

# Corporate Governance Report

CORPORATE GOVERNANCE

SAAF Holdings Co., Ltd.

**Last Update:** June 27, 2025

**SAAF Holdings Co., Ltd.**

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The corporate governance of SAAF Holdings Co., Ltd. (the “Company”) is described below.

## I. Basic Views on Corporate Governance, Capital Structure, Corporate Attributes, and Other Key Information

### 1. Basic Views

Our basic approach to corporate governance is to ensure the legality of our business activities and management transparency, while building and maintaining an organizational structure that can respond to changes in the business environment and a fair management system that prioritize shareholders. In order to achieve the above, we have chosen to be a company with an audit and supervisory board, and in addition to the general shareholders’ meeting, board of directors, and audit and supervisory board, we have established a management meeting and various committees to assist in management decision-making, and we will increase the effectiveness of governance through the deliberation and consideration of important matters.

In addition, recognizing the need to respond quickly to changes in the business environment and to make and execute decisions in an efficient and optimal manner, the Company will review its executive officer system and separate the “management oversight function” from the “business execution function” in order to clarify the respective roles and differentiate between the functions. Furthermore, to strengthen the supervisory and monitoring functions of the Board of Directors, we will require major committees to report the Board of Directors and establish a new voluntary “Nomination and Remuneration Committee” to receive consultations and recommendations regarding the appointment of directors and executive officers, the determination of remuneration amounts, etc., and thoroughly implement the intent of the Corporate Governance Code

### Reasons for Non-compliance with the Principles of the Corporate Governance Code

As a listed company in the Growth Market Section of Tokyo Stock Exchange, we implement all the basic principles of the Corporate Governance Code.

### 2. Capital Structure

Foreign Shareholding Ratio	Less than 10%
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#### Status of Major Shareholders

Name or Company Name	Number of Shares Owned	Percentage (%)
Matsui Securities Co., Ltd.	2,277,800	9.31
FP Growth Support F Investment Limited Partnership	1,820,000	7.44
Toshimori Mae	1,418,270	5.80
The Tokyo Tanishi Co., Ltd.	500,000	2.04
SUNNEXTA GROUP Inc	466,800	1.90
UNS Inc.	400,000	1.63
Kennichi Ko	334,700	1.36
DAIWA HOUSE INDUSTRY CO., LTD.	332,500	1.36
SBI SECURITIES Co., Ltd.	324,006	1.32
Employee Stock Ownership Association of SAAF Holdings Co., Ltd.	292,188	1.19

Name of Controlling Shareholder, if applicable (excluding Parent Companies)	—
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Name of Parent Company, if applicable	None
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#### Supplementary Explanation

(Note) The ratio of the number of owned shares to the total number of issued shares (excluding treasury shares) is rounded down to the third decimal place.

### 3. Corporate Attributes

Listed Stock Exchange and Market Segment	Growth Market of Tokyo Stock Exchange
Fiscal Year-End	March
Business Sector	Construction
Number of Employees (Consolidated) as of the End of the Previous Fiscal Year	1,000 or more
Net Sales (Consolidated) for the Previous Fiscal Year	¥10 billion or more but less than ¥100 billion
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	10 or more but fewer than 50

### 4. Policy on Measures to Protect Minority Shareholders in Conducting Transactions with Controlling Shareholder

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### 5. Other Special Circumstances which May have a Material Impact on Corporate Governance

There are no applicable matters as our company does not have a parent company or listed subsidiaries.
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## II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight

### 1. Organizational Composition and Operation

Corporate Governance System	Company with Audit and Supervisory Board*
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\*Referred to as "Company with *Kansayaku* Board" in the Corporate Governance Code reference translation

#### Directors

Number of Directors Stipulated in Articles of Incorporation	7
Directors' Term of Office Stipulated in Articles of Incorporation	1 year
Chairperson of the Board	President
Number of Directors	7
Election of Outside Directors	Elected
Number of Outside Directors	3
Number of Independent Directors	3

## Outside Directors' Relationship with the Company (1)

Name	Attributes	Relationship with the Company*										
		a	b	c	d	e	f	g	h	i	j	k
Isao Tsukamoto	From another company											
Chikako Morimoto	From another company											
Kazunori Nakaoka	From another company											

※ Categories for "Relationship with the Company".

