

ITOCHU International Inc.
Code of Conduct



Message from Our CEO



Naohiko Yoshikawa

Since its foundation in 1858, ITOCHU Corporation has lived up to its obligations to society, as a merchant, by continuously supplying the right products at the right time to people in need for more than 160 years. Underlining the company's ethics is the spirit of "Sampo-yoshi," ITOCHU Group's corporate mission, and this original business spirit has been passed down through the years to the present day, and it will continue to be passed down to many future generations to come.

The corporate mission is still relevant today, as it has something in common with SDGs, and our first priority to put the corporate mission in practice is integrity. It is our intention to achieve "Sampo-yoshi," by embracing a wide range of social responsibilities including legal compliance and implementing corporate ethics through our practices and policies.

As a member of the ITOCHU Group, ITOCHU International Inc. embraces and supports the ITOCHU Group's mission and goals with this Code of Conduct. I ask that all our employees including management execute business with a thorough comprehension of this Code of Conduct and the underlying corporate mission, and we will keep improving ITOCHU International Inc. as a good corporate citizen that can serve an active role in the community and society for the next 100 years to come.

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As the North American flagship of the ITOCHU Group companies, ITOCHU International Inc. (the “Company”) is proud of its long history of successful business conducted in North America with honesty and integrity.

As the world enters the era of Sustainable Development Goals (“SDGs”), and as ITOCHU Corporation declares *“enhancing our contribution to and engagement with the SDGs through business activities”* as one of its pillars under its current Management Policy known as “The Brand-new Deal,” the Company has adopted this Code of Conduct (“Code”) to align with ITOCHU Corporation’s initiatives, as well as ITOCHU Group’s mission as described below.

All employees and officers of the Company must read, understand, and abide by this Code, as well as the Company’s other policies and applicable laws and regulations.

About this Code of Conduct





ITOCHU Group's
Mission
(*Sampo-yoshi*)

ITOCHU Group's mission is *Sampo-yoshi*, which is translated as “good for the seller, good for the buyer, and good for society.” *Sampo-yoshi* is known as the business philosophy among *Ohmi-Shonin*, merchants from the *Ohmi* region of Japan (where ITOCHU Corporation was founded). With such mission in mind, ITOCHU Corporation embraces an approach that places greater emphasis on serving all stakeholders, and it commits to “contribute to the achievement of SDGs in such ways as maintaining the foundations of everyday life and protecting the environment” under its current Management Policy.

We are all proud of and commit to act in accordance with such ITOCHU Group's Mission in North America. We will also adhere to the ITOCHU Group Sustainability Policy, available at <https://www.itochu.co.jp/en/csr/itochu/policy/index.html>.

Our Commitment to the Environment and Human Rights

Environmental Compliance

We will abide by all applicable treaties, laws, and regulations governing environmental matters. We will consider the societal and environmental impact of our business operations in an effort to ensure sustainable consumption and production patterns. In line with ITOCHU Group's current Management Policy, we will strive to reduce greenhouse gas (GHG) emissions by our operations and in our supply chains, as well as to promote businesses that will contribute to reduction of GHG on a global basis. We will adhere to the ITOCHU Group Environmental Policy, available at https://www.itochu.co.jp/en/csr/environment/policy/index.html#h2_o1.



Respect for Human Rights

We respect human rights and adhere to all laws and regulations governing human rights (including prohibitions on the use of forced labor). We aim to promote full and productive employment and decent work for all in accordance with the ITOCHU Group Human Rights Policy, available at https://www.itochu.co.jp/en/csr/society/human_rights/index.html#h2_o2. Where appropriate, we ask our business partners to abide by this Policy and cooperate with us to conduct human rights due diligence.

Our Safe and Respectful Workplace

Diverse Workforce

As a member of the ITOCHU Group, the Company is proud to be part of a diverse global network.

One of the Company's greatest strengths and keys to our success is the knowledge, dedication, and diversity of our employees. Their talent and diversity give us a competitive advantage and we are committed to maintaining and supporting a diverse workforce, where each employee is treated with respect and collaboration and teamwork are valued, and all employment-related decisions are based on individual qualifications and merit.

The Company does not discriminate on the basis of any protected category, including race, color, religion, gender, national origin, age, or physical or mental disability, among other protected categories. We will adhere to the Company's Equal Opportunity Policy described in the Employee Handbook.



