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Letter from the Sharp Electronics Corporation Compliance and Ethics Committee:

Dear Sharp Employees,

The Compliance and Ethics Committee has thoroughly reviewed and updated the Sharp Electronics Corporation (hereafter, “Sharp” or “Company”) Code of Conduct (“Code of Conduct”) for 2015. Changes include offering an expanded description of our gift policy, as well as expanded guidance on the Sharp Import & Export Compliance program. Questions and Answers are also provided following key sections as a way to improve employees’ appreciation and grasp of their legal and ethical responsibilities as they apply to the Code of Conduct and policies and practices cited within it. All employees are required to read, understand, and always comply with the Code of Conduct. A comprehensive training course about the Code of Conduct is available on Sharp University, and employees are obligated to complete it as assigned.

The Code of Conduct defines how Company management expects employees to represent themselves, as well as Sharp, in all business transactions and issues involving our Company. In addition to prescribing behavior consistent with U.S. laws and regulations, the Code of Conduct reflects how the Company and our parent corporation, Sharp Corporation, wish for us to publicly position our Company and the SHARP® brand. For example, our Code of Conduct includes Company statements on how to conduct relationships with our customers, suppliers and competitors, as well as the Company’s commitment to the environment, conservation of natural resources, and recycling.

The Compliance and Ethics Committee expects all employees to be thoroughly familiar with the Code of Conduct and to always act in accordance with it. Any employee who has a question about the Code of Conduct should contact Sharp’s Compliance and Ethics Officer or a member of the Sharp Legal Department.

Thank you for your cooperation.

Very truly yours,

Sharp Electronics Corporation Compliance and Ethics Committee
SECTION 1: GUIDELINES FOR CONDUCT WITHIN SHARP – AN INTRODUCTION

SHARP CORPORATION MAINTAINS A BUSINESS PHILOSOPHY OF USING ITS UNIQUE, INNOVATIVE TECHNOLOGY TO CONTRIBUTE TO THE CULTURE, BENEFITS AND WELFARE OF PEOPLE THROUGHOUT THE WORLD. SHARP CORPORATION SHARES THIS PHILOSOPHY WITH ALL OF ITS SUBSIDIARIES, INCLUDING OUR COMPANY, SHARP ELECTRONICS CORPORATION.

IT IS THE INTENTION OF OUR COMPANY TO GROW HAND IN HAND WITH OUR EMPLOYEES, ENCOURAGING AND AIDING THEM TO REACH THEIR FULL POTENTIAL AND IMPROVE THEIR STANDARD OF LIVING. SIMILARLY, OUR FUTURE IS LINKED TO THE PROSPERITY OF OUR CUSTOMERS, DEALERS AND BUSINESS PARTNERS. IF WE WORK TOGETHER, WE WILL BE SUCCESSFUL.

THE SHARP CORPORATION FAMILY OF COMPANIES IS DEDICATED TO TWO PRINCIPAL IDEALS:

Sincerity and Creativity

BY COMMITTING OUR EFFORTS TO THESE TWO PRINCIPLES WE CAN DERIVE GENUINE SATISFACTION FROM OUR WORK, WHILE MAKING A MEANINGFUL CONTRIBUTION TO OUR SOCIETY.

As we pursue the achievement of these two principles, it is critical that we as a Company ensure that our products, services and operations are in compliance with all applicable laws and regulations.

This includes, but is not limited to:

- Developing and distributing accurate reporting about our products and services to customers, consumers, government agencies and the public
- Producing and publishing accurate sales and promotional literature that is free from false or deceptive claims
- Providing accurate reporting of our financial records
Complying with all other applicable employment, discrimination, health, safety, antitrust, securities and environmental laws

Accordingly, this Code of Conduct is intended to provide our employees with basic guidelines of appropriate behavior and compliance with laws of the United States and globally. This Code of Conduct is not designed to be all inclusive but merely serve as a guide to the Company’s standards and its expectations of employees in conducting our business.

Each employee is, and will be held, responsible for the observance of this Code of Conduct, the Sharp Group Charter of Corporate Behavior, and any applicable laws, regulations and policies as they apply to his or her respective job.

Please note that no director, officer, executive or manager of Sharp has authority to violate this Code of Conduct or any law, or to direct another employee or any other person to violate this Code of Conduct or any law on behalf of the Company.

Failure to comply with any provisions of this Code of Conduct may subject the employee to disciplinary measures up to, and including, termination.

Further, it is important to note that laws and customs vary throughout the world, but all employees must uphold the integrity of the Company in other nations just as diligently as they would do in the United States.

When conducting business in other countries, it is imperative that employees be sensitive to foreign legal requirements and U.S. laws that apply to foreign operations.

If an employee becomes aware that another employee is not in compliance with this Code of Conduct and/or any applicable laws, regulations or policies, he or she is obligated to prevent and report any such instances of non-compliance to his or her managers or to management through the following offices:

- Sharp Director of Compliance: (201) 529-8435
- Sharp Senior VP and General Counsel: (201) 529-8434
- Sharp VP of Corporate Human Resources: (201) 529-8447

SHARP WILL DISCREETLY HANDLE SUCH COMMUNICATIONS AND MAKE EVERY EFFORT TO MAINTAIN, WITHIN THE LIMITS PERMITTED BY LAW, THE CONFIDENTIALITY OF ANY EMPLOYEE REQUESTING GUIDANCE OR REPORTING A POSSIBLE VIOLATION.
NO ONE HAS AUTHORITY TO RETALIATE AGAINST AN EMPLOYEE WHO REPORTS A POSSIBLE VIOLATION.