※ Use "○" when the director presently falls or has recently fallen under the category; "△" when the director fell under the category in the past;

※ Use "●" when a close relative of the director presently falls or has recently fallen under the category; and "▲" when a close relative of the director fell under the category in the past.)

- Person who executes business for the Company or its subsidiary
- Person who executes business for or a non-executive director of the Company's parent company
- Person who executes business for a fellow subsidiary
- Person/entity for which the Company is a major client or a person who executes business for said person/entity
- Major client of the Company or a person who executes business for said client
- Consultant, accounting expert, or legal expert who receives large amounts of cash or other assets from the Company in addition to remuneration as a director/Audit and Supervisory Board Member
- Major shareholder of the Company (in cases where the shareholder is a corporation, a person who executes business for the corporation)
- Person who executes business for a client of the Company (excluding persons categorized as any of d, e, or f above) (applies to director him/herself only)
- Person who executes business for another company that holds cross-directorships/cross-auditorships with the Company (applies to director him/herself only)
- Person who executes business for an entity receiving donations from the Company (applies to director him/herself only)
- Other

## Outside Directors' Relationship with the Company (2)

Name	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons for Appointment
Isao Tsukamoto	○	Kaga Electronics Co., Ltd. Representative Director, Chairman and Executive Officer  Outside Director of Solekia Limited	Mr. Isao Tsukamoto established Kaga Electronics Co., Ltd., which operates electronic equipment, semiconductor business, EMS, information equipment sales, system construction, etc., and is involved in business expansion as the company's manager. Based on his extensive management experience and wide-ranging insight in the information business field, he has been appointed as an outside director in order to provide advice on the management oversight and overall management of the company, as well as to contribute to strengthening corporate governance.
Chikako Morimoto	○	Director of NOP After School (Non-profit Organization) Representative Director of morich Co., Ltd. Representative Director of morich-To Co., Ltd. Director of Shizuoka Rugby Football Union (General Incorporated Association) Representative Director of and morich Co., Ltd. Outside director of Hero Producer Co., Ltd. Outside Director of SHE Co., Ltd. Director of COCOO CORP. CEO of and morich Co., Ltd. Director of AR Advanced Technology inc.	Ms. Chikako Morimoto proposes a wide range of solutions to work on corporate issues with the focus on supporting recruitment in the zone of executives mainly provides recruitment support for executives and also promotes alliances with external companies. In addition, we have elected her as an Outside Director in order to strengthen the promotion of alliances that will further enhance the synergistic effect of our Group, based on her connections with many companies and her extensive personal network, including outside directors and advisors.
Kazunori Nakaoka	○	Representative Director and President of Keio Department Store Co., Ltd.	Mr. Kazunori Nakaoka is the Chairman and Representative Director of Keio Department Store Co., Ltd., and has extensive business experience and board insight insight into corporate management, human resources and general affairs, safety management, sales and marketing, urban development and lifestyle services. In light of the above, we have appointed him as an outside director supervise our company's management and provide advice on overall management, while also contributing to strengthening our corporate governance.

Voluntary Establishment of Committee(s) equivalent to Nomination Committee or Remuneration Committee	Established
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Status of Voluntarily Established Committee(s), Attributes of Members Constituting the Committee and the Committee Chairperson

	Committee's Name	All Members	Full-time Members	Inside Directors	Outside Directors	Outside Experts	Other	Chairperson
Voluntarily Established Committee Equivalent to Nomination Committee	SAAF Holdings Nomination Remuneration Committee	4	1	1	3	0	0	Outside Director
Voluntarily Established Committee Equivalent to Remuneration Committee	SAAF Holdings Nomination Remuneration Committee	4	1	1	3	0	0	Outside Director

Supplementary Explanation

The Nomination and Remuneration Committee is chaired by Outside Director of Isao Tukamoto. As of the date of submission of this report, the committee consists of four members, being three outside directors and one representative director, and meets according to an annual plan and as necessary to ensure the fairness, transparency, and objectivity of procedures related to director remuneration.