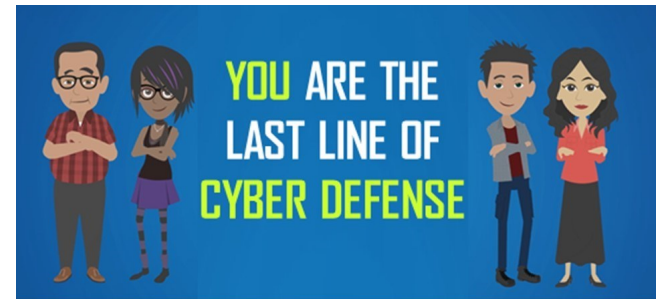
Harassment-Free Workplace

We are committed to providing a work environment that is free of harassment on the basis of any protected category, including sexual harassment, which consists of unwelcome verbal, physical or visual conduct that is based on a person's gender, sexual identity or orientation, or another protected category. We will adhere to the Company's Anti-Harassment Policy described in the Employee Handbook.

Our Safe and Respectful Workplace

Health and Safety

The Company is committed to providing a safe working environment and protecting the health and safety of our employees at work, as well as visitors to our premises. We strive to ensure that our operations and activities meet all applicable health and safety requirements, including proper safety procedures and personal protective equipment. We will maintain a drug-free and violence-free workplace, in accordance with applicable law.



Think twice before that one click

Cybersecurity and Data Privacy

We will comply with all applicable laws and regulations relating to cybersecurity and data privacy and ensure all personal data is handled in accordance with applicable laws and regulations. We will protect the Company, its employees, and our business partners by reporting cybersecurity concerns through appropriate internal channels. We will protect and respect confidential information belonging to the Company, its employees, and our business partners in accordance with internal policies and ITOCHU Group's Information Security Policy available at <https://www.itochu.co.jp/en/security/index.html>.

Our Fair Business Practices

Financial Integrity

The Company is committed to conducting its operations with financial integrity, which includes maintaining complete and accurate financial records and taking steps to identify and prevent fraud and other financial crimes. The Company has an internal control system designed to ensure reliability of financial reporting and deter improper conduct, and we are all required to adhere to these controls. We will accurately and truthfully measure and record all business transactions and internal reports, particularly those measuring and reporting financial performance.

We will conduct our operations in accordance with ITOCHU Group's policy regarding its internal control system and its operation status available at https://www.itochu.co.jp/en/about/governance_compliance/control/policy/index.html.

Tax Compliance

The Company is committed to managing its business operations in full compliance with all applicable tax laws and regulations and not engaging in transactions that are intended to evade or avoid taxes. We will strive to achieve effective tax cost management and maintain mutual trust with all tax authorities in accordance with ITOCHU Group Tax Policy available at https://www.itochu.co.jp/en/about/governance_compliance/compliance/index.html.

Fair Competition

We believe in free and fair business competition. We will compete vigorously, but ethically, and in compliance with all applicable antitrust and competition laws and in accordance with the Company's Basic Rule for Compliance with Antitrust and Competition Laws.



Our Fair Business Practices



Anti-Corruption & Anti-Bribery

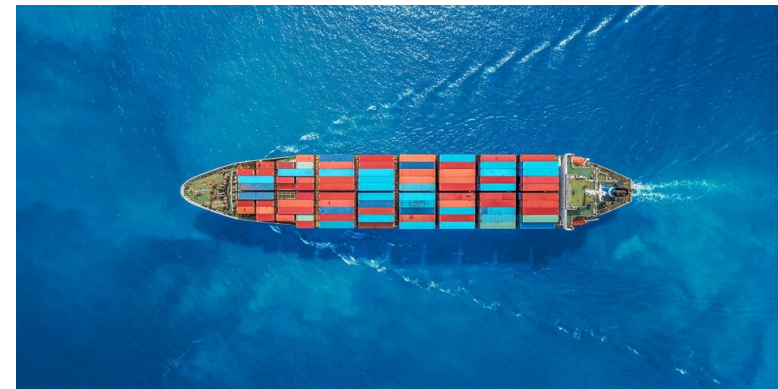
We will comply with all applicable laws and regulations which prohibit the use of bribery and other forms of corrupt business practices in dealing with government officials and in all other commercial transactions and we will not accept or give any gift, entertainment, or other financial benefit that is not in accordance with applicable legal requirements. We will take measures to ensure compliance with such laws and regulations by our agents, business partners, and joint venturers.

