



NIPPON KOEI INDIA PVT. LTD.
Consulting Engineers

BRIBERY PREVENTION REGULATION (BPR)

[Established on December 1, 2017]

[Revised on October 30, 2018]

October 2018

New Delhi, India



Bribery Prevention Regulations

Article 1 Purpose

These Regulations prescribe the basic matters including this Company's system for preventing bribery to observe the anti-bribery regulations such as The Prevention of Corruption Act 1988 and Indian Penal Code in India, the Unfair Competition Prevention Act of Japan, Foreign Corrupt Practices Act (FCPA) of the U.S.A. and UK Bribery Act (UKBA) of the U.K. (hereinafter referred to as the "anti-bribery regulations") and thus preventing any act in violation of the anti-bribery regulations.

Article 2 Scope of Application

These Regulations shall apply to directors, employees, consultants and other people engaged in the operations of the Company (hereinafter collectively referred to as "persons engaged"). All persons engaged must observe these Regulations as well as the Code of Conduct of the Company.

Article 3 Prohibition of Bribery

1. A person engaged shall not bribe a public servant or an equivalent person and shall not receive bribes (provision of illegal profit) from any stakeholder. Facilitation payment (payment of small amounts to public servants or equivalent persons to facilitate the procedures of ordinary administrative services) are also considered as bribery.
2. The preceding paragraph shall apply to dealings with public servants or equivalent persons.

Article 4 Appointment of Agent

When transactions are conducted via an agent, proxy, subcontractor, or JV partner (hereinafter collectively referred to as an "agent"), due diligence and any other necessary measure shall be taken depending on the degree of bribery risk via the agent.



Article 5 Risk Assessment, Monitoring and Review

This Company shall assess bribery risks periodically, monitor the anti-bribery system and improve it whenever required.

Article 6 Anti-bribery System

1. The Director of Compliance Department of the Company shall serve as the Chief Management Officer in the development and promotion of the anti-bribery system of this Company.
2. This Company establishes a department in charge of risk management at to develop and promote the anti-bribery system (hereinafter referred to as a “department in charge of risk management”).
3. At each department of the Company (each project office is also considered a department; hereinafter the same), development and promotion of the anti- bribery system shall be the responsibility of the head of the department (the head of a project office is also considered the head of a department; hereinafter the same) who is the responsible personnel of the department.

Article 7 Approval for Provision of Profit and Reporting System

1. When a person is engaged or extend business courtesies including meals, refreshment, entertainment, and modest gifts, in order to raise successful business relationships, with respect to such offer, the person must obtain prior approval based on the category shown below. In this paragraph, an “intention of wrongful act” shall mean an intention to obtain wrongful profit by providing profit to public servants, etc.



Category	How to apply for approval or make report
1. Conventional payoff of expenses and entertainment costs without an intention of wrongful act. Though, restrictions/prohibitions provided under the "Prevention of Corruption Act, 1988" read with "Central Civil Services (Conduct) Rules, 1964" shall be followed	After making payment, a report shall be made to the department in charge of risk management, by indicating the payment date, the receiving organization, the person's name and position to which the payment was made and the amount and attaching a copy of evidenced document and an explanatory document.
2. Payoff of expenses to present this Company's services or to fulfill contractual obligations, without an intention of wrongful act (not a large amount of payoff)	A prior written application shall be submitted to the department in charge of risk management for approval. In addition, although a report after payment shall be made in the same manner as (1), the explanatory document is required to have the signature of the head of each department to prove that the provision of such profit has a compelling reason.
3. Provision of profit without an intention of wrongful act in case there is no alternative means (not a large amount of profit)	
4. Provision of profit without an intention of wrongful act when there is a compelling human or environmental reason.	



2. The department in charge of risk management cannot approve the application when it does not fall under any of ②, ③ and ④ or the content of the provision of profit is not adequate.
3. When a person engaged provides profit under Paragraph 1, ③ or ④ above and his or her personal security is endangered or there is any other reason by which such act is unavoidable, the person can provide profit not submitting a written prior application to the department in charge of risk management. In this case, however, an explanatory document attached with the signature of the head of the department he or she belongs to shall be attached to the report to be made after payment to prove it was impossible to apply in advance.
4. When an application for provision of profit is made as stipulated in Paragraph 1 and the content of such application is specifically important, the department in charge of risk management shall consult the Chief Management Officer concerning the approvability. The department in charge of risk management shall make a monthly report to the Chief Management Officer describing situations related to application, approval and reporting provided in this article.

Article 8 Records and Retention

1. A person engaged shall develop accurate records concerning provision of profit made to third parties pursuant to provisions of the foregoing articles and, via the head of the department he or she belongs to, shall submit to the department in charge of risk management records and documents relating to the approval and reports as stipulated in the preceding article along with other related documents.
2. The department in charge of risk management must retain the records stipulated in the preceding paragraph for five years.

Article 9 Responses when Illegal Provision of Profit is Requested

1. When a person engaged is requested to illegally provide profit, the person shall report such a request to the head of the department he or she belongs to.



2. When the head of such a department receives a report as described in the preceding paragraph, the head must report it immediately to the Chief Management Officer via the department in charge for risk management and shall investigate facts and take prompt and adequate actions accordingly.

Article 10 Audit

The department in charge of risk management shall periodically audit the operations in the company for compliance with the anti-bribery regulations. If any act that may violate the anti-bribery regulations is identified, the said department shall instruct the relevant personnel to ensure improvement of the situation and report it pursuant to the provision in the Clause no. 3 of the following article.

Article 11 Accident Response

1. A person engaged, when recognizing a phenomenon that violates these Regulations (including phenomena that are doubtful for violation; collectively referred to as “acts, etc. violating these Regulations”) shall immediately report the details of it to the department in charge of risk management.
2. The department in charge of risk management, when receiving a report described in the preceding paragraph, shall investigate facts and take prompt and adequate actions accordingly.
3. The department in charge of risk management, when identifying an act, etc. violating these Regulations following the investigation made pursuant to the preceding paragraph, shall immediately report it to the Chief Management Officer and the Chairman and at the same time report it to the general manager of segment of Nippon Koei via the department in charge of compliance at Nippon Koei.
4. A person engaged, when making a report pursuant to Paragraph 1 above and finding it difficult for the department in charge of risk management to respond adequately, can make a report on the act, etc. violating these Regulations to the department in charge of compliance at Nippon Koei.



Article 12 Education and Training

The department in charge of risk management shall provide persons engaged with education and training on anti-bribery system including education and training on these Regulations as needed.

Article 13 Penalty

These Regulations are part of the regulations of this Company as prescribed in Article 19 of the Rules of Employment. A person engaged, when violating any of these Regulations, shall be subject to disciplinary action by this Company pursuant to the provisions of the Rules of Employment.

Article 14 Department in Charge and Revision or Abolition

1. The department in charge of these Regulations shall be the Compliance Department and the revision or abolition shall be drafted by said department and implemented based on the decision of the president who established these Regulations.
2. Notwithstanding the provision of Paragraph 1, formal changes accompanying changes in the organization and/or titles shall be implemented based on the decision of the Compliance Department.