



# Daiichi-Sankyo

---

Daiichi Sankyo (Thailand), Ltd.  
Conduct Guidelines

## **Daiichi Sankyo (Thailand),Ltd. Conduct Guidelines**

### **1. Purpose**

Conduct Guidelines (hereinafter referred to as "Guidelines") of DSTH shall be the standard of conduct established for our company directors and employees in order that laws and regulations are faithfully followed and that their work always be carried out in an ethical manner.

DSTH may modify these Guidelines at any time. DSTH is constantly striving to improve its policies and the services and product it provides, and maintain positive relations within and outside the DSTH.

### **2. Basic Conduct Standards Concerning Business-Activities -**

#### **(1) Conduct Standards -Outline-**

##### **1) Fair business activities**

Directors and employees shall engage themselves in fair and free competition in conformity with all of laws and ordinances 1), ethics 2)' and . conduct dictated in charters of the groups in which the company is participating<sup>3)</sup>, and carry out fair business activities in spirit of challenge and creativity. Especially, Directors shall be required to take initiatives and set proper models, which will serve as the soil for this spirit to flourish as well as to bear the role of instructing employees appropriately.

1) This includes notices, communications, guidelines and fair competition codes as well as domestic and foreign laws, administrative orders, ordinances and other rules. 2)A concept wider than laws and ordinances, and herein, it indicates morality, right, customs and social common sense which persons with a conscience working for global life related, industries take for the basis of their conduct.

J) This refers to promotion code of Pharmaceutical Producers Association and Charter of Japanese Chamber of Commerce in/Thailand.

## 2) Self-awareness as a Corporate staff

Directors and employees shall always be aware that they are persons associated with life-related industry, respectful of the importance of trust in the company and of their own character as individuals, and shall never engage in dishonorable conduct.

## 3) Respect of Humanity and Pursuance of Relevance

Directors and employees shall strive for improvement of efficiency and competitiveness based on respect for the humanity of others and on positive contribution to the society throughout various aspects of their business activities.

4) In addition to respecting and observing rules of the society, this means contribution to the society, more specifically the market and customers (including final customers), the local general community and civil society, and further, in today's global age, all those with a stake in operations of company in the international society.

(2) Conduct Standards in Various Operations of Company Each of Directors and employees shall conduct each of their business activities in conformity with \*related laws and ordinances.

\*Related laws and ordinances; The National Constitution, the Civil Law, the Criminal Law, the Commercial Law, the Corporation Tax Law, the Labor Law, the Environmental Standards Law, the Law concerning Prohibition of Private

Monopoly and Security of the Fair Trade, the Patent Law, the Consumer Protection Act, the Exchange Control Law and the Foreign Trade Control Law, the Fire Services Act, the Pharmaceutical Control Act, the Law Concerning Food Hygiene, the Regulation of Control of Poisonous and Extremely Dangerous Substances, etc..

### 1) Purchase

For purchasing goods, raw materials, utensils, fixtures and services necessary for the business activities, Directors and employees shall conduct fair purchasing in conformity with laws and ordinances and with sense of ethical values.

### 2) Sales

For sales of finished goods and products, Directors and employees shall compete fairly and freely observing laws and ordinances and having a good sense of ethics. Further, in the spirit of "Trust comes first", directors and employees shall deal with the customers honestly.

### 3) Technical and medical information service

Directors and employees shall provide the customers including licensees with accurate, proper and relevant technical and- medical information timely based on highly professional knowledge and good sense of ethics and strive for promotion of the proper use of the products.

### 4) Planning and management

Directors and employees shall plan business activities, propose policies, and make adjustments giving consideration to laws and ordinances and with a sense of ethical values, while fostering a free and active working site atmosphere.

### 5) Clinical trial

For clinical trials of pharmaceutical products, Directors and employee shall respect human right of persons who are subjects for trial and carry out these trials with scientific exactitude.

### **3. Thorough Observance of Laws and Ordinances**

In their business activities, directors and employees shall thoroughly observe the below laws, ordinances (including related laws and ordinances), and internal company policies.

#### **(1) Observance of the Antimonopoly Law**

1) Directors and employees shall observe the Antimonopoly Law, the Law concerning sales competition of each country, other related laws and ordinances and internal rules, and conduct business activities respecting fair and free competition.

