

# **Compliance Regulation**

Established on December 17, 2021

## **Chapter I. General Provisions**

### **Article 1 (Purpose)**

The purpose of this Compliance Regulation (this “**Regulation**”) is (i) to protect the investors, who have committed to invest or have invested (the “**Investors**”) in the investment vehicles, such as venture capital funds, private equity funds and overseas funds (collectively, the “**Funds**”) managed or advised by STIC Investments, Inc. (the “**Company**”), and (ii) to contribute to the increase in the Company’s management soundness, by setting forth the procedures and standards that the officers and employees in the investment business unit of the Company (the “**Officers and Employees**”) shall comply with when they perform their duties.

### **Article 2 (Scope of Application)**

This Regulation shall apply to the Company and all the Officers and Employees.

## **Chapter II. General Principles**

### **Article 3 (Principle of Prioritizing Investors’ Interests)**

- (1) The interests of the Fund and the Investors shall take priority over those of the Company, its shareholders, and the Officers and Employees.
- (2) The interests of all the Investors shall be equally treated, and the Company shall not give any preferential treatment to or discriminate certain Investors without any reasonable grounds at the time of establishing, operating and liquidating the Fund.
- (3) The interests of the Company shall take priority over those of the Officers and Employees.

#### **Article 4 (Duty of Care of Good Manager)**

The Company and the Officers and Employees shall perform their duties in good faith in accordance with the procedures and terms and conditions as provided for in this Regulation by fulfilling a duty of care as a good manager on behalf of the Fund and the Investors.

#### **Article 5 (Identification, Assessment, and Management, etc. of Conflict of Interest)**

- (1) If there is any conflict of interest between the Company and the Investors, the Company or the Fund and the Officers and Employees, certain Investors and other Investors, or the Fund and other funds, or if such conflict of interest is likely to occur, the Officers and Employees shall take actions by consulting with the compliance officer in advance in order to prevent any problem from occurring with respect to the protection of the Investors.
- (2) After reviewing the likelihood of a conflict of interest, if such likelihood is acknowledged, the Officers and Employees shall inform the relevant Investors of such fact in advance through the Company. In addition, the Officers and Employees shall take actions to prevent the infringement of the interests of the Investors by reducing the likelihood of the occurrence of the conflict of interest, and then subsequently engage in any transactions such as investment, recovery of investment and others as set forth in the applicable laws and regulations.

### **Chapter III. Internal Control System for Prevention of Conflict of Interest**

#### **Article 6 (Organizations of Internal Control)**

- (1) The board of directors of the Company shall endeavor to install an internal control culture within the Company for prevention of a conflict of interest and establish and operate an efficient conflict of interest prevention system.
- (2) The representative director of the Company, who is the chief officer in charge of establishing and operating the internal control system, shall provide necessary supports therefor.
- (3) The Company shall have one (1) or more compliance officer. The compliance officer shall check the compliance status of this Regulation, investigate and supervise any violation of this Regulation, and be responsible to perform the internal control duties, including improving any issues and deficiencies related to the internal control system and requesting for remedy thereof; provided, however, that the compliance officer may be concurrently engaged in the business of the Company other than the investment duties.

#### **Article 7 (Compliance with Applicable Laws and Regulations and this Regulation)**

- (1) The Officers and Employees shall comply with the applicable laws and regulations, as well as this Regulation, when performing their duties.
- (2) If the Officers and Employees are unsure of their compliance with the applicable laws and regulations as well as this Regulation in connection with Paragraph (1) above, they shall make necessary efforts to comply with the applicable laws and regulations and this Regulation, such as obtaining advice from the compliance officer in advance.
- (3) The Officers and Employees shall provide the Company with the written pledge that they shall comply with the confidentiality obligation determined by the Company, the applicable laws and regulations, and the Company's regulations.
- (4) The Officers and Employees shall not involve themselves in colleagues' violation of the applicable laws and regulations or the Company's regulations or assist them with such violation. When they discover such violation, they shall immediately report such fact to the Company.
- (5) Any Officers and Employees who work overseas shall comply with the laws and regulations of the country where they are stationed, and shall not be engaged in any act to damage the reputation of Korea and the Company.
- (6) If any Officers and Employees violate this Regulation, the Company shall take disciplinary actions against them or claim for damages against them in accordance with the Company's Regulation on Personnel Affairs or other regulations.

