



HOYA Anti-Bribery and Anti-Corruption Policy

SUMMARY:

At HOYA, we work honestly and with integrity. We never offer or accept Bribes or allow others to offer or accept Bribes on our behalf.

We are committed to:

- Winning and awarding business on the merits of products and services.
- Maintaining zero-tolerance for bribery or kickbacks.
- Avoiding even the appearance of an improper payment, regardless of local practice or the practice of other companies.
- Keeping accurate books and records so that the nature of anything given or received is clear and permitted by our policies.
- Performing due diligence in selecting HOYA's business partners, monitoring their adherence to our compliance requirements, and reporting any questionable business practices to Compliance or the HOYA Helpline.
- Never paying facilitation payments without Compliance pre-approval.

Each HOYA division shall implement policies and controls that reflect this HOYA global policy. Such policies and controls may be reviewed from time to time by the HQ Compliance Team to ensure they are up to date. The Internal Audit Group may also review underlying activities to ensure compliance with the policies and controls.

Capitalized terms are defined in the "Definitions" section at the end of this Policy.

I. Purpose of this Policy

This Anti-Bribery and Anti-Corruption Policy reinforces HOYA's commitment to maintaining the highest standard of business and personal ethics, as set forth in HOYA's Code of Business Conduct. Violations of anti-bribery and anti-corruption laws can subject HOYA to criminal, civil and regulatory penalties, as well as harm to HOYA's reputation with customers, shareholders, and other stakeholders. In addition to penalties against HOYA, governments may also prosecute individuals criminally, which may result in personal fines and jail time.

The acts of our distributors, agents, and other third-party representatives may expose us to penalties, whether we are involved in, or even aware of, their actions. Therefore, we must maintain controls to assess and monitor Third Party compliance.

Anti-corruption laws in a country where a business is operating may not be the only laws that are applicable to that business. Laws such as the United States Foreign Corrupt Practices Act (FCPA)



and the UK Anti-Bribery Act apply to activities outside the US and the UK and could bring liability to HOYA Group in any region. Therefore, we must take a global view on Bribery and comply with the strictest standard that might apply.

II. Scope

This Policy applies to all HOYA Group legal entities worldwide owned directly or indirectly by HOYA, including all its operating units, subsidiaries, and affiliates where HOYA owns more than 50% or otherwise maintains operational control, such as a majority-owned or controlled joint venture.

For purposes of this Policy, the terms “HOYA”, “We”, and “You” refers to and includes all the above-mentioned entities, and all HOYA employees, directors, officers, contractors, agents and other Third Parties working on HOYA’s behalf worldwide, and are collectively referred to as “HOYA Representatives.”

III. Prohibition of Giving and Receiving a Bribe

HOYA Representatives shall not make, offer to make, receive, or authorize any Bribe, or conduct activities that may reasonably be perceived as a Bribe. These restrictions apply to dealings with both public and private entities, as well as with Government Officials.

A Bribe can be anything of value offered to someone for an Improper Purpose and is not limited to offering or giving money. Favors, employment, trips, entertainment, inappropriate discounts, or other items of value may be a Bribe if intended to improperly influence decision making. Similarly, contracts and grants (including consulting agreements, research grants and educational grants) must be for made for legitimate purposes and cannot be provided to improperly reward or encourage the purchase or use of our products or services.

HOYA Representatives may not authorize or knowingly allow any Third Party to pay Bribes in violation of this Policy. HOYA Representatives are responsible for managing Third Parties they work with to ensure compliance with this Policy.

Violations of this Policy may result in disciplinary action, up to and including termination of employment or contract.

IV. Travel, Gifts and Entertainment

Business gifts and entertainment may be an appropriate way to display respect and engage with customers while conducting business. However, to avoid Bribery or the appearance of Bribery, HOYA expects the use of good judgment and moderation when giving or receiving entertainment or gifts. You must avoid giving or receiving any gift or expense that is lavish or might otherwise prove embarrassing for the Company if exposed publicly.



Each division is responsible for maintaining an expense policy that is consistent with the purpose of this Policy, including setting monetary limits or other guidance for gifts or entertainment that are appropriate for their business and location.

