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## **INTEGRITY COMPLIANCE PROGRAM (Summary)**

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\*This program is based on the program established with the approval of the Board of Executive Officers of ID&E, excluding personal information, etc.

Effective April 1, 2025  
Version 1.1S

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## INTRODUCTION

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*“Act with integrity and contribute to society through technology and engineering”*

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Integrated Design & Engineering Holdings Co., Ltd (“ID&E Holdings”) is a holding company created in July 2023 as a development of Nippon Koei. As of 5 February 2025, Tokio Marine Holdings, Inc. (“**Tokio Marine**”) has completed a tender offer the common shares of ID&E holdings; consequently, as of 13 February 2025, Tokio Marine is the parent company and largest shareholder of ID&E Holdings. ID&E Holdings is responsible for the formulation of group-wide strategies and governance, while each operating group company promotes its business autonomously and flexibly. ID&E Holdings’ unique corporate structure includes five main companies: Nippon Koei Co., Ltd., Nippon Koei Business Partners Co., Ltd., Nippon Koei Energy Solutions Co., Ltd., Nippon Koei Urban Space Co., Ltd., and BDP Holdings Limited (collectively, the “Main Group Companies” and together with the group companies, the “ID&E Group”). These Main Group Companies each have multiple subsidiaries and companies under their control. The company’s structure requires greater cooperation among all companies in the ID&E Group to foster continued commitment to Nippon Koei’s founding values and principles, which instruct us to act with integrity and contribute to society through technology and engineering.

This Integrity Compliance Program (including the annexed or incorporated policies and procedures, the “ICP”) applies to all five Main Group Companies, to ID&E Group’s significant consolidated subsidiaries (as listed in ID&E Group’s annual financial reports), and to all controlled subsidiaries (where there is more than 50% ownership). This ICP will not apply to dormant companies, companies that have been dissolved, companies that are mere financial instruments, and companies that are not under the governance or control of ID&E Holdings or any of its affiliates.

ID&E Group will continue to conduct its business consistent with the highest standards of integrity, commercial honor, and just and equitable principles. The trust of our customers and ID&E’s reputation are of paramount importance. Effective supervision is an integral part of achieving our goals in serving our customers. “Compliance” is not a static event; it is a process that evolves in tandem with regulations that govern our industry and the circumstances of each project.

## **What is expected of me ?**

It is very important for us that any person related to the ID&E Group knows, assumes, and makes their own the principles and values contained in this ICP, and that they put the ICP into practice in their day-to-day activities. Our success, and the opportunities for the ID&E Group to excel, depend largely on each of us acting in accordance with the guidelines contained herein

This ICP establishes your responsibility to comply with applicable laws, act with integrity and honesty in all aspects, and be responsible for your actions. This ICP includes our supervisory policies and procedures to provide guidance to designated supervisors in their oversight of our business and our business activities. It is a working document and references to designated supervisors will be updated when necessary.

You are an important member of our community and your adherence to this ICP is essential to achieve the objectives that we have set. You must understand the ICP and comply with it. Thus, we ask you to do the following:

- Read the ICP carefully. Understand its scope and what is expected of you.
- The ICP is the basis for our philosophy and culture – make it yours.
- You must comply with all the principles and behaviors indicated herein.
- Think always about your actions, and if in doubt, ask for advice.
- Remember that senior management have a greater commitment, so they should be role models, displaying ethical leadership in fact and appearance.

If you become aware of, discover or suspect that an employee, supplier, contractor or third-party related to the ID&E Group behaves in an illegal, non-ethical way or in breach of the principles established in this ICP, please visit our portal to submit a complaint to your compliance officer.

We all have an obligation to protect the ID&E Group from illegal or unethical behaviors, which may endanger us. Thank you for helping us to continue honoring our founding principles.

### **1. PROHIBITION OF MISCONDUCT**

ID&E Group's philosophy and baseline expectations for officers and employees of the ID&E Group at all levels is established in the ICP and ID&E's Code of Conduct. The Code of Conduct includes both Standards of Conduct and Guidelines of Conduct. The Standards of Conduct provide an overview of ID&E Group's commitment to society generally, while the Guidelines of Conduct provide greater detail about those standards and how ID&E officers and employees must abide by them. Both sections provide for nine sub-sections as follows:

1. Winning the Confidence of Society
2. Providing Quality Technical Service
3. Fair and Transparent Operating Practices
4. Establishing a Motivating Work Environment
5. PR Activities and Information Disclosure and Protection
6. Conserving the Environment
7. Contribution to Society
8. Enhancing the Brand Value
9. Ensuring Proper Channels for Reporting and Process of Correction

The Code of Conduct prohibits officers and employees from engaging in misconduct, which is defined as including corruption, bribery, fraud, unfair competition, collusion, coercive practices, obstruction, tax evasion, and money laundering. Officers and employees are explicitly prohibited from using ID&E's funds, assets, or benefits for any unlawful or improper purpose, and are expected to comply with all applicable anti-corruption and anti-bribery legislation. The Code of Conduct also prohibits employees from engaging in relationships that present conflicts of interest that could undermine the fair performance of duties. In the event of a known, suspected, or perceived conflict of interest, employees are required to discuss it with an appropriate member of the compliance function, who must keep a record of the decision on how to handle the situation.

The Code of Conduct includes an Enforcement section that is aimed at ensuring that executives and employees (including regular employees, contract employees, temporary employees, part-time workers, and dispatched workers) adhere to the ID&E Group's policies and their individual and collective responsibilities relating to those policies.

At the ID&E Group, the Standards of Conduct are established and enacted as part of this ICP by a resolution of the Board of Directors following consultation with the Board of Executive Officers of ID&E, and the Guidelines of Conduct are established and enacted as part of this ICP by a resolution of the Board of Executive Officers. For the significant consolidated subsidiaries and the controlled subsidiaries, the Code of Conduct serves as the company regulation in accordance with the Operating Regulations of the ID&E Group. A ID&E Group company may amend part of the Code of Conduct subject to prior approval by ID&E Holdings, as long as the result of the amendment is consistent with the Code of Conduct. Any breaches of the Code of Conduct may result in punishment under applicable laws and regulations. Such breaches may lead to disciplinary punishment.

## **2. RESPONSIBILITY**

### **2.1 Leadership**

ID&E Group's commitment to integrity starts at the top. ID&E Holdings' President Hiroaki Shinya and the Board of Directors have lauded the importance of integrity and ethics, as well as adherence to the Code of Conduct. President Shinya's message to all officers and employees of ID&E Group is the company's founding principle: "Act with integrity and contribute to society through technology and engineering."

### **2.2 Individual Responsibility**

Compliance with the ICP and ID&E Code of Conduct is mandatory and is the duty of each individual at all levels of the ID&E Group. In order to be honest and ethical, ID&E Group employees, Directors, and Executive Officers must perform their duties with the awareness that compliance with the ICP, the Code of Conduct, and other company regulations, is required and is their individual responsibility. ID&E Group will conduct training courses on the ICP, including the Code of Conduct at least annually. ID&E Group requires new employees, Directors, and Executive Officers to sign both the Code of Conduct and a certification stating that they will abide by the ICP upon commencement of their employment. In the case of existing employees, Directors, and Executive Officers, this certification requirement will be fulfilled during annual mandatory training on the ICP

### **2.3 Compliance Function**

Each of ID&E Group's Main Group Companies has a compliance manager who reports up to the President of each respective Main Group Company, who in turn reports to the President of ID&E Holdings. Certain aspects of the reports, such as the number of reports made, are forwarded to Nippon Koei Business Partners Co., Ltd.'s Legal & Compliance Department on a quarterly basis. These companies and their subsidiaries have individuals responsible for compliance who report to the subsidiaries' presidents or CEOs, and may inform President of ID&E Holdings. The compliance managers are responsible for implementing and overseeing the companies' compliance programs and enforcement mechanisms. Compliance managers' positions are designed to promote compliance activities, including but not limited to, compliance with social norms, laws, and regulations.

The compliance managers and compliance-related departments are also responsible for implementing ID&E Group's anti-bribery system, including by providing education and training relating to the same.

Further, ID&E Group has appointed a Chief Compliance Officer in charge of Compliance to oversee the entire Group's compliance functions. A chart of the compliance function that includes titles, responsibilities, and the reporting line for subsidiaries with designated compliance positions is below.