#### **Article 8 (Prohibition of Unfair Trade Practices, Etc.)**

- (1) In performing their duties, the Officers and Employees shall not be engaged in any act that is likely to hinder the fair trading order, including but not limited to, the unfair refusal to trade, exclusion of competitors, unfair customer solicitation, abuse of superior bargaining power, interference with the business activities of transaction counterparty, unfair trade with and support to a related party (referring to the related party as provided for in Article 3(1) of the Enforcement Decree of the Act on Corporate Governance on Financial Companies; the same shall apply hereinafter), act of prioritizing their interests when there is a conflict of interest occurs with the Company or the Fund, etc. and them (the "**Unfair Trade Practices**").
- (2) The Officers and Employees shall pay particular attention not to engage in the unfair collaborative act, including the act of colluding on the terms and conditions of trade in connection with the establishment, operation, and liquidation of the Fund with other companies or financial institutions

- (3) The Officers and Employees shall comply with the “Standards and Procedures of Transactions by Officers and Employees for Prevention of Conflict of Interest” (Attachment 1) in order to prevent the Unfair Trade Practice and conflict of interest with the Company or the Fund in connection with transactions on their own accounts, such as investment and recovery of investment.
- (4) The Officers and Employees shall be prohibited from engaging in the following acts:
  1. Managing indirect investment assets or proprietary assets in violation of the applicable laws and regulations, terms and conditions (Articles of Incorporation), and investment criteria determined by the Company;
  2. Pursuing their own or third parties’ interests by disclosing any information related to the management of the Fund, such as management strategy and trading plan of the Company;
  3. Making an investment pursuant to the instruction or recommendation of a person who has not been authorized by the Company or the collusion with the officers and employees of other companies or the invested companies;
  4. Causing certain investors or funds to enjoy preferential benefits or suffer loss through the trading or distribution method, etc. of the assets;
  5. Prioritizing the interests of a third party, such as the Company or its affiliates over those of the Investors;
  6. Guaranteeing certain interests or promising to bear whole or part of the losses to the Investors in order to induce their investment;
  7. Receiving money and other valuables in relation to the Company’s business, unless the receipt thereof is not contrary to the established social norms and is approved by the Company in advance (follow-up report shall be made in minor or moderate cases);
  8. Concentrating the entrustment of the trading of assets to a specific broker for their own or certain third parties’ interests; and
  9. Pursuing the interests of the Officers and Employees, their family and third parties by using their positions and duties within the Company.

**Article 9 (Prohibition on Use of Undisclosed Information, Etc.)**

- (1) Any Officers and Employees who have become aware of any undisclosed material information of listed companies in connection with the businesses of the Company or the Fund, or other Officers and Employees who have received such information from them, shall not use such information unfairly nor participate in the act, such as market manipulation.
- (2) Any Officers and Employees who have become aware of any material information of unlisted companies that is not widely known in connection with the businesses of the

Company or the Fund, or other Officers and Employees who have received such information from them, shall not use such information in violation of the principle of prioritizing the interests of the Fund and the Investors when there is a conflict of interest.

#### **Article 10 (Confidentiality and Prohibition of Private Use)**

- (1) The Officers and Employees shall not use any confidential information acquired in the course of performing their duties (referring to all information to be kept confidential regardless of investment information and information related to investors; the same shall apply hereinafter) for the purpose other than that for performing their duties, nor disclose such information to a third party in the form whatsoever (such as written record, copy, verbal communication, file, email, fax, etc.).
- (2) Confidential information shall be managed in accordance with the “Chinese Wall Principle” and the “Provided as Needed Principle”.
- (3) Any information that is not unclear as to its confidentiality shall be regarded as confidential information requiring its confidentiality.
- (4) The Officers and Employees shall not make more copies of documents containing confidential information than needed or leave them unattended.
- (5) The Officers and Employees shall keep the confidential information at a place that can be physically controlled.
- (6) If the Company enters into any confidentiality agreement with any outside interested parties, the Officers and Employees involved shall have the obligation of confidentiality under such confidentiality agreement.
- (7) The Officers and Employees may not request other officers and employees to provide them with any confidential information unrelated to their duties.
- (8) The Officers and Employees shall manage computer system containing confidential information by preparing adequate security device such as ID and password, among others.
- (9) The Officers and Employees shall update the password of computer system on a regular basis and pay a special attention to the security in order to prevent the password from being disclosed externally.