IF, HOWEVER, RAISING AN ISSUE IN ANY OF THE ABOVE WAYS CAUSES UNREASONABLE DISCOMFORT, EMPLOYEES MAY INSTEAD ANONYMously REPORT SUSPECTED VIOLATIONS OF LAW, REGULATIONS OR COMPANY POLICY THROUGH THE COMPLIANCE AND ETHICS HOTLINE AS FOLLOWS:

- US ACCESS: 1-800-303-9020
- MEXICO ACCESS: 01-800-288-2872 (WAIT FOR ATT ANNOUNCEMENT IN ENGLISH; ENTER 800-303-9020 FOR CONNECTION TO A MEXICAN OPERATOR; THEN PRESS 1 FOR SPANISH OR 2 FOR ENGLISH)
- INTERNET ACCESS: https://www.compliance-helpline.com/sharp.jsp

In addition, Sharp has established a Compliance and Ethics Committee, led by a Director of Compliance, to implement an effective Compliance and Ethics Program throughout the United States and Mexico.

The Sharp Hotline Policy can be accessed by using the following link: http://intranet.sec.sharpamericas.com/images/Compliance_Ethics_Hotline/Sharp_Ethics_Hotline_Policy.pdf

**Inter-Sharp Group Companies Decision-Making**

In conducting our business activities, we must not commit individual acts which conflict with the interests of the Sharp Group Companies. In cases where it appears that our individual acts may conflict with the interests of the Sharp Group Companies, we will, in advance, confirm with our Senior Management and responsible department of each company the details of what we are working on. We will put the acts in question into practice only when our Company confirms that there will be no conflict.

**Risk Management**

At Sharp, we will at all times follow a risk management system as we conduct our business. This will allow us to understand the risks related to our own tasks taking into account the business environment and operations, finance and human resource considerations, the law, labor management, the natural environment, ethics and other factors. We will at all times carry out our business
Code of Conduct

in compliance with internal Company rules and standards and will be proactive to prevent risks from becoming problems.

Accordingly, risks that may impact Sharp’s business environment and our own tasks within this environment should be summarized and fully discussed to Senior Management. These risks should include finance, law, human resources, and labor management. Sharp will take appropriate actions where possible to mitigate these risks.
SECTION 2: PROPER USE OF SHARP ASSETS

Sharp property and assets are made available to you for the fulfillment of your job responsibilities. All such property should be treated with the same respect you would show your own.

Employees are expected to safeguard and make only proper and efficient use of Sharp’s property. All employees shall seek to protect Sharp’s property from loss, damage, misuse, theft, fraud, embezzlement and destruction.

These obligations extend to both tangible (including, money, inventory, computer equipment and networks, e-mail accounts, telephones, office equipment and space, etc.) and intangible assets (including trademarks, know-how, confidential or proprietary information and information systems).

Further, employees are prohibited from engaging in, or attempting, theft of Company property, including, documents, equipment, intellectual property, cash or any other items of value, as well as any personal property of other employees.

All employees have an affirmative responsibility to report any theft or attempted theft to the Company’s management.

Any violations of this policy shall be investigated thoroughly and handled accordingly; violators may face disciplinary action up to and including dismissal and/or, to the extent permitted by applicable law, legal action of a civil or criminal nature.

Please review the IT Policies on the Sharp Intranet: https://sharpe2e.sharpamericas.com/SECMawah/IT/IT%20Policies%20And%20Procedures/Forms/policiesview.aspx
Confidential Information

All Sharp employees are required to sign the *Sharp Electronics Corporation Employee Confidential Disclosure and Invention Agreement* when they become employed by Sharp.

This is because in the course of their work at Sharp, employees will come in contact with both Sharp and third party confidential and proprietary information. This information may include:

- Intellectual Property (i.e., trade secrets, designs that have not yet been patented)
- Proprietary developments
- Customer lists or customer information
- Techniques or know-how
- Product information (including new or proposed products)
- Price information
- Financial forecasts and projections
- Proposed marketing plans or ad campaigns
- Information regarding pending mergers or acquisitions
- Information concerning litigation and other legal matters
- Internal memorandum and communications
- Third party information relating to the above topics

It is the responsibility of every Sharp employee to maintain the confidentiality of these types of assets. A fuller explanation of employee obligations can be found in the *Sharp Electronics Corporation Employee Handbook* (see “Confidential Information”) and the *Sharp Confidential Information Policy*.

In addition, Sharp will diligently manage personally identifiable information of individuals which has been obtained from customers, business partners or employees in order to protect and secure such information in a way that prevents the contents from being divulged or tampered with in an unauthorized manner.
Questionable Payments

Employees are prohibited from making unauthorized payments, giving gifts or granting other economic benefits, directly or indirectly, on behalf of Sharp to any persons, customers, public officials or any other individual with the intent to influence that individual’s conduct to make a decision he or she would not have otherwise agreed to.

That means bribes and/or payoffs are strictly prohibited.

A bribe is described as something of value, such as gifts, cash, meals, tickets, personal services or other preferential treatment.

The fact that such conduct may be customary in a particular market, industry or country is not a basis to violate this policy.

If you are ever approached to make what you believe to be is a questionable payment or grant an improper economic benefit, report the incident immediately to the Compliance and Ethics Officer or the Legal Department.

In addition, whether home or abroad, offering or receiving any gifts, tickets or entertainment from foreign officials or federal or state employees in any manner is strictly prohibited unless you have advance approval from the Sharp Legal Department or Sharp Compliance and Ethics Officer. Failure to comply with this policy may result in violating foreign or U.S. laws.

Please review Sharp’s Anti-Bribery Policy for a more thorough explanation of this policy. The prohibitions contained in this Code of Conduct and the Anti-Bribery Policy are not intended to restrict approved and documented marketing and promotion programs run in the ordinary course of a Sharp’s business operations.

Questions and Answers

**Question:**
What documents are required to process a payment to a Third Party or Supplier maintaining a bank account in a foreign country?

**Answer:**
Sharp requires a background check and discussion with the Director of Compliance before any foreign payment can be made. In addition, all suppliers, vendors or third parties require a Supplier Certification, Supplier Code of Conduct and IRS Form W-9 for domestic payments or IRS Form W-8 BEN-E for any
foreign payments. These forms are available on the Corporate Purchasing page of the Sharp Intranet.