<b>Subsidiary</b>	<b>Title</b>	<b>Area of Responsibility</b>	<b>Reports to</b>
Nippon Koei Co., Ltd.	General Manager	Compliance Office	President of Nippon Koei Co., Ltd.
Nippon Koei Business Partners Co., Ltd.	General Manager	Legal & Compliance Department	President of Nippon Koei Business Partners Co., Ltd.
Nippon Koei Energy Solutions Co., Ltd.	General Manager	Compliance Office	President of Nippon Koei Energy Solutions Co., Ltd.
Nippon Koei Urban Space Co., Ltd.	General Manager	Compliance Office	President of Nippon Koei Urban Space Co., Ltd.
BDP Holdings Limited	Chief Information Officer of Building Design Partnership Limited	BDP Management Systems	President of BDP Holdings Limited
NKLAC	Compliance Officer	Compliance Office	President of NKLAC
Nippon Koei Vietnam	Compliance Officer/General Director	Compliance Office	Chairman of Members' Council
Indo Koei International	Compliance Officer/Chairman of Members' Council	Compliance Office	President of Indo Koei International
Philkoei International	Operation Director	Compliance Office	President of Philkoei International
Myanmar Koei International	Compliance Officer	Compliance Office	President of Myanmar Koei International
Koei Africa	Compliance Officer	Compliance Office	Managing Director of Koei Africa
Nippon Koei Bangladesh	Director	Compliance Office	Managing Director of Nippon Koei Bangladesh

Subsidiary	Title	Area of Responsibility	Reports to
Nippon Koei India	Assistant General Manager	Compliance Office	Managing Director of Nippon Koei India
Nippon Koei Mobility	Assistant General Manager (Legal & Compliance Dept.)	Compliance Office	Managing Director of Nippon Koei Mobility
CKTE	Chief Compliance Officer	Compliance Office	President of CKTE

### 3. PROGRAM INITIATION, RISK ASSESSMENT AND REVIEWS

Each Main Group Company has appointed a Risk Management Committee that meets to discuss potential risk for companies including compliance-related matters. The meetings are attended by compliance managers, general managers, the heads of each division within the company, as well as the branch office's president, chairman, and auditor. Each division head provides a report on compliance-related updates for the meeting.

Representatives from each company's Risk Management Committees will then report up to ID&E Risk Management Council. The Risk Management Council oversees the overall implementation of risk management within ID&E Group and actively promotes risk management activities within the scope of its responsibility. The Council is led by the President of ID&E Group, and its members include chief compliance officer, as well as some of the Group's management members, including executive officers. The Risk Management Council meets monthly.

Under the Risk and Crisis Management Regulations, each of the Main Group Companies is tasked with preparing a Risk Management Plan, which, together with the Risk Management Plans of the subsidiary companies, shall be approved and finalized by the Risk Management Committee and submitted to the ID&E Risk Management Council via the ID&E Legal & Compliance Department at the beginning of each fiscal term. The ID&E Risk Management Council reviews the Risk Management Plans submitted by each Main Group Company and approves them in their entirety as a Group Risk Management Plan. The Council then provides a summary of the report to the ID&E Board of Directors, and once the plan is finalized, each Group company does the same. *Id.* Quarterly monitoring of the Risk Management Plan is required. Main Group Companies and subsidiaries are required to submit a Quarterly Monitoring Report to the ID&E Risk Management Council, which may order or request improvements in the content of the monitoring before providing its summary report to the ID&E Board of Directors each quarter.

ID&E Group also requires that ID&E Group Company Departments and offices share the risks associated with their respective duties with ID&E Group departments, and promote and support risk management activities within the ID&E Group, including the development of relevant group systems and regulations as well as the implementation of training programs. These issues include compliance (including fraud and misconduct) and other serious risks to ID&E Group.

In addition, every year, ID&E Group evaluates its culture of integrity through a compliance survey for employees of its Group companies (with the exception of BDP and its group companies). ID&E Group endeavors to understand the reach of its compliance program and collect the opinions of employees as to what improvements can be made. ID&E Group seeks to improve its compliance mechanism, and this ICP, by reflecting on and responding to the results of the survey. The results of the compliance awareness surveys are reflected in the revisions to the Risk Management Plan that is formulated at the beginning of each fiscal year.

## **4. INTERNAL POLICIES**

### **4.1 Due Diligence of Employees**

As a part of its hiring process, ID&E engages in measures to verify identity and ensure compliance with laws and regulations. Additionally, the process for hiring mid-career executives is more rigorous than for recent graduates, and includes multiple rounds of interviews, a field-specific examination, an aptitude test that is designed to measure a number of things, including integrity.

