

■ 取引先を装った支払先情報変更による詐欺行為の防止策 (KOA管下)
KOA GROUP INVOICE FRAUD PREVENTION MEASURES

本防止策の目的

PURPOSE OF THE KOA GROUP INVOICE FRAUD PREVENTION MEASURES

本防止策は、KOAグループの企業行動規範、第I条8項及びITセキュリティ行動規範、第10条に基づいて、KOAが重要な影響力を行使できる状況にある全てのKOAグループ会社を実施すべき取引先を装った支払先情報変更による詐欺行為の防止策の枠組みを定めることである。

This Invoice Fraud Prevention Measures for Kajima Overseas Asia Pte. Ltd. (“KOA”) and its subsidiaries and affiliates which KOA can exercise significant and important influence onto is implemented pursuant to section (1)(8) of the KOA Group’s Corporate Code of Conduct and section 10 of KOA Group’s Code of Conduct for Information Security, and sets out the framework for protocols and measures to be established by each company within the KOA Group (each a “Company”) and complied with by all employees.

I. グループ会社及び全社員が遵守すべき防止策

I. **MEASURES TO BE COMPLIED WITH BY A GROUP COMPANY AND EMPLOYEES**

1. 反復継続的な取引先に関する情報の確認 (小切手払い、銀行振込共)

1. **Creation of Profile for ongoing Suppliers and Vendors (for both cheque and bank transfer payments)**

(1) 取引先の適正評価及び情報の登録

(1) **Creation of Vendor Profile (for new Vendors) and Due diligence on Vendor:**

- (i) 取引開始時に、登録申請書(オリジナル)と取引先の実体を示す登記情報や税金登録番号などの公的開示情報、会社概要、財務報告書、銀行保証、信用調査情報等をもとに実在性及び信用状況を審査する。
- (i) *Prior to commencing any transaction with a supplier or vendor (each a “Vendor”), a Vendor’s legal existence and credibility shall be verified via information obtained from the original registration application form provided by the Company, to be completed by the Vendor (the “Vendor Registration Form”), together with other information and data on the Vendor [to be furnished together with the Vendor Registration Form], such as but not limited to its tax identification number, other publicly registered and disclosed information, company profile (searches at public government agencies), financial reports, bank guarantees, credit check information, etc.*
- (ii) 上記の審査で承認した取引先について、企業情報(社名、代表者名、振込先口座等)を登録する。振込先口座については、銀行口座のステートメントを提出させて確認する。登録情報の変更は1.(2)条に基づく変更以外は認められない。
- (ii) *Once a Vendor is approved via the above review procedure, a secure record of the relevant information and profile of the Vendor, such as but not limited to its company name, representative name, bank account, etc. (the “Vendor Profile”) shall be maintained by the Company. No changes or amendments shall be made to a Vendor Profile save in accordance with section 1.(2) below.*
- (iii) 上記の審査・承認は必ず事務責任者を含めた複数人で行う。
- (iii) *The above review procedure and approvals given thereunder shall be done by more than one person, which shall in any event include the person in charge of financials and administration of the company (such person referred to as the “CFO”, and together with all persons appointed hereunder to undertake the approval process, the “Authorized Persons”).*

- (iv) 上記に関連して会社が設置する上記以外の手続、指示、対策等は全社員によって遵守されるべきものとする。
- (iv) *All employees shall abide at all times with any further detailed procedures, instructions and measures that the Company may issue, implement or notify employees of from time to time, in connection with the above.*

(2) 取引先登録情報の変更

(2) *Change or Amendment to Existing Vendor Profile:*

- (i) 取引先が登録情報の変更を求めた場合、取引先に登録変更申請書(オリジナル)と変更の実体を示す根拠資料(登記情報、銀行口座のステートメント等)を提出させて審査する。
- (i) *In the event a Vendor requests any change or amendment to its Vendor Profile, such Vendor shall always be required to submit the original registration change application provided by the Company (a “Vendor Registration Change Form”), together with the original or copies of all supporting information and documents (such as but not limited to publicly registered information, bank account statements, etc.), to be reviewed in the same manner as set out in section (1)(i) above.*
- (ii) 上記の根拠資料は本証(オリジナル)又はコピーの提出を受けて行い、電話やメールによる変更は認めない。
- (ii) *No person may approve or accept any change or amendment to the Vendor Profile based on requests given by such Vendor over the phone, e-mail or any other electronic communication.*
- (iii) 登録情報の変更について、上記の新規登録時と同様に事務責任者を含めた複数人による審査・承認を行う。
- (iii) *The above review procedure and approval given thereunder shall also be done by more than one person, which shall in any event include the Authorized Persons and the CFO.*

