



**公正取引委員会**

Japan Fair Trade Commission



# Guide for the Design and Implementation of an Effective Antimonopoly Act Compliance Program (Overview)

\*This document is tentative translation.  
Please refer to the original text written in Japanese for more details.

**December 21, 2023**  
**(Revised: June 20, 2025)**  
**Japan Fair Trade Commission**



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# Overview of the Guide

<p><b>Intent</b></p> <p><b>Purpose</b></p>	<ul style="list-style-type: none"> <li>➤ In order to promote fair and free competition in Japan, it is necessary to achieve an environment where competitive business activities are conducted autonomously by promoting compliance related to the Antimonopoly Act (hereinafter referred to as “AMA”) in individual companies.</li> <li>➤ The Japan Fair Trade Commission (hereinafter referred to as “JFTC”) has made and published <b><u>the guide*1 that outlines best practices to assist individual companies when developing and implementing an effective AMA Compliance Program*2.</u></b></li> </ul>
<p><b>Features</b></p>	<div style="display: flex; justify-content: space-between;"> <div data-bbox="342 523 1205 774" style="background-color: #4a86e8; color: white; padding: 10px; border-radius: 5px;"> <p><u>The guide comprehensively and systematically organizes the components of an effective AMA compliance program, as well as its significance, essence, and points of attention,</u> with reference to the results of the JFTC's past fact-finding surveys and similar guides published by competition authorities in other jurisdictions, international organizations and an international network.</p> </div> <div data-bbox="1234 523 2096 774" style="background-color: #4a86e8; color: white; padding: 10px; border-radius: 5px;"> <p><u>The guide introduces the “real opinions” of companies, etc. which are actively engaged in the AMA compliance,</u> as seen in the questionnaires and interviews conducted in the JFTC's past fact-finding surveys, <u>as examples of good practices.</u></p> </div> </div>

\*1 For example, regarding joint initiatives by enterprises, etc. for realizing a green society, refer to “Guidelines Concerning the Activities of Enterprises, etc. Toward the Realization of a Green Society under the Antimonopoly Act” separately published by the JFTC (April 24, 2024).

\*2 Mechanisms and efforts to appropriately avoid and reduce the risk of the AMA violations by companies and the loss they will incur if they violate the AMA.

## Benefits of the Design and Implementation of an Effective AMA Compliance Program

In addition to avoiding and reducing the risk of the AMA violations and losses to be incurred when violating the AMA,

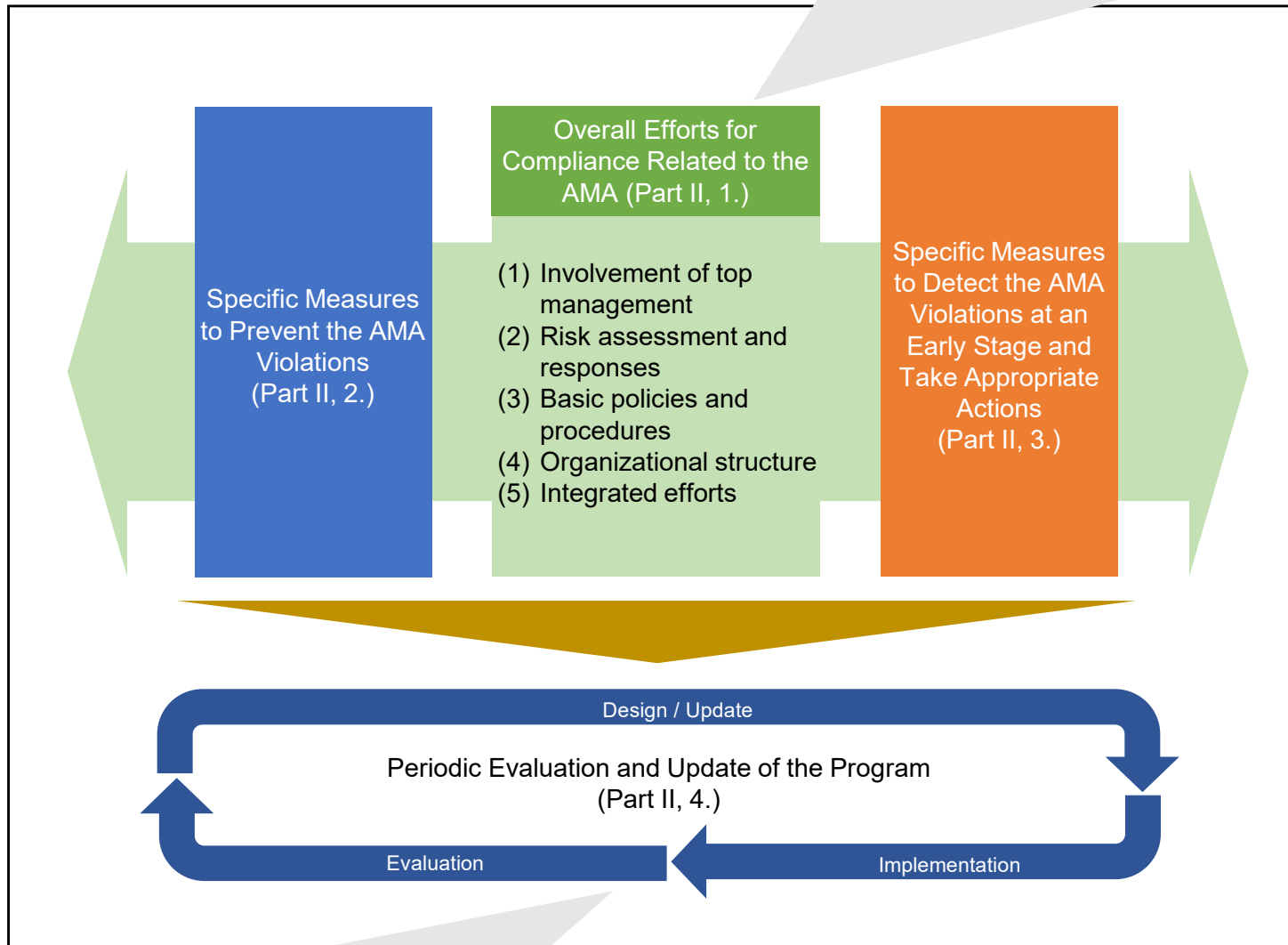
- Fostering awareness and organizational culture that emphasize compliance with the AMA.
- Promoting the development and sales of high-quality products and services through competition with other companies, and sustainable growth and development of the company.
- Enhancing executives and employees’ pride, confidence, and motivation to work, as well as their sense of belonging and willingness to contribute to the company.
- Enhancing the company’s reputation and brand image, as well as the trust of stakeholders. ...etc.