In addition, ID&E will conduct job-related due diligence for , higher-level positions (General Manager and above) of the Main Group Companies, Executive Officers, and Board members consistent with the laws, regulations, and official guidelines of the country in which the individual will be employed, as outlined in ID&E's Regulations on Group Administrative and Decision-Making Authority. Due diligence will consist of searching publicly available sources; such searches should include screening the person to ensure that the person is not on any sanctions list, identifying potentially adverse media regarding the person, and confirming prior employment to identify any actual or perceived conflicts of interest. This due diligence will be conducted for all employees who are working on projects financed by the World Bank Group or other multilateral development banks.

### **4.2 Restricting Arrangements with former Public Officials:**

Under Nippon Koei's Anti-Bribery Regulation, which is incorporated herein as part of this ICP, the term "Public Official" includes both Domestic and Foreign Public Officials. A Domestic Public Official is defined as an official of Japan, of the national government, of a local government, or of an independent administrative agency, or of any other councilor,

committee member, or other official engaged in public service under the laws and regulations of Japan. A Foreign Public Official includes the following:

- Persons engaged in the public service of a foreign government or local public entity, or any department, agency, or instrumentality thereof;
- Persons engaged in the affairs of foreign government agencies;
- Persons engaged in the affairs of a foreign public corporation;
- Persons engaged in official duties for public international organizations;
- Persons to whom authority has been delegated by a foreign government or public international organizations.

“Arrangements” include providing anything of value to a Public Official, as well as any agreement (including an agreement for employment), contract, or exchange with a Public Official. Arrangements with Public Officials must not involve or show any indicia of misconduct, defined as all corruption, bribery, facility payment, unfair competition, fraud, collusion, coercive practices, obstruction, tax evasion, and money laundering.

Nippon Koei has a policy regarding the procedures for the recruitment of former government employees. This policy contains an enforcement mechanism for which the Human Resources and General Affairs Department of Nippon Koei is responsible. If the candidate is a current government employee, the Company must work with the government agency to abide by all of its hiring regulations, as well as ID&E’s own hiring procedures. This policy is being used as a model for ID&E Group’s policy.

Further, under the Anti-Bribery regulations, to hire a former Public Official or an individual related to a Public Official, the following criteria must all be met:

- Recruitment of former Public Officials or candidates related to Public Officials does not conflict with or violate any laws or regulations;
- Fair selection criteria and methods are used, and no unreasonable preference is given to former Public Officials or candidates related to Public Officials;
- No unreasonable preferential treatment with respect to compensation and working conditions;
- The employment of a former Public Official should not relate directly to the functions held by the former Public Official, the specific matters with which the former Public Official was involved during his/her tenure, or functions over which the former Public Official exercised, or could continue to exercise, material influence;
- The employment of candidates who are immediate family members of (including in-laws), or have a close personal relationship with, current Public Officials should not relate directly to activities or matters over which the Public Official exercises material influence.

ID&E Group companies confirm that these criteria are enforced in the recruitment of former Public Officials or their close relatives.

### **4.3 Gifts, Hospitality, Entertainment, Travel and Expenses**

Employees of ID&E Group companies in Japan are prohibited from offering any benefits to Domestic Public Officials or officers and employees of private companies engaged in the execution of public services in Japan. Outside of Japan, employees may only offer benefits to Foreign Public Officials and third parties under strict conditions, which are: 1) that benefits may not be offered to gain an unfair business advantage, 2) the timing must not suggest that gaining an unfair business advantage is intended, 3) the recipient is not frequently receiving benefits, and 4) the expense or economic value is reasonable under applicable law and social conventions. Cash, cash-equivalent gifts, and gifts that could be easily converted to cash are absolutely prohibited.

If an employee's gift exceeds the threshold value that is stipulated in the Anti-Bribery regulations, the employee must submit an application to the head of his or her department, specifying the name of the Foreign Public Official or third party, their affiliation/position, a description of the item to be gifted, the amount of the gift, and reason for such gift. This application must then be reported to the Compliance Office. When inviting Foreign Public Officials to Japan, it is necessary to obtain, in advance and in writing, consent from the Compliance Office, together with an application form clearly describing about the name of official(s), their affiliation/position, and the anticipated cost of the travel expenses. The same is true for hospitality expenses (including meals).

The rules and procedures that apply to gifts, hospitality, entertainment, travel, and expenses are outlined in the ID&E Bribery Prevention Regulation Template adopted and force by each company of the ID&E Group. These include criteria for risk-based limits and approval rules regarding employees' receipt of benefits from third parties as well as current and former Public Officials. Further, recordkeeping procedures are in place to keep track of benefits received.

