

# STRATEGIC EMPLOYMENT RULES

(戦略職就業規程)

## CHAPTER I: GENERAL PROVISIONS

### 第1章 総則

#### Article 1 (The aims of the rules, etc.)

1. These rules set out basic standards and working conditions, etc., regarding the employment of strategic employees (hereinafter referred to as “Employees” within these rules, however, the phrases “Other Employees” and “Intra-Employee” refer to all employees and are not just limited to strategic employees) at XXX Securities Co., Ltd. (hereinafter referred to as “the Company”).
2. Employees must be aware that the development of the Company is dependent upon their behavior and they must carry out business according to the policies of the Company and laws related to their duties, bearing in mind the public nature and social role of the securities business.

#### (規程の目的等)

- 第1条 この規程は、XXX証券株式会社(以下、「会社」という)の戦略職社員(以下、本規程の中では単に「社員」という。ただし、「他の社員」「社員相互」という場合には、戦略職社員に限定せず全ての社員を指すものとする。)の就業に関する規律、勤務条件等に関する基本的事項を定め、事業の適正で効率的な運営と社員の就業条件の確保を図ることを目的とする。
2. 社員は、会社の発展が自らの行動にかかっていることを自覚し、証券業の公共性と社会的使命をふまえ、会社の方針、業務関連法令等を遵守して職務を遂行しなければならない。

#### (適用範囲、社員区分)

- 第2条 この規程は、第3章に定める所定の手続きにより戦略職として期間の定めのない雇用契約により採用された社員に適用する。
2. 社員の区分の詳細については「社員区分規程」に定める。

(規程の周知)

第3条 会社は、この規程を社員に周知するものとする。

2. 社員は、この規程を知らないことを理由として社員としての規程遵守の責任を免れることはできない。

Article 2 (Scope of application and classification of employees)

1. These rules apply to employees who have been employed with contracts of an indefinite period as employees in strategic areas, according to the procedure set out in Chapter III.
2. The details of the employee classifications are set out in the “Rules on Employee Classification”.

Article 3 (Awareness of the rules)

1. The company is to notify employees of these rules.
2. Employees cannot claim to have no responsibility related to the observance of these rules for the reason of not being aware of them.

## CHAPTER II: SERVICE REGULATIONS

Article 4 (Items forbidden and permitted within duties)

Employees must abide by the following rules and obey instructions given in duties, as well as ensuring order in the Company when working.

- (1) Observing laws and regulations, etc.

Employees must observe the Financial Instruments and Exchange Act and other laws and regulations, in addition to company regulations.

- (2) Ensuring company credibility, etc.

Employees are forbidden to act in such a way that causes damage to the credibility or name of the Company, or causes a loss of profit to the Company, whether inside or outside the workplace

(3) Ensuring confidentiality

Employees must not disclose confidential information regarding duties or information of counterparties which they have come to know through their duties, without reasonable cause. This applies also to the time after employees leave the Company.

Also, if there is an obligation to publicize confidential information according to the law, the Company must be notified beforehand.

(4) Prohibition of improper use of information related to the running of the Company

Employees must not manipulate the information to do with the running of the Company or related to counterparties, business confidential matters or other unpublicized information or infringe upon rights such as intellectual property right in an improper manner or in private. This also applies to when employees have already left the Company.

(5) Protection of personal information

Employees must not obtain or use personal information in an improper way or disclose such information, regardless of whether they are still employed or have left the Company. Employees must abide by other laws related to the protection of personal information, as well as laws regarding other matters, guidelines from ministries, and industry-imposed self-regulation, as well as the internal rules and regulations.

(6) Maintenance of order in the workplace

The employees must abide by the following items regarding the maintenance of order in the workplace.

- (i) The workplace is to be kept sanitary and hygienic and efforts are to be made to prevent theft or fire.
- (ii) Employees must wear or carrying with them identification such as their employee ID (identification), or name tag.
- (iii) Employees must not wear clothes that are unpleasant for others to look at, such as flamboyant clothing.