★ The AMA Compliance Program not only functions as a “legal compliance tool” and a “risk management tool” but also as a “tool for maintaining and enhancing corporate value.”



★ Point (1)

- “Overall Efforts for Compliance Related to the AMA” (Part II, 1.) is a component related to all of “Specific Measures to Prevent the AMA Violations” (Part II, 2.) and “Specific Measures to Detect the AMA Violations at an Early Stage and Take Appropriate Actions” (Part II, 3.) .
- It is important to take into account each of the components listed in Part II, 1. when implementing measures listed in Part II, 2. and Part II, 3.



★ Point (2)

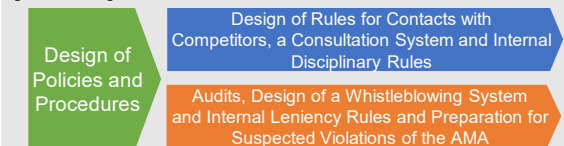
- When taking specific measures, it is important to give priority to those that are considered cost-effective according to the company's actual situation and the risk of the AMA violations, and to expand the scope of measures in stages.

<Example of Phased-In Efforts in SMEs, etc.>

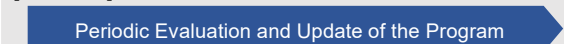
[Phase 1]



[Phase 2]



[Phase 3]



★ Point (3)

- Since the risk of the AMA violations faced by companies is constantly changing due to changes in their businesses, industry practices, competitors, the regulatory environment, etc., it is important to periodically evaluate and update the effectiveness of the components in Part II, 1., Part II, 2. and Part II, 3.

Item		Point
Overall Efforts for Compliance Related to the AMA (Part II, 1.)	(1) Commitment and Initiative of the Top Management	➤ Demonstrate the seriousness of top management both inside and outside the company and foster an organizational climate that emphasizes compliance with the AMA.
	(2) Assessing the Risk of the AMA Violations in Accordance with Respective Situations of Companies and Responding to the Risk in Risk-Based Approach	➤ Allocate resources mainly to areas where the risk of violating the AMA is high and promote efforts efficiently.
	(3) Design and Implementation of Policies and Procedures for Promoting the AMA Compliance	➤ Clarify basic policies and procedures for compliance with the AMA as internal rules, etc. and disseminate them among executives and employees.
	(4) Design of Organizational Structure and Allocation of Adequate Resources and Authority	➤ Effectively promote efforts by clearly and systematically organizing the organizational structure and allocating sufficient authority and resources.
	(5) Integrated Efforts by Corporate Group	➤ Promote compliance with the AMA on a group-wide basis.
Specific Measures to Prevent the AMA Violations (Part II, 2.)	(1) Design and Implementation of Internal Rules for Contacts with Competitors	➤ Prevent involvement in violations by prohibiting contact and information exchange with competitors on prices or other important means of competition, and by requiring application, approval, and reporting for contact with competitors.
	(2) Providing In-House Trainings on the AMA	➤ Effectively conduct training to promote understanding of the importance of compliance with the AMA among executives and employees.
	(3) Design and Operation of a Consultation System on the AMA	➤ Prevent involvement in violations by designing and operating a consultation system for possible violations.
	(4) Design and Implementation of Internal Disciplinary Rules for the AMA Violations	➤ Control violations by clearly indicating that involvement in violations is subject to disciplinary action.
Specific Measures to Detect the AMA Violations at an Early Stage and Take Appropriate Actions (Part II, 3.)	(1) Conducting Audits on the AMA	➤ Conduct periodic audits on the AMA to facilitate discovery of violations.
	(2) Design and Operation of a Whistleblowing System	➤ Promote reporting on violations by developing and operating a whistleblowing system to be used by executives and employees.
	(3) Introduction of an Internal Leniency System about the AMA	➤ Promote voluntary reporting through the reduction and exemption of disciplinary action for those who voluntarily report their involvement in violations.
	(4) Appropriate Response to Suspected Violations of the AMA	➤ Promptly implement appropriate measures with a view to utilizing the leniency program and the reduction system for cooperation in investigation.
Periodic Evaluation and Update of the Program (Part II, 4.)		➤ Periodically evaluate and update the effectiveness of the AMA Compliance Program.



# Details of the Components of an Effective AMA Compliance Program

### (1) Commitment and Initiative of the Top Management

- It is important for top management to demonstrate in their own actions that they are serious about the design and implementation of the AMA compliance program by, for example, periodically and continuously disseminating and conveying a clear message to both inside and outside the company that any violation of the AMA will not be allowed, and allocating sufficient authority and resources (budget, personnel, facilities, etc.) to the divisions or persons in charge of each effort.

#### [Examples of Good Practices]



- Even now, about 10 years after a violation of the AMA occurred, our president sends out a message in his own words several times a year that any violation of the AMA is not allowed. This supports activities for promoting compliance with the AMA.
- Employees of some business divisions tended to think that they could not do business without bid-rigging. However, our president sent a strong message to all employees, saying, “If a business is not managed without bid-rigging, it must be abolished,” which significantly changed their mindset.
- The president of the group provided an idea and formulated a guideline emphasizing the importance of complying with the AMA and properly engaging in competition. The guideline is recited once a month at a meeting attended by senior management of Group companies. The presidents of subsidiaries also send out their messages based on the guideline at their morning meetings.
- We distribute video messages on compliance with competition law to employees worldwide in Japanese, English, Chinese, and German, etc.