## Use of Information Technology and Communication Devices

Communication and network systems are also critical assets of Sharp.

This means that electronic messaging, data storage and usage systems including internet or intranet systems and Company-owned devices all represent use of Company assets.

While some personal use of these assets is permissible, these assets are made available to employees for business purposes, and personal use should be kept to a minimum.

In any event, employees should always exercise good judgment and conduct themselves professionally when accessing and using Sharp’s information technology systems.

Sharp’s policies for using its email and other information technology systems are distributed separately and are posted in the [Information Technology Section](#) of the Sharp Intranet site.

## Insider Trading

If you possess material, non-public information that may affect the share price of Sharp Corporation, any of its group companies or any of their business partners, you may not share that non-public information outside of what is necessary to perform your job functions. Further, employees may not buy or sell that company’s shares, nor encourage friends or family to do so, until the information has been officially and publicly disclosed. Similarly, if you are thinking of buying or selling the shares of Sharp Corporation, any of its group companies or any of their business partners, pause and ask yourself whether you hold any important, undisclosed information that could affect the share price. Such material, non-public information may include, but is not limited to, earnings of business partners, sales forecasts, significant gains or losses of business, or the hiring, termination or resignation of a Director or Officer of a company, including Sharp
Code of Conduct

Corporation or any of its group companies. If you divulge to any third party any material, non-public information that could affect the share price before it is officially disclosed or act on it yourself, you may induce insider trading.

Do not divulge such information to any third party until it is officially disclosed. When in doubt, information obtained as an employee of the Company should be presumed to be important confidential information and not public information. If you need any further assistance in assessing the information, you should contact the Director of Compliance or the Legal Department.

Employees must also take care to not share or disclose non-public information about the Company during periodic “Quiet Periods”. “Quiet Periods” are those periods of time where employees are prohibited from disclosing insider information related to the performance or prospective performance of the Company prior to its official release. This is particularly critical prior to the public release of Sharp’s earnings; any questions regarding Company disclosures near or during this time period should be discussed with Sharp’s General Counsel prior to any announcements.

Questions and Answers

Question:
Can I invest in public companies such as IBM, General Electric or other blue chip companies?

Answer:
If you have a concern regarding any investment in a public company contact the Director of Compliance or the Sharp Legal Department. If the investment is not based upon confidential information acquired during your employment with Sharp, it generally should not be a problem. What is critical is that you ask for guidance to avoid a potential insider trading or conflict of interest.
SECTION 3: IMPARTIAL DECISION MAKING

In the course of representing Sharp’s interests, employees make many decisions. These decisions need to be made objectively, and free from even the appearance that they are being influenced by factors other than the facts and the merits relating to that specific decision.

Conflicts Of Interest

All employees must avoid placing themselves in any situation which might cause a conflict between their own interests or personal affairs and Sharp’s business interests, or which gives even the appearance of a conflict of interest.

Conflicts are not ethical, and they are not permitted, because they cause employees to compromise their loyalty and duties to their employer.

Here are some examples of situations which often present conflicts of interest:

- Having an indirect or direct personal financial interest in, position or relationship with a supplier, customer, competitor, dealer, service provider or distributor.

- Dealing with a vendor, customer or service provider where an employees’ family member, relative, fiancé or domestic partner is an employee or owner of that company and can influence decisions made towards business with Sharp.

- Having a personal relationship, including, but not limited to, a romantic relationship, with a supplier, customer, competitor, dealer, service provider, distributor or employee or owner of a company that does business with...
Code of Conduct

Sharp or where such personal relationship could be perceived as influencing decisions relating to Sharp business.

- Receiving any form of compensation or economic gain from a supplier, customer, competitor, dealer or distributor.
- Having a personal interest or potential for gain in any Sharp transactions beyond what Sharp’s compensation plan provides for.
- Serving on an advisory board and/or board of directors of an association or company which is in a similar market/industry as Sharp.
- Hiring an employee/consultant due to his or her family relationship with government decision makers.
- Outside employment that may affect Sharp.

These situations create an environment which invites an employee to compromise the Company’s interests.

Under certain circumstances steps can be taken to neutralize an apparent conflict. If you have any doubt about whether a situation or activity is an actual or potential conflict of interest, talk to your supervisor, manager, the Director of Compliance or the Legal Department as soon as possible.

Questions and Answers

Question:
Would it be appropriate to discuss a business relationship with a company where a member of my family or a person with whom I have a romantic relationship now works?

Answer:
In these situations a Sharp employee should discuss these relationships with the Sharp Director of Compliance or the Sharp Legal Department. It may be appropriate to enter into this business relationship depending upon the influence the family member or person of romantic interest has with that company. Asking for guidance is the right way to go.
It is improper for employees to offer gifts or favors to vendors or customers or to accept gifts or favors from them. Doing so may call into question the propriety of transactions between Sharp and those other parties. Nominal gifts are acceptable in some situations, providing they are in accordance with applicable laws and regulations. Examples include holiday food items or Sharp logoed notepads, umbrellas, and shirts.

When confronted with a matter relating to giving or receiving tips, gifts, or favors, always remember the following:

- First, no Sharp employee, or any member of his or her immediate family, should offer any Sharp vendor or customer any amount of money or gift cards or accept from any Sharp vendor or customer any amount of money or gift cards.

- Second, a promotional item may be given to a customer pursuant to a Sharp promotional program and providing it is for business purposes only.

- Third, the documentation (including the sales agreement) with the customer must reflect that such promotional item has been provided to the customer’s corporate entity.

- Fourth, promotional items may only be shipped to the corporate entity and not to an employee’s personal address.

In addition, employees must also abide by the following:

- No Sharp employee should offer any Sharp vendor or customer any gifts or gratuities beyond token gifts customary in establishing or maintaining relations with customers and vendors. Any such offer must be transparent and comply with all applicable laws and regulations, as well as internal Company rules.

- No Sharp employee should accept any gifts or gratuities from any Sharp vendor or customer beyond token gifts customary in establishing or maintaining business relations. Any such acceptance must be transparent and comply with all applicable laws and regulations, as well as internal Company rules.

