

# **Toyota Global Anti-Bribery and Anti-Corruption Policy**

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## Menu

<b>1. Purpose</b> .....	<u>3</u>
<b>2. Scope</b> .....	<u>3</u>
<b>3. Resources to Support You (Our “Help Resources”)</b> .....	<u>3</u>
<b>A. A Relevant Local Division/Department</b> .....	<u>3</u>
<b>B. Global Compliance</b> .....	<u>3</u>
<b>4. Essential Requirements/Executive Summary</b> .....	<u>3</u>
<b>5. Policy Requirements</b> .....	<u>4</u>
<b>A. Our Policy Against Bribery</b> .....	<u>4</u>
<b>B. Payments Made in Response to Threats</b> .....	<u>4</u>
<b>C. Gifts, Hospitality and Travel</b> .....	<u>5</u>
<b>D. Discounts and Subsidies</b> .....	<u>5</u>
<b>E. Political Contributions</b> .....	<u>5</u>
<b>F. Charitable Contributions</b> .....	<u>5</u>
<b>G. Hiring Practices</b> .....	<u>6</u>
<b>H. Conflicts of Interest</b> .....	<u>6</u>
<b>I. Business Partners and Due Diligence</b> .....	<u>7</u>
<b>J. Accurate Accounting and Record Keeping</b> .....	<u>7</u>
<b>6. Support and Training</b> .....	<u>7</u>
<b>7. Speak Up Line Resources</b> .....	<u>8</u>
<b>8. Definitions</b> .....	<u>8</u>

## 1. Purpose

Toyota Motor Corporation and its consolidated subsidiaries are committed to the highest standards of integrity in our business practices. (Toyota Motor Corporation and its consolidated subsidiaries are referred to all together in this policy as the “Company” or “Toyota.”) We comply with applicable anti-[bribery](#) and anti-[corruption](#) laws and regulations in all countries where the Company does business. This Policy provides standards of conduct for the Company’s team members to help us all comply with those laws.

## 2. Scope

This Policy applies to all team members and team leaders, and to the board of directors of the Company.

Toyota Motor Corporation expects its consolidated subsidiaries to implement and follow the Toyota Code of Conduct and this Policy by having their own local policies and procedures in accordance with any laws or regulations that apply in each local jurisdiction. Local policies and procedures should not, however, contradict this Policy or impose any requirements that would violate this Policy.

We also expect our [business partners](#) to hold themselves to similar standards in their dealings with the Company.

## 3. Resources to Support You (Our “Help Resources”)

If you have questions about this Policy, the two resources listed below (“Help Resources”) are available to support you.

### A. A Relevant Local Division/Department

For any questions or concerns about this Policy’s requirements, you should contact a local division/department that is related to that requirement. If you are unable to identify a related local division/department, you should ask your team leader for help to identify the appropriate local division/department for answering your question.

### B. Global Compliance

If a local division/department is not able to respond to your question or concern, you can also contact Global Compliance as a Help Resource. Send an email to [GlobalCompliance@toyota.com](mailto:GlobalCompliance@toyota.com) to reach someone who can assist you.

## 4. Essential Requirements/Executive Summary

When conducting business for the Company, you must follow these requirements:

- Do not offer, promise, pay, solicit or receive [bribes](#);
- Do not make [facilitation payments](#);
- Determine, by taking reasonable steps, whether you are interacting with a [government official](#);
- Do not offer or accept gifts and hospitality, make any political contribution or provide donations or sponsorships for the purpose of influencing a business decision or otherwise gaining an [unfair advantage](#);
- Do not provide preferential terms to a [government](#) entity or [government official](#) when selling or leasing any goods to them;
- Comply with any applicable laws, regulations, local policies and local human resources hiring practices when hiring any [referred applicant](#), and exercise caution when hiring any person related to or referred by a [government official](#) because hiring decisions must not benefit [government officials](#);

- Know your [business partners](#), including potential joint venture participants, and merger/acquisition targets, by ensuring they are screened according to applicable risk-based processes ([due diligence](#));
- Maintain accurate books, records and accounts that fairly reflect all transactions; and
- Seek help whenever you need further guidance by contacting a Help Resource.