Specific matters that the Nomination and Remuneration Committee considers include reviewing the committee's operating policy, approving proposals regarding executive remuneration to be submitted to the General Meeting of Shareholders, and deliberating on the appropriateness of individual director remuneration (fixed remuneration) at the board of directors' meeting prior to delegating the authority to decide on this to the representative director.

### Audit and Supervisory Board Member\*

\*Referred to as "kansayaku" in Corporate Governance Code reference translation

Establishment of Audit and Supervisory Board	Established
Number of Audit and Supervisory Board Members Stipulated in Articles of Incorporation	4
Number of Audit and Supervisory Board Members	3

Cooperation among Audit and Supervisory Board Members, Accounting Auditors and Internal Audit Departments

Regarding the status of cooperation between corporate auditors and accounting auditors, in addition to receiving annual accounting audit plans and reports on the results of accounting audits from the auditing firm with which we have an audit contract, corporate auditors attend audits by accounting auditors and regularly exchange information with accounting auditors as appropriate. In addition, corporate auditors maintain close mutual cooperation with accounting auditors while carrying out their own duties.

Appointment of Outside Audit and Supervisory Board Members	Appointed
Number of Outside Audit and Supervisory Board Members	2
Number of Independent Audit and Supervisory Board Members	1

## Outside Audit and Supervisory Board Members' Relationship with the Company (1)

Name	Attributes	Relationship with the Company*												
		a	b	c	d	e	f	g	h	i	j	k	l	m
Fusao Mitani	From another company													
Kenji Okada	Tax Accountant													

- ※ Categories for "Relationship with the Company".
- ※ Use "○" when the director presently falls or has recently fallen under the category; "△" when the director fell under the category in the past
- ※ Use "●" when a close relative of the director presently falls or has recently fallen under the category; and "▲" when a close relative of the director fell under the category in the past.)
- Person who executes business for the Company or its subsidiary
  - A non-executive director or an accounting advisor of the Company or its subsidiaries
  - Person who executes business for or a non-executive director of the Company's parent company
  - An Audit and Supervisory Board Member of a parent company of the Company
  - Person who executes business for a fellow subsidiary
  - Person/entity for which the Company is a major client or a person who executes business for said person/entity
  - Major client of the Company or a person who executes business for said client
  - Consultant, accounting expert, or legal expert who receives large amounts of cash or other assets from the Company in addition to remuneration as a director/ Audit and Supervisory Board Member
  - Major shareholder of the Company (in cases where the shareholder is a corporation, a person who executes business for the corporation)
  - Person who executes business for a client of the Company (excluding persons categorized as any of f, g, or h above) (applies to the auditor him/herself only)
  - Person who executes business for another company that holds cross-directorships/cross-auditorships with the Company (applies to the director/auditor him/herself only)
  - Person who executes business for an entity receiving donations from the Company (applies to the person him/herself only)
  - Other

## Outside Audit and Supervisory Board Members' Relationship with the Company (2)

Name	Designation as Independent Audit and Supervisory Board Member	Supplementary Explanation of the Relationship	Reasons for Appointment
Fusao Mitani	○	Auditor of kiip & nap Co., Ltd. Auditor of M&A Max Co., Ltd. —	Mr. Fusao Mitani has experience and specialized knowledge as an auditor at other companies, and we believe that he will be able to monitor the appropriateness of directors' performance of their duties from a fair and neutral standpoint, as well as provide recommendations and advice. From that point of view, we have judged him as a suitable person.
Kenji Okada		Tax accountant Corporate auditor of Something Co., Ltd.	Mr. Kenji Okada has experience and specialized knowledge as an auditor at other companies, and we believe that he will be able to monitor the appropriateness of directors' performance of their duties from a fair and neutral standpoint, as well as provide recommendations and advice. From that point of view, we have judged him as a suitable person.

## Matters Concerning Independent Directors and Independent Audit and Supervisory Board Members

Number of Independent Directors and Independent Audit and Supervisory Board Members

4

## Other Matters Concerning Independent Directors and Independent Audit and Supervisory Board Members

We do not have any specific standards or policies regarding independence when appointing independent officers. However, when selecting candidates of independent officers, we not only ensure that they meet the requirements for outsideness as stipulated by the Companies Act, but also refer to the Tokyo Stock Exchange's standards for independent officers. In addition, our basic policy is that there is no risk of conflicts of interest with general shareholders.