2. 支払承認手続きについて

2. *Payment Approval Procedures and Guidelines*

(1) 手続き

(1) *Procedure*

- (i) 必ず請求書の本証(オリジナル)を受領してから支払承認作業を行う。(メール添付やファックスによる提出は受け付けない)
- (i) *The Company shall commence payment approval procedures only after receipt of the original invoice and payment request from the Vendor. Invoices sent by e-mail, fax or other electronic methods shall not be accepted.*
- (ii) 請求書本証(オリジナル)を受領したら、契約書の支払条件による支払時期を確認して、支払時期でないものは承認作業に回さない。
- (ii) *After receipt of the original invoice, the invoice must be checked against the payment terms under the applicable agreement or contract with the relevant Vendor (each a “Vendor Contract”), and in the event the invoice is not payable thereunder in accordance with the stipulated timeframe set out in the Vendor Contract within a reasonable time frame, the Company shall not commence the payment approval procedures.*

- (iii) 請求書本証(オリジナル)の記載内容が登録されている企業情報(又は従来の記載内容)と異なる場合、取引先に変更の実体を示す根拠資料の提出を求める。
(iii) In the event any information set out in the original invoice differs from the Vendor Profile (e.g. bank account details), or if any other changes to standard contents thereunder are detected, the Vendor shall be requested to submit supporting documents to substantiate such differences and changes made, to the satisfaction of the Company.
- (iv) 支払承認手続きは必ず拠点長、事務責任者を含めた複数人で行う。
(iv) Payment approval procedures shall be done by more than one people, which shall in any event include both the person in charge of the Company (the “MD”) and CFO.
- (v) 上記の複数の承認者が揃わない場合はあらかじめ決めた代替要員によって複数の承認者を形成して承認手続きを行う。
(v) In the event of absence of or inability to perform the above approval procedures by any of the appointed approvers, those approvers shall each designate another person to perform such duty to approve on behalf of them, to satisfy requirement of number of approvers for this payment approval procedure.

(2) 契約条件に基づかない請求の支払承認手続き

(2) *Variation to Payment Approval Procedure*

契約上の支払時期でない「例外払い」については、原則として、取引先からの申請書と請求書(ともにオリジナル)をもとに承認手続きを行う。ただし、緊急を要するやむを得ない事情があり、事務責任者が支払依頼元の責任者(現場所長等)に事情を直接確認し、請求発信者の身元と事情を取引先の第三者に照会・確認できた場合は、オリジナルの申請書・請求書が届く前にメール添付のそれらのPDFをもとに承認手続きを行うことできる。

Any payments not in accordance with the payment schedule in the applicable Vendor Contract shall still be subject to the same payment approval procedures in section (2)(a) above, and shall be processed based on the original invoice and payment request from the relevant Vendor. However, in the event such off-scheduled payment is deemed to be requested under unavoidable circumstance from a reasonable point of view, and subject to the CFO confirming directly the background of the payment requestee and such unavoidable circumstance with a representative of the Vendor of appropriate seniority (for example only, such representative being the project manager, director, etc.), the Company may commence the payment approval procedure prior to receipt of the original payment request and invoice, however only after receipt of a pdf copy of the payment request and invoice via e-mail.

(3) 禁止事項

(3) *Blanket Prohibition*

ベンダー所属国以外の第三国への送金は原則禁止する。

Transfer of monies to a bank account in any country other than to a bank account in the country where the Vendor is incorporated or established and undertakes its business is, in principal, prohibited.

3. 報告義務

3. Reporting Requirements

事故または未遂事故発生時は金額の多寡に拘らず海外事業本部へ即時報告する。(別添報告リスト参照)

- (i) *The Company shall forthwith report the occurrence of any incident (including those attempted) constituting an “Applicable Event” to the International Division of KC, notwithstanding the amount involved therein.*

Please refer to the Schedule (Reporting Requirements) to the KOA Group Invoice Fraud Prevention Measures for what constitutes an “Applicable Event”.