### (2) Assessing the Risk of the AMA Violations in Accordance with Respective Situations of Companies and Responding to the Risk in Risk-Based Approach

- It is important to allocate limited resources, using a risk-based approach, to areas where the risk of violating the AMA is high.



#### Risk Identification

- ✓ Identify risk of violating the AMA faced by each company by assuming a specific scenario in which the company becomes involved in a violation of the AMA.

#### Risk Analysis and Assessment

- ✓ Analyze and assess the significance of the risk from the perspective of possibility of the risk and size of impact of the risk.

$$\text{Significance of risk} = \text{Probability of occurrence} \times \text{Size of impact}$$

#### Response to Risk

- ✓ Focus on major risks (risks that are likely to occur and have a significant impact).

#### [Examples of Good Practices]



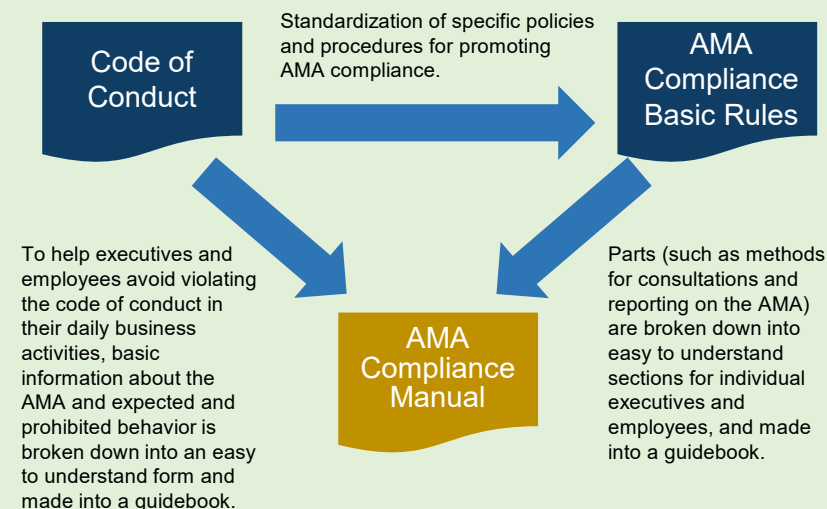
- In the company-wide risk assessment process, we regard the risk of violating the AMA as a “knock-out factor” (an element that, if materialized, would have a significant impact on the business execution) and take measures.
- First, we classify types of the AMA violations (cartel, bid-rigging, abuse of superior bargaining position, etc.) as risks, and examine the possibility of occurrence and impact of the risks in our business according to the type of the AMA violations. Next, for each product and service we handle, we create the risk map after identifying areas where risk is likely to occur based on the competitive environment and market characteristics, and taking into account the risk factors according to business site and country. In addition, since the risk of violating the AMA varies depending on division (sales division, procurement division and so on), we conduct an assessment according to risk factors specific to each division. We periodically review risk assessment, as well as update risk management methods and assessment standards in light of industry trends and legal revisions, etc.

### (3) Design and Implementation of Policies and Procedures for Promoting the AMA Compliance

- It is important to clarify basic policies and procedures for compliance with the AMA in the following internal rules, etc. and disseminate them among executives and employees.

<Examples of internal rules, etc. for compliance with the AMA>

Code of Conduct	<ul style="list-style-type: none"> <li>✓ The code of conduct describes the minimum requirements with which all executives and employees of a company must comply in order for the company to conduct its business activities in an ethical and sincere manner.</li> <li>✓ It clearly states that executives and employees must not be involved in any cartel or bid-rigging.</li> </ul>
AMA Compliance Basic Rules	<ul style="list-style-type: none"> <li>✓ These are internal rules that comprehensively describe basic policies and procedures for the design and implementation of the AMA compliance program.</li> <li>✓ The rules define the purpose and scope of the AMA compliance program, as well as matters related to the design and implementation of each item in this guideline.</li> </ul>
AMA Compliance Manual	<ul style="list-style-type: none"> <li>✓ This manual is a guidebook that organizes knowledge and points of attention regarding compliance with the AMA in an easy-to-understand manner.</li> <li>✓ It serves as a tool for disseminating compliance with the AMA mainly to executives and employees who do not have advanced expertise in the AMA.</li> </ul>



#### [Examples of Good Practices]

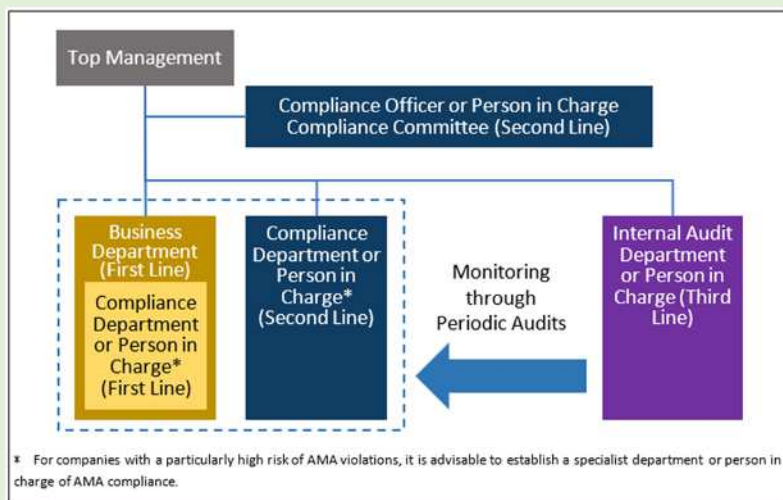
- Following the occurrence of a violation of the AMA, we, with the view that we should return to the origin of our business, reviewed our philosophy and values and have formulated a code of conduct that includes the conduct of fair business activities in compliance with laws and regulations as standards for executives and employees when making decisions in their daily work.
- We have formulated the AMA compliance program based on the AMA compliance basic rules. The rules comprehensively stipulate the matters necessary to design and implement the program.
- We distribute a manual book to all executives and employees that clarifies what should be done, what should not be done, and points to note in light of actual situations and cases that may occur, so that they can refer to the book anytime.
- We have formulated and shared a global common code of conduct that includes items related to compliance with the AMA, while taking into account the opinions of legal department representatives of overseas subsidiaries. In response to the opinions of the legal department representatives of overseas subsidiaries, we have also formulated a global policy that extracts the basic concepts of competition laws in each country in order to further embody the code of conduct. They have been translated into various languages and being rolled out, etc.



