

**Annex No. 4
to Anti-Corruption Policy of
Yamaha Motor CIS, LLC (Edition No. 2)
Approved by Decision of the Sole Participant
No. 168 of August 01, 2021**

**ANTI-CORRUPTION POLICY
OF YAMAHA MOTOR CIS, LLC**

Moscow, 2021

1. GENERAL PROVISIONS.

1.1. Yamaha Motor CIS, a Limited Liability Company (hereinafter, the "Company") sets a high value on its reputation as a company that follows the highest ethical standards of conducting an open and honest business and is committed to the principle of full intolerance to any corruption practices, irrespective of on what territory it conducts its activities as well as of any other factors.

1.2. This Anti-Corruption Policy (hereinafter, the "Policy") establishes the main goals, objectives, principles and directions of activities to prevent and combat corruption in the Company, as well as to ensure that the Company complies with Anti-Corruption Legislation.

1.3. The following terms and definitions are used in the Policy:

- **Anti-Corruption Legislation** – laws and subordinate legislation which apply to the Company in all applicable jurisdictions, including laws and subordinate legislation which apply extraterritorially.
- **Anti-Corruption Clause** - section of contracts, agreements concluded by the Company, declaring the principles of the Company in the field of combating corruption, as well as ensuring the obligation of the Counterparties to comply with the requirements of this Policy and the Anti-Corruption Law.
- **Benefit** - any benefit and advantage irrespective of the form of provision, including provision of property, including monetary funds, property rights, discounts, payment for participation in entertainment events, trips, accommodation, meals, receipt of services, entrance into an agreement, employment, etc.
- **Conflict of Interests** - a situation in which a personal interest (direct or indirect) of the Employee affects or may affect the proper, objective and unbiased performance by him/her of the official duties (fulfillment of the authority) and in which a conflict may arise between the personal interest of the Employee and the rights and legitimate interests of the Company which can result in causing a harm to the interests of the Company.
- **Counterparty** - Russian or foreign person or legal entity with whom/which the Company enters or plans to enter into business relations.
- **Corruption** - giving a bribe, receiving a bribe, abusing authority, commercial bribery or another unlawful misfeasance in office by any persons whatsoever to the detriment of the interests of the Company, the society or the state for the purpose of receiving a benefit in the form of money, valuables, other property or services of a property nature, other property rights for himself/herself or for third parties, or unlawful provision of such benefit to the said persons by other persons.
- **Intermediary** – person or legal entity duly authorized to act on behalf of or in the interests of the Company, including a representative, agent, broker, etc.
- **Public Officials** - as employee and representative of Russian and foreign authorities, international organizations as well as organizations subordinate to, controlled by and (or) authorized by them (including state bodies, bodies of local self-government, state and municipal organizations, organizations where the controlling block of shares/interests belongs to the state, its administrative territorial formations, organizations authorized or accredited by the state for providing any services (e.g. certification bodies) or any person who is treated in the same way as public servant under the applicable anti-bribery laws due to the nature of duties.
- **Employee** – natural person engaged in an employment relationship with the Company.

2. ANTI-CORRUPTION GOALS AND TASKS. MAIN ANTI-CORRUPTION PRIBICIPLES.

2.1. This Policy has been developed in order to identify, prevent and minimize cases of illegal, unethical, corrupt behavior of Employees and Intermediaries of the Company, as well as to properly inform the Counterparties and any other persons about the anti-corruption business standards adopted by the Company.

2.2. The Company shall abide by the following basic principles in the area of countering corruption:

- compliance with the requirements of the Anti-corruption legislation and generally acceptable behavior standards;
- maintenance of transparent and open relations with the Employees and Counterparties of the Company, authorities as well as any other persons;
- taking active measures against corruption;
- refusal to cooperate with persons in respect of whom facts of corruption have been found or in respect of whom there are grounds to believe that they will not abide by the anti-corruption business conduct standards adopted by the Company;
- active participation of Employees, regardless of their position, in the formation and implementation of anti-corruption standards and procedures;
- compliance with the rights and legitimate interests of the Employees of the Company, its Counterparties and, equally, any other persons in taking anti-corruption measures;
- unavailability of applying liability measures in case of finding facts of corruption;
- mandatory verification of Counterparties for their tolerance to Corruption, mutual assistance for ethical business conduct and prevention of corruption;
- proportionality of anti-corruption procedures to the risk of corruption;
- periodic assessment of corruption risks;
- avoidance of conflicts of interest.