## Incentives

Implementation Status of Measures related to Incentives Granted to Directors

Introduction of Stock Options Scheme

## Supplementary Explanation for Applicable Items

Our group has introduced a stock option (stock acquisition rights) system for directors of our company and its subsidiaries.

Persons Eligible for Stock Options	Inside Directors / Employees / Subsidiaries' Directors / Subsidiaries' Employees
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Supplementary Explanation for Applicable Items
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Our group has introduced a stock option (stock acquisition rights) system for our directors, subsidiary directors, executive officers, employees, etc.

## Director Remuneration

Status of Disclosure of Individual Director's Remuneration	Individual director's remuneration is not disclosed.
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Supplementary Explanation for Applicable Items
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The total amount of remuneration, etc. will be disclosed in the business report and securities report, and the details will also be posted on the Company's website.

Policy on Determining Remuneration Amounts and Calculation Methods	Established
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Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods
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The person who has the authority to decide on the policy regarding the amount of remuneration, etc. for directors of the Company and its calculation method is the representative director delegated by the board of directors, has the authority to make decisions by comprehensively considering business performance, contribution, etc. for each period.

Regarding individual remuneration for directors, the amount proposed by the Representative Director and President according to their position and responsibilities is determined by a resolution of the Board of Directors, within the limit of remuneration approved at the general meeting of shareholders, which we have consulted a voluntary remuneration committee chaired by an outside director. Therefore, we believe that the content is in line with the decision-making policy.

The remuneration received by the Company's officers shall be fixed remuneration only.

## Support System for Outside Directors (and/or Outside Audit and Supervisory Board Members)

Outside directors attend meetings of the Board of Directors and other important meetings as necessary to express their opinions and work to strengthen corporate governance.

As for outside directors, we work in collaboration with internal audit staff to improve the effectiveness of audits.

## 2. Matters Concerning Functions of Business Execution, Auditing and Supervision, Nomination, and Remuneration Decisions (Overview of Current Corporate Governance System)

Our company has a board of directors and a board of auditors. The structure and operation structure related to corporate governance at our company is as follows.

### 1. Board of directors

Our board of directors is chaired by Representative Director and CEO, Naoyuki Sanada. Other members are Chairman and Director, Kiyoshi Matsuba, Director Takehiro Sakaguchi, Director Hiroshi Wada, Outside Director Isao Tsukamoto, Outside Director Chikako Morimoto, and Outside Director Kazunori Nakaoka. In addition to monthly regular board meetings, extraordinary board meetings are held as necessary. In addition to monthly business reports, the board of directors resolves important matters based on laws and regulations and the articles of incorporation, as well as the board of directors regulations, and oversees the status of the business execution functions of each executive director and executive officer.

Moreover, all auditors attend meetings of the board of directors, enabling them to monitor the status of business execution by directors.

#### Status of the board of directors' activities

During the fiscal year under review, the Company held 14 meetings of the Board of Directors, and the attendance of each director is as follows:

Name	Number of meetings held	Number of meetings attended
Kiyoshi Matsuba	14	14
Takeshi Azuma	14	14
Toshimori Mae	14	14
Isao Tsukamoto	14	14
Chikako Morimoto	14	13
Takehiro Sakaguchi	14	14
Kazunori Nakaoka	12	12
Toshihiro Takahashi	2	2

(note) 1. The status of Mr. Kazunori Nakaoka is stated from his appointment on June 25, 2024 onwards.

2. Mr. Toshihiro Takahashi will retire from his position upon the completion of his term of office at the conclusion of the Ordinary General Meeting of Shareholders held on June 25, 2024.

Specific matters to be considered at the Board of Directors meeting included reports and resolutions on matters related to management policy, matters related to financial statements and business reports, matters related to directors and executive officers, matters related to personnel and organization, matters related to funds, matters related to committees, and matters related to affiliated companies.