### (4) Design of Organizational Structure and Allocation of Adequate Resources and Authority

- It is important to clearly and systematically define responsibilities (segregation of duties) related to efforts for compliance with the AMA according to the company's actual situation and risk of violating the AMA, and to allocate sufficient authority and resources (budget, personnel, facilities, etc.) to the divisions or persons in charge of each effort.

<Image of Organizational Structure Based on the Three Lines Model>



#### [Examples of Good Practices]

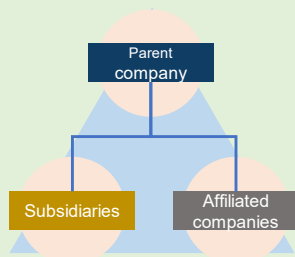
- By appointing the directors of the legal and compliance divisions as officers, the officers can report directly to top management, thereby enhancing their influence within the company.
- The compliance committee, which consists mostly of outside directors and outside audit & supervisory board members, manages and supervises the operation of the AMA Compliance Program and provides advice and recommendations as necessary.
- We have established a special department for compliance with the AMA and assigned full-time employees to carry out duties related to the promotion of compliance with the AMA, such as information collection, educational and training activities, and consultation related to the AMA.
- We have physically assigned employees of the legal department to each business division. They examine and respond to risks of violating the AMA at each division.
- We have hired mid-career employees who have experienced internal audits, and appointed external consultants to conduct internal audits from an outside perspective, etc.

- Referring to the three lines model, it is important to develop the following organizations.
  - ✓ Compliance officer or manager for promoting company-wide efforts (Second Line)
  - ✓ Compliance committee for reporting and deliberating on the progress of efforts (Second Line)
  - ✓ Department or personnel in charge of compliance as an operational unit (First Line and Second Line)
  - ✓ Special department or personnel in charge of compliance with the AMA as a specialized unit (First Line and Second Line)
  - ✓ Internal audit division or personnel for monitoring efforts of First Line and Second Line (Third Line)



### (5) Integrated Efforts by the Corporate Group

- It is important to design and implement the AMA compliance program in an integrated manner on a group-wide basis, as well as for individual companies belonging to the company group to design and implement the program according to their circumstances.



#### [Examples of Good Practices]

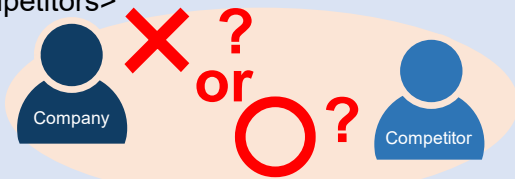
- We have designed a program for the head office and implemented globally as a "trunk," and our overseas subsidiaries customize the program according to local conditions.
- Many of our affiliated companies that have a controlling shareholder other than our company are our business partners or subcontractors, so we require them to comply with the AMA using our company's Supplier Code of Conduct, etc.



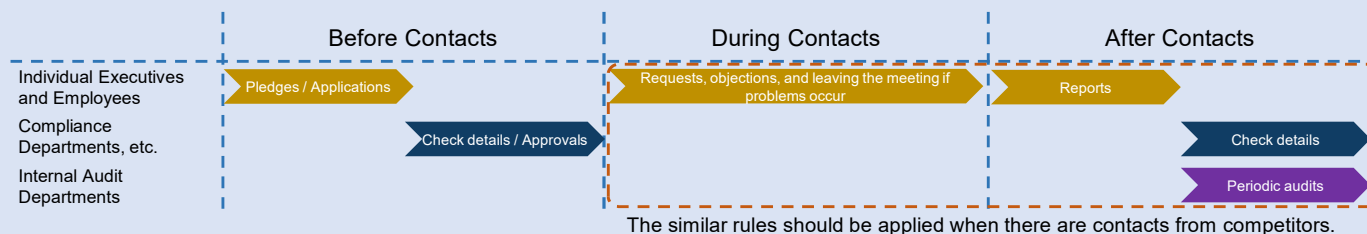
### (1) Design and Implementation of Internal Rules for Contact with Competitors

➤ In order to avoid and reduce the risk of violating the AMA, it is important to design and implement internal rules for contact with competitors.

<Design of internal rules for contact with competitors>



<Image of Rules for Applications, Approval, Reports, etc., regarding Contact with Competitors>



#### [Examples of Good Practices]

- We prohibit contact with competitors that is not reasonably necessary on a company-wide basis. In the case of unavoidable contact with a competitor, we require that prior application be made to and approval obtained from the personnel in charge of compliance with the AMA in each business division, and to prepare and submit records after contact. On the other hand, in order to avoid excessive restrictions on low-risk divisions, each division formulates detailed regulations to allow omission of prior application or subsequent report.
- Our company's rules stipulate that if a subject that may be a problem under the AMA is brought up at a meeting that competitors are attending, we should request that it not be brought up, and if the request is not accepted, we should leave the meeting in protest, etc.

### (2) Providing In-House Trainings on the AMA

- It is important to provide training programs whose content and format effectively attract the interest of executives and employees and remain in their hearts.
- It is important that the participants, content, format, method, timing, and frequency of training are appropriately customized according to the company's actual situation and the risk of violating the AMA.
- It is important to make efforts to improve the level of understanding of executives and employees by, for example, selecting training instructors with appropriate knowledge and experience in compliance with the AMA and conducting comprehension tests.