II. 本防止策の実施

II. ISSUES FOR THE COMPANY TO CONSIDER WHEN IMPLEMENTING THE KOA GROUP INVOICE FRAUD PREVENTION MEASURES

1. 内部牽制機能の設置

1. Establishment of robust system with appropriate checks and balances

- (1) 取引先の登録情報が振込先口座の名義・番号や小切手の宛先名義に正しく反映されるようなシステムを構築し、その運用を定期的を確認する。

(1) *The Company shall create and establish a system that contain the accurate details of the Vendor after completing the due diligence process in Section (I)(1)(a), which should include designated account numbers, name of account holders (which should in most cases be the name of the Vendor or one of the companies in its group) and/or name of cheque payees from the Vendor Profile. The Company shall maintain and confirm operation of such system periodically.*
- (2) 輸出入取引については、銀行振込や小切手送付による決済ではなく、信用状(LC)決済の利用も検討する。

(2) *With respect to import/export transactions undertaken by the Company, to consider instituting regulations requiring payment by letter of credits (L/C) in lieu of bank transfers or cheque payments.*
- (3) Web 振込の実行権者(承認ボタンをクリックする人)や小切手の署名権者には、拠点長、事務責任者を含めた複数人を任命する。ただし、複数人による承認審査を経ているため、実行や署名は必ずしも複数とする必要はない。

(3) *Appoint more than one people, which shall in any event include both the MD and CFO, as persons who hold the final approval and execution right for transferring money online or who hold signatory rights to sign-off on cheques. However, the person who actually executes the final step to transfer money online or signs the cheque may be, from time to time, a single person, due to the fact and understanding that such payment has been approved by more than one persons based on the established payment approval procedure.*
- (4) 経理システムへのアクセス権限、承認権限をあらかじめ定めた基準で事務責任者を含めた複数人分設定する。

(4) *Rules and regulations on accounting system access and approval rights shall be established, and such rights be given to more than one person (which shall include the CFO at all times other than the accounting system access rights).*
- (5) Web 振込みの場合、アクセス権限や承認権限をあらかじめ定めた基準で拠点長、事務責任者を含めた複数人分設定する。

(5) *Rules and regulation on access and approval rights with respect to online money transfers shall be established, and such rights be given to more than one people (which shall include the CFO and MD at all times).*

2. 教育訓練

2. Education and training

(1) 企業行動規範、ITセキュリティ行動規範及び支払承認手続きについて、新規採用者への説明や改定内容の周知・掲示等を行う。

(1) *The following codes and group measures shall respectively and collectively be explained to newly hired employees concerned, and any amendments, changes or updates thereto shall be disseminated to all employees and posted on the company intranet: KOA Group's Corporate Code of Conduct; Code of Conduct for Information Security; and KOA Group's Invoice Fraud Prevention Measures.*

(2) 事案(詐欺・誤送金等)の再発防止効果を意識した現法毎の企業行動規範等の見直しを進めて、同規範等を毎年全社員が確認のうえ署名する体制を構築する。

(2) *The Company should consider requiring all employees concerned to sign a compliance confirmation, acknowledging, and accepting, and confirming ongoing compliance with the codes of conduct listed in paragraph (i) above, on an annual basis.*

(3) IT利用による支払承認手続きに関するリスクについて、適宜注意喚起や啓蒙教育などを行う。

(3) *The company shall conduct timely alerts conduct periodic training for, and educate all its employees on the risks of potential fraud involving payment approvals online.*

3. ITインフラのリスクヘッジ対策

3. Measures against internet infrastructure risks

(1) 社用のメールアドレスの管理方法を定めて管理する。

(1) *The Company shall establish, implement and maintain rules and regulation to manage company provided e-mail accounts.*

(2) フリーメールアドレスを宛先とするメール送付及びフリーメールアドレスからのメール受領に対して警告がでるようなセキュリティソフトを導入するように努める。特に経理部門の社員等はフリーメールアドレスに対してワーニングが出るようメールソフトの設定を行う。他の部署についても業務の効率性を妨げない範囲で設定を推奨する。

(2) *The Company should consider introducing security software or other methods which automatically warns and alerts recipients when receiving e-mails from free e-mail accounts/domains. Accounting staff in particular shall have their e-mail software (such as Outlook) set-up, so that they receive warnings and alerts in the event and when they receive e-mails from or send e-mails to free e-mail accounts/domains. Such set-up is also recommended for staffs in other departments/divisions, so as far as it does not interfere with or decrease efficiency of their scope of work.*

(3) 電子ファイルの交換について、メール添付による場合は必ずパスワードを掛け、その他の交換や保管については、アクセス権の設定により対象者を限定しセキュリティを確保できるサーバーやクラウドで行う。

(3) *With respect to transferring and exchanging electronic files, each employee shall password protect such file at all times if being transferred or sent via e-mail, and for alternative methods to send or saving such file, use servers or cloud services which allow control over user access rights, and also provide an acceptable level of security.*

報告リスト
SCHEDULE

(Section (I)(3): Reporting Requirements)