### 2. Board of auditors

Our company has adopted an audit and supervisory board system. It is composed of full-time auditor Yasushi Nishiyama, outside auditor Fusao Mitani, and outside auditor Kenji Okada. In addition to monthly regular audit and supervisory board meetings, the audit and supervisory board holds extraordinary meetings as necessary. The audit and supervisory board members attend important meetings in addition to board of directors meetings, and provide opinions as necessary, allowing them to constantly monitor the status of business execution by the executive directors.

In addition to exchanging information and opinions with the Internal Audit Department and accounting auditors as required, we also work closely with them, holding regular meetings between the three parties, to improve our auditing functions.

### 3. Internal audit

Based on the Internal Audit Regulations, the Internal Audit Department regularly audits the operational status, effectiveness and accuracy of business operations, and compliance status of each business division, including group companies, and reports the results to the Representative Director, the Board of Directors, and the Board of Auditors.

In addition, the Department exchanges opinions with the Auditors regarding the results of internal audits and the status of improvements.

### 4. Remuneration committee (on voluntary basis)

The Nomination and Remuneration Committee is chaired by Outside Director Isao Tsukamoto. As of the date of submission of this report, the committee consists of five members; being three Outside Directors, one Representative Director, and one Director. The committee meets on an annual basis and as necessary to ensure the fairness, transparency, and objectivity of procedures related to director remuneration.

Name	Number of meetings held	Number of meetings attended
Naoyuki Sanada	1	1
Kiyoshi Matsuba	1	1
Isao Tsukamoto	1	1
Chikako Morimoto	1	1
Kazunori Nakaoka	1	1

Please note that specific matters to be considered by the Nomination and Remuneration Committee include consideration of the committee's operating policy, approval of proposals regarding executive remuneration to be submitted to the General Meeting of Shareholders, and deliberations on the appropriateness of individual director remuneration (fixed remuneration) prior to delegating the authority to decide on this to the Representative Director at the Board of Directors meeting.

## 3. Reasons for Adoption of Current Corporate Governance System

Our company has adopted the Audit & Supervisory Board System. By establishing auditors and an audit & supervisory board that are independent of business operations and the board of directors, we believe that we can improve the supervisory function of the board of directors, ensure appropriate management decision-making and business operations, and ensure a system that provides sufficient organizational checks.

In addition, we have appointed two auditors as outside auditors, who actively express their opinions to the board of directors and management from an independent standpoint, creating a highly independent audit & supervisory board.

### III. Implementation of Measures for Shareholders and Other Stakeholders

#### 1. Measures to Vitalize General Meeting of Shareholders and Facilitate Exercise of Voting Rights

	Supplementary Explanation
Early Posting of Notice of the General Meeting of Shareholders	Since the General Meeting of Shareholders held in June 2020, we have been exercising voting rights online using a dedicated website for exercising voting rights.
Other	We post convocation notices on our homepage.

#### 2. Status of IR-related Activities

	Supplementary Explanation	Explanation by a representative director or a representative executive officer
Formulation and Publication of Disclosure Policies	We have published our disclosure policy on our website ( <a href="https://www.saaf-hd.co.jp/">https://www.saaf-hd.co.jp/</a> ).	
Regular Investor Briefings held for Individual Investors	We plan to hold company information briefing sessions for individual investors at least once a year. Additionally, at the briefing session, the Representative Director and the Business Management Headquarters are scheduled to provide explanations.	Held
Regular Investor Briefings held for Analysts and Institutional Investors	We plan to hold a briefing session at the time of the second quarter settlement of accounts and at the end of the fiscal year. Additionally, at the briefing session, the Representative Director and the Business Management Headquarters are scheduled to provide explanations.	Held
Online Disclosure of IR Information	On our website ( <a href="https://www.saaf-hd.co.jp/">https://www.saaf-hd.co.jp/</a> ), we post securities reports, financial information such as financial statements, notices of convocation of general meetings of shareholders, timely disclosure documents, financial data, various presentation materials, etc.	
Establishment of Department and/or Placement of a Manager in Charge of IR	Business Management Headquarter	

#### 3. Status of Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanation
Establishment of Internal Rules Stipulating Respect for the Position of Stakeholders	In order to ensure the appropriateness and timeliness of corporate information disclosure to stakeholders including shareholders, investors, we have established basic policy to ensure fairness and timely and appropriate disclosure regarding important matters in addition to complying with the “Financial Instruments and Exchange Act,” “Tokyo Stock Exchange Regulations,” “Rules Concerning the Timely Disclosure of Corporate Information by Issuers of Listed Securities,” and other related laws and regulations.