#### **Article 11 (Ethics)**

- (1) The Officers and Employees shall not handle their personal affairs or pursue any interest therefrom under the pretext of performing their duties.

- (2) All the Officers and Employees shall avoid or not participate in any situation or business transaction where conflict of interest may occur with certain Officers and Employees, Investors, and the Company while performing their duties, and in any unavoidable cases, they shall notify the compliance officer thereof and make efforts to solve the relevant problem in a fair manner.
- (3) All information related to one's duties shall be kept and managed as confidential information unless it is officially announced, and the use of such information shall be limited to those who have reasonable cause to handle such information.
- (4) The Officers and Employees shall not make any unfair request or receive excessive personal benefits (including entertainment or hospitality) in light of a socially accepted idea by using their superior position in the relationship with the invested companies based on their duties.

#### **Article 12 (Appointment and Dismissal of Compliance Officer)**

- (1) The compliance officer shall have necessary knowledge and experience to perform the compliance duties in an unbiased manner and shall be appointed by the representative director with the term of office of at least one (1) year.
- (2) The compliance officer shall not be dismissed during his or her term of office unless he/she falls under any of the followings:
  1. Where he/she resigns from the Company or passes away;
  2. Where he/she resigns from the position; or
  3. Where he/she has difficulty in maintaining the position of the compliance officer since he/she falls under the reason for dismissal as provided for in the Company's internal regulations.
- (3) When the compliance officer is dismissed, the Company shall immediately appoint his/her replacement for the purpose of maintaining the continuation of the internal control duties, unless there is any special reason.

#### **Article 13 (Securing of Independence)**

The Company shall guarantee the independence of the compliance officer so that her or she may perform his/her duties in a fair manner. The Company may not give any personnel disadvantage to the compliance officer for the reasons related to the performance of his/her duties.

#### **Article 14 (Duties of Compliance Officer)**

- (1) The compliance officer shall have the following authorities:
  1. To inspect the compliance with the applicable laws and regulations or this Regulation and to investigate the violators thereof;
  2. To access and request the submission of necessary materials for the performance of his/her duties;
  3. To attend various meetings, and to make remarks and reports at such meetings;
  4. To request for suspension, improvement and remedy of any matters that have been found to be illegal or unfair;
  5. To request the establishment of regulations or guidance regarding the duties or system that the compliance officer deems necessary in terms of compliance obligations and attainment of a safety device;
  6. To request [the Company] to take disciplinary actions against the Officers and Employees who have violated the applicable laws and regulations or this Regulation; and
  7. To take other actions that the Company has determined as authorities of the compliance officer.
- (2) The Officers and Employees shall diligently respond to the compliance officer's request for submitting the materials and information.
- (3) The compliance officer shall fulfill his or her duties in accordance with a duty of care expected of a good manager and shall not acquire any unfair gains by using any information acquired in the course of performing his/her duties or his/her position.

#### **Article 15 (Training of Officers and Employees)**

- (1) The compliance officer shall conduct training of the Officers and Employees concerning the compliance with the applicable laws and regulations and this Regulation on a regular basis or from time to time.
- (2) The Company shall proactively cooperate with the compliance officer so that the training as provided for in Paragraph (1) above may be conducted in an efficient manner.

#### **Article 16 (Handling of Violation of Regulation)**

- (1) The compliance officer shall investigate any Officers and Employees who have violated the applicable laws and regulations and this Regulation and report the result thereof to the representative director and the statutory auditor of the Company.
- (2) Any Officers and Employees who have violated the applicable laws and regulations and this Regulation shall be handled as provided for in the relevant regulations such as the of the Company's personnel affairs regulation.