To ensure compliance with this Policy, travel, gifts, and entertainment must:

- Be reasonable and appropriate under the circumstances (business units may provide more specific guidelines, where appropriate);
- Serve a valid business purpose;
- Be customary considering legal local practices;
- Not be offered for any improper purpose, and could not reasonably be construed as a Bribe, kickback, or payoff;
- Not violate any HOYA Policy;
- Not violate any applicable law or regulation; and
- Be accurately described in expense or other reports and books and records.

HOYA may pay for the reasonable costs of a business partner including meals, lodging, or travel if, and only if, the expenses are directly related to legitimate business dealings, such as a plant tour, product training, or other activities that require the partner to travel to a certain location. Such expenses must be reasonable, must comply with the receiver's Policies and local regulations, and must comply with HOYA's Travel and Expense Policies or the equivalent policies in each division. We may not pay travel and entertainment expenses for spouses, partners, or other family members, nor may we pay for sightseeing or other side trips that are not central to the business purpose of the visit.

If you have any question regarding the appropriateness of any gift or expense, you should consult the Compliance department.

Healthcare Businesses

Some of our divisions may also be subject to healthcare regulations or regional laws that further restrict the types of travel, gifts, or entertainment that we can provide to healthcare professionals (HCPs). Check division procedures or with Compliance if you are unsure about whether a business courtesy is permissible.

Government Officials

Significant legal restrictions apply to providing gifts, entertainment, travel, and promotional expenditures related to Government Officials. HOYA Representatives must receive Compliance approval before providing any travel, gift, or entertainment to a Government Official.

V. Charitable and Political Contributions

HOYA is committed to the communities in which it does business and permits reasonable donations to charities, subject to required internal approvals. HOYA Representatives must ensure that Donations comply with the divisional or corporate Ringi process, are given only to

bona fide charities and are only used for proper charitable purposes. Some business units may also have a Committee that must approve any donations. We may not offer or provide charitable contributions with the intent of awarding or obtaining business.

In addition to any other required approvals, prior approval from the Compliance department is required for any donation:

1. to government officials, government agencies or at the request of a government official;
2. to a customer, potential customer or any other for-profit Company;
3. that is to an organization where a family member of the key decision maker on the donation in HOYA works for or is associated with the recipient entity.

HOYA does not make contributions to candidates for political office unless preapproved in writing by the Chief Executive Officer and Chief Legal Officer of HOYA Group. Employees and Representatives may not make political contributions, in cash or otherwise, through or on behalf of the Company, without the prior authorization noted above.

VI. Managing Third Parties

Our Business Partners such as suppliers, distributors, sales agents, and other representatives can impact HOYA's reputation, and their activities may subject HOYA to legal liability when acting on HOYA's behalf. We must understand who we are working with and ensure that our Business Partners are operating with the same level of integrity that we expect of our own employees when representing HOYA in the market.

Each HOYA division must implement Third Party due diligence and oversight procedures designed to identify and address Third Party risks, including:

1. Identifying their highest risk Third Parties;
2. Conducting due diligence on those Third Parties;
3. Ensuring contractual provisions are in place securing their commitment to comply with anti-bribery and anti-corruption laws; and
4. Monitoring compliance throughout the course of the relationship or contract.

HOYA Representatives must monitor Third Parties for signs of potential bribery or corruption issues, or "Red Flags," using common sense and good judgement. Examples of Red Flags are listed in Section VIII of this Policy. You must report any suspected or known Bribery involving Third Parties to Compliance or the HOYA Helpline.

VII. Red Flags

Actions or circumstances that could indicate bribery or corruption issues are known as "Red Flags." A Red Flag does not by itself mean that there is improper conduct and may be easily dismissed upon review, but it requires investigation and resolution in order to prevent future issues from occurring.

Red Flags may include:

- Business dealings with the government in a country with a history or reputation for corruption;
- Refusal to provide a certification of compliance;
- Unusual payment patterns or requests, including payments to Third Parties, in cash, and payments made to bank accounts outside the country;
- Unusual representations or boasting about influence or connections;
- Use of a shell or holding company that obscures ownership without credible explanation;
- Accusations of improper business practices (including prior litigations, credible rumors or media reports, etc.);
- Family or business relationship with the government or a government official;
- Requests for payments up front or statements that a particular amount of money is needed to “get the business,” “make the necessary arrangements”, or similar expressions;
- Unusually high commissions, agent fees, or payments for goods or services;
- Apparent lack of qualifications or resources for the scope of work;
- Whether a Government Official recommended the partner or representative;
- Requests to be able to make agreements without the Company’s approval; and
- Requests that agreements or communications be kept secret.