#### [Examples of Good Practices]

- We conduct training on the AMA by dividing employees into three layers: officers, employees in divisions with high risk of violating the AMA, and general employees. In order to have officers comprehensively understand all types of violations of the AMA, we hold face-to-face lectures by outside lawyers.
- We have created a drama about past violations of the AMA and make sure to show it to new employees. The drama shows the events that occurred in the company at that time in a detailed and realistic manner, and explains the details of the sanctions for the violations. In addition to the drama, we have created a short video explaining the AMA using a service that allows even amateurs to create an animated video without difficulty, and posted the video on our intranet.
- The director of a business division that was inspected by the JFTC explained the structure of our business and the problem of the business concerned under the AMA. This has improved the participants' understanding.
- If there is an area in the legal division in which the knowledge of participants is insufficient, we conduct training in the form of small-group workshops according to the duties of the relevant division.
- At the end of the e-Learning course, participants are asked questions to measure their level of understanding. If they do not reach a certain score, they will not be able to complete the course, and their scores will be recorded.
- In order to prevent training content from being out of date, we update lecture materials and lecture content every year based on the latest revision of the AMA and cases of violation. This has helped employees to deepen their understanding of the AMA, etc.

### (3) Design and Operation of a Consultation System on the AMA

- It is important that a consultation system has been designed and operated so that employees can consult with the department or personnel in charge of compliance with the AMA without hesitation at an appropriate time when they have difficulty deciding whether or not their own actions may constitute a violation of the AMA.

<Examples of efforts for the design and operation of a consultation system>

Ideas to help develop a culture and organizational climate that makes it easy to consult with other people	Ideas to improve the user-friendliness of the consultation desk	Ideas to improve people's knowledge and awareness of the consultation desk	Ideas to improve trust in the consultation desk	Ideas for the system in order to make appropriate decisions regarding the consultation
<ul style="list-style-type: none"> <li>✓ Through messages from the president and the code of conduct, etc., encourage employees to consult with others when they have any worry or concern about the AMA.</li> </ul>	<ul style="list-style-type: none"> <li>✓ Expand means of consultation, including telephone, fax, email, consultation form on the company intranet, face-to-face, and Web conferencing system.</li> </ul>	<ul style="list-style-type: none"> <li>✓ Inform executives and employees about the contact department and personnel in charge for consultation, how to contact them, the processing and response process after receiving consultations, and the estimated period required for providing an answer.</li> </ul>	<ul style="list-style-type: none"> <li>✓ Care should be taken to ensure confidentiality as necessary.</li> <li>✓ Respond promptly and politely to consultations and build appropriate relationships of trust with business divisions in the field.</li> </ul>	<ul style="list-style-type: none"> <li>✓ Consultation is provided by persons who are independent of the consulter and have expertise in the AMA.</li> <li>✓ List lawyers and other experts as appropriate in case expert judgment is required.</li> </ul>

#### [Examples of Good Practices]



- By assigning personnel with sales experience to the legal division, we could create a comfortable environment where sales staff can consult with legal staff. In addition, the legal division can examine items of consultation based on the actual situation at the business site and provide convincing answers.
- In the case of consultations from the sales division, the legal division tries to find solutions together as much as possible. It is easy to just prohibit the concerned act, but taking the situation of the sales division into account, the legal division decides whether it is legal or illegal, and works together to consider measures to increase profits, etc.

### (4) Design and Implementation of Internal Disciplinary Rules for the AMA Violations

- It is important to clearly define in advance in the disciplinary rules, etc. whereby involvement in violations and failure to make efforts for preventing and early detecting violations without due cause will be subject to disciplinary action, and the criteria for deciding persons having disciplinary authority, disciplinary procedures, and the details of disciplinary action. It is also important to appropriately disseminate the rules to executives and employees, and apply them fairly.
- It is also conceivable to introduce an incentive system that links cooperation in efforts to prevent and detect at an early stage violations to the interests of executives and employees.

#### [Examples of Good Practices]


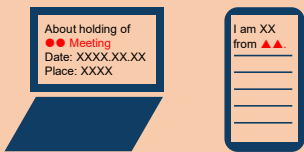

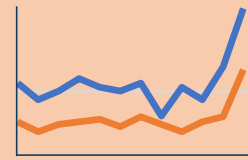


- For officers under the Companies Act, we have set a policy in the Basic Policy on Officer Remuneration on the return of performance-linked remuneration in the event of serious improprieties or compliance violations (Claw back and Malus Provisions).
- Our internal rules stipulate that those who commit a violation, who have someone commit a violation, or who overlook a violation are subject to disciplinary action. As a result of dissemination of the rules throughout the company, superiors have good communication with subordinates and check whether violations are committed.
- Although there has been no record, there is a system to grant rewards to employees who contribute to the detection of misconduct, etc. through reporting or other means and prevent damage to the company (excluding those involved in misconduct, etc.), and to employees who achieve remarkable results in the prevention of misconduct, etc. through internal activities, etc.

### (1) Conducting Audits on the AMA

- In order to detect violations of the AMA, it is important to conduct audits concerning the AMA on a regular basis by the internal audit division or personnel in charge of internal audit that are independent of the business divisions on the first line and the department or personnel in charge of compliance on the second line.

#### <Examples of audit items>

Confirmation of related documents, trails, and evidence	Keyword search in email, etc.	Questionnaires and interviews	Data analysis
 <ul style="list-style-type: none"> <li>✓ Contracts, memorandums, etc.</li> <li>✓ Minutes, etc.</li> <li>✓ Application, approval, and reporting related to contact with competitors</li> <li>✓ Invoices, receipts, etc. for travel and entertainment expenses, etc.</li> </ul>	 <p>PC      Smartphone</p>	 <p>Questionnaires      Interviews</p>	 <p>Accounting data, data on successful bidding rate, etc.</p>

#### [Examples of Good Practices]



- Each business division conducts voluntary inspections and the legal division conducts sampling inspections concerning compliance with rules for contact with competitors.
- The legal division conducts audits of the daily sales reports and provides feedback with comments if there are any questions under the AMA.
- We check the rate of successful bidding of public works projects that we participated in every month, and if the successful bidding rate is 90% or more, we investigate the process of determining the bidding price, etc.

### (2) Design and Operation of a Whistleblowing System

- In order to respond to the Whistleblower Protection Act amended in 2020, it is important that a whistleblowing system is recognized by executives and employees and used in practice.

