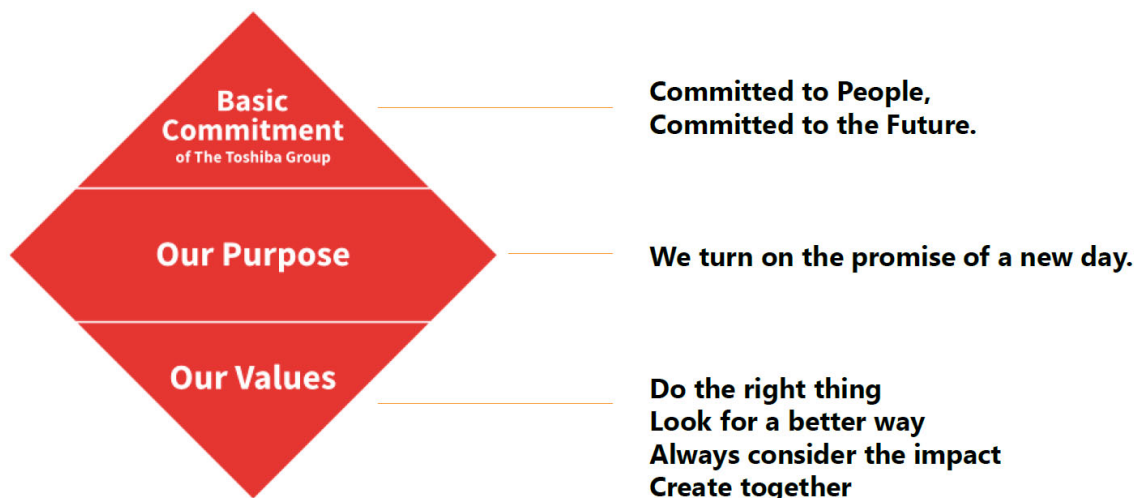
Our Commitment, Purpose, & Values

■ The Essence of Toshiba

The Essence of Toshiba is the basis for the sustainable growth of the Toshiba Group and the foundation of all corporate activities.

The Essence of Toshiba comprises three elements: Basic Commitment of the Toshiba Group, Our Purpose, and Our Values.

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Our Commitment:

Committed to People, Committed to the Future.

At Toshiba, we commit to raising the quality of life for people around the world, ensuring progress that is in harmony with our planet.

Our Purpose:

We turn on the promise of a new day.

Our Values:

Do the right thing
Look for a better way
Always consider the impact
Create together

Our Business Partners

The Toshiba America Group complies with all applicable laws and regulations whenever procuring goods and services necessary for the production and supply of products and services for our customers, and we expect our Business Partners to do the same. We also promote the establishment of good relationships with our Business Partners based upon mutual trust combined with fair and open business transactions.

- **Compliance with Laws, Regulations, & Environmental Considerations:** We expect our Business Partners to comply with all laws and regulations of the countries and regions in which they conduct business, and to give due consideration to the protection of the environment and the efficient use of its resources.

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- **Fair and Open Transactions:** We will provide our Business Partners and potential Business Partners with business opportunities on an equitable basis.
- **Strengthening of Partnerships with Suppliers:** We strive to establish and foster good working relationships with our Business Partners based on mutual understanding, trust, and respect.

■ How We Evaluate our Business Partners

In determining whether to procure goods or services, we consider whether our current and potential Business Partners uphold the following standards:

- Abide by all applicable laws, regulations, and social standards, and take seriously human rights, good labor practices, occupational safety, and health and environmental protection;
- Have sound finances;
- Can supply goods and/or services to Toshiba Group with emphasis on appropriate quality, price, and delivery lead-time;
- Can provide a stable supply of goods and/or services in times of unexpected circumstances that may affect the company and its supply chain;
- Observe a procurement policy equivalent to that of Toshiba Group; and
- Fully comply with ethically sound commercial practices in all transactions.

In addition, we undertake an internal review to ensure that all purchases are authorized by the relevant purchasing, procurement, or subcontracting departments in accordance with Toshiba America Group internal regulations.

Committed to People: Respecting Human Rights

The Toshiba America Group respects human rights and is committed to raising the quality of life for people around the world. We require our Business Partners to comply with all applicable laws and regulations concerning human rights in each country and region where they operate. We will not tolerate abuse of human rights in our supply chain. We expect Business Partners, in all business activities, to respect basic human rights and to establish a safe and clean working environment.

■ Human Rights

Guided by *The Basic Commitment of the Toshiba Group*, we respect the rights of all stakeholders, such as our employees, customers, and shareholders. We support the universal principles regarding human rights and labor practices, including the United Nations Universal Declaration of Human Rights, and respect human rights through sound business activities.