We will adhere to the Company's Business Partner Guidelines and Investment Guidelines as well as ITOCHU Group's Anti-Corruption Policy, available at

https://www.itochu.co.jp/en/about/governance_compliance/compliance/index.html.

Trade Controls

We will comply with all applicable laws and regulations relating to imports, sanctions, and export controls. We will also comply with all applicable anti-boycott laws and regulations and will not, directly or indirectly, engage in any activity that could have the effect of promoting a boycott or restrictive trade practice fostered by a foreign country against customers or suppliers located in a country friendly to the U.S., or against a U.S. person, firm or corporation. We will adhere to the Company's Import Compliance Manual and Export Control Policy. We will work closely with ITOCHU Corporation to make sure we adhere fully with ITOCHU Group's trade policies.



Our Fair Business Practices

Opposing Organized Crime Activities

We will not engage in transactions with organized crime groups, and we will take steps to ensure that no such transaction occurs. We will not receive funds from a transaction counterparty or any third party if there is a suspicion that such funds are criminal proceeds.

Fraud Awareness and Prevention

We are all mindful about external threats to try to steal the Company's funds or other properties through various frauds, such as business email compromise or bad actors posing as suppliers or vendors to the Company. To this end, we will support the Company's fraud prevention efforts by adhering to all internal policies requiring third-party verification and remaining diligent when dealing with parties electronically to identify potential fraud before it occurs.



Our Commitment to Speaking Up

Reporting

We will promptly report any action that may conflict with this Code of Conduct or other internal policies to a manager, the Chief Compliance Officer, the Legal & Compliance Division, or other available resources or through the Company's Compliance Hotline, which can be accessed using the following methods:

Toll-Free 24/7 Phone:

1-844-269-9218 (US and Canada)
800-288-2872 (México)

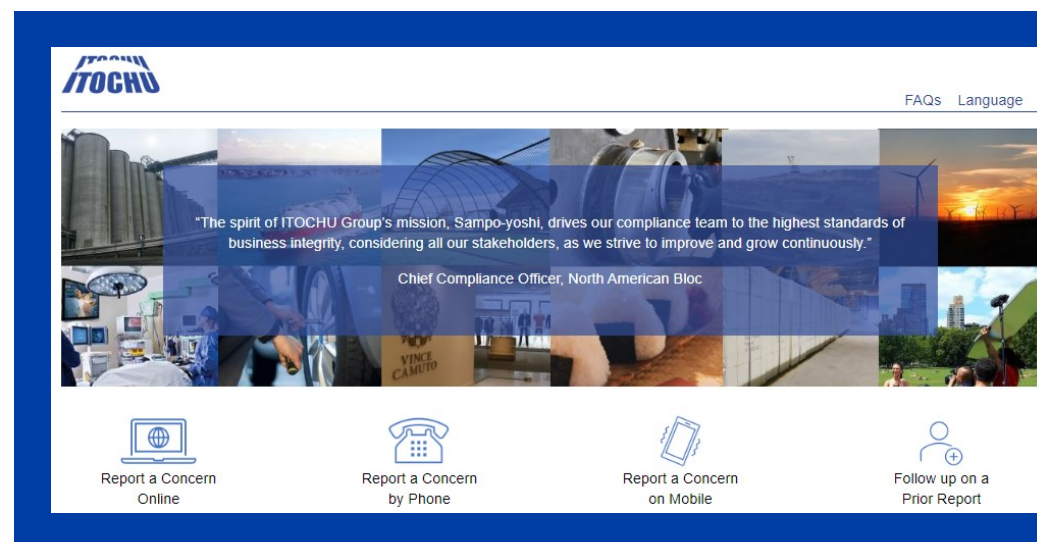
Internet:

iii.ethicspoint.com

QR Code:



The Company will investigate all reports and take appropriate corrective action.



Non-Retaliation

The Company will not engage in or permit retaliation of any kind against any person who seeks legal or ethical advice, reports known or suspected misconduct in good faith, or cooperates in an investigation. The Company will investigate all claims of retaliation and take appropriate corrective action.