

Bribery Prevention Policy

NIPPON KOEI LAC

I. General Objective

This policy prescribes the basic rubrics, including this Company's system for preventing bribery and similar activities and complying with anti-bribery regulations such as the Unfair Competition Prevention Act of Japan, the US Foreign Corrupt Practices Act (FCPA), and the UK Bribery Act (UKBA) (hereinafter referred to as the "anti-bribery regulations") and thereby preventing any actions that violate the anti-bribery regulations.

II. Glossary

Offering a bribe: it refers to providing or promising benefits to a counterparty or equivalent person in order to obtain an unfair advantage in business.

Providing benefits: it means giving money or other benefits to a counterparty or proposing or promising to do so, whether or not it constitutes a bribe offer.

Accepting a bribe: it refers to receiving money or other benefits related to a bribe offer, or requesting or seeking a promise of one.

Public official: it refers to public officials of Japan and foreign public officials described in this glossary.

Public officials of Japan: it refers to Japan's national and local governments personnel or staff from incorporated administrative agencies, and other members of the Diet, committee members, and other personnel performing official duties in accordance with laws and regulations.

Foreign public officials: it refers to the persons described below:

- a. Persons who participate in the affairs of an agency affiliated with the foreign country's government.
- b. Persons who participate in the affairs of a foreign country's public company
- c. Persons performing official duties of a public international organization
- d. Persons to whom the government of a foreign country has delegated authority

Agents, etc. it refers to agents, representatives, consultants, or other persons, regardless of their designation, who provide information for the Company or who serve as intermediaries, agents, brokers, etc., in transactions; or persons who conduct business jointly with the Company, such as joint venture partners.

III. Scope and Applicability

This document sets forth the standards to be implemented for all operations in Nippon Koei LAC and its subsidiary companies (Which include: Nippon Koei Latin America - Caribbean Co., Ltd.; Nippon Koei LAC, Inc.; Nippon Koei LAC Do Brasil Ltda; Nippon Koei Latin America - Caribbean Mexico S.de.RL, and Nippon Koei Mozambique Limitada - hereinafter collectively referred to as

Nippon Koei LAC). This policy applies to all persons performing activities for Nippon Koei LAC, whether they are full-time or part-time employees, affiliates, collaborators under a Professional Service Contract, Employment Contract, or regular payroll, as well as any person compensated by Nippon Koei LAC or a joint venture or consortium where Nippon Koei LAC is a member, regardless of the legal definition of “employee” in the country. All persons described above are hereinafter referred to as “company personnel”.

The Policies in this document may be superseded, altered, or voided in whole or in part by the laws of the personnel's local jurisdiction. If any portion of this document is voided by the personnel's local jurisdiction, the remaining portions of this document shall remain valid in full force and effect.

IV. Prohibition of Bribery

Company personnel shall not offer a bribe or perform any act suspected of constituting a bribe, regardless of whether the cost is borne by the Company or by Company personnel.

Company personnel must not accept a bribe or perform any act that is suspected of constituting the acceptance of a bribe.

V. General prohibition of granting benefits to public officials

- a. Company personnel may not, in principle, grant benefits to a public official, regardless of whether or not this constitutes a bribe offer.
- b. The main types of acts constituting the granting of benefits are detailed in the annex to this policy.
- c. As an exception to the provisions of paragraph “a” of this article, Company personnel may grant benefits to a public official only when authorized to approve such benefit by the parent authority of Nippon Koei LAC, and when such benefits meet the approval criteria set out in the table attached to this policy.
- d. The person authorized under the authority matrix of Nippon Koei LAC and who approved a grant of benefits in accordance with the table attached to this policy will be responsible for explaining how such grant of benefits meets the approval criteria set out in the attached table or the criteria contained in said policy.
- e. As an exception to the provisions of paragraph “a” of this article, company personnel may grant benefits to a public official if failure to do so would endanger his/her life or physical integrity or that of another person. In this case, however, company personnel must immediately inform the compliance personnel of the branch to which he/she belongs.

VI. Applicability to Employees and directors of private companies involved in the provision of public services

Employees and officers of private companies engaged in the provision of public services will be treated as public officials under this policy.