We expect our Business Partners to conduct their business in a manner that respects the human rights and dignity of all, and to understand and support international efforts to promote and protect human rights—including an absolute opposition to slavery, human trafficking, and forced labor—and the United Nations Universal Declaration of Human Rights.

■ Child Labor

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Our Business Partners shall not condone the use of child labor and shall only employ persons who have reached the minimum legal age for employment in the country of employment.

■ Equal Opportunities & Harassment-Free Work Environments

We accept and accommodate different values, and respect the character and personality of each individual, and do not tolerate our Business Partners engaging in discrimination in any form based on characteristics such as race, religion, sex, sexual orientation, physical disability, or age.

We expect our Business Partners to promote and encourage a harassment-free work environment and refuse to accept or tolerate behavior that is disrespectful, hostile, violent, or threatening in their work environment. We do not accept or tolerate sexual harassment, including unwelcome sexual advances, requests for sexual favors, or any other unwelcome verbal or physical conduct of a sexual nature in the workplace; and we expect the same of our Business Partners.

We also encourage our Business Partners to promote diversity in the supplier base. This includes recognizing the benefits of purchasing goods and services from a variety of recognized groups, including, but not limited to, small businesses, veteran-owned businesses, disadvantaged businesses, and women-owned businesses.

■ Fair Working Conditions & Freedom of Association

Our Business Partners shall pay wages and social benefits equal to or higher than the rates required by national or local laws and regulations or other labor agreements. We require that our Business Partners observe all applicable laws and regulations concerning working hours and vacation entitlements in the areas in which they operate. Our Business Partners shall grant their employees the right to articulate their interests in accordance with the labor laws in their country.

■ Safe & Secure Work Environment

The health and safety of our employees and those who work with us is important to Toshiba Group. We strive to provide a safe and healthy work environment for our employees and Business Partners. We require our Business Partners to comply with all applicable health and safety laws and regulations and to take steps to ensure they provide safe and healthy work conditions for their employees.

We position health and safety as one of the most important priorities for management, and strive to prevent occupational injury and disease in the workplace by continual improvements in occupational health and safety management; and we expect the same commitment from our Business Partners. We recommend that our Business Partners adopt ISO 45001-based occupational, health, and management systems.

■ Alcohol and Drug-Free Workplace

We expect our Business Partners to promote compliance with a safe and healthy environment free from alcohol and illegal drug use in the scope and course of their business. This includes the use, manufacture, possession, dispensation, promotion, or sale of illegal drugs or illegal drug paraphernalia. Furthermore, we expect our Business Partners to prohibit employees from reporting to work or traveling during working hours while under the influence of alcohol or any illegal or controlled substances.

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We reserve the right to request in certain circumstances that our Business Partners certify that employees have had background checks and drug screens performed within a given time period, and that employees are subject to an ongoing random drug testing program.

Conducting Business the Right Way

The Toshiba America Group is committed to conducting business with ethics and integrity and being a good corporate citizen. We act with integrity, honesty, and openness—doing what is right, not what is easy. We enter into business relationships with Business Partners that share this commitment and set high ethical standards for our Business Partners consistent with *The Essence of Toshiba*.

■ Anticorruption & Bribery

We do not pay bribes or do business with those who do. We believe that all forms of bribery and other corrupt practices are inappropriate ways to conduct business regardless of local custom. We do not offer, provide, or receive bribes or kickbacks to win or influence business decisions, and we do not tolerate Business Partners who do so. This includes any type of facilitation payments even when such payments are legal or perceived as an acceptable business practice under local law and customs.

We expect our Business Partners to comply with all applicable anticorruption laws and immediately notify us if they have reason to think there was a breach of law in connection with their business with the Toshiba America Group. The assistance of local agents, brokers, or consultants may sometimes be required and important to meet our business objectives. However, we require agents, brokers, and consultants to operate at all times in accordance with our anticorruption principles.

■ Gifts & Entertainment

We occasionally provide or accept reasonable gifts or hospitality to foster goodwill in business relationships. Our employees will only provide or accept gifts, entertainment, or hospitality if they are reasonable complements to business relationships with our Business Partners, and are legal and allowable under our policies.

We never provide or accept gifts, entertainment, or amenities intended to improperly influence a decision or that may create the appearance of undue influence.

We prohibit our employees from soliciting gifts, entertainment, and amenities. Any gifts, entertainment, or amenities that we receive or provide should always be reasonable in terms of value, frequency, and timing.

We will not accept or provide cash gifts or the equivalent (*e.g.*, gift cards), and will not accept or provide gifts, entertainment, or amenities during contract negotiations with Business Partners.

We expect our Business Partners to use good judgment in providing or accepting gifts, entertainment, or amenities and never provide or accept gifts, entertainment, or amenities that would create the appearance of a conflict of interest or undue influence.