## 5. Policy Requirements

We do not engage in [bribery](#). The policy requirements below focus mostly on preventing [bribery of government officials](#) and are designed to comply with laws in the countries where we operate. The Company also prohibits [bribery](#) involving private parties and prohibits you from soliciting or receiving [bribes](#) from [business partners](#) and other people we do business with.

If you are unsure whether these policy requirements apply to an individual matter, please contact a Help Resource.

If you are aware of any breach or potential breach of this Policy, you should inform your team leader, a Help Resource or a [Speak Up Line Resource](#).

### A. Our Policy Against Bribery

You are prohibited from engaging in [bribery](#) or any other form of [corruption](#). [Facilitation payments](#) are also prohibited.

You must not give, offer, promise or authorize payment of [anything of value](#) to any [government official](#) or any other person for (a) the improper purpose of obtaining or retaining business, (b) inducing such a person to act or fail to act, (c) rewarding such a person for acting or refraining from acting in a way that improperly benefits the Company, (d) securing an [unfair advantage](#) or (e) inducing conduct that amounts to breach of an expectation that a person will act in good faith, impartially or in accordance with a position of trust.

The prohibited benefit to [government officials](#) or other people can be direct or indirect. For example, providing [anything of value](#) for an improper purpose to a third person related to, or somehow closely affiliated with them, like a family member or close friend, is prohibited just the same as if the benefit were provided directly to them.

If any [government official](#) or other person solicits any money or [anything of value](#) from you for an improper purpose, you must refuse the solicitation or request and immediately report the event by sending an email to [GlobalCompliance@toyota.com](mailto:GlobalCompliance@toyota.com). This requirement also applies to [facilitation payments](#).

You cannot use personal funds to provide [anything of value](#) that would be otherwise prohibited. [Bribes](#) are a violation whether done directly by a team member or indirectly through a third party. We expect [business partners](#) and any other third party working on our behalf to hold themselves to similar standards as those in this Policy.

Particular care must be taken when interacting with [government officials](#). When conducting business, you are responsible for determining, by taking reasonable steps, whether you are interacting with a [government official](#). Be aware that in certain countries, a person who may appear to be working for a private entity may be in fact considered a [government official](#). If you are not sure if someone is a [government official](#), please contact a Help Resource.

### B. Payments Made in Response to Threats

The safety of our team members is of paramount importance. In the unlikely situation that a team member or someone with the team member is facing imminent physical danger and payment will

help avoid that danger, payment is allowed. As soon as the threat has passed, report the issue to the relevant local divisions/departments. If a payment was made, the relevant local divisions/departments or the team member must report the situation as soon as possible by sending an email to [GlobalCompliance@toyota.com](mailto:GlobalCompliance@toyota.com) so that it can be addressed and adequately recorded. Such a payment must not be disguised as another type of payment or otherwise misrepresented.

### **C. Gifts, Hospitality and Travel**

We will never offer or accept gifts and hospitality for the purpose of influencing a business decision. Gifts and hospitality should be reasonable in value (and not lavish), and the reason for the gifts or hospitality that you offer or receive should be tied to a legitimate business purpose. This requirement applies to our dealings with government officials, business partners and other people we do business with. You should follow your local Gifts and Hospitality Policy, which provides more detailed standards, including the criteria of amount, frequency, necessity of pre-approval and other similar standards.

Travel reimbursements for government officials' travel must be tied to a legitimate business purpose and must comply with your local policies and procedures, including expense limits, documentation requirements and approval requirements.

### **D. Discounts and Subsidies**

If your company sells or leases products to government entities or to government officials, you should not provide preferential terms for those sales or leases. If a government entity or government official qualifies for a discount or a subsidy, the amount of that discount or subsidy should be determined using neutral criteria. A government official's rank or ability to influence official decisions that affect the Company are not permissible criteria for determining the amount of a discount or a subsidy.

### **E. Political Contributions**

Political contributions include donations paid or furnished to any candidate for public office; to any political party, candidate or party official; or to any political initiative, referendum or any other form of political campaign. Political contributions are not limited to donations of money. They can include the use of Company property, equipment, funds or other assets, as well as volunteering team member time.

Political contributions cannot be made, directly or indirectly, at the suggestion, request or behest of any government official or any other person to secure business or otherwise gain an unfair advantage for the Company.