VII. Provision of benefits to persons who are not public servants

The provision of benefits to officials and employees of private companies who are not public servants as defined in Article 6 (hereinafter “persons who are not public servants”) shall be made to reasonable extent according to socially accepted standards, in accordance with each country’s laws and regulations.

VIII. Operations through third parties and agents

When we hire third parties, agents, subcontractors, partners, or attorneys (hereinafter referred to as "agent") to perform transactions on behalf of the company or as services provided to the company, and there is a risk of bribery through the agent in view of the country where the agent is hired or the services contracted; the company personnel must carry out due diligence and any other measure necessary to try to ensure that these agents do not engage in practices prohibited under this policy. If the risk is very high, the hiring of the agent should be reconsidered.

IX. Risk assessment, monitoring, and review

The Company shall periodically assess bribery risks, monitor the anti-bribery system, and improve it where necessary.

X. Anti-bribery system

The President will serve as the Chief Administrative Officer for the development, implementation, and promotion of this Company's anti-bribery system.

This Company appointed the Compliance Office as the one to develop and promote the anti-bribery system (hereinafter referred to as the "Compliance Office").

In each department of the Company (each branch is also regarded as a department), the development and promotion of the anti-bribery system shall be the responsibility of the head of the department (the head of a branch is also regarded as the head of a department; hereinafter) who is the person responsible for the department.

XI. Procedures for granting allowed benefits to public officials

Nippon Koei LAC will periodically assess the risks of bribery in its operations. In light of this assessment, Nippon Koei LAC will establish and review its internal standards relating to its pre-approval and/or reporting and recordkeeping procedures, when necessary.

The person authorized under the MoA who approved the benefit as regulated in the annex to this policy will be responsible for explaining how the approved benefit meets the approval criteria established by the company in the annex.

XII. Reports on the Provision of Benefits

When company personnel provide benefits to people outside the company such as entertainment, gifts, payment of expenses, donations, or any other detailed in the annex to this policy, a monthly report must be submitted to the Compliance Office containing the following information: Payment date, receiving organization, name and position of the person outside the

organization to whom the benefit was provided, the amount, and a copy of the accounting evidence document and the explanatory document defined by the company must be attached.

The Compliance Office shall review the information from all branches, confirm with the offices any missing information, if applicable, and verify whether any of these benefits are of particular interest based on the customs and laws of each country. The Compliance Office shall submit a quarterly report to the President of Nippon Koei LAC, including information on the provision of benefits in the company, describing the situations encountered and its observations.

XIII. Records and Retention

The company personnel shall develop accurate records on the provision of benefits to third parties in accordance with the provisions of the previous article and, through the head of the department to which they belong, shall submit the records and documents related to the approval and reporting as stipulated in the previous article together with other related documents to the Compliance Office.

The Compliance Office must keep the records stipulated in the previous paragraph in an auditable format for at least five years.

XIV. Audit

The compliance office shall randomly audit company operations to verify compliance with anti-bribery regulations. If any act that may violate anti-bribery regulations is identified, the said department will instruct relevant personnel to ensure the improvement of the situation and report it in accordance with the provisions of the following article.

XV. Obligation to Report and Investigations

Company personnel, upon recognizing a situation that violates these Regulations (including questionable situations that may violate these regulations), must immediately report the details of the situation to the Compliance Office.

The Compliance Office will investigate the facts and take appropriate and timely measures accordingly in agreement with the provisions of the risk management regulations, such as the Risk and Crisis Management Regulations, and shall immediately report it to Nippon Koei LAC's President.

XVI. Education and Training

The Compliance Office will provide training to company personnel on the bribery prevention system, including what is set forth in this policy.

XVII. Disciplinary Measures

The performance of actions prohibited in this policy by company employees will result in sanctions, in accordance with the local regulations of the country where the person resides or Nippon Koei LAC's regulations.

XVIII. Department in charge

The department in charge of these Regulations shall be the Compliance Office, and the revision or abolition shall be drafted by said department and implemented based on the decision of the President, who established these Regulations.