Nuclear Power/Thermal Power



Hydro Power



Geothermal Power



Wind Power

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■ Antitrust & Fair Competition

We compete vigorously and fairly and do not engage in agreements that restrict competition such as price fixing, bid rigging, or market allocation agreements. We want to work with, and rely upon, Business Partners who provide superior goods and services, not those who engage in unlawful or unfair tactics to gain an advantage. We compete on the strength of our superior products and services, believe in free and open competition, and never engage in inappropriate practices that may limit competition.

We only obtain business information and intelligence appropriately and lawfully and expect our Business Partners to do the same. We expect that our Business Partners will not share with us any confidential information that they should not have received. We further expect our Business Partners will never share our information with our competitors. Conversely, we expect our Business Partners will never share with us information that they receive from our competitors about their bids or the bids our Business Partners make to our competitors.



■ Complying with Export Laws

We comply with all U.S. and international trade laws and regulations and expect that our Business Partners will comply with all trade and export laws that apply to their work.

We purchase goods and services from a diverse group of global suppliers and provide goods and services to customers globally. We will not engage in any transaction that may undermine the maintenance of global peace and security, and we require our Business Partners to follow:

- All applicable export control laws and regulations of each of the countries where the Toshiba America Group operates; and
- All export control laws and regulations of the United States applicable to transactions involving U.S. products and technologies and information.

We expect our Business Partners will prevent our products from being used for development and manufacturing of conventional weapons and weapons of mass destruction by taking reasonable steps to verify the end use and the end user of products and technology.



We expect our Business Partners to have procedures in place to recognize and avoid deemed exports, that is, the sharing of technology, software, and technical information with foreign nationals without the information leaving its country of origin.

We do not conduct business with countries, entities, or persons prohibited by U.S. law. We comply with, and expect our Business Partners to comply with, all U.S. anti-boycott laws and regulations.

■ Intellectual Property

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We expect our Business Partners to respect not only our intellectual property rights, but also the intellectual property rights of our customers and affiliates.

When working with us, our Business Partners must take all necessary and commercially reasonable steps to protect our and our customers' trademarks, copyrights, patents and trade secrets, and comply with all intellectual property laws and regulations.

■ Confidentiality

We expect that our Business Partners will not disclose proprietary, confidential, or sensitive information without our express permission. We expect our Business Partners to implement adequate controls and procedures to ensure the safety and security of the information provided to them, including taking appropriate precautions against threats to their computer networks and appropriately controlling and protecting personal and confidential information of employees, customers, and third parties.

■ Conflicts of Interest

We expect our Business Partners to make business decisions related to the Toshiba America Group based on objective criteria and not to consider any other factors that might influence their decisions due to private business or other conflicting interests, including but not limited to the interests of relatives or other related parties. We expect our Business Partners to avoid any situation that creates a conflict or the appearance of a conflict of interest. If unavoidable, any conflict must be promptly disclosed to us. Failure to timely disclose a conflict of interest may result in the loss of business opportunities with the Toshiba America Group.

Committed to the Future

■ Health, Environment, & Sustainability

Environmental issues, management, and sustainability is one of our top management priorities. The Toshiba America Group has a strong and unwavering commitment to sustainable development and the environment, and recognizes that the basic responsibility of people living today is to hand over the precious global environment to the next generation in a sound condition. We have carefully constructed a business roadmap centered on sustainability to ensure our products, people and policies unite to minimize the impact on the environment—today, tomorrow, and well into the future—and we will collaborate with those who share this vision and commitment.

We expect our Business Partners to comply with all applicable laws and regulations, industry guidelines they have endorsed, and their own standards concerning the environment.

We also encourage our Business Partners to:

- Make environmental stewardship a priority and promote environmental activities in harmony with economic activities;

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- Demonstrate environmental responsibility by minimizing any adverse environmental impacts of all business processes, encompassing design, procurement, manufacturing, logistics, sale, and disposal, with a particular focus on the prevention of global warming, control of greenhouse gas emissions and other pollutants, efficient utilization of resources and recyclable materials, control of chemical substances, reduction of toxic chemicals, and promotion of biodiversity;
- Recognize that natural resources are finite and implement vigorous environmental measures to promote their effective and practical use in terms of both products and business processes;
- Develop and provide environmentally conscious products and services, which contribute to the reduction of environmental impacts throughout their life cycles;
- Adopt ISO 14001-based environmental management systems and promote third-party certification;
- Support the Global Reporting Initiative (GRI – <http://www.globalreporting.org/>);
- Continuously strive to improve environmental management through internal audits and reviews of activities;
- Strive to enhance the awareness of all their employees with respect to the environment and require that they make a practical contribution to the environment through their work; and
- Develop environmental technologies for the future to help realize a sustainable society.