You should not commit the Company to making a political contribution or make any contribution in Toyota's name without the express prior approval of the relevant local divisions/departments.

If you wish to make a personal political contribution, seek guidance from a help resource if your rank in the Company could create the perception that the contribution is from the Company.

### **F. Charitable Contributions**

The Company may occasionally provide funds, assets, services and other types of non-monetary support regardless of the form, such as donations, sponsorships or other assistance to bona fide non-Toyota charitable organizations. However, we must not make charitable contributions at the suggestion or request of any government official if the purpose of the charitable contribution is to secure an unfair advantage or otherwise obtain or retain business for the Company.

If a personal contribution could be reasonably perceived as being made on behalf of the Company, seek guidance from a Help Resource before contributing. Particular care must be taken when making any contributions to a charity owned, controlled or connected to a government official or government entity.

You must request written acknowledgement of all donations and sponsorships to enable accurate and timely record keeping. In case you have any questions or doubts about whether a contribution is permitted under this Policy, please contact a help resource before making charitable contributions.

### **G. Hiring Practices**

We treat applicants for employment or other work experience (for example, independent contractors, contingent workforce participants and interns) equally, regardless of whether they are referred applicants.

We need to exercise caution when offering employment or work experience to any applicant related to or otherwise referred to us by a business partner, government official or other contact (business or personal) or when a hire could directly or indirectly benefit a government official. Extending an offer to a referred applicant with the expectation that the Company would receive or retain business, or be given an unfair advantage, could be considered a bribe. Paid or unpaid employment (including internships) is considered anything of value under this Policy. Referred applicants shall not be unreasonably given preferential treatment.

Generally, you should follow the normal hiring process in accordance with applicable local policy before extending an offer to a referred applicant. Please contact a Help Resource if you have questions about the necessary procedures before extending an offer to a referred applicant.

Hiring current or former government officials requires extra care, and any decision to hire a current or former government official must comply with local policies, including any applicable requirements of the normal hiring process. Restrictions may also apply, such as limiting the type of work they can perform for Toyota for specific periods (for example, a “cooling off” period between the end of government service and private-sector work).

### **H. Conflicts of Interest**

Team members are prohibited from pursuing benefits at the expense of the Company or engaging in acts that conflict with the interests of the Company (conflicts of interest).

You must avoid any of the following conflicts of interest that may inhibit you from acting in the best interests of Toyota:

- Improperly supervising or assisting in hiring of a family member, romantic partner or close friend;
- Competing with Toyota;
- Using Toyota property, information or position for personal gain;
- Having a substantial investment in a company doing business with Toyota;
- Overseeing the relationship with a third party in which a family member, romantic partner or close friend is the key decision maker; and
- Receiving a gift from a third party while negotiating a contractual relationship on Toyota’s behalf.

If you are not sure if a prior or current relationship with any current or former government official could cause a conflict of interest, please contact a Help Resource.

## **I. Business Partners and Due Diligence**

We only work with reputable business partners that do business with integrity and respect our values. We require our business partners not to seek advantages for us by improper means.

The Company has implemented a risk-based approach to screening and assessing potential business partners (due diligence). These due diligence steps also apply to potential joint-venture partners and potential merger/acquisition targets.

The appropriate due diligence steps for any particular business partner will be different in each case depending on the level of risk, the type of relationship, the location of their operation and other factors. In some cases, it is necessary to investigate not only typical due diligence items, such as business performance and financial status, but also the relationship between the subject company or shareholders and government officials according to the risk level of the business. Please follow your local policies for specific procedures. If you have any questions about due diligence procedures, please contact a Help Resource.

Contracts with business partners must comply with local policies, including contract terms focused on anti-bribery and anti-corruption, and may include audit requirements.

## **J. Accurate Accounting and Record Keeping**

The Company requires that all books, records and accounts be kept in reasonable detail to accurately and fairly reflect all transactions, including all disbursements, receipts, asset dispositions and acquisitions. False, misleading, incomplete, inaccurate or artificial entries in the Company's books and records are prohibited.