- Gifts which would be acceptable to offer or accept include items such as: pens, notepads, umbrellas, or food baskets. Gifts which would not be
acceptable to offer or accept include: vacations, tablets, televisions, jewelry, gift cards, cash, or personal airplane trips. If you have any questions about the appropriateness of a gift you are looking to offer or have received from a vendor or customer, please consult with the Director of Compliance or Legal Department for guidance.

- Tickets to sporting and entertainment events and meals are permitted when offered to promote business relations and to discuss business, unless offered by a vendor or customer in an attempt to influence decision making.

- Accepting sporting tickets to premier sporting events, such as the World Series, Masters Golf Tournament or Super Bowl, should be discussed with the Sharp Director of Compliance or the Legal Department before accepting these tickets.

Questions and Answers

**Question:**
If Sharp is in the process of soliciting bids from suppliers or third parties, would it be appropriate to accept tickets to the NY Giants football game on Sunday from these suppliers or third parties?

**Answer:**
In this situation the objective of these suppliers or third party providers is likely to influence the awarding of business from Sharp; therefore, it would not be appropriate to accept the tickets.
Question:
A long standing customer, supplier or third party provider invites a Sharp employee who is maintaining the relationship to a regularly scheduled sporting event. The intention is to maintain a good relationship between the two parties. Would it be appropriate to accept these tickets?

Answer:
It is generally permissible to accept a ticket to a regularly scheduled sporting event, concert or show when it is offered in support of an existing relationship with a customer, supplier or third party provider. Keep in mind that if there are contract renewal discussions taking place or there is an open bid, accepting these types of tickets at this particular time may not be appropriate. Further, if an employee is presented with tickets to the Super Bowl or Masters Golf Tournament or any other premier event, an employee should discuss such situation with Sharp’s Director of Compliance or the Sharp Legal Department prior to accepting the invitation or attending.

Question:
Can I incentivize a procurement officer with a product for personal use, such as a tablet or television, in order to influence his or her decision-making on a possible deal for Sharp?

Answer:
No. Any gifts or other items offered to a third party with decision-making authority on potential Sharp business for his or her personal use is a bribe and is strictly prohibited by Sharp.

In general, employees should use common sense when dealing with gifts for or from vendors and customers, and should be reminded that the standard is not whether, in fact, improper influence is being obtained through the offer or receipt of gifts by an employee, but whether it creates the appearance that such influence is being obtained. If you have any questions or are unsure how to handle a specific situation, please contact the Sharp Legal Department or Sharp Director of Compliance for guidance.
SECTION 4: PROPER COMMUNICATION OF SHARP INFORMATION

Constituents, both internal and external, to Sharp rely upon the information communicated by Sharp employees.

It is important that information is communicated accurately and by Sharp representatives with the appropriate authority to do so.

Accurate Reporting

It is imperative that the books and records of Sharp be maintained accurately and that all reports and financial information be truthfully reported within the Company and outside of the Company.

Sharp relies upon accurate maintenance of its corporate documents, records and information in awarding compensation, reimbursing employees for expenses, the payments of vendors and the reporting of internal data to external third parties.

Third parties from federal, state and local governments to private institutions, such as banks, rely on Sharp’s data for matters important to the Company.

Deliberately, and even innocently, providing false or inaccurate information may put both Sharp and the employee at risk for both criminal and civil liability.

Some examples where the accurate and truthful reporting are important include:

- The preparation of travel and expense reports pursuant to the Sharp Travel & Entertainment Policy.
- The submission of vendor invoices.
- The submission of time sheets, performance evaluations, and other employment- and compensation-related documents.
Notification to managers when employees have failed to meet a Government or Legal deadline of reporting information.

Accordingly, we must at all times comply with all national, state and local laws, regulations and standards applicable to proper accounting and will conduct all applicable accounting processing and reporting in accordance with Generally Accepted Accounting Principles.

Further, each employee of Sharp is responsible for understanding and complying with the Sharp Record Retention Policy, which covers procedures and protocol for maintaining, storing and destroying company data and business documents. This policy also sets out the mandated retention periods for such information based on the applicable data/document classification.

Each employee is also responsible for complying with any “Litigation Hold Notices” directed to his/her attention. Any questions related to such notices should be directed to the Legal Department.

Misrepresentation

It is prohibited to advertise a product or service as being better than it actually is, claim that one’s own product is superior to a competitor’s when it is not, or to label or advertise in ways that mislead consumers.

Employees must take due care to avoid human errors, such as failing to reflect a change in the specifications or country of origin, or a product in a catalog or other marketing materials.

Employees should be sure there are reasonable grounds to support the claims made in the descriptions of products and services in catalogs and other marketing materials, including Web sites, social media and advertisements.

When preparing Sharp catalogs, brochures, and other promotional materials, do not label or describe the products in a way that may mislead consumers.

All marketing and advertising materials are to be processed through the pink sheet process to ensure these guidelines are adhered to.

Responding to Inquiries from the Press

Employees are sometimes asked to comment or give statements to the press.
Sharp Electronics Corporation

January 2016

Code of Conduct

Sharp’s responses are synonymous with Sharp’s brand name and Sharp’s identity as a company.

Just as we must protect Sharp’s brand name and image in the market, we must be careful with our public statements, and we must try to speak with one voice.

Therefore, remember that you are not authorized to speak for Sharp or to give statements to the press or public on Sharp’s behalf.

We have a group of employees who are responsible for disseminating news about Sharp and for responding to inquiries.

You should direct all press inquiries to the Legal Department or Corporate Vice President of Human Resources.

In any business meetings, seminars or speaking engagements that include public media representatives, employees need to be especially careful not to issue comments on behalf of Sharp and to choose words carefully so that they are not taken out of context. If possible, and providing you are authorized to speak on behalf of Sharp, request that Sharp approve any public dissemination of statements prior to publication. Any questions should be directed to the Legal Department.

