

Corporate Governance Report

Last Updated: December 7, 2021

TSURUHA HOLDINGS INC.

Jun Tsuruha, President & Representative Director

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and Chief Administrative Officer

Securities code: 3391

<https://www.tsuruha-hd.com/>

The corporate governance of TSURUHA HOLDINGS INC. (the “Company”) is described below.

I. Basic Views on Corporate Governance, Capital Structure, Corporate Profile, and Other Basic Information

1. Basic Views

The Company believes that corporate governance forms the foundation upon which the Company seeks to achieve sustainable growth and improve corporate value over the medium to long term. To that aim, all officers and employees of TSURUHA Group (the “Group”) understand the business philosophy and objectives, recognize the social role as a listed company, strive to maintain good relationships with each stakeholder, and seek to become a company that deepens and improves the community links and earns universal support.

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

[Supplementary Principle 3.1.3 Sustainability initiatives, etc.]

The Company discloses initiatives relating to its management policies on the Company’s website. For more details, please click the following link:

<https://www.tsuruha-hd.com/sustainability/>

The Company also collects and analyzes data required to understand how climate change affects the Company’s business, and has been working to build a system to support TCFD-based disclosure.

[Principle 4.11 Preconditions for Board of Directors and Board of Corporate Auditors Effectiveness]

[