Representatives in charge of managing a Third Party relationship must identify and assess Red Flags. If Red Flags cannot be resolved then they should be promptly raised the divisional Compliance department for review.

VIII. Prohibition of Tax Evasion

HOYA Representatives shall not knowingly engage in Tax Evasion or participate in any activity with any Business Partner or anyone else that one knows or should know is likely to result in Tax Evasion. Tax Evasion is the illegal underpayment or non-payment of taxes. For any questions relating to tax evasion, please consult your division Finance or Compliance department.

IX. Books and Records

All transactions must be recorded accurately in HOYA’s financial books and records to minimize any risk that a transaction may be misunderstood as a Bribe. Failure to accurately report a transaction in our books and records could violate anti-corruption laws and may subject HOYA and/or its employees to criminal penalties. As a result, all approvers and Representatives are responsible for ensuring that expense reports, contracts, statements of work, purchase orders, and other books and records are accurate and complete.

X. Duty to Report

HOYA Representatives must report actual, potential, or suspected corruption to Compliance, including both direct and Third Party corruption. Reports may also be made on anonymously using our HOYA Helpline. Investigations will be managed and investigated according to HOYA's investigation protocol, led by Compliance or the HOYA Helpline.

HOYA does not permit any retaliation against any HOYA Representative who acts in good faith in reporting any violation of this Policy. The Company will take all allegations of Bribery and corruption seriously, investigate where appropriate and determine an appropriate response, including corrective action and preventative measures. All reports will be treated confidentially to the extent required and possible.

XI. Employee Training & Certification

HOYA divisions must maintain training and communication programs to reinforce employees' knowledge and understanding. HOYA personnel are required periodically to complete anti-corruption training and sign a certification acknowledging compliance with this Policy.

XII. Auditing of Activities Subject to this Policy

The HOYA Internal Audit Department shall periodically audit compliance with this Policy and the associated policies and controls in each HOYA division. Audits may include but are not limited to:

- Review of the documentation and the communication of this Policy and relevant standards and controls to HOYA officers, directors, and employees;
- Review of and assurance that communications and training are targeted to key employees;
- Review of procedures to ensure delivery and receipt of training to key employees;
- Review of procedures to ensure certification (and documentation) by employees of compliance with this Policy;
- Assurance that agreements and relationships with Business Partners are supported by proper documentation, including:
 - Due diligence reports;
 - Pre-engagement review and approval; and
 - Incorporation of anti-corruption and anti-Bribery assurances in agreements and contracts;
- Review of payments to applicable Business Partners for reasonableness in terms and for authorization; and
- Review and reconciliation of selected bank accounts and any petty cash accounts and disbursements.

Divisions are required to remediate any audit findings according to Internal Audit procedures.

XIII. Definitions

- **“Bribe”** – A Bribe can be anything of value offered for an Improper Purpose.
- **“Business Partner”** or **“Third Party”** – A company or individual that is not directly employed by HOYA but is conducting activities on behalf of HOYA or in furtherance of HOYA’s business.
- **“Government”** – An agency, instrumentality, subdivision or other body of any national, state or local government, including hospitals or other health facilities which are materially owned or operated by a government, and including regulatory agencies or government-controlled businesses, corporations, companies or societies.

Government also includes state-owned entities who may operate as customers, suppliers or other partners commercially, but have a portion of their business that is owned by a local or national government.

- **“Government Official”** – Any official or employee of a Government, including any political party, administrative agency, or government-owned business. Government Official also includes anyone who is seeking or under consideration for a governmental position. In certain countries, including those with socialized medicine, healthcare providers may be deemed to be Government Officials.
- **“Improper Purpose”** – Intent to influence the individual to misuse the individual’s official position. Typically, this would have the individual violate ethical, Policy or legal responsibilities in his or her role with a government, company or other Third Party. An improper purpose also includes an intent to improperly obtain business or corruptly influence a business decision.