## IV. Matters Concerning the Internal Control System

### 1. Basic Views on Internal Control System and Status of Development

(1) System to ensure that the execution of duties by directors and employees complies with laws and regulations and the Articles of Incorporation

- ① The regulations related to the compliance system will serve as a code of conduct for executives and employees to act in compliance with laws, articles of incorporation, and social norms.
- ② If doubts arise regarding important legal issues or compliance-related matters in the execution of business, we will consult with external experts such as lawyers and auditing firms as appropriate and seek their advice.
- ③ We will establish and operate a hotline as a means for employees to directly provide information based on the "Whistleblower Regulations" regarding acts that are legally questionable, and protect whistleblowers.
- ④ We will take a firm stance and systematically respond to anti-social forces that threaten social order and the sound activities of our company. Additionally, in the event of an incident of unreasonable demands by anti-social forces, we will respond in cooperation with the police, lawyers, and external specialized organizations such as the "Special Violence Prevention Measures Council" and "Tokyo Citizen Center for the Promotion of the Movement to Eliminate Organized Crime Groups."

(2) System for storing and managing information related to the execution of duties by directors

- ① Minutes of board of directors meetings, approval documents, and other documents related to the execution of duties by directors shall be recorded and stored in the form of documents or electromagnetic media (hereinafter referred to as "documents, etc.").
- ② Directors and corporate auditors shall be able to view these documents at all times.

(3) Regulations and other systems regarding management of risk of loss

Regarding risks related to the environment, disasters, compliance, quality, information security, etc., each department in charge shall establish rules and guidelines, conduct training, create and distribute manuals, etc. and the Management Headquarters will be responsible for monitoring the status of cross-organizational risks and responding company-wide. In the event that a risk materializes, the Board of Directors will appoint a director to be responsible for responding to the situation, establish a task force, and establish a system to swiftly respond and prevent damage from expanding.

(4) System to ensure that directors' duties are executed efficiently

- ① In addition to regular meetings of the Board of Directors held once a month, extraordinary meetings of the Board of Directors shall be held to ensure prompt decision-making. In addition, the Company shall secure a system to enable directors to appropriately execute their duties, such as establishing a system for providing information to directors.
- ② The board of directors sets company-wide goals that are shared by directors, employees, etc., and the director in charge of operations will determine efficient methods for achieving the goals, including specific goals for each department and the distribution of authority based on the company's authority and decision-making rules in order to achieve these goals and will maintain a system that utilizes IT to enable the Board of Directors to regularly review progress and encourage improvements, thereby increasing the efficiency of company-wide operations.

(5) System to ensure the appropriateness of operations within the corporate group consisting of our company and group companies

- ① Group companies will be given the authority and responsibility to establish a board of directors, legal compliance system, and risk management system for each segment of their business, and the head office management headquarters will promote and manage these in a cross-sectional manner.
- ② We have established and operated "Affiliated Company Management Regulations" in order to ensure that approval procedures for important management matters and regular reports on business execution status, financial information, etc. are carried out appropriately for group companies, Establish and operate management regulations.
- ③ We will provide appropriate advice and guidance in addition to receiving timely reports on important management matters, business management systems, and business execution status of each group company and will develop a system to ensure the appropriateness of operations within the corporate group consisting of our company and group companies.
- ④ Each group company will strive to comply with laws and regulations and manage risks.
- ⑤ Audit & Supervisory Board Members and the Internal Audit Office shall conduct audits necessary to ensure the appropriateness of operations of group companies.

(6) Matters regarding employees in the event that a corporate auditor requests the appointment of an employee to assist in his or her duties.