■ Hazardous Chemicals

We expect our Business Partners to abide by all applicable laws and regulations concerning the shipment, storage, and disposal of hazardous chemicals and materials in the countries in which they operate. Our Business Partners shall effectively control harmful air emissions from their operations, including volatile chemicals, corrosives, particulates, ozone-depleted chemicals, and combustion by-products.

We expect our Business Partners to comply with the Toxic Substances Control Act, the European Union Directives on the Restriction of the use of Certain Hazardous Substances in Electrical and Electronic equipment (RoHS), and the Registration, Evaluation, Authorization, and Restriction of Chemicals (REACH), which aims to improve the protection of human health and the environment through improved identification of the intrinsic properties of chemical substances.

■ Responsible Sourcing: Conflict Minerals

We expect our Business Partners to adhere to all applicable conflict minerals laws and regulations. If a product contains a conflict mineral as defined under applicable law, we expect our Business Partners, on request, to provide transparency on the supply chain including certifications and information related to the sourcing of the mineral.

We have implemented policies to avoid complicity in any conflict in any high-risk area, and to prohibit the use of tin, tantalum, tungsten, gold and cobalt whose production is the result of human rights violations, including forced labor and child labor, environmental pollution, corruption, or other abuses.

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- We undertake appropriate supply chain management in accordance with the provisions of the [OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas. \(PDF: 3.5MB\)](#).
- We do not refrain from using minerals produced in conflict-affected and high-risk areas, provided that such minerals are sourced in regions that are not involved in conflict, human rights violations, environmental pollution, corruption, or other abuses.

We encourage our Business Partners that manufacture components, parts, or products containing conflict minerals to procure those materials from conflict-free sources.

We require suppliers to procure minerals from smelters that are compliant with the [Responsible Minerals Assurance Process \(RMAP\)](#) established by the Responsible Materials Initiative (RMI).

We ask our suppliers to adopt and observe Toshiba Group's [Responsible Minerals Sourcing Policy](#), request that they provide us with information on smelters in their supply chain, and engage in dialogue and cooperation in order to contribute to reducing and eliminating risk in conflict-affected and high-risk areas.

We expect our Business Partners to adopt, implement, and communicate to sub-suppliers their positions and policies regarding conflict minerals, and, where possible, require their down-stream suppliers to adopt and implement similar positions and policies. When a potential risk in the supply chain is identified, we require our suppliers to take corrective action, and, depending on the outcome, we may suspend the transaction or take other measures.

Our Business Partners are expected to work with sub-suppliers to trace conflict materials at least to the smelter level and encourage the use of a standard reporting process (*e.g.*, the Electronic Industry Citizenship Coalition (EICC) / Global e-Sustainability Initiative (GeSI)).

We encourage our Business Partners to enhance traceability of conflict minerals and to commit to responsible practices in their global supply chains.

We reserve the right to request our Business Partners to provide further evidence of their conflict mineral supply chain, including down to the mine level, if necessary.

■ Product Safety & Quality

We are committed to product safety and quality and expect that our Business Partners will furnish goods and services on a continuous basis that not only meet our quality standards and specifications, but also meet industry standards and regulations. To help ensure that we receive high quality products, we highly encourage our Business Partners to establish a quality assurance system in accordance with the ISO 9000 family of standards. In addition, we expect that our Business Partners will comply with the safety standards of the countries and regions in which they operate (*e.g.*, CCC, JIS, Electrical Appliance and Material Safety Law, UL, CE Marking, etc.).

Create Together

■ Compliance with Code of Conduct

The Toshiba America Group expects our Business Partners to communicate the content of this Code of Conduct to all third parties they engage to fulfill their contractual obligations with us, to observe its

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principles when selecting subcontractors, and to ensure subcontractors and other third parties engaged comply with its requirements.

We reserve the right to audit our Business Partners' compliance with this Code of Conduct in an appropriate manner. If we suspect a Business Partner of violating any of the principles or requirements laid out in the Code of Conduct, we reserve the right to request that the Business Partner disclose all relevant information.

If a Business Partner fails to comply with any of the applicable requirements set out in this Code of Conduct and, after having been given a reasonable period of time, fails to correct any noncompliance or to pursue and implement an agreed upon corrective action plan, we reserve the right to terminate any or all contracts with the Business Partner for cause.

■ Reporting Integrity & Compliance Issues

We ask that our Business Partners promptly report any potential or actual breaches of this Code of Conduct, applicable laws, or our policies. To report a concern, employees of our Business Partners should first discuss the issue with senior management in their organization. Our Business Partners may raise the issue with senior management at our company.

Business Partners may also submit a report through the Toshiba America-Speak-Up Line at toshiba.ethicspoint.com.