- (iv) During work hours, employees must set apart business and personal affairs, and must not be involved in activities that are not related to duties, interrupt duties without permission or to leave the workplace without reasonable cause. If employees must leave the workplace, their whereabouts must be made clear.
  - (v) Employees must not make false reports or notifications.
  - (vi) Employees must not behave in a way that is uncooperative to company duties, to hinder other employees' duties, or to disturb the order in the Company or the workplace.
  - (vii) Employees must not disrupt the order of the workplace by engaging in money-lending, sales of products, or recruiting other for non-work-related matters.
- (7) Respecting the characters of others
- (i) Employees must not engage in or suggest sexual matters without the other party agreeing, regardless of whether they are inside or outside the workplace. Also, employees must carry out business with respect to each others' character and in cooperation with one another.
  - (ii) Employees must not behave in such a way that causes damage to other employees' characters by criticism or advice or using language beyond the extent socially permitted.
- (8) Carrying out of business
- Employees must abide with the following items when carrying out business.
- (i) When carrying out business, employees must obey instructions given for duties and to execute them as quickly and accurately as possible.
  - (ii) Employees must make decisions on their own without reasonable cause and must make efforts to share and communicate information with other employees. They must also report to their superior, as required, to ask for instructions and guidance.
  - (iii) If an employee finds information that is believed to have a significant impact on the credibility and profits of the Company, they must report this as soon as possible, and if they have an opinion which may have a beneficial impact on the duty, they are to proactively report this.

- (iv) Counterparties and visitors must be treated with politeness and courtesy as well as honesty. However, depending on the situation, such as where an unreasonable request has been made, employees are to demonstrate a resolute position.
- (9) Restrictions of using the Company name  
Employees must only use the Company name when required in duties.
- (10) Prohibition of receiving unjust rewards  
Employees must not receive or mediate the giving of unjust money, goods, services, or other material and non-material profits using their position in the business.
- (11) Prohibition of side-businesses  
Employees must not directly or indirectly invest in corporate bodies in the same or similar industrial area as the Company or work as an executive or an employee of another company, or be involved in other duties for profit, without the permission of the Company. Employees must also not start a business of their own.
- (12) Private lectures, etc.  
Employees must obtain approval from the Company before privately publishing, making submission or giving lectures on items regarding duties.
- (13) Prohibition of speculation  
Employees must not be involved in any speculation-related activities.
- (14) Obligation of notification
  - (i) If there are changes made to the name, address, family or other personal items previously submitted, these must be submitted to the Company as soon as possible.
  - (ii) In situations where certain non-registered security representative items apply according to the Financial Instruments and Exchange Act, the Company is to be notified as soon as possible.
  - (iii) If an employee wishes to be a candidate for public service or to be employed in public service, a notification needs to be made to the Company beforehand.
- (15) Restriction of behavior outside operations

Employees must not engage in behavior not related to the duty, or behavior contrary to the purposes of other sites of the Company, without approval by the Company.

(16) Administration of facilities and items, etc.

Employees must not privately use, take out or lend the facilities, equipment, documents, information-recording media, or other items in the Company and must ensure that these items are managed properly. Additionally, these items must be returned to the Company as soon as possible when leaving work.

## 第2章 服務規律

### (服務心得)

第4条 社員は、勤務に当たっては、次に定める事項を遵守し、業務上の指示命令に従い、社内秩序の保持に努め業務に専念しなければならない。

(1) 法令等の遵守

社員は、金融商品取引法その他の法令・諸規則、および社内規則等を遵守しなければならない。

(2) 会社の信用等の保持

社員は、職場の内外を問わず、会社の信用、名誉を傷つけ、または会社の利益を害する行為をしてはならない。

(3) 機密の保持

社員は業務上の機密および業務上知り得た取引先の機密を正当な事由なく外部に漏らしてはならない。また、会社を退職した後も同様とする。なお、法令に基づき機密を公表する義務がある場合等には、事前に会社に届出るものとする。