### **4.4 Political Contributions**

Strict guidelines are imposed with respect to making political contributions. Political contributions outside of Japan by Group companies in Japan are prohibited. Political contributions in Japan are permitted only within the scope of procedures and amounts stipulated by the Political Funds Control Law and other laws and regulations, including ID&E's Bribery Prevention Regulation Template. *Id.* Approval of all donations, including political contributions, will be based on materiality thresholds, both quantitative (*e.g.*, a monetary threshold) and qualitative (*e.g.*, large-scale sponsorship that prominently features ID&E or a

Group company).

Record of any such contribution must be made and maintained in the company's records in accordance with the Document Retention and Disposal Regulations.

#### **4.5 Charitable Donations & Sponsorships**

All donations and sponsorships are reviewed according to each company's authority matrix to ensure compliance with procedures. Charitable donations and sponsorships are permitted only if the following requirements are satisfied:

- Donations are permitted by law and widely recognized as customary;
- The recipient of the donation does not fall under the category of an organization managed by a Public Official or his/her relative who performs a professional act in relation to the business we are performing or about to perform, or an organization managed by a Public Official or his/her relative who influences the performance of the professional act;
- The content and amount of the donation must be socially acceptable considering the local price level;
- Donations are not made to individuals;
- Donations must be disbursed directly to the charitable organization, not through Public Officials, etc.;
- Donations may not be made frequently to the same organization;
- Donation or sponsorship requests must be in writing;
- Material donations and sponsorship agreements must be in writing.

#### **4.6 Facilitation Payments**

Facilitation payments are strictly prohibited. This prohibition is acknowledged when ID&E Group employees sign a certification at the outset of their employment that they will abide by the Code of Conduct.

#### **4.7 Recordkeeping**

ID&E Group companies must (i) record any expenses in connection with gifts, hospitality, and travel, and (ii) maintain such records as part of their accounting documents and for the duration of the same. Four of the five Main Group Companies (excluding BDP) use the same accounting system, because they were all formerly one consolidated company. BDP uses its own accounting system, but it is monitored by ID&E's auditors to ensure compliance. Employees may apply for reimbursement for such expenses through the accounting system, which requires evidence of the purchase to be submitted at the same time.

## **4.8 Fraudulent, Coercive, Collusive, and Obstructive Practices**

ID&E Group's ICP and Code of Conduct have been designed to detect, prevent, investigate, and remediate misconduct. Specifically, the Code of Conduct emphasizes the importance of prevention and early discovery of misconduct, defined as all corruption, bribery, facility payment, unfair competition, fraud, collusion, coercive practices, obstruction, tax evasion, and money laundering. Any breaches of the ICP, including the Code of Conduct, such as the failure to report any fraudulent, coercive, collusive, and obstructive practices, may result in punishment under applicable laws and regulations. Such breaches may also lead to disciplinary punishment as specified in the Company rules. Officers and employees who are in doubt regarding the interpretation or applicability of the Code of Conduct or who become aware of an action that violates or may violate it shall consult with the Compliance Officer or the section of their ID&E Group company in charge of consultation and whistleblowing. The Compliance Office or the designated person shall assume the responsibility for responding. The Anti-Bribery Regulation outlines formal requirements for prevention, detection, and investigation; while the Regulations on Consultation and Whistleblowing provide the same, along with remediation and punishment mechanisms.

With regard to business partners, the Regulations for Due Diligence for Business Partners specify the same requirements as applied to Business Partner relationships.

With respect to conflicts of interest, in all bidding processes in which Main Group Companies participate, Main Group Companies confirm that the bidders, joint venture partners, and consortium partners or similar arrangements, and the top ten shareholders are disclosed as major shareholders of ID&E Holdings or otherwise disclosed as appropriate. Currently, no Business Partners are among the top ten shareholders of ID&E Holdings or otherwise disclosed as appropriate. If a business partner becomes a top ten shareholder, ID&E Holdings will immediately alert the entire Group. This ICP, in the Code of Conduct, stipulates that employees should endeavor to avoid any conflict of interest that could undermine the fair performance of duties. *Annex 4.8.1, ID&E Code of Conduct, Guidelines of Conduct, §1-2-(3).*

## **5. POLICIES RE: BUSINESS PARTNERS**

### **5.1 Due Diligence on Business Partners**

ID&E Group's risk management program is designed to ensure that all ID&E Group companies properly assess potential risk and take well-informed decisions when contracting with third parties in international projects (hereinafter referred to as "Business Partners"). Business Partners must be screened and each contract must be subject to a risk assessment that determines whether additional due diligence is necessary, along with monitoring and oversight. The Regulations on Due Diligence for Business Partners apply to all ID&E Group companies

that conduct the international projects.