#### <Examples of efforts to utilize the whistleblowing system>

Ideas to develop a culture and organizational climate in which it is easy to speak up	Ideas to improve the user-friendliness of the whistleblowing hotline	Ideas to improve people's knowledge and awareness of the whistleblowing hotline	Ideas to improve trust in the whistleblowing hotline
<ul style="list-style-type: none"> <li>✓ Through messages from the president and the code of conduct, etc., encourage employees to report to or consult with an appropriate department when they have found or known a violation of the AMA.</li> </ul>	<ul style="list-style-type: none"> <li>✓ Establish a department in charge of reporting to outside law firms, etc., expand whistleblowing methods (telephone, fax, email, report form on the company intranet, postal mail, etc.), and permit anonymous whistleblowing.</li> </ul>	<ul style="list-style-type: none"> <li>✓ Inform executives and employees about the contact department and personnel in charge for whistleblowing, how to contact them, and the processing and response process after receiving whistleblowing reports.</li> </ul>	<ul style="list-style-type: none"> <li>✓ Maintain confidentiality of whistleblowing reports.</li> <li>✓ Prohibit disadvantageous treatment of whistleblowers.</li> <li>✓ Appropriately handle all whistleblowing reports and provide feedback to executives and employees.</li> </ul>

#### [Examples of Good Practices]



- We review the whistleblowing system in accordance with legal revisions and changes in social conditions, such as the revision of the Whistleblower Protection Act in 2020.
- In order to create an organizational climate that encourages employees to raise issues, the President sends out a message that employees should always face the issues raised.
- As it was difficult for employees to report only through the internal contact department for whistleblowing, we have set up an external office of a law firm, resulting in a significant increase in the number of whistleblowing reports.
- We clearly state in the manual for compliance with the AMA that any violation of the AMA is subject to whistleblowing and the department in charge of whistleblowing.
- Our internal rules stipulate maintaining confidentiality of the whistleblower, prohibition of finding the whistleblower, and prohibition of disadvantageous treatment such as dismissal due to whistleblowing, and also stipulate remedies in the event of a violation of these regulations, etc.

### (3) Introduction of an Internal Leniency System about the AMA

- In order to provide incentives to those involved in violations and voluntarily report and cooperate with internal investigations, it is desirable to introduce an internal leniency system that allows those involved in violations to be subject to the reduction and exemption of disciplinary action if they voluntarily report their involvement and cooperate with internal investigations.
- Before introducing an internal leniency system, it is desirable to specify the requirements for and details of reduction and exemption of disciplinary action in internal rules, etc. and to appropriately disseminate them to executives and employees.

#### [Examples of Good Practices]

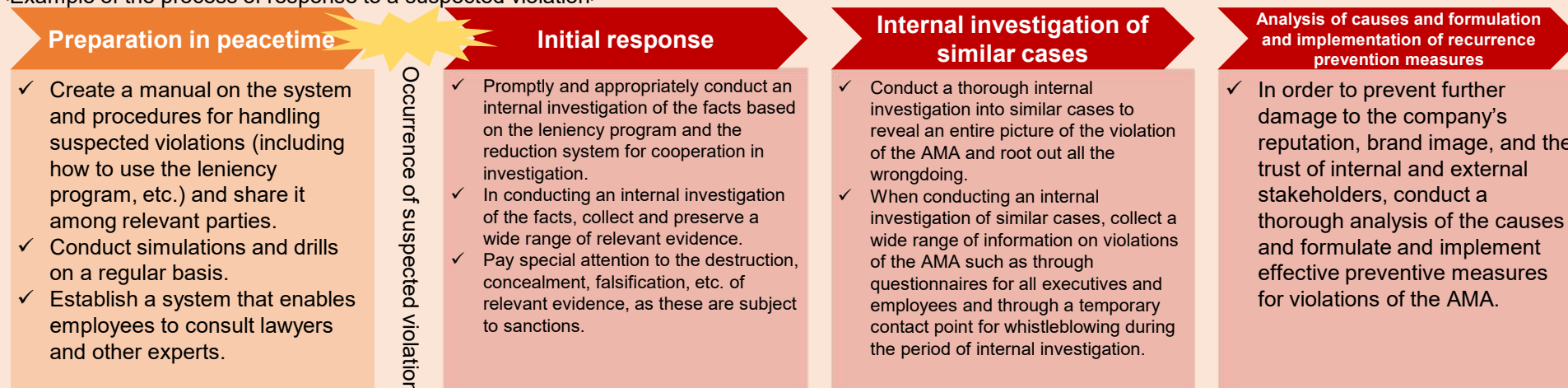


- The internal rules stipulate that if persons who voluntarily report their violation fulfill their duty to cooperate with the company and the information they report contributes to the reduction of damage, they may be subject to reduction and exemption of disciplinary action in consideration of the timing of the voluntary report, the value (novelty, etc.) of the information provided, and the degree of contribution to the reduction of damage.
- If receiving whistleblowing reports from a person involved in a violation, the first person to provide the information may be exempted from disciplinary action, etc.

### (4) Appropriate Response to Suspected Violations of the AMA

- It is important to promptly implement appropriate measures with a view to utilizing the leniency program and the reduction system for cooperation in investigation in the following process:

<Example of the process of response to a suspected violation>



#### [Examples of Good Practices]

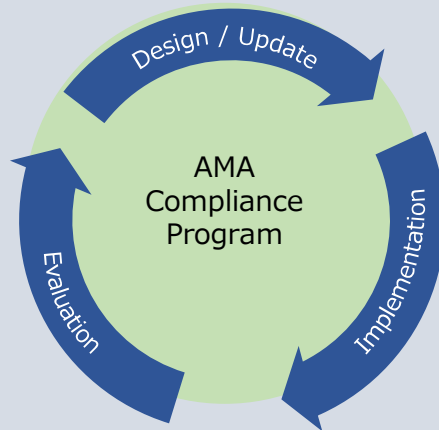


- In order to prevent employees from destroying evidence in the event of an emergency, we have prepared and disseminated a manual containing easy-to-understand descriptions.
- When a violation is suspected, we immediately collect and preserve the relevant evidence, and respond sincerely to the investigation by the authorities.
- In an internal investigation conducted after the occurrence of a suspected violation of the AMA, our President sent a message that "Profits obtained through a violation of the AMA are unnecessary. We must root out all the wrongdoing to restore trust." The President also informed employees that those who voluntarily report violations of the AMA would be subject to the reduction and exemption of disciplinary action. These efforts also helped lower the hurdle to whistleblowing and led to the early application for the leniency program, etc.