- (3) The compliance officer shall endeavor to enhance the awareness of the Officers and Employees with respect to the protection of the Investors by distributing case examples of dispute handling related to the Investors on a regular basis and to prevent the recurrence of similar cases.

#### **Chapter IV. Compliance Matters for Prevention of Conflict of Interest by Phases**

##### **Article 17 (Phase of Raising Investment Fund)**

- (1) In inviting the Investors, the Company shall not engage in acts that are likely to hinder the fair trading order, such as unfair solicitation of investors and abuse of superior bargaining power, among others.
- (2) The Company may not discriminate against certain Investors without any reasonable ground in connection with the execution of the Fund's business.

##### **Article 18 (Phase of Selecting Invested Companies and Making Investments)**

- (1) The Company shall comply with the applicable laws and regulations as well as the Articles of Incorporation and the agreements of the Fund in selecting the invested companies and making investments.
- (2) The Company shall select the optimal invested companies and make investments for the Fund and the Investors by exercising a duty of care expected of a good manager.
- (3) The Company shall endeavor to prevent the conflict of interest between the Fund and the Company or between the Investors. If the Company determines that a conflict of interest may occur, it shall inform the relevant fact to the Investors.
- (4) The Company shall provide the Investors with the necessary information regarding the investment, such as selection of invested companies, investment amount, terms and conditions of investment, among others.
- (5) If the Company has separately invested or invests in the invested companies at its own account or through its related party or other funds managed by the Company, it shall provide the Investors with the information on such investments to a reasonable extent.

If the Company intends to enter into a separate agreement or contract, among others, with the invested companies in addition to the investment agreement, it shall exercise caution not to cause losses to the Fund or the Investors. If the Company determines that a conflict of interest may occur, it shall inform the relevant fact to the Investors. If the Company finds a conflict of interest at a later date, it shall give notice of such fact to the Investors and obtain consent from the Investors.



### **Article 19 (Phase of Administering and Operating Invested Companies)**

- (1) With respect to the invested companies in which the Company has already invested, the Company shall administer and supervise compliance with various agreements, including the investment agreement executed between the invested companies and the Fund, to the reasonable extent possible.
- (2) If the Company determines that a conflict of interest may occur from a separate private agreement or transaction with the invested companies or investments through a separate fund, it shall inform the relevant fact to the Investors.

### **Article 20 (Phase of Recovering and Distributing Investment Fund)**

- (1) If the Company recovers the investment fund from the invested companies, it shall determine the timing, and method of such recovery by making a reasonable determination for the interests of the Fund and the Investors by exercising a duty of care expected of a good manager.
- (2) If the Company recovers the investment funds from the invested companies that have been invested through multiple accounts, including at its own account or through funds, among others, at different times or using different methods or terms of recovery, among others, the Company shall provide the Investors with the relevant information to the reasonable extent possible.
- (3) In the course of liquidating and distributing the investment fund, the Company shall handle the relevant duties so as to ensure the maintenance of the equity with other funds managed by the Company, establish the reasonable grounds thereon, and endeavor to prevent any conflict of interest in connection with the relationship with the Fund and the Investors.

## **Chapter V. Other Compliance Matters**

### **Article 21 (Reporting Obligation)**

In any of the following cases, the Officers and Employees shall report the relevant fact to their supervisors and the compliance officer. In connection therewith, if the Company or the supervisory authorities request the Officers and Employees to provide any detailed information or cooperation, the Officers and Employees shall diligently and honestly respond to such request:

1. Where they or other Officers and Employees have violated or have been suspected of violating the applicable laws and regulations or the Company's regulations;

2. Where the conflict of interest between them and the Investors or the Company's business partners is deemed to occur due to their positions or roles;
3. Where they have offered or have proposed to offer any gifts to the officers and employees of the government and public organizations that are directly or indirectly related to the business of the Company;
4. Where they have directly or indirectly recognized the complaints of the Investors;
5. Where there is any fraud or dishonesty in the relationship between them and the Investors or the Company's transaction counterparty or there is suspicion thereof;
6. Where they discover that they or other Officers and Employees have been arrested, indicted, convicted or have been subject to administrative disposition or sanctions from the government or supervisory authorities, or are likely to be subject thereto; or
7. Where they discover that they or other officers and employees have been involved in any hearing or lawsuit as the relevant party, witness or reference witness.