Version	Date	Amendments
0	August 11, 2020	Original issuance
1	June 29, 2021	Issuance with amendments
2	February 17, 2025	Issuance with amendments, according to the Nov-24 template provided by the ID&E Group
3	March 12, 2025	Issue with amendments, for improvement

ANNEX

Acts constituting the provision and Approval Criteria

Notes:

1. *This table is part of this policy and shows the types of conduct that constitute the provision of benefits and the approval criteria for each type.*
2. *If the applicable laws and regulations of the country where the conduct occurs establish more stringent criteria than those in this document, those criteria must be met.*
3. *If an act of providing benefit does not formally meet the approval criteria here specified, but it is considered legitimate and appropriate in view of the specific concrete circumstances, the Compliance Office must be consulted and written confirmation must be obtained.*
4. *If anything in this document is unclear, the Compliance Office should be consulted.*

Type of Act	Approval Criteria
Food and drinks during business meeting with business partners and related companies	Permitted
Food and drinks during business meeting with public officials	<p>The following criteria must be met:</p> <ol style="list-style-type: none"> 1. There is no intention to obtain undue commercial advantage. 2. This is not a time when one might suspect that there is an intention to obtain an undue commercial advantage. 3. The content of the business dinner or lunch and the amount spent are reasonable according to laws and social norms, in light of the purpose of the business dinner, the status of the counterparty, etc. 4. This type of benefit is not frequently provided to the same person. 5. The organization to which the counterparty belongs or the law allows this type of act.
Sports games with public officials	<p>The following criteria must be met:</p> <ol style="list-style-type: none"> 1. There is no intention to obtain an undue commercial advantage. 2. The organization to which the counterparty belongs allows this type of acts.

Type of Act	Approval Criteria
	3. This type of act is reasonable according to the laws and social practices of the country.
Gambling and Brothels	Forbidden.
Delivery of promotional items containing the company logo	Allowed as long as: <ol style="list-style-type: none"> 1. The organization to which the counterparty belongs allows this type of acts. 2. The content and economic value of the promotional item are reasonable according to the laws and social norms of the country, the purpose of the gift, and the status of the party receiving the gift.
Giving or offering gifts to public officials (including gifts when paying courtesy visits, commemorative items and social courtesy gifts during festivities)	<p>The following criteria must be met:</p> <ol style="list-style-type: none"> 1. There is no intention to obtain an undue commercial advantage. 2. The organization to which the counterparty belongs allows this type of acts. 3. This type of act is reasonable according to the laws and social norms of the country. 4. Gifts are not frequently given or offered to a specific party. 5. The content and economic value of the gift is reasonable according to the laws and social norms of the country, the purpose of the gift, and the status of the party receiving the gift. <p><i>Note applicable to Japanese civil servants:</i></p> <p><i>Forbidden.</i></p>
Give or offer cash to public officials	Prohibited. Giving presents that can easily be converted into cash is also prohibited (Example: vouchers, stocks, tickets to games and shows, precious metals, etc.).
Giving or offering congratulations and condolences gifts (including flowers) to public officials.	<p>The following criteria must be met:</p> <ol style="list-style-type: none"> 1. There is no intention to obtain an undue commercial advantage. 2. The organization to which the counterparty belongs allows this type of acts.

Type of Act	Approval Criteria
	<ol style="list-style-type: none"> 3. This type of act is reasonable according to the laws and social norms of the country. 4. The content and economic value of the gift is reasonable according to the laws and social norms of the country. <p><i>Note applicable to Japanese civil servants:</i> <i>Forbidden.</i></p>
Lease of real estate considered property of a public official	<p>The following criteria must be met:</p> <ol style="list-style-type: none"> 1. There is no intention to obtain an undue commercial advantage. 2. From a security perspective, there are no other facilities that can replace the leased estate. 3. The rental cost is equivalent to that of neighboring facilities. 4. A written lease agreement is signed. 5. The rental cost is paid by bank transfer to an account in the name of the other party (cash payment is not permitted). <p><i>Note: When leasing real estate, etc., that is or is considered substantially owned by public servants, such as offices and dormitories, the person in charge must inform the Compliance Office in writing and in advance for approval of the lease.</i></p>
Facilitation payments	<p>Forbidden.</p> <p><i>Note:</i> <i>A facilitation payment is a small amount of money paid to a public official to facilitate procedures pertaining to normal administrative services.</i></p>
Money loans to public officials	Forbidden.
Real estate loans to public officials	Forbidden.