### Periodic Evaluation and Update of the Program

- It is important to periodically evaluate the effectiveness of the AMA Compliance Program and update the program if there is an item to be improved.

#### [Examples of Good Practices]



- We confirm the compliance and operation status of the AMA compliance program in the audit, and if there is a problem, the audited department will take necessary corrective action and improvement measures. By horizontally spreading the corrective action and improvement measures to other departments, we can continue to implement the PDCA cycle for the elimination of bid-rigging.
- Based on the AMA compliance basic rules, we appoint an external consultant who checks and provides advice on the status of program design and implementation from a third-party standpoint.
- We conduct a compliance questionnaire once a year for all executives and employees. As a result, the percentage of executives and employees who take their own actions to prevent violations of the AMA increased by approximately 18 percentage points from the previous year.
- Based on the results of the compliance questionnaire, divisions that achieved a relatively poor results compared to other divisions are encouraged to proactively take corrective action and improvement measures under the responsibility of the director in charge, etc.

## Responses to the Risk of the AMA Violations such as Cartels Associated with the Use of Algorithms (Added to Part II, 1. (2))

- It is also important to identify, analyze, and assess the risk of violating the AMA associated with the use of algorithms, as well as consider and determine a response policy.

### [Examples of Good Practices]



- Our EC site operation division uses a price survey system. To avoid problems under the AMA, the executives and employees of the division are instructed not to have contact with the executives and employees of EC site operation divisions of other companies.
- We provide a price survey system to other companies. The legal division, etc. gathers materials published by the JFTC and court cases in Europe and the United States, etc. and examines internal measures, as well as periodically conducts training for the development division to raise awareness, etc.

## Design and Implementation of a Compliance System on the Pass-Through of Labor and Other Costs (Added to Part II, 1. (2))

- It is important to reflect the recent developments related to the pass-through of labor and other costs in the risk assessment of the violation of the AMA and take appropriate measures.

### [Examples of Good Practices]



- We have created a manual containing specific examples of actions and points related to holding of regular price negotiations with suppliers, and distributed it within the company.
- We have a special section for promoting price pass-through within the procurement division.
- We have prepared a checklist on the pass-through of labor and other costs. The procurement division conducts self-inspections, and the legal division conducts audits.
- We have a whistleblowing **hotline** for suppliers within the compliance division separately from that within the procurement division, etc.

## Efforts for the Prevention and Early Detection of Private Monopolization and Unfair Trade Practices (Added to Part II, 1. (3) and 2. (3))

- It is important to improve the awareness and knowledge of executives and employees, and to facilitate early consultation with the legal division, corporate lawyers, and the JFTC.

### [Examples of Good Practices]



- We have a manual that includes explanations of private monopolization and unfair trade practices, points to be noted in light of our business, and the department in charge of consultation, and carry out dissemination and enlightenment activities.
- We encourage employees to consult with the legal division if they have any concerns raised during the planning and design phase of a new transaction scheme or when starting a new transaction.
- At the time of contract review by the legal division, they confirm the details and terms of the transaction to ensure that the transaction scheme does not violate the AMA.
- In addition to consulting with corporate lawyers handling the AMA, we also consult with the JFTC if necessary, etc.

## Use of AI in Audits on the AMA (Added to Part II, 3. (1))

- In order to reduce the burden on the department in charge of audit and improve the accuracy of audit, AI may be used in tasks such as monitoring emails.

<Process of email monitoring using AI>



### [Examples of Good Practices]



- As a result of introducing AI for improving work efficiency and accuracy, the number of emails that executives and employees have to visually check significantly reduced.
- When we create teacher data, we search for emails of high importance using keywords selected in consultation with external lawyers, etc.
- In order to avoid missing important emails, the personnel in charge visually confirms the emails extracted by random sampling.
- In order to improve the accuracy of AI scoring, we hold regular meetings with outsourcing contractors, etc.

## Efforts for Compliance with the AMA by SMEs (Added to Part II, 1 to 4)

➤ It is desirable that SMEs also work on compliance with the AMA with reference to the following points.

Item		Point
Overall (Part II, 1.)	(1) Top Management	➤ It is important to collect information on the AMA by actively participating in training sessions held by industry organizations, etc. and to disseminate and convey messages on compliance with the AMA to executives and employees.
	(2) Risk Assessment	➤ It is also important for SMEs to identify, analyze, and assess the risk of violating the AMA and to take measures.
	(3) Basic Policies and Procedures	➤ It is desirable to instill the basic policy on compliance with the AMA among executives and employees by, for example, specifying the policy in the company's management policy.
	(4) Organizational Structure	➤ In order to promote compliance with the AMA, it is desirable to appoint or clarify a person responsible for or in charge of compliance.
	(5) Integrated Efforts	➤ It is also necessary for SMEs to promote compliance with the AMA in an integrated manner on a group-by-group basis when they conduct business activities in the form of group companies.
Prevention (Part II, 2.)	(1) Contact Rules	➤ It is desirable to clarify the policy on contact with competitors and, to the extent possible, design and implement rules such as on application, approval, and reporting related to contact with competitors.
	(2) In-House Training	➤ It is desirable to share the importance of compliance with the AMA through internal communication, etc. and to make efforts to improve knowledge and understanding by having executives and employees participate in training sessions held by industry organizations, etc.
	(3) Consultation System	➤ If a corporate lawyer is appointed, it is conceivable to consult with the lawyer. If no corporate lawyer is appointed, it is desirable to seek in advance a lawyer close to the company who can provide consultation regarding the AMA.
	(4) Disciplinary Rules	➤ It is considered that SMEs can also clearly state in their work rules and disciplinary rules that involvement in violations of the AMA is subject to disciplinary action.
Early Detection, etc. (Part II, 3.)	(1) Audit	➤ It is desirable to conduct monitoring from the viewpoint of the AMA to the extent possible in the course of daily business activities, such as checking whether there are any problems under the AMA when confirming the daily sales report and records of expense settlement.
	(2) Whistleblowing	➤ In addition to accepting whistleblowing reports by setting up an opinion box that allows anonymous reporting, it is desirable to foster an open organizational climate and strengthen internal communication in order to facilitate reporting and consultation with superiors.
	(3) Internal Leniency System	➤ In order to encourage SMEs to voluntarily report violations of the AMA and cooperate with internal investigations, an internal leniency system may be introduced.
	(4) Emergency Response	➤ If a corporate lawyer is appointed, it is conceivable to ask the lawyer for response. If no corporate lawyer is appointed, it is desirable to seek in advance a lawyer close to the company who can provide response regarding the AMA.
Periodic Evaluation and Update of the Program (Part II, 4.)		➤ It is also important for SMEs to periodically evaluate and update the effectiveness of their AMA compliance program.