#### **Article 22 (Prohibition of Discrimination and Prevention of Sexual Harassment)**

- (1) The Company shall not discriminate the Officers and Employees in hiring, promotion, and others based on gender, age, religion, social position or physical disability, among others.
- (2) Since sexual harassment in the Company is an act that infringes on the individual human rights and undermines the sound atmosphere at work, the Company and the Officers and Employees shall endeavor to prevent any problem therefrom.

#### **Article 23 (Outside Activities)**

- (1) If the Officers and Employees intend to give a lecture or speech, conduct training, contribute editorials, participate in broadcasting or interview, etc., they shall obtain a prior approval from the Company and perform such activity to the extent that such activity may not disturb the performance of their duties; provided, however, that the Company may designate in advance any officer or employee, who is responsible for giving a lecture or speech, conduct training, contribute editorials, participate in broadcasting or interview, etc. with respect to the Company's policies and directions. In such case, the relevant officer or employee may not obtain a prior approval from the Company.
- (2) The Officers and Employees shall obtain a prior approval from the Company regarding the contents to be presented and manuscripts or materials to be used before using them.
- (3) The Officers and Employees shall clearly distinguish the Company's official opinions from their personal ones and shall not mention their personal opinions that are contrary to the Company's clear management philosophy and principle.

- (4) The Officers and Employees shall use any monetary compensation that they have acquired from their engagement in outside activities only after reporting it to and receiving the approval from the Company.
- (5) When the Officers and Employees conduct outside activities, they shall not engage in the following acts:
  1. To engage in the areas that are not their specialization;
  2. To conclusively present a market prospect or opinion that may be construed to be an investment recommendation and to conclusively determine or provide opinion on specific invested companies;
  3. To mention specific Investors without approval therefrom;
  4. To slander the products, staff and policy of the competitors of the Company and invested companies;
  5. To make groundless claim and mention related to the performance capacity and investment results of the current or former Officers and Employees;
  6. To determine the value of the shares of the Company and its affiliates and their future profit value;
  7. To mention the subjects that may have material effect on the Company's reputation;
  8. To propose definite determination regarding the investment result of the future or to guarantee profits;
  9. To make groundless exaggeration of past performance results; and
  10. To mention the matters that are not finally determined in the planning phase.

**Article 24 (Contact with Government or Supervisory Authorities)**

If the Officers and Employees intend to contact or provide information to government or supervisory authorities in the course of performing the Company's business, they shall give a prior notice to and consult with the Company in advance; provided, however, that if they are required to do so under applicable laws and regulations, pursuant to the Company's request, or as part of regular provision of simple information, they may report such fact to the Company *ex post facto*.

**Article 25 (Anti-Money Laundering)**

- (1) The Officers and Employees shall be cautious not to receive any funds generated from criminal acts or other illegal acts.
- (2) The Officers and Employees shall be cautious to prevent the Company from being used in a money laundering process, which is intended to disguise the funds generated from illegal activity as if they were generated from a lawful act.

- (3) The Officers and Employees shall pay attention to the financial resources and business contents of the Investors when receiving the funds from the Investors.
- (4) If the Officers and Employees discover that they have received funds suspected of being generated from illegal acts or have invited Investors who are engaged in illegal acts, they shall inform the Company thereof so that the Company may take proper actions.
- (5) The Officers and Employees shall not use the borrowed-name accounts or false name accounts when receiving the funds of the Investors.
- (6) The Company shall supervise the Officers and Employees to prevent them from being engaged in any suspicious trading and raise their attention to anti-money laundering by implementing education and training programs on a regular basis or from time to time.