Due diligence of joint venture partners is conducted by the ID&E Group company's marketing departments in consultation with the respective Compliance Officer. The ID&E Group Company's department in charge of the project (which is the engineering department in most cases) arranges contracts with and conducts due diligence on all other Business Partners (including subcontractors) for the project, in consultation with the respective Compliance Officer. The timing of the due diligence shall be before the start of the approval process for a joint venture agreement (or similar arrangement) or service agreement, or before the proposal submission if the Business Partner's name is included in the proposal. The conducted due diligence shall be recorded and kept as a record for a period of five years.

## **5.2 Inform Partner of Integrity Compliance Program**

ID&E Group informs its Business Partners of its Code of Conduct and its ICP, so that Business Partners working with ID&E Group on international projects are aware that their activities and services should be carried out in a manner compliant with these policies. *Annex 5.2.1, ID&E Code of Conduct, Guidelines of Conduct, §3-2-(5); Annex 5.2.2, Regulations on Due Diligence for Business Partners (Nippon Koei Co., Ltd.), Appendix 3 (Questionnaire).* ID&E Group has added this contractual requirement to its international Business Partner contracts to ensure compliance and make the contracts voidable in the event of misconduct by either party. *Id.*

## **5.3 Reciprocal Commitment**

All Business Partners are informed of ID&E Group's Code of Conduct and ICP, and must agree to abide by it prior to beginning business on international projects. New Business Partners for international projects are asked whether they have a code of conduct, ethics guidelines, or an integrity compliance program and, if so, to provide it. After receiving the Questionnaire back from the Business Partners, Main Group Companies, significant consolidated subsidiaries, and controlled companies will confirm that the Business Partner has acceptable policies. If deficiencies are identified, the company representatives will include a clause requiring compliance with ID&E Group's ICP and Code of Conduct as a special condition of the contract with the Business Partner.

## **5.4 Proper Documentation**

The due diligence performed on Business Partners in international projects must be recorded and maintained. ID&E Group will conduct due diligence by using an information vendor (such as Thomson Reuter's World-Check or an equivalent). ID&E Group will then record and maintain the record for the length of time designated in its Document Retention and Disposal Regulations.

## **5.5 Appropriate Remuneration**

The appropriateness of the allocation amount and remuneration to Business Partners shall be confirmed by a person in charge in the approval process for conclusion of agreements.

## **5.6 Monitoring/Oversight**

ID&E Group adopts a risk-based approach towards its monitoring and oversight of Business Partners. Potential Business Partners in international projects who are determined to be high or medium risk at the initiation of the contractual relationship are sent a detailed questionnaire that they are required to sign. High-risk Business Partners are sent the same questionnaire annually thereafter.

Business Partners represent and warrant that all of their responses are true and accurate. They also acknowledge the high ethical standards required by the ID&E Group ICP. In the event of misconduct by either party, contracts with Business Partners contain clauses allowing for termination.

# **6. INTERNAL CONTROLS**

## **6.1 Financial**

ID&E Group is responsible for ensuring the credibility of its financial reporting. Accurate, complete, and reliable records are the basis of our financial reports and are necessary to fulfill ID&E Group's obligation to provide full and truthful disclosures to investors, stakeholders, and regulatory authorities. Internal records must be prepared in accordance with applicable laws and regulations as well as ID&E Group's ICP, Code of Conduct, governance documents, internal controls, and accounting principles. ID&E Group will continue to abide by J-SOX guidelines even after delisting from the Tokyo Stock Exchange. The internal controls in place for ID&E Group companies will be maintained and updated in the same way as they are currently even after ID&E Holdings is delisted.

The importance of compliance and accurate financial reporting is emphasized in ID&E Group's J-SOX Compliance Guidelines. These Guidelines establish and maintain an effective system of internal controls over ID&E Group, including by outlining the requirements for checks and balances over ID&E Group's financial, accounting, and recordkeeping practices. Under this system, management is responsible for determining policies, planning, and executing maintenance of internal control over financial reporting, evaluating the status of maintenance and operation, and preparing and submitting an internal control report. The Group's independent auditor is also required to conduct an audit of the evaluation and results provided by management, and to express an opinion as an audit attestation.