3. MAIN BEHAVIOR RULES AIMED AT PRECLUDING CORRUPTION PRACTICES.

3.1. Prohibition of Corruption.

3.1.1. It shall be forbidden for the Employees and Intermediaries to:

- offer, promise or provide any benefit whatsoever to Public Officials, employees and representatives of public formations, private companies, politicians (including candidates) and, equally, to any other persons, including those acting on behalf and /or in the interest of mentioned above persons, for the purpose of misfeasance in office by them or other persons, or obtaining an unjustified advantage;
- seek to receive, receive or give a consent to receive in respect of themselves or other persons any benefit whatsoever if this is due to misfeasance in office by the employee, including by providing an unjustified advantage or breaching the local regulations adopted by the Company;
- assist in taking corruption actions and, equally, abstain from taking actions aimed at precluding them.

3.2. Conflict of Interest.

3.2.1. Employees should avoid situations in which they may have a conflict of interest. In particular, it shall be forbidden for the Employees to represent the interests of the Company in business relations with Counterparties in whose activities they have a personal interest. The Company shall also, if possible, avoid cooperation with Counterparties if it may result in arising of a conflict of interest.

3.2.2. The Employees shall be obliged to disclose information that a conflict of interest has arisen or may arise with them (it shall be necessary to inform their direct supervisor as well as the persons responsible for anti-corruption and assist in its settlement).

3.3. Giving and Providing Gifts.

3.3.1. Giving gifts to Public Officials by Employees and/or Intermediaries shall not be permitted.

3.3.2. Giving gifts to Counterparties, their employees and representatives and, equally, any other persons if this is connected with the Company's conduct of its activities, shall be allowed, if the value of such gifts does not exceed 3 000 rubles. The provision of gifts if their value more than the above amount is allowed only by the decision of the General Director.

3.3.3. Receiving gifts by the Employees of the Company shall be allowed if the value of such gifts does not exceed 4 000 rubles.

3.3.4. In any case, gifts shall be lawful and adequate as well as shall not contradict the requirements of this Policy, constitute a hidden remuneration for taking some actions (omissions), have the purpose of impacting the recipient's capability to make unbiased and fair decisions in connection with the fulfillment

of the official duties vested in him/her or create reputational risks for the Company. Employees shall be obliged to reject gifts that do not meet the aforesaid criteria.

3.4. Donation and Sponsorship.

3.4.1. The Company, as a socially oriented organization, supports charitable projects that have a long-term effect.

3.4.2. However, requests for charitable donations and sponsorship assistance may sometimes be a cover for corruption activities, therefore no assistance may be recognized to be permissible if it does not imply the possibility to control the use of the transferred property or property rights and allowing the respective actions to be qualified as being aimed at corruption. The Company shall not participate in charitable activities for the purpose of deriving any benefit for itself.

3.4.3. The Company shall not provide financing or any other support whatsoever to political organizations and politicians, including candidates for political posts.

3.5. Interaction with Counterparties.

3.5.1. The Company is interested in open, transparent and mutually beneficial relations with its Counterparties, considers such interaction as the only acceptable one and does not deem it possible to cooperate with persons tolerant to corruption or in respect of whom (employees or their representatives) there are doubts of their business ethics. In this regards, the Company openly declares its position, takes active measures aimed at corruption prevention and require its Counterparties to comply with the anti-corruption legislation as well as preclude any corruption practices.

3.5.2. The Company shall choose its Counterparties primarily on a contest basis in accordance with the local regulations adopted by the Company, ensuring an honest competition among them.

3.5.3. The Employees within their competence shall be obliged to consider in an unbiased manner all cooperation proposals received from counterparties (potential counterparties) as well as inform other Employees of such proposals whose competence includes the respective matter. A concealment of information on any received proposal shall be considered as a serious violation of the provisions of this Policy.

3.5.4. The Company shall make efforts to minimize the risk of establishing relations with persons who may be involved in corruption activities. For these purposes, the Company shall check its Counterparties in the procedure provided for by the local regulations of the Company.

3.5.5. Agreements entered into with Counterparties shall reflect the full information on the substance of the arrangements made. The implementation of the arrangements that are not specified in the agreements and, accordingly, have not passed the approval procedures adopted by the Company shall not be allowed. All agreements entered into by the Company shall also contain an Anti-corruption clause.