**Article 26 (Prevention of Financial Accidents)**

- (1) The Officers and Employees shall make the most use of various safety devices when receiving and disbursing funds in order to prevent the occurrence of any financial accidents.
- (2) The Officers and Employees shall use the corporate seal and stamp after obtaining the approval of the head of the responsible department and his/her confirmation of the relevant use and shall thoroughly manage them in order to prevent their loss or theft.
- (3) In the absence of a person in charge of the receipt and disbursement of funds, the Officers and Employees shall thoroughly prepare for the transition and assignment of relevant duties with respect to the corporate seal, stamp, passbooks, and others.
- (4) The person in charge of the receipt and disbursement of funds shall pay due attention by thoroughly confirming various certificates or attached documents and keeping the evidentiary documents, so that funds are not paid to a third party other than those who have the right to receive such funds.
- (5) When the Officers and Employees perform general accounting duties, they shall always confirm and check if any abnormal transaction in excess of certain volume has occurred and if the relevant business has been executed by comparing the details of payment request with the evidentiary documents when giving approvals.
- (6) Any necessary matters, such as reporting and taking actions upon occurrence of any financial accidents, shall be handled as set forth in the applicable laws and regulations and the Company's internal regulations.

## **Addendum**

**Article 1 (Effective Date)** This Regulation shall become effective from December 17, 2021.

## **Attachment 1)**

### **Standards and Procedures of Transactions by Officers and Employees for Prevention of Conflict of Interest**

#### **Article 1 (Purpose)**

The purpose of this regulation, as an annex to the Compliance Regulation, is to set forth the standards and procedures with respect to the fair trading in order to specify the duty of care that the Officers and Employees are required to exercise when the Company prepares the conflict of interest prevention system.

#### **Article 2 (Definition)**

Capitalized terms used herein are defined as follows:

1. The term “**Officers and Employees**” means any and all officers and employees of the Company, who perform their duties for the Company in any manner or form.
2. The term “**Investors**” means those who have committed to invest or have invested in the investment vehicles, such as venture capital funds, private equity funds and overseas funds (collectively, the “**Fund**”) managed or advised by the Company.
3. The term “**Listed Securities, etc.**” means the financial investment products listed on the stock market as set forth in Article 3 of the Financial Investment Services and Capital Markets Act (the “**Capital Markets Act**”).
4. The term “**Unlisted Securities, etc.**” means the financial investment products not listed on the stock market as set forth in Article 3 of the Capital Markets Act.
5. The term “**Private Transaction**” means the transaction engaged by the Officers and Employees with respect to the financial investment products as set forth in Article 3 of the Capital Markets Act for their own account.
6. The term “**Trigger Watch Companies**” means any of the followings:
  - a. Invested companies and their affiliates;
  - b. Companies upon which the investment deliberation committee of the Company has been deliberating or will deliberate; or
  - c. Companies for which one (1) month has not passed since the Company stopped considering the investment therein.

### **Article 3 (Basic Principle)**

- (1) The Officers and Employees shall endeavor to prevent conflict of interest with the Investors, the invested companies, and the Company.
- (2) If conflict of interest has inevitably occurred or is likely to occur, the Officers and Employees shall inform such fact to the compliance officer of the Company or other persons who have equivalent position in the Company so that the Company may comply with the applicable laws and regulations and reduce the likelihood of a conflict of interest.
- (3) In any case, if the conflict of interest occurs as set forth in Paragraph (1) above, the Officers and Employees shall prioritize the interest of the Fund, the Investors and the Company.
- (4) The Officers and Employees shall not engage in any act to cause any damage or loss to the Investors, the invested companies and the Company by using their position.
- (5) When the Officers and Employees perform the business of the Company, they shall make a sound investment instead of speculation, and engage in the transaction in a fair and transparent manner.
- (6) The Officers and Employees shall not engage in any unfair transaction (including all the transactions prohibited by the laws and regulations, such as market manipulation and disturbance of market order) based on the material information that is not widely known of the Trigger Watch Companies, including the invested companies.
- (7) The Officers and Employees shall prioritize the business of the Company over the Private Transaction and shall not engage in the Private Transaction that may have any adverse effect on the business of the Company.