You are required to:

- Record every transaction carried out on behalf of the Company, including sales and agency commissions, charitable or political contributions, sponsorship and marketing payments, expenses on gifts, entertainment and hospitality;
- Provide reasonable detail for every record — including the value, quantity, purpose, recipient, nature, date, etc. — so payments cannot be hidden;
- Understand the purpose of the transaction and ensure that how it is recorded aligns with that purpose;
- Abstain from making any false or misleading entry in any Company books and records, or be a party to the creation of any false or misleading document that supports the disbursement of Company funds (for example, you must not disguise a bribe as a marketing fee, research fee or commission or create any false purchase orders);
- Disclose — immediately and fully — any accounting mistakes or falsifications; and
- Maintain records in compliance with local document retention policies and legal requirements, and make them available upon the Company's request.

## **6. Support and Training**

Each of us is expected to keep up to date our knowledge about the laws and regulations that apply to our jobs and areas of responsibility. Team members are encouraged to access training materials tailored to their job responsibilities, which are posted and updated as necessary. Additional training and other support can be requested by contacting a Help Resource.

## 7. Speak Up Line Resources

If you see, hear or are concerned about any conduct that violates this Policy, you can contact the Speak Up Line.

When asking a question or raising a concern, you do not need to have all the details or be certain that wrongdoing has occurred. It is important to raise the issue so the Company can address it in a timely manner. Toyota strongly prohibits retaliation (e.g., dismissal and demotion) against team members for reporting concerns in good faith or for participating in an investigation.

For more information you can review the Toyota Code of Conduct, Global Speak Up Policy and local policies.

## 8. Definitions

**Anything of value** is interpreted broadly as value provided directly or indirectly to the recipient, in any amount, and may include, but is not limited to:

- Cash or cash equivalents, such as gift certificates;
- Gifts or free goods;
- Meals, entertainment or hospitality;
- Travel or payment of expenses;
- Provision of services;
- Perks and discounts;
- Commissions;
- Inducements or kickbacks;
- Loans, guarantees or loan forgiveness;
- Access to employment or educational opportunities (including unpaid internships);
- Political or charitable contributions;
- Donations or sponsorships; and
- Intangible benefits, such as enhanced reputational, social or business standing.

**Bribe** means to give, offer, pay, promise to give or pay, or authorize anything of value to obtain or retain business or an unfair advantage, or to induce or reward the recipient for acting improperly.

**Business partner** means any outside party acting on behalf of the Company or with whom the Company does business, including but not limited to suppliers, dealers, joint venture partners, contractors, consultants and agents, and intermediaries like customs brokers or logistics providers.

**Corruption** means dishonest or fraudulent conduct (such as bribery) committed by a person in an official position to acquire illicit benefits or abuse power for one's personal gain.

**Due diligence** means the risk-based process of screening, assessing and vetting business partners.

**Facilitation payment** means a (usually small) unofficial payment made to a government official to induce the official to perform (or speed up the performance of) routine, non-discretionary government action, such as obtaining utility services or issuing a non-discretionary license or permit to which the applicant is entitled by law. Such payments are sometimes referred to as grease payments, expediting payments or speed payments. In contrast, a fee paid to a government agency or entity (not an individual government official) to ensure faster processing of an application and where an official receipt is issued by the government agency or entity would not be considered a facilitation payment.

**Government** means any government entity, agency, instrumentality or government-owned or -controlled enterprise.



**Government official** means:

- Any person who works for or is an advisor to the government or a public international organization (such as the World Bank or the United Nations);
- Any officer or employee of a state enterprise, agency or political party. Or any person acting in an official capacity on behalf of a state enterprise, agency political party; and
- Any candidate for political office.

**Referred applicant** means any applicant for employment with the Company who was referred by a government official, an existing or potential customer or a business partner.

**Unfair advantage** means any improper advantage to Toyota's business, including but not limited to obtaining an improper reduction in duties, taxes or fines; unfairly obtaining a favorable ruling or evaluation; obtaining or retaining an undeserved license or permit; receiving preferential treatment despite non-compliance with applicable rules or regulations; entering into a contract for an invalid reason; or other undeserved favors or preferential treatment.

*The information in this policy is current as of the effective date shown on the cover. To check for more recent versions, please visit [https://global.toyota/pages/global\\_toyota/company/vision-and-philosophy/en\\_Global\\_ABAC\\_Policy.pdf](https://global.toyota/pages/global_toyota/company/vision-and-philosophy/en_Global_ABAC_Policy.pdf)*