2) Among competitors, Directors and employees shall never restrain each other's selling prices or bidding prices (Note). This includes not only agreements in writing but also verbal agreements. Further, they shall not participate in groups, or meetings, in which such a transaction might be made.

*(Note)* Breaching the Antimonopoly Law (Price cartel) brings forth not only discredit to the enterprise as a scandal but also possibility of punishment of both individuals and the enterprise, this being a penal offence.

3) To customers including wholesalers and resale companies, Directors and employees shall not impose a price restriction aiming at the resale price maintenance of products of our company.

4) In license agreement or collaboration agreement, Directors and employees shall not practice unfair trades with partner beyond the fair exercise of the intellectual property rights.

#### **(2) Observance of Laws and Ordinances concerning Quality and Safety of Pharmaceuticals**

Directors and employees, concerning sales, medical information activities and post marketing surveillance, shall make their best efforts for security of safety of our pharmaceuticals and promotion of their proper use through observance of laws and ordinances, giving first priority to consumer protection.

### (3) Observance of the Business Accounting Related Laws' and Ordinances

Directors and employees shall observe the Commercial Law, the Securities and Exchange Law, the Corporate Accounting Principles, other related laws and ordinances and internal rules, and endeavor to prepare proper financial statements and account books accordingly, and shall never make improper entries, or manipulate accounts.

### (4) Observance of the Tax Related ;Laws and Ordinances

In business activities, Directors and employees shall observe Thailand and overseas tax laws and other related laws and ordinances, and properly pay taxes.

### (5) Observances of the International Commerce Related Laws and Ordinances

Directors and employees, in business activity and international commerce shall observe laws and ordinances concerning International Commerce, such as the Foreign Exchange Law, the Foreign Trade Law and Export and Import Transaction Law, and the International Treaties and International Commerce related laws and ordinances of partner country in transaction, along with proper execution of the prescribed procedure, and not deal in export or import that may obstruct maintenance of international peace and safety or commit improper acts such as dumping.

### (6) Observance of the Employment Related Laws and Ordinances

1) Directors and employees shall observe the Labor Laws Ordinances.

2) Directors and employees shall observe the Safety and Health Related Laws and ordinances, strive for eradication of industrial accidents and prevention of diseases, and health maintenance and enhancement, and implement thoroughly procedures necessary in safety management and health management.

#### **4. Social Responsibility of the Company**

The company evolves business activities that respect the dignity of life and contribute to the world health culture.

##### **(1) Providing High-quality and High Useful Products**

The company provides the customers with high quality and high useful products, along with instructive and accurate information, through the sales of outstanding products made possible by our originality and ingenuity.

##### **(2) Protection of Global Environment**

1) The company shall strive for preservation of global environment and contribute to realization of a society rich in culture.

2) The company shall engage themselves in recycling activities and effective utilization of resources and energy, strive to curtail effluents and in general act in a way that is gentle to the environment.

##### **(3) Being Good Corporate Citizens**

1) The company shall aim at coexistence and co prosperity with the community and pay utmost attention not to have principles by which it operates deviate from social common sense.

2) The company shall try to disclose business information to the public in a positive and open manner.

3) In international business activities, the company shall respect local laws and ordinances, culture sense of values and customs to deepen social interchange, and shall try to contribute to Closer friendship with and the social development of that country.

## **5. Relationship between the Company and Directors-Employees**

### **(1) Respect for the individual**

1) The company shall respect each and every Director and employee and not discriminate against any of them for any reason in regard to sex, age, nationality, race, belief, religion; status, physical handicap or appearance, at the work place, and shall not engage in harassment or ostracism of any kind. The above also applies when considering a person for employment in company.

2) Directors and employees shall not conduct Sexual Harassment in any form.

3) The company shall recognize the right of each and every Director and employee freely to express opinions or to ask questions he or she may have, including suggestions, worries and complaints.

4) The company shall not order Directors and employees to conduct any illegal acts. If anyone makes such an order, the Director or employee should refuse it.

5) In the event that an employee receives reprisal concerning above item 3) and 4), and when the matter concerns the manager directly superior to, the employee may consult with the Directors .