### **Article 4 (Real Name Transaction, Etc.)**

- (1) When the Officers and Employees are engaged in the Private Transaction, they shall use only the accounts under their own names and shall not use the accounts under the names of their spouse, relatives and acquaintance, among others.
- (2) When the Officers and Employees are engaged in the Private Transaction, they shall use the account as minimum as possible.

#### **Article 5 (Matters on Trading of Listed Securities, Etc.)**

- (1) When the Officers and Employees are engaged in the Private Transaction with respect to the Listed Securities, etc. related to the Trigger Watch Companies, they shall obtain a prior approval from the Company.
- (2) When the Officers and Employees discover that the Company or the Fund will invest in the Trigger Watch Companies including the Listed Securities, etc. acquired by them through the Private Transaction, they shall report to the compliance officer the details of the Private Transaction in writing no later than the date immediately prior to the date on which the meeting of investment deliberation committee will be held.
- (3) The Officers and Employees shall report to the compliance officer in writing the information on their new acquisition of all Listed Securities, etc. held by them under their own names and any changes thereof as of the last day of each year.
- (4) The Company may at any time request the Officers and Employees to provide explanations on the transaction of the Listed Securities, etc., and the Officers and Employees shall diligently respond to such request.

#### **Article 6 (Matters on Trading of Unlisted Securities, Etc.)**

- (1) When the Officers and Employees are engaged in the Private Transaction with respect to the Unlisted Securities, etc. related to Trigger Watch Companies, they shall obtain prior approval from the Company.
- (2) When the Officers and Employees discover that the Company or the Fund will invest in the Trigger Watch Companies including the Unlisted Securities, etc. acquired by them through the Private Transaction, they shall report to the compliance officer the details of the Private Transaction in writing no later than the date immediately prior to the date on which the meeting of investment deliberation committee will be held.
- (3) The Company shall at any time give a public or personal notice of certain Trigger Watch Companies to the Officers and Employees, and may have the Officers and Employees report the details of their Private Transaction related to the Unlisted Securities, etc., and the Officers and Employees shall diligently respond to such request.
- (4) If there is any hint that there may exist the Private Transaction with respect to the Unlisted Securities, etc. related to the Trigger Watch Companies, which the Officers and Employees have not reported to the compliance officer, the Company may request the Officers and Employees to disclose the accounts under their names or the names of their spouse, and lineal descendants and to explain the details, and the Officers and Employees shall diligently respond to such request.



- (5) If the Company finds the Private Transaction of the Officers and Employees with respect to the Unlisted Securities, etc. related to the Trigger Watch Companies, it shall request the relevant Officers and Employees to take necessary actions that the Company reasonably deems necessary in connection with the disposal of the relevant Unlisted Securities, etc., and in such case, the relevant Officers and Employees may submit their opinion on the Company's actions.
- (6) The Officers and Employees shall report to the compliance officer in writing the information on their new acquisition of all Unlisted Securities, etc. of the companies other than the Trigger Watch Companies held by them and any changes thereof as of the last day of each year.

**Article 7 (Matters on Recovery of Investment)**

- (1) If the Officers and Employees hold the Listed Securities, etc. or the Unlisted Securities, etc. together with the Company or the Fund in accordance with Articles 5 and 6 above, they shall proceed with the recovery of the investment fund together with the Company or the Fund if possible.
- (2) Unlike as set forth in Paragraph (1) above, if the Officers and Employees intend to proceed with the recovery of the investment fund at different times from the Company or the Fund, they shall explain to the Company the details of their own Listed Securities, etc. or the Unlisted Securities, etc. and the reason to have the different timing for recovery of the investment fund, unless the Fund is required to proceed with the recovery of the investment fund earlier than Officers and Employees due to the expiration of the term of the Fund, etc.

**Article 8 (Restriction on Use of Information)**

If any information that is not widely known, acquired by the Officers and Employees in connection with the Trigger Watch Companies, is deemed to be material one which is reasonably expected to significantly change the value of the securities, etc. if disclosed, the Officers and Employees shall be prohibited from engaging in the Private Transaction of the Listed Securities, etc. or the Unlisted Securities, etc. related to such information.