## Reference Materials

# Reference (1) List of Survey Reports on Compliance with the AMA in the Past

Published in	Title	Target of Investigation
May 2006	Corporate Compliance System - The present status and issues of the corporate compliance mainly with the Antimonopoly Act -	Companies Listed on the First Section of the Tokyo Stock Exchange (1,696 companies)
May 2007	Compliance Efforts in the Construction Industry - Focusing on the Antimonopoly Act -	Licensed by the Minister of Land, Infrastructure, Transport and Tourism (1,700 companies)
May 2008	Compliance Efforts of Foreign-owned Companies and Survey on Corporate Compliance from the Lawyer's Point of View - Focusing on the Antimonopoly Act -	Foreign-Affiliated Companies (1,466 companies)
March 2009	Survey on the Status of Compliance System Development in Enterprises - Status Since the Enforcement of the Antimonopoly Act (Revised January 2006) -	Companies Listed on the First Section of the Tokyo Stock Exchange (1,738 companies)
June 2010	Compliance Efforts of Individual Companies with the Antimonopoly Act - Measures to Enhance the Effectiveness of Compliance -	Companies Listed on the First Section of the Tokyo Stock Exchange (1,684 companies)
November 2012	Survey on Corporate Compliance Efforts with the Antimonopoly Act	Companies Listed on the First Section of the Tokyo Stock Exchange (1,681 companies)
March 2015	Compliance Efforts of Japanese Companies for Foreign Competition Laws - Aiming at Compliance Efforts as Global Rules	Companies Listed on the First Section of the Tokyo Stock Exchange (1,814 companies)
December 2016	Compliance Efforts of Trade Associations for Achieve Antimonopoly Act	Trade Associations (1,041 associations)
June 2020	Status of Measures Taken by Cooperatives, Etc. Regarding Compliance with the Antimonopoly Act	Cooperatives, etc. (1,781 cooperatives)
June 2023	Report on the Effectiveness of Measures to Prevent Recurrence in Cease and Desist Orders	Enterprises which Have Received a Cease and Desist Order, etc. of the Unfair Trade Restrictions in the Past (719 Enterprises)
June 2025	Fact-finding Survey on the Status of Design and Implementation of an Antimonopoly Act Compliance Program in Companies	Companies Listed on the Prime Market of the Tokyo Stock Exchange (1,643 companies)

# Reference (2) Guides of Competition Authorities in Other Jurisdictions, etc. Referred to in the Making of the Guide

## [International organizations, etc.]

Name of Organization, etc.	Issued by	Published in*	Title
ICC	International Chamber of Commerce	2024	Antitrust Compliance Toolkit Second edition
OECD	Organisation for Economic Co-operation and Development	2021	Competition Compliance Programmes
ICN	International Competition Network Advocacy Working Group	2021	Report on Competition Compliance
ASEAN	Association of Southeast Asian Nations Secretariat	2018	Competition Compliance Toolkit for Businesses in ASEAN

## [National and regional competition authorities]

Name of Country/ Region	Issued by	Published in*	Title
S.Korea	Korea Fair Trade Commission	April 2025	Regulations on the Operation and Evaluation of the Fair Trade Compliance Program (CP) (공정거래 자율준수제도(CP)운영, 평가에 관한 규정)
United States	U.S. Department of Justice Antitrust Division	November 2024	Evaluation of Corporate Compliance Programs in Criminal Antitrust Investigations
	U.S. Department of Justice Criminal Division	September 2024	Evaluation of Corporate Compliance Programs
China	State Administration for Market Regulation	April 2024	Antitrust Compliance Guide for Operators (经营者反垄断合规指南)
Canada	Competition Bureau	January 2024	Guidance on the core principles of a credible and effective compliance program
France	Autorité de la concurrence	May 2022	Framework document of 23 May 2022 on competition compliance programmes
United Kingdom	Competition and Market Authority	September 2020	Competition law risk: a short guide
Spain	Comisión Nacional de los Mercados y la Competencia	June 2020	ANTITRUST COMPLIANCE PROGRAMMES GUIDELINES
Peru	Instituto Nacional de Defensa de la Competencia y de la Protección de la Propiedad Intelectual	March 2020	GUIDELINES ON COMPETITION COMPLIANCE PROGRAMS
Mexico	Mexican Federal Economic Competition Commission	August 2019	Recommendations for complying with the Federal Economic Competition Law
Italy	Autorità Garante della Concorrenza e del Mercato	September 2018	GUIDELINES ON ANTITRUST COMPLIANCE
India	COMPETITION COMMISSION OF INDIA	May 2017	COMPLIANCE MANUAL FOR ENTERPRISES
Brazil	Administrative Council for Economic Defense	January 2016	GUIDELINES COMPETITION COMPLIANCE PROGRAMS
Malaysia	Malaysia Competition Commission	September 2013	THE COMPETITION ACT 2010 COMPLIANCE GUIDELINES
Chile	National Economic Prosecutor's Office	June 2012	COMPETITION LAW COMPLIANCE PROGRAMS
European Union	European Commission	2012	Compliance matters

\*The timing of publication is the timing of first publication or final revision.