Audit & Supervisory Board Members may request employees, etc. to assist with audit operations. In addition, a system will be established in which corporate auditors can instruct employees who assist corporate auditors to perform their duties independently of directors, if necessary for the performance of their duties.

(7) Matters regarding the independence of the employees from directors referred to in the preceding paragraph

In order to ensure the independence of the employees from directors and executive officers referred to in the preceding paragraph, decisions regarding personnel matters such as transfers of such employees shall obtain the prior consent of the Board of Corporate Auditors.

(8) System for directors and employees of the Company and group companies to report to the Board of Corporate Auditors and other systems related to reporting to the Board of Corporate Auditors

- ① Directors or employees of the Company and group companies shall, in addition to legal matters, inform the corporate auditors of facts that may have a significant impact on the Company and group companies and other important matters regarding business operations in a timely manner and appropriate manner.
- ② Establish a system for auditors to receive reports on important matters, such as attending important meetings such as the Board of Directors meetings.

(9) System to ensure that those who have made the report referred to in the previous item are not treated unfavorably because of having made the report.

Based on “Whistleblowing Regulations”, we will establish a system to ensure that directors or employees of the Company and group companies who report to the Audit & Supervisory Board Members are not treated unfavorably because of their reporting.

(10) Matters related to policies regarding processing of expenses or debts arising from the execution of duties by corporate auditors

The Company shall bear the costs of procedures for advance payment or reimbursement of expenses arising from the execution of duties by the Company's Audit & Supervisory Board Members, as well as any other expenses or obligations arising from the execution of such duties.

(11) Other systems to ensure that audits by corporate auditors are conducted effectively

① In order to ensure the effectiveness of audits and promote appropriate communication, the corporate auditors will coordinate with the Internal Audit Office and hold regular meetings to exchange opinions with the representative director, directors, or employees.

② In order to ensure the effectiveness of business audits, corporate auditors may request on-site inspections and interviews with directors, employees, etc. at any time.

③ Audit & Supervisory Board Members may independently utilize specialized lawyers, certified public accountants, consultants, and other external experts when deemed necessary for auditing practice.

(12) System to ensure reliability of financial reporting

In order to ensure the reliability of financial reports and to effectively and appropriately submit internal control reports as stipulated in the Financial Instruments and Exchange Act,

we will build an internal control system under the direction of the representative director, we will build an internal control system, continuously evaluate whether the system is functioning properly, make necessary corrections, and ensure compliance with the Financial Instruments and Exchange Act and related laws and regulations.

## 2. Basic Views on Measures for Eliminating Anti-Social Forces and Status of Development

The Group has clearly stated its basic policy against anti-social forces in its "Basic Compliance Policy," and takes a firm stance against anti-social forces that threaten social order and safety. We have decided to eliminate such anti-social forces, and are working to strengthen our internal regulations and internal systems to achieve this goal.

In addition, we have established a system in which the Management Headquarters serves as the overall response department for eliminating anti-social forces, and we collaborate with external specialized organizations such as lawyers and the police to collect information and promptly respond to incidents.

## V. Other

### 1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures

Not Adopted

Supplementary Explanation for Applicable Items

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### 2. Other Matters Concerning the Corporate Governance System

<Overview of timely disclosure system>

In order to carry out fair, timely, and appropriate disclosure of important financial, social, and environmental information regarding the Company and its group companies (hereinafter referred to as "Important Information"), the Company has established "Insider Trading Prevention Management Regulations" in its internal regulations. The Management Headquarters manages important information and reports it to the Board of Directors, which is established as a management decision-making and supervisory body, based on regulations on the division of duties established for the purpose of clarifying the rules for handling this information and the responsibility of the business execution system and regulations on the division of duties established for the purpose of ensuring the systematic and efficient management of business operations. The following important information is disclosed in a timely manner without delay after obtaining a resolution to approve disclosure from the Board of Directors.

1. Information related to important facts stipulated in the “Insider Trading Prevention Management Regulations.”
2. Information that should be escalated to the board of directors as a proposal regarding important information among the results of discussions on important measures for business execution at a meeting established as a body to discuss important matters related to the company's business execution.

Additionally, the Company has established a Board of Corporate Auditors as a body to evaluate the effectiveness of internal controls.

END