Responding to Inquiries or Notices from Government Officials

If an employee is contacted by anyone from a federal, state or local government agency or office, or receives any official or legal notices in the mail or by other means such as facsimile, e-mail or personal delivery, that employee must forward the inquiry or notice to the person within their business unit responsible for handling government business.

Employees should never respond to official inquiries unless they are clearly authorized to do so.

If the inquiry or notice is unusual and not in the regular course of business, employees should immediately forward the request or correspondence to the Legal Department.

For further information regarding the receipt of legal papers, please review the Sharp Electronics Corporation Policy Regarding Litigation and Subpoenas.
Social Media

As the use of social media becomes more prominent, the risks to Sharp and its employees have grown.

Beyond a limited number of marketing and communications professionals within Sharp specifically authorized to utilize social media for professional purposes, no employee should ever use social media, such as Facebook or Twitter, in the course of their professional activities on behalf of Sharp.

Nor should employees ever use such communication channels in a way that may lead a third party to believe that the employee is communicating in his or her role as a Sharp representative.

While employees are free to use social media in their personal affairs, they should be aware that such communications may impact Sharp and the employee. For instance, employees are not immune from the consequences of harassing co-workers or disparaging business partners, or revealing non-public Company information, even when done through their personal social media activities. This is critically important during “Quiet Periods” described in Section 2 of the Code of Conduct.

Please review the Sharp Social Media Policy.

Libel, Slander or Disparagement

Sharp employees should not, under any circumstances, say or write false things about anyone or spread rumors about any person or company. In addition, any expressions of social discrimination, impairments of individual dignity, or references to politics or religion are strictly prohibited from our advertising endeavors. Careless remarks can subject Sharp or the employee to liability.

Moreover, sometimes, in the heat of a sales pitch or other customer presentations, it might be tempting to disparage a competitor’s products without any proof that a competitor’s products are inferior. Emphasize all the positive aspects of Sharp’s products rather than engage in “negative selling.”
SECTION 5: POLITICAL CONTRIBUTIONS AND POLITICAL ACTIVITIES

Good corporate citizenship requires that we do not improperly influence the political process or governmental operations in the communities in which we operate.

Due to the complexity and diversity of laws and regulations governing corporate political activities, it is Sharp’s general policy not to make political contributions and not to engage in political activities. It is also Sharp’s policy not to engage with, be influenced by or yield to the demands of organizations that promote illegal activities or demand that Sharp carry out illegal activities. Should any employee ever receive a communication from such an organization or an individual affiliated with such organization, please immediately notify your manager, the Legal Department or the Director of Compliance.

In limited circumstances, where it is in the best interest of Sharp’s business, Sharp may participate in lawful political action.

If a business unit identifies circumstances where it believes it is important and appropriate for Sharp to get involved in the political process, it must obtain the approval of the Chairman and CEO, and work through the Director of Compliance to ensure compliance with all relevant laws.

Notwithstanding Sharp’s corporate policy to avoid political action, Sharp does not intend to discourage employees from being civic-minded or from participating in their own community affairs or the political process.

Employees are free to and encouraged to engage in the political process on their own time, so long as Sharp resources are not utilized in any way to imply the endorsement of any political view, candidate or cause.

If you have any doubt about whether a situation or activity may violate this policy, please contact the Compliance and Ethics Officer or the Legal Department as soon as possible.
**Question:**
If I receive a questionnaire from a customer or an activist group as to Sharp’s social action policies and commitment to human rights, what should I do?

**Answer:**
The request should be forwarded to the Vice President of Corporate Human Resources for appropriate communication of Sharp’s policies on social issues. Do not respond on your own since you may not have the authority to speak on behalf of Sharp.
SECTION 6: THE SHARP ENVIRONMENT

Sharp requires that all employees, suppliers, vendors and their employees and other third parties in our workplace are treated in a non-discriminatory manner, irrespective of age, sex, gender identity, race, color, creed, national origin, religion, mental or physical disability, marital status, sexual orientation, genetic information, protected veteran status or any other legally-protected characteristic and that our workplace be free from harassment of any kind.

Based on global standards and applicable laws and regulations, Sharp respects the rights of employees to associate or join a trade union, organize to take industrial action or the like without fear of retaliation or harassment.

Not only do state, federal, and often local, laws require this, a workplace free from harassment and discrimination is essential to achieving the goals of Sharp.

Managers and supervisors have a responsibility to explain and support these policies both within their own work groups and in the general workplace.

All employees have the responsibility to report incidents that might be in violation of our policies and to promptly cooperate with investigations conducted by Company representatives.

If you experience or observe conduct that you believe violates our policy against harassment and discrimination, you should follow the relevant complaint procedure established by Sharp for your job category and business unit.

Questions and Answers

Question:
What should I do if I am faced with harassment or discrimination in my workplace?

Answer:
Speak to your supervisor or manager about your concerns or the Human Resources Department. Serious concerns can also be reported through the Sharp Compliance and Ethics Hotline by calling 800-303-9020 or e-mail via https://www.compliance-helpline.com/sharp.jsp. Employees may also speak to the Sharp Director of Compliance or any member of the Legal Department about any concerns or incidents.

Question:
If I ask a question about harassment or discrimination in my workplace, will I have to worry about retaliation from my manager or co-worker?

Answer:
Sharp prohibits retaliation in any form against Company employees for questions or complaints. Sharp’s Director of Compliance, the Legal Department and Human Resources Department are always available to employees for assistance and guidance on questions related to harassment and discrimination.

Sharp’s Hotline Policy can be reviewed through this link to the Sharp Intranet: http://intranet.sec.sharpamericas.com/images/Compliance_Ethics_Hotline/Sharp_Ethics_Hotline_Policy.pdf

Employee Welfare and Training

Sharp will actively make efforts to create a safety-first workplace while managing proper work hours and the like by placing priority on the lives of our employees, and by complying with applicable laws and regulations and internal Company rules relating to work conditions and occupational health and safety.

