

Valuence Group Code of Conduct

Introduction

The Valuence Group's purpose (social raison d'être) is to design sustainable, circular business activities that contribute to the prosperity and happiness of both people and the earth. In order to prove our purpose, we have positioned our mission as "to encourage more people to focus on what is most important in their lives," pursuing not only material wealth but also the richness of each individual's way of life.

As a company that provides value that changes the lives of everyone involved through its corporate activities, it is essential that all managements and employees implement actions based on the spirit of compliance and earn the trust of stakeholders, including customers, shareholders, suppliers, and local communities, to prosper together with society and maximize corporate value. Compliance refers not only to complying with laws and regulations but also to conducting activities based on high ethical standards.

We, the Valuence Group, as a public entity of society, have established the "Valuence Group Code of Conduct" (the "Code") as a standard for judgment common to all managements and employees to conduct the most exemplary corporate activities. We aim to build relationships of trust with our stakeholders, achieve vibrant growth, and contribute to society.

Purpose

The Code serves as a principle of ethical and legal judgment for each and every director, executive, and employee of Valuence Holdings Inc. and all of its group companies (collectively, the "Valuence"), in the performance of our business and daily duties.

Scope

The Code applies to our directors, executives, and employees (including full-time, part-time, contract, and temporary employees).

Operation

Our directors and executives will take the initiative in complying with the Code and take active steps to ensure that our employees receive appropriate guidance and training on the laws, regulations, and internal rules applicable to their respective duties.

In the event of a violation of the Code, we will immediately take appropriate measures to prevent a recurrence. The Board of Directors shall manage and supervise the operation and compliance of the Code and promote the penetration of the Code.

Amendment and abolition

The Code is established and revised by the Board of Directors of Valuence Holdings Inc.

Established June 28, 2024

1. Conduct with integrity based on high ethical standards

1.1 Legal compliance

We will comply with the laws and regulations of each country and region and act in good faith based on high ethical standards to establish the unwavering trust of society.

1.2 Thorough compliance

We will place compliance first and never tolerate results achieved in violation of laws and regulations of each country and region or internal rules.

1.3 Respect for human rights

We will support international standards on human rights including the following, will respect the human rights of all people, and will act with fairness and integrity.

- International Bill of Human Rights (Universal Declaration of Human Rights, International Covenant on Civil and Political Rights, and International Covenant on Economic, Social and Cultural Rights)
- ILO Declaration on Fundamental Principles and Rights at Work
- UN Guiding Principles on Business and Human Rights
- OECD Guidelines for Multinational Enterprises

2. Building a sound organization

2.1 Diversity, equity, and inclusion

We will value each other's diverse experiences and ways of thinking and promote the creation of an inclusive environment where each of us can demonstrate our unique individuality and talents.

2.2 Prohibiting discrimination and harassment

We will not tolerate discrimination, harassment, intimidation, bullying or the like for anyone.

2.3 Speak up

We will promptly report or consult with the supervisor or the whistleblower desks if we discover or commit any act in violation of laws and regulations of each country and region or internal rules, even if we are not sure.

2.4 Prohibition of retaliation

We will not tolerate any disadvantageous treatment or retaliatory action for consultation, reporting of concerns or cooperation in investigations.

3. Relationship of trust with customers

3.1 Integrity to customer

We will strive to improve customer satisfaction by responding to customers with kindness, politeness and integrity. We will act to ensure that we do not lose the trust of our customers for the benefit of Valuence.

3.2 Contract based on customer intention

We will confirm whether the contents of the contract, such as cooling-off, are correctly understood and whether the contract is based on the intention of the customer when concluding a contract with an individual customer.

3.3 PR and advertising activities

We will comply with relevant laws and regulations and provide accurate information in a manner that is not misleading when conducting public relations and advertising activities.

3.4 Social media

We will use social media responsibly, being aware that we are part of Valuence, even in private. When disseminating information related to Valuence, we will clarify our position as a company and will not engage in any act that may be detrimental to our customers, business partners, employees, or other related parties, or that may damage our brand. When using social media for private purposes, we will not transmit information on trade secrets and other information obtained through our business activities.

4. Fair business activities

4.1 Prevention of corruption and bribery

We will strive to prevent corruption in all its forms and will not directly or indirectly offer, promise, give, accept, or solicit bribes, facilitation payments, or other improper gifts, entertainment, or benefits domestically or internationally, regardless of whether the other party is a public official or a private individual.

4.2 Political contributions and donations

We will maintain sound and appropriate relationships with political, administrative, and regulatory authorities and will comply with all relevant laws, regulations, and internal rules when making political contributions and political donations.

4.3 Prohibition of conflicts of interest

We will not commit any acts of conflict of interest that may impair or appear to impair the interests of Valuence for our own benefit.

4.4 Fair competition and antitrust

We will comply with the laws and regulations related to free and open competition in each country and region and will always engage in fair competition.

4.5 International business activities

We will understand and respect the cultures and customs of the countries and regions where we operate and will comply with the laws and regulations related to international transactions (import and export, etc.).

4.6 Dealing with anti-social forces

We will firmly maintain our corporate stance of not having any relationship with anti-social forces and will eliminate any relationship by responding in a resolute manner.

4.7 Money laundering prevention

We will not engage in any criminal activities, such as transactions that fund terrorists, transactions with persons whose transactions are prohibited by governments or other entities, or money laundering.

4.8 Accounting reports and tax liabilities

We will make timely and appropriate accounting reports and pay taxes properly.

4.9 Insider trading

We will not engage in insider trading, which involves the sale and purchase of stocks, etc., while being aware of material non-public information relating to us, our business partners, etc.

4.10 Thorough information management

We will strictly manage the personal and confidential information of Valuence and of those disclosed to us by third parties, will not divulge it to third parties, and will use such information only for the purpose of our business.

4.11 Ensuring cyber security

We will establish and implement cyber security processes that comply with relevant standards and guidance in each country and region and take adequate measures against cyber-attacks and other threats.

4.12 Protection and appropriate use of corporate assets

We will fully recognize that our expenses and tangible and intangible assets such as goods, facilities, equipment, and information are company assets, will properly manage and protect them, and will use them only for legitimate business purposes.

4.13 Respect for intellectual property rights

We will endeavor to appropriately protect our created intellectual property rights and respect the intellectual property rights of third parties.

5. Stance as a good corporate citizen

5.1 Reduction of environmental impact

We will not only work to reduce our environmental footprint, but also to regenerate the environment wherever possible, by addressing climate change, protecting ecosystems, and preventing pollution, in order to build a sustainable future.

5.2 Corporate citizenship activities

We will engage in corporate citizenship activities and contribute to the cultural and economic development of local and international communities as members of local and international communities. When making charitable donations as Valence or as a member of Valence, we will ensure that there is no possibility of corruption, conflict of interest, etc. before doing so.