Type of Act	Approval Criteria
<p>Invitations to public officials to travel to other countries or regions</p>	<p>The following criteria must be met:</p> <ol style="list-style-type: none"> 1. There is no intention to obtain an undue commercial advantage. 2. The organization to which the counterparty belongs and the law of the country allow this type of acts. 3. Trips to a specific location are not offered or given frequently. 4. There is a reasonable need for the company to pay for travel expenses in order to achieve a legitimate business purpose. 5. Expenses are not paid directly to the civil servant. If per diem payment is required, it must be calculated according to the per diem regulations of the civil servants' organization or the per diem regulations at Nippon Koei LAC. 6. The public official is not obliged to reciprocate and no influence is exerted on his/her decisions. <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Payment of expenses not related to the business trip is prohibited.</i> • <i>Payment of expenses greater than the actual cost is prohibited.</i> • <i>Payment of expenses of any person not related to work, accompanying the public official is prohibited.</i> <p><i>Note applicable to Japanese civil servants:</i></p> <p><i>Forbidden.</i></p> <p><i>Note:</i></p> <p><i>A memorandum specifying the expenses related to the invitation must be prepared and the consent of the public official or agency for which he/she work must be obtained. If the business trip is stipulated in a company's project contract, it is not necessary to prepare a separate memorandum.</i></p>

Type of Act	Approval Criteria
	<i>The Nippon Koei LAC Compliance Office shall review the content of the memorandum and the previously stipulated conditions of the trip.</i>
Payment of other expenses to public officials	<p>The following criteria must be met:</p> <ol style="list-style-type: none"> 1. There is no intention to obtain an undue commercial advantage. 2. This is not a time when one might suspect that there is an intention to obtain an undue commercial advantage. 3. Expenses are not often paid for a specific part. 4. The organization to which the counterparty belongs or the law allows this type of act. 5. There is a reasonable need for the company to cover the expenses in order to achieve a legitimate business purpose. 6. This type of act is permitted according to the laws and social norms of the country.
Donations to political parties	Forbidden.
Donations	<p>The following criteria must be met:</p> <ol style="list-style-type: none"> 1. This type of act is reasonable according to the laws and social norms of the country. 2. The party to which the donation is made is not an organization run by a public official or a family member of said official that is engaged in tasks related to the business that the company currently conducts or is about to conduct. 3. The content and value of the donation are appropriate according to social norms and in light of local price levels. 4. The donation is paid directly to the recipient of the donation and not through a public official. 5. Donations are not frequently made to the same party. 6. A request is received from the other party in writing or by email. 7. There is nothing in return for the donation in the course of business.

Type of Act	Approval Criteria
Employing or subcontracting in any way a former public official	<p>There is a reasonable need to hire the candidate and the following requirements are met:</p> <ol style="list-style-type: none"> 1. The hiring does not violate any laws or regulations. 2. Fair selection standards and methods were used and the candidate was not hired unreasonably or on a preferential basis and the company's employee and professional due diligence policy was followed. 3. No preferential treatment is granted with regard to remuneration or working conditions. 4. The duties for which the candidate is being recruited in the company are not directly related to the duties performed by the candidate when he/she was a public servant, or duties over which he/she exercised or could continue to exercise material influence.
Employing or subcontracting in any way a relative of a public official	<p>There is a reasonable need to hire the candidate and the following requirements are met:</p> <ol style="list-style-type: none"> 1. The hiring does not violate any laws or regulations. 2. Fair selection standards and methods were used and the candidate was not hired unreasonably or on a preferential basis and the company's employee and professional due diligence policy was followed. 3. No preferential treatment is granted with regard to remuneration or working conditions. 4. The public official's work related to the candidate must not be directly related to activities or matters over which the public official exercises material influence.
Using or hiring an organization run by a public official (or a relative of the official) to perform functions related to the business that the company currently conducts or is about to conduct	<p>Outside Japan: The following criteria must be met:</p> <ol style="list-style-type: none"> 1. The use or hiring of said company does not violate any law or regulation. 2. There is no other substitute company, even after doing reasonable market research. 3. This company is legitimately registered in the country. 4. The price content and price are appropriate. 5. Payment to the company is made by bank transfer to an account in the name of the company (cash payment is not permitted).

Type of Act	Approval Criteria
	6. In Japan: Prohibited.