3.5.6. The interaction between counterparties, including their employees and representatives, and the Employees of the Company shall be carried out solely as part of the fulfillment by the latter of their official duties and only in the interest of the Company. The Company shall not accept absolutely any influence exerted on its Employees or any arrangements made with them to the detriment of the interests of the Company. If facts of such influence on the Employee by a counterparty are found, the Company reserves the right use all remedies available to it for the protection of its rights and legitimate interests, including stopping cooperation with such counterparty as well as providing the respective information to the law enforcement bodies.

3.6. Documenting of business operation. Audit.

3.6.1. All business operations made by the Company shall be documented properly and reflected reliably in the accounting.

3.6.2. The Company shall carry out the internal and external audit of the financial and business activities on a regular basis.

3.7. Report of Facts of Corruption.

3.7.1. The Company considers all reports related to violation of the provisions of this Policy, received through the compliance line (compliance@yamaha-motor.ru).

3.7.2. On the facts of non-compliance with the provisions of this Policy, an internal investigation is carried out in the manner prescribed by the local acts of the Company.

3.7.3. The Company shall be obliged not to disclose information on persons who reported the facts of non-compliance with the provisions of this Policy and (or) anti-corruption legislation. A departure from this rule shall only be allowed in the cases provided for by the legislation. If necessary, the Company within its powers undertakes to ensure the defense of the aforesaid persons from the persecution by the persons related to the breach.

3.7.4. The fact of a failure by Counterparty or an Employee of the Company to report corruption actions of other persons, in case it is connected or may be connected with the Company, shall also be considered as a breach of this Policy and respective agreements and may entail application of respective sanctions (a disciplinary penalty in respect of the Employees, sanctions provided for by the respective agreements, including a refusal to cooperate, in respect of counterparties).

4. CORRUPTION COUNTERING AND PREVENTION MEASURES.

4.1. The Company shall ensure taking a set of measures aimed at countering and preventing corruption, including

- creation at the Company of a transparent system of decision-making and interaction with counterparties of the Company;
- ensuring proper control of the Company's expenses, especially in the spheres with a high corruption risk (giving gifts, hospitality expenses, sponsorship, donations, entering into service provision agreements, etc.);
- informing counterparties of the Company of the principles and prohibitions provided for by this Policy;
- inclusion of anti-corruption provisions in employment contracts with the Employees, their updating as necessary;
- ensuring the existence of the Anti-corruption clause in agreements with counterparties of the Company;
- receiving from the dealers of the Company on an annual basis of letters confirming that they have made acquainted with up-to date version of this Policy expressing their consent to compliance with its provisions informing of whether there are or are not conflicts of interest relevant to the Company, with a description of the substance of conflicts as well as of all facts of breaches of the provisions of the Policy which have become known to the dealers of the Company;
- holding training events on the matters of prevention and countering of corruption for the Employees and dealers of the Company (trainings, seminars, etc.);
- organizing the work for considering applications concerning facts of breaches of the provisions of this Policy;
- organizing the work for settling a conflict of interest;
- finding and keeping up-to-date corruption risks, development and introduction of prevention measures.

4.2. Corruption countering and prevention measures taken by the Company shall be reasonable and sufficient meeting the level and nature of the found risks.

5. PERSONS RESPONSIBLE FOR ANTI-CORRUPTION.

5.1. In order to implement and monitor the compliance with the provisions of this Policy and the requirements of Anti-bribery legislation, to manage anti-bribery risks, to prevent and manage situations of conflict of interest in the Company, by order of the General Director, persons responsible for anti-corruption shall be appointed.

6. LIABILITY.

6.1. The Company will take tough measures in respect of all persons who have been found to have taken actions aimed at corruption.

6.2. At the initiative of the persons whose rights and legitimate interests were breached, of the Company or law enforcement bodies, the persons guilty of non-compliance with the provisions of this Policy and Anti-corruption legislation may be brought to civil, disciplinary, administrative, and criminal liability.

6.3. The Company will provide any necessary assistance to the law enforcement bodies when they take measure to preclude or investigate into corruption offences.

7. MISCELLANEOUS.

7.1. The requirements of this Policy shall be binding upon all the Employees of the Company, irrespective to the level of the occupied position as well as Intermediaries.

7.2. The Company requires compliance with provisions of this Policy by all Counterparties.