In addition, ID&E Holdings established the ID&E Council for Financial Reporting in July 2023, as a system for evaluating internal controls over financial reporting based on the Financial Instruments and Exchange Act, and has been promoting J-SOX compliance in accordance with its policies. ID&E Group and each of its five Main Group Companies and certain subsidiaries also have authority standards and decision-making matrixes. These include the standards for administrative authority, such as financial and decision-making standards, within the Group and its companies.

## **6.2 Contractual Obligations**

Material contracts and contracts with Business Partners in international projects contain standard clauses providing a contractual right of termination if the Business Partner engages in misconduct. Employees are required to sign an attestation confirming that they will abide by the ID&E Code of Conduct & ICP upon commencement of their employment. This certification also requires compliance with applicable laws and Company rules. While this certification is not in the actual employment contracts themselves, it will be provided in conjunction with them as a prerequisite to employment. In the case of existing employees, this certification requirement will be fulfilled during annual mandatory training on the ICP.

## **6.3 Decision-Making Process**

ID&E Group's decision-making process is outlined in detail in its Authority Matrix. ID&E Group's Authority Matrix ensures that the decision-making process itself, as well as the seniority of each decision-maker, is appropriate in relation to the value of the transaction and the perceived risk of misconduct. Even if a matter is not directly listed in the approval matrix, items that are similar in nature and importance will be approved *mutatis mutandis* in accordance with the closest approval item. If items are listed under multiple areas of authority, the areas requiring approval must be clearly stated and obtained from the person with the highest level of authority. *Id.*

## **7. TRAINING & COMMUNICATION**

ID&E Group companies are committed to providing adequate training and communication surrounding the ICP. This includes the creation of a new training plan focusing on common compliance issues. While this training plan is currently ongoing, it is also being supplemented to include targeted integrity compliance training for executives, directors, and senior management, tailored to their roles and responsibilities. Likewise, this training plan will also include targeted integrity compliance training for other employee groups (such as those responsible for bidding, auditing, compliance, etc.) tailored to their responsibilities.

ID&E Group's annual trainings have included trainings regarding engineering ethics, information security, risk response, information management, harassment, bribery, corruption

and violation of public ethics, and the Group company's internal reporting system. Nippon Koei's annual trainings on ethics and compliance included training on anti-bribery, fraud, conflicts of interest, responsible procurement, and other sanctionable practices. In addition, each Group company is responsible for conducting their own compliance trainings and e-learning courses to ensure that employees are aware of and follow the Group's compliance program. As ID&E has revised the Code of Conduct, ID&E plans to conduct training to ensure employee knowledge and comprehension of the Code of Conduct.

## **8. INCENTIVES**

### **8.1 Positive**

Employee evaluations include compliance with risk management laws and regulations as a factor. Compliance evaluation criteria include the requirements of understanding and practicing the standards for corporate conduct, partaking in thorough risk management, understanding key aspects of corporate knowledge (including financial statements and legal affairs), and following internal rules, performance trends, and competitor trends.

### **8.2 Disciplinary Measures**

Appropriate disciplinary measures may be imposed for violations of this ICP, including the Code of Conduct or the Anti-Bribery Regulations and other compliance related internal regulations. This mandate is explicit in the Code of Conduct.

## **9. REPORTING**

### **9.1 Duty to report**

Employees must promptly report and provide explanations in good faith, any conduct that violates or may violate the laws, the ICP, including the Code of Conduct or the Anti-Bribery Regulations, and they may do so without fear of retaliation. Anonymous reports are always allowed, and will be investigated to the extent possible based on all information provided. Regardless of who receives a report about known or suspected misconduct first, the report must be communicated to the relevant compliance officer and eventually escalated to the Chief Compliance Officer if severe. We will protect the identity of the whistleblower and the contents of the report cannot be disclosed except as required by law. The prohibition against retaliation also extends to those employees seeking advice and/or assisting with an investigation or remedial effort.

### **9.2 Advice**

Employees are encouraged to reach out to the designated contact person for compliance in their division or to the Compliance Office of their company if they have an integrity or

compliance issue or question that needs resolution. Regulations include a hierarchy of staff who serve as a resource for employees, as well as the contact person's position. For example, for general consultations and reports, employees may consult the head of the compliance department of their company. If any, employees may consult their parent Main Group Company, ID&E Legal & Compliance Department, or external lawyers.