(4) 経営情報等の不正利用の禁止

社員は、会社および取引先の保有する経営情報、営業上の秘密、その他公表していない情報または知的所有権等の権利を不正に操作もしくは毀損し、または私的に利用してはならない。また、会社を退職した後も同様とする。

(5) 個人情報の保護

社員は、在職中と退職後とを問わず、個人情報を不正に取得、利用または漏洩してはならない。その他個人情報の保護に関する法律、その他の法令、各省庁のガイドライン、業界自主ルール等とともに、社内規則等を遵守しなければならない。

## (6) 職場秩序の維持

社員は、職場秩序の維持に関し、次の事項を遵守しなければならない。

- ①職場を整理整頓し、清潔を保ち、盗難・火災の防止に努めること。
- ②社員証（証明書）、ネームプレートその他業務上に貸与した証明物品を着用、または携帯すること。
- ③身だしなみは華美を避ける等、他の者に不快感を与えない服装を心掛けること。
- ④就業時間中は、公私の別を明らかにし、定められた業務に関係のない行為を行ったり、許可なく業務を中断、またはみだりに職場を離れないこと。なお、就業中に職場を離れる場合はその所在を明確にしておくこと。
- ⑤会社に虚偽の報告または申出をしないこと。
- ⑥会社の業務に対し非協力的行動をとったり、他の者の業務を妨げ、会社秩序、職場秩序を乱さないこと。
- ⑦職場秩序を損なうような社員相互間における金銭の貸借、物品の売買、勧誘行為等を行なわないこと。

## (7) 人格の尊重

- ①職場の内外を問わず、相手方の意に反する性的言動を行ってはならない。また、社員は、互いの人格を尊重し協調して職務を遂行しなければならない。
- ②社会通念上許される注意指導や表現等の域を超えて他の社員の人格を傷つけるような言動をしてはならない。

## (8) 職務の遂行

社員は、職務の遂行に関し、次の事項を遵守しなければならない。

- ①職務の遂行に当たって、業務上の指示命令に従い、迅速かつ的確な処理に努めること。
- ②みだりに独断で行動せず、相互の意思疎通、情報の共有を図り、必要に応じ上司への報告を行なうとともに、その指示・指導を仰ぐこと
- ③会社の信用や利益に重要な影響を及ぼすと思われる情報を得た場合は、速やかにこれを報告し、また業務に有益な意見がある場合は、積極的にこれを申し出ること。
- ④会社取引先および来客に対しては、親切丁寧を旨とし、誠実に

対応しなければならない。ただし、不当な要求を受けた場合など時に応じては、毅然たる態度をもってこれに当たること。

(9) 社名使用の制限

社員は、業務上必要な場合を除き、みだりに社名を使用してはならない。

(10) 不当利益の授受等の禁止

社員は、職務上の地位を利用して不当に金品、便益、その他有形無形の利益の授受または仲介をしてはならない。

(11) 兼業の禁止

社員は、会社の承認を得ないで、直接間接を問わず会社と同一、または類似の営業に出資し、または他の会社の役員または社員を兼務し、もしくは営利を目的とする他の業務に従事してはならない。また自ら業を営んではならない。

(12) 私的講演等

社員は、業務に関連する事項に関し、私的に出版、投稿、講演等を行なう場合は、事前に会社の承認を得なければならない。

(13) 投機的行為の禁止

社員は、投機またはこれに類する行為を行ってはならない。

(14) 届出義務

①氏名、現住所、家族、その他一身上の事項等を含めあらかじめ届出た事項に変更があった場合は、速やかに会社に届出なければならない。

②金融商品取引法による外務員登録欠格事項に該当する事となった場合は、速やかに会社に届出なければならない。

③公職に立候補または公職に就こうとする場合は、事前に会社に届出なければならない。

(15) 業務外行為の制限

社員は、会社の承認なく会社施設内において業務以外の行為、その他施設の目的に反する行為をしてはならない。

(16) 施設・物品等の管理

社員は、会社の施設、設備、書類、情報記録媒体、その他の会社物品の管理に万全を期し、私的な利用、持出しまたは他に貸与してはならない。また、退職時には速やかに返還しなければならない。