In addition, Sharp will proactively take on measures related to disaster prevention and appropriate emergency responsiveness to help secure the peace and safety of our employees.
Sharp supports a policy of “Healthy Employee Support and Healthy Business”. To achieve this objective, Sharp will actively take part in efforts to enhance and maintain the health of our employees, including that of their families.

Further, Sharp will respect the personality and individuality of each employee in order to foster a workplace that emphasizes individual initiative and creativity and to enable employees to fully demonstrate their skills and abilities as we pursue our business objectives. The Company will also work to increase the business skills and abilities of our employees through training programs and human resource development systems.

Respect for Human Rights

Sharp respects the fundamental human rights and dignity of individuals in all business activities and will not promote or partake in human rights violations. In the event our business activities, products or services are found to adversely affect human rights, Sharp will take all reasonable measures to end such effects.

In particular, Sharp will not sanction or engage in child labor or any forced labor, nor permit or engage in any acts or speech that constitute abusive behavior, expressions of contempt, verbal abuse, discrimination or harassment in our offices or other work places.

SECTION 7: OUR COMMITMENT TO THE ENVIRONMENT

Sharp maintains the highest commitment to the preservation and conservation of our environment and natural resources. All employees must comply with all applicable environmental laws and regulations and are encouraged to engage in voluntary activities for the protection of the global environment.

Sharp employees must work aggressively to reduce greenhouse gas emissions in all business activities, in order to contribute to the prevention of global warming.

Efficient use and conservation of resources such as water, air quality and energy are specific areas that all Sharp employees must practice as part of their every day job duties.

Sharp will acquire such resources (equipment, raw materials and tools) needed that have the least adverse effect on the global environment, the local residents and employees.

Reduction of waste through efforts to recycle and reuse vital resources is an area where Sharp employees can contribute to this commitment.

Sharp employees must also work aggressively to conserve biodiversity as the maintenance of an eco-system where diverse living organisms coexist creates a rich environment in which both corporations and individuals can thrive and prosper.
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In order to promote communication with local residents and other interested parties, Sharp will engage in acquiring environmental information at an international level. This information will be reported and disclosed to members of a local community or other interested parties.

In addition to working locally to preserve and conserve our environment and natural resources, we will communicate with other members of the Sharp Group Companies to share best practices and environmental conservation technologies and work together to collectively reduce our environmental impact.
Sharp treats those with whom it does business with in a fair and ethical manner. That is what Sharp expects of all of those who represent us in the market place.

We ask all of our representatives to compete vigorously, but we also insist that they compete ethically in accordance with basic principles of fairness.

We also insist on full compliance with the law, whether it be a local ordinance, a federal antitrust statute, a consumer protection statute or some other law, and we expect each and every Sharp employee to abide by all such laws at all times.

This section addresses some of the circumstances and issues that may arise in the marketplace. The following guidelines are general in nature. They are not exhaustive, and they are no substitute for legal advice. Therefore, if you feel a specific situation raises a question that's not answered in these guidelines, be it legal, ethical or practical, you should talk to your supervisor or manager, the Director of Compliance or the Legal Department.

- **Relationships with Customers and Suppliers**

  Sharp’s goal is to provide the best possible products and service to its customers.

  When we say “customers”, we mean not only our dealers, distributors and national accounts, but anyone who buys a SHARP brand product or depends on service from Sharp. These customers are our lifeblood.

  We also depend upon suppliers and third party providers to assist Sharp in the
administration, manufacturing and distribution of quality products to our customers and the administration of business transactions to comply with laws.

One of your most important responsibilities is to protect and enhance Sharp’s brand name and image.

Be courteous, responsive and professional when dealing with customers or suppliers.

Don’t disparage anyone.

Be supportive of your fellow Sharp employees.

When you are out in the market place, remember that you are representing Sharp.

At the same time, be mindful of the limits of your authority.

Don’t make promises you can’t keep or statements you can’t live up to.

Don't say things in Sharp’s name without authority to do so.

Don’t let short-term thinking do anything to hurt the name or image of Sharp, the name and image we have worked so long to build.

If you follow these simple guidelines, you will see and feel the difference, and so will our customers, suppliers and others with whom we do business.

Questions and Answers

Question:
If a customer requests an upgrade to equipment in a rental contract, am I required to disclose to the customer that the term of the agreement may be extended or should I assume that they know that?

Answer:
Sharp requires ethical behavior in all aspects of our business. Customers should receive honest and ethical disclosure of any changes to a contract that may impact their decision.
Honoring Contracts

Sharp’s relationships with sales representatives, distributors, dealers and customers are generally governed by agreements spelled out in some written form. It is Sharp’s firm policy not to permit “side” deals or “informal” agreements – i.e., agreements that don’t have the approval of Sharp management or that contradict those agreements which have been officially approved. You are not authorized to enter into any “side” deals or “informal” agreements on behalf of Sharp.

In addition, employees are prohibited from entering into any agreements where there is reason to believe that Sharp is unable to or not willing to fulfill its terms and conditions. Further, agreements may not be entered into unless that employee has the internal level of authorization required.

You should take responsibility for knowing about the agreements in effect between Sharp and its business partners and for making sure that your conduct conforms to the letter and the spirit of those agreements.

If you’re not sure, or don’t understand what a provision in an agreement means, ask your supervisor or manager or the Legal Department.

Managing Business Relationships with Third Parties

Conducting due diligence on third parties and entering into contracts for business deals is an important way in which the Company manages business relationships, as well as minimizes its legal risks and exposure. Accordingly, Sharp requires that agreements in excess of $100,000 with third parties, resellers or agents representing Sharp be reviewed by the Sharp Legal Department, as well as the Sharp Director of Compliance. Agreements with individuals or corporations in high risk regions, such as with companies in Latin America, may further require a background check before the agreement is signed or any business can be conducted.
**Interfering with Contracts or Business Relations**

It can be illegal to interfere with one party’s existing contractual relationship with another party or to interfere with their potential future business relations.

“Interference” includes, but is not limited to, causing a party to breach an existing contractual obligation with another party.

Sharp also considers “interference” to include any disruption of a customer’s or supplier’s operations in order to cause that customer or supplier some harm.

Examples of “interference” include:
- Interfering with a distributor’s relationships with its own employees
- Interfering with a dealer’s relationships with Sharp’s competitors
- Interfering with a competitor’s relationships with its employees, vendors or distributors

Sharp employees are encouraged to compete vigorously in the market place. However, in doing so they must not cross the line of fair competition and over into inappropriate interference with other parties’ existing contractual obligations.

**Dealer or Distributor Terminations**

Employees are not authorized to terminate a dealer or distributor. That decision is the responsibility of Sharp’s management, in conjunction with our Legal Department and Credit Department. Additionally, terminating or threatening to terminate a Sharp dealer or distributor may be illegal.

In any situation involving the termination of Sharp’s relationship with a distributor or dealer, the Legal Department must be notified before any action is taken.

**Sanctions and Trade Embargoes**

The U.S. Government uses economic sanctions and trade embargoes to further various foreign policy and national security objectives.
Employees must abide by all economic sanctions and trade embargoes that the United States has adopted, whether they apply to foreign countries, political organizations or particular foreign individuals and entities.

Inquiries regarding whether a transaction on behalf of the Company complies with applicable sanction and trade embargo programs should be referred to the Director of Compliance or the Legal Department.

**Trade Compliance (Including Import and Export)**

Sharp is committed to import and export compliance in accordance with U.S. Customs and Border Protection, as well as other government agency laws and regulations. As such, all employees have the responsibility of complying with Customs authorities and government agency laws and regulations applicable to products received from suppliers or shipped or prepared for export. Guidance on Customs and Trade compliance is managed by the Sharp Trade Compliance and Logistics Director and the Sharp Legal Department. Local Sharp groups may have a primary contact for Trade compliance and such contacts should be consulted for guidance and questions, as applicable.

All import and export shipments are required to be processed in accordance with the Sharp compliance controls in effect for our Company. For example, all import shipments must clear U.S. Customs through a Sharp Trade Compliance and Logistics-approved Customs Broker and all export shipment invoices must be processed through Sharp systems for proper compliance checks and recordkeeping. Export compliance controls cover physical shipments for export from the United States and material transfers to customers within the United States when it is known that the materials will be exported; such materials include, but are not limited to, hardware, software, technology or e-communications to foreign destinations.

All employees should direct any questions regarding import or export compliance to the Sharp Trade Compliance and Logistics Director, the Sharp Legal Department or the primary contact for Trade compliance within your local Sharp group, if applicable.
SECTION 9: FAIR COMPETITION AND ANTITRUST

Sharp’s relations with its customers and competitors are governed, in part, by federal and state competition laws and statutes, which cover fair competition and antitrust activities.

Violations of these statutes can have severe implications to the company violating such provisions, as well as criminal sanctions, including jail time, for individual employees.

Sharp takes our obligation to comply with these laws very seriously.

Every employee upon joining Sharp is required to review Sharp’s Statement of Antitrust Policy, and every employee must follow its provisions.

For purposes of the Code of Conduct, we highlight some key points to remember, but whenever an employee has any doubts on this topic, he or she should review the full policy and contact the Legal Department for further guidance.

Selecting Customers/Refusals to Deal

In general, a company is free to select its customers as it chooses and to decline to deal with anyone it does not want as a customer.

However, your refusal to deal with a customer may be illegal. For example, it may be illegal if it is done in conjunction with one of Sharp’s competitors or with others outside Sharp as part of a boycott, or if it is related to concerns about a customer’s pricing practices.

The best thing to do is seek advice through your supervisor, manager or the
Agreements with Competitors

Any direct or indirect agreements between Sharp and its competitors to set prices, to divide markets, to split up territories, to allocate customers or to otherwise eliminate competition may violate the antitrust laws and subject us to very serious civil liability or criminal penalties.

All Sharp employees must avoid any type of contact with any of our competitors that gives even the appearance of entering into an “agreement” to set prices, divide markets, split up territories, allocate customers or otherwise restrict competition.

It is important to note that an actual written agreement is not necessary to violate the law; an unlawful agreement can also be inferred from oral communications or various types of conduct.

Examples of agreements or understandings that Sharp employees should avoid include, but are not limited to:

- Agreements with competitors or customers to fix prices or price levels
- Agreements concerning the terms and conditions on which Sharp products may be resold
- Any agreement to exchange information with any of our competitors on costs or prices
- Informal conversations with any of our competitors that include discussion of prices, pricing practices, or factors affecting prices
- Any type of contact with one of our competitors that might relate to prices

In addition, Sharp employees should not attempt to exert any control over a product or its price once it has been sold to a customer. This means Sharp employees may not:

- Prevent the resale of a Sharp product, except when specifically permitted (such as in dealer agreements)
- Impose or use any threats (including threats of termination), pressure or coercion to impose upon a dealer, distributor or other customer a certain
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resale price or price level for any Sharp product

- Prohibit customers from using other products in conjunction with a Sharp product, or requiring or pressuring them to buy supplies, accessories or other products with Sharp products, except when Sharp specifies otherwise (such as for safety or design reasons)

Agreements with Customers or Suppliers

Sharp has great latitude in determining who it does business with and how its products are distributed. However, there can be restrictions on what acts Sharp can take in controlling the distribution of its products.

While Sharp, under certain circumstances, might be able to control territories, marketing, advertising and allocation of its product, whenever these types of activities are undertaken, they must be done in consultation with the Legal Department to ensure they are completely lawful.

Our dealers, distributors and other customers should be informed that it is entirely up to them to decide, in the exercise of their own independent business judgment, what prices to charge to their own customers.

Any Sharp employee who receives a complaint from a dealer or distributor about “price cutting” or “enforcement” of suggested resale prices or about other matters described in these guidelines should consult with the Legal Department before responding.

Discrimination in Prices and Services

All Sharp employees are expected to treat our customers on a proportionately equal basis without discrimination as to price or other terms.

Charging a “discriminatory” price means simply charging a different price to different buyers for the same products or services under similar commercial circumstances.
Employees are not authorized to deviate from Sharp’s established price schedules or other terms and conditions of sale, or to grant any special allowances to any customer, even if it is done to meet a competitor’s price. Any such deviation can come only after discussion with the Legal Department and approval by Sharp management.

You may face pressure to violate this guideline and give customers special breaks, but don’t let the temptation of getting an order cloud your judgment or your legal and ethical obligations.

The completion of a “Meet Competition” form may be required in these circumstances.

**Contacts with Competitors**

In the real world of business, it is inevitable that you and representatives of Sharp’s competitors will meet, talk and attend the same trade shows. That’s neither against the law nor to be avoided.

What is against the law, and what must be avoided at all costs, is collaboration on such sensitive subjects as prices or customers.

Even talking about these subjects with one of Sharp’s competitors can be construed as an illegal “conspiracy”.

In all contacts with Sharp’s competitors, you must avoid disclosing or discussing such things as Sharp’s pricing policies, our terms of sale, costs, inventories, product plans, market studies, current sales volumes, price concessions or any confidential information.

If a competitor raises any of these subjects, you should stop the discussion right there. If the discussion does not stop, you should leave.

Keep in mind that your mere presence during a discussion with a competitor about prices can be interpreted as approval on your part of what is being said, even if you don’t actually say a word.

At trade association meetings, shows and similar events, you should confine any business discussions you might have with competitors to the subjects for which the meeting was called.

You should object and refuse to participate in any discussion on the prohibited topics mentioned above.
Question: If I receive an invitation to a trade association meeting where competitors may be present or am asked to make a presentation at this meeting what should I do?

Answer: Contact the Legal Department with the agenda of the meeting and discuss the type of information you will present, who will be in attendance and how your presentation may be used or distributed. If you don’t know this information, it is recommended that you find it out before agreeing to participate, as well as find out how the trade association handles discussions or topics that may pose an antitrust risk.
SECTION 10: ENHANCEMENT OF CUSTOMER SATISFACTION

Satisfying the needs of current and potential customers is critical to Sharp’s success. Business units regularly monitor their markets to understand customer needs and develop and implement tactics to deliver the proper mixture of products and services that will lead to a fulfilling and comprehensive business plan.

This section is not intended as an exhaustive description of marketing “best practices”. Rather, it offers a few general guidelines that Sharp considers important to enhancing the satisfaction of our customers.

Creation of Innovative Products and Services that Meet the Needs of Customers

Strive to provide innovative products and services through surveys and research to properly grasp the needs of customers.

Strive to develop essential core technologies for those products and services, in the recognition that innovative products and services not only impress the customer, but are also useful from the viewpoint of energy savings and environmental protection.

Employees should always work to make our business operations more efficient and secure, and boldly take on the challenges of new business objectives.

Securing the Quality and Safety of Products

Obey applicable safety laws and electromagnetic interference (EMI) standards for all nations, in addition to our own in-house regulations.

Always be mindful of quality and safety factors. Consider product safety at every stage of research, development, production, logistics and service. Immediately notify your manager in the event that any product or service causes damage or
Customer Satisfaction Practices

Provide customers with accurate information related to the functions and features of our products and services, as well as information on correct usage, environmental attributes, maintenance, storage and the economic, environmental and social impact.

Respond to inquiries and complaints from customers in accordance with relevant in-house guidelines and rules, strive to understand the customer’s vantage point, and respond to any issue in a manner which, if possible, promotes customer satisfaction.

Respond to complaints in a friendly and courteous manner, trace all problems and take all necessary actions in good faith, and provide appropriate feedback to customers on all substantial complaints.

Report the opinions and needs of customers to the relevant people responsible for the development, design, planning or quality aspects of our products or services, in order to put them to use as fundamental information for our business.

Activities for the Protection of the Environment

Comply with all applicable environmental regulations and territorial agreements and engage in voluntary activities for the protection of the global environment, such as practicing efficient use and conservation of resources and energy, in the recognition that environmental protection is an essential facet of corporate pursuits.

Once the Company has decided to seek certification, strive to acquire third-party certification of the ISO environmental management system.

Develop environment-friendly products.

Support Company efforts to (i) reduce usage of natural resources, (ii) reduce the size and weight of products, (iii) use recycled materials, and (iv) develop long-lasting energy-saving products.

Comply with all health and safety laws and follow good practices in the use of any harmful substance that might damage the environment or human health,
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including the health of yourself and other employees.

Promote environment-friendly business activities.

Work to counter global warming through the active introduction of energy-saving facilities and technologies and clean energy sources such as solar cells.

Practice 3R (reduce, reuse and recycle). In business and personal pursuits strive to minimize final disposal quantities, in the recognition that waste is itself a valuable resource.
SECTION 11: CONCLUSION

The Sharp Code of Conduct is intended to be a set of guidelines for how employees are expected to act in performing their daily jobs.

These guidelines, however, are not intended to be a complete statement of all your ethical and legal responsibilities in doing your job.

Rather they should be viewed, along with our employee handbook and various other company policies and rules, as part of an overview of our policies and beliefs.

Many of these areas covered in this Code of Conduct and other policies and procedures require you to exercise your judgment.

Whenever you are unsure of how to proceed, you are encouraged to speak with your supervisor, Human Resources, the Director of Compliance or the Legal Department.

If you encounter a situation in which you believe our principles of compliance or ethics have been comprised, you have an obligation to report it.

You may discuss your concerns with your supervisor, department head, Human Resources, the Director of Compliance or the Legal Department. Or, if you prefer, you can anonymously report your concerns through the Sharp Compliance and Ethics Hotline (by accessing this link—Compliance and Ethics Hotline).

Sharp Code of Conduct for 2016:

Compliance and Ethics—“The Right Way to Go”