### **9.3 Whistleblowing/Hotlines**

ID&E Group has established a system for employees to report misconduct and other compliance concerns. The reporting line may be to an individual designated to handle compliance concerns, a member of the Compliance Office, an email dedicated to receive whistleblowing complaints, or an email that is monitored by an external law firm.

The revised Regulations on Consultation and Whistleblowing mandate that anonymous reports are always allowed, and will be investigated to the extent possible based on all information provided. In addition, the updated policy makes clear that:

- Regardless of who receives a report about known or suspected misconduct first, the report must be communicated to the relevant compliance office and eventually escalated to the Chief Compliance Officer if severe.
- The identity of the whistleblower and the contents of the report cannot be disclosed except as required by law.
- The prohibition against retaliation also extends to those employees seeking advice and/or assisting with an investigation or remedial effort.

ID&E utilizes an external law firm in Japan that employees are able to contact in the event of suspected misconduct and their identities are protected. The contact points are described in ID&E's Regulations on Consultation and Whistleblowing, with additional details provided in the ID&E Newsletter. ID&E has also expanded the scope of the external law firm's work to account for non-Japanese employees. Employees will be able to confidentially speak to a lawyer who accepts consultations and whistleblowing in English.

### **9.4 Periodic Certifications**

In addition to the annual certifications for employees, Directors, and Executive Officers discussed in Part 2.2, Directors, Executive Officers and Corporate Officers of ID&E and its major group companies, as well as Directors of other group companies and individuals that whose positions are important and should be subject to these Regulations, taking into consideration the laws, regulations and customs of the place where the Group Company is located, will annually certify, in writing, that they have reviewed the ID&E Group Code of Conduct and ICP, have complied with the Code of Conduct, and have reported to the

appropriate compliance personnel any information relating to a possible violation of laws, the Code of Conduct by other employees, or Business Partners. This policy ensures awareness of and compliance with any new developments as the ID&E Group's compliance program evolves.

## **10. REMEDIATE MISCONDUCT**

### **10.1 Investigating Procedures**

The Departments in charge of disciplinary action for each ID&E Group company (*e.g.*, the Compliance Office of NK) will investigate alleged violations of laws, this ICP, including the Code of Conduct, and other compliance policies. These Departments then make recommendations to an internal Sanctions Committee, which determines disciplinary measures per ID&E Group's employee regulations. ID&E Group takes every report seriously and holds investigative hearings when suspected misconduct arises. The compliance offices of each ID&E Group company is responsible for such investigative hearings in accordance with the revised ID&E Regulations on Consultation and Whistleblowing Policy.

### **10.2 Response**

When misconduct is identified, the Compliance Office takes reasonable steps to respond with appropriate and proportionate corrective action, with the goal of deterring other misconduct or compliance program violations. Nippon Koei's policy was used, in part, to create ID&E Group's Bribery Prevention Template, which is incorporated by reference as part of this ICP. The Regulations on Consultation and Whistleblowing were amended to reflect that appropriate disciplinary action must be taken in accordance with the regulations of ID&E Group companies. When a violation is determined, disciplinary action will be taken in accordance with the work regulations of each Group company. *Id.* Also, such steps shall be reported to executives of each company.

## **11. COLLECTIVE ACTION**

ID&E Group encourages all employees to endeavor to engage with business organizations, industry groups, professional associations, and civil society organizations to encourage and assist other entities to develop programs aimed at preventing misconduct.

Nippon Koei Co., Ltd. joined the International Federation of Consulting Engineers ("FIDIC") as a member firm in 1974 and has been actively engaging in FIDIC activities and accumulating cutting-edge knowledge surrounding integrity management since then. ID&E Group assumed the membership requirements at the time of reorganization. FIDIC has its own Code of Ethics and is actively engaged in preventing corruption.

ID&E Group engineers also obtain their Professional Engineers of Japan (“P.E.Jp”) national certifications. P.E.Jp membership is for engineers engaged in the professional practice of providing services for science and technology fields, involved in planning, research, design, analysis, testing, evaluation, and training. Such services require application of extensive scientific and technical expertise. P.E.Jp members also follow the Code of Ethics for Professional Engineers, which was revised in 2003 as a result of work led by the Ethics Committee of the Institution of Professional Engineers of Japan. Two members of ID&E were on the Ethics Committee at the time and contributed to the revision of the code.

ID&E Group continues to develop policies relating to their ongoing work towards the promotion of integrity compliance and the prevention of corruption outside the Group (in Japan, Vietnam, Latin America, and worldwide).