### **(2) Improvement of Abilities and Manpower Development**

1) Directors and employees themselves shall strive to pursue self-reliance, creativity and professionalism. The company shall strive to conduct ability assessment of Directors and employees objectively as well as justly.

2) The company shall strive to foster self-reliance and creativity of Directors and employees so that they may become talented members of practical professional abilities and who are perceptive of diversified values.



### (3) Providing Clean Workplace Environments

The company shall strive to provide Directors and employees with comfortable and safe as well as clean workplace environment in conformity with the

### (4) Management of Documents and Information

1) Directors and employees shall not illegitimately disclose company confidential information and personal information about employees, which are obtained through work at the company to third parties. Furthermore, it is prohibited illegitimately access to confidential information of company or other companies use information processing devices or internal network system.

2) Directors and employees shall not obtain confidential information of other companies by illegal and unethical means.

## **6. Relationship between the Company and Stakeholders**

(interested parties in business)

### (1) Healthy as well as Equitable Relationship with Customers

1) The company shall respect the basic human rights of individuals of suppliers, procurement partners, distributors, agents, licensees, pharmacies, hospitals, customers and users (hereinafter collectively referred to as "Customers").

2) Directors and employees shall maintain healthy as well as fair relationships with Customers in observance of laws and ordinances.

3) Directors and employees shall not present money or articles to or provide meals or entertainment for Customers, regardless of reasons and nominal pretexts, conflicting with laws and regulations, or deviating from social common ethical values. Furthermore, such questionable treatment shall not be accepted from the Customers.

4) In contracts with Customer, Directors and employees shall plan, negotiate and conclude fair contract conforming to laws and ordinances, and shall observe the contents of the contract concluded. And, in case of circumstantial change, they shall review the contract and strive to maintain good contract relationship.

#### (2) Fair Selection of Purchasing Partners

Directors and employees shall select a customer based on fair and rational in conformity with laws and regulations and internal rules and policies for purchasing and procurement of goods, raw materials, articles and services.

#### (3) Prevention of Profit Reciprocity

Directors and employees shall not treat favorably affiliated companies, other competitive companies, consigned researchers, consigned manufacturers and Customers because of having any particular relationship between any party mentioned above and a Director or an employee, or other Directors and employees, or related families.

#### (4) Investor Relations

Directors and employees shall strive to gain trust that accrues to DPT that is open and highly transparent to society, in particular to DPT's investors, by timely and proper as well as positive disclosure of business information.

#### (5) Prohibition of Bribery to Officeholders

Directors and employees shall not conduct bribery 1>, in Thailand or abroad, to government employees and quasi-officeholders (hereinafter collectively referred to as "Officeholders"). Furthermore, when Officeholders demand bribery, the demand shall be resolutely rejected.

This means the behavior of offering , or prom1srng to give benefits including money, articles, receptions and conveniences to the Officeholders.

## (6) To deal with Antisocial Forces and Groups

Directors and employees shall take a firm stand resolutely against antisocial forces and groups that threaten order and safety of civil society and never give in to unjust and illegal demands.

## **7. Protection of Intellectual Property**

### (1) Handling of Intellectual Property

Directors and employees shall strive for realization of rights of patents, utility models, designs, trademarks and copyrights through application and registration, and appropriately record and maintain intellectual properties including techniques technologies and business information without im proper disclosure and leakage. Further, they shall not improperly infringe upon others intellectual properties.

### (2) Report

Directors and employees shall report discoveries, inventions, improvements, contrivances, devices, or items completed through researches to DSTH as soon as possible by filing them in Invention Registration Records.

## **8. Sanctions**

Sanctions for employees for violating guidelines shall follow the stipulations expressed in the company regulation. For Directors, strict and severe proceedings shall be taken.

## **9. Date of Enforcement of Guidelines**

This "DSTH Conduct Guidelines" shall come into force from July 1, 2000 onwards.

## **10. Promotion of Conduct Guidelines**

DSTH will assign a person to be in charge of promoting the Guidelines. The duties of the person in charge include the following:

- Dissemination and promotion of the Guidelines to all Directors and employees;
- Monitoring of conformance to the Guidelines;
- Arranging for education of Guidelines;
- Reviewing the Guidelines in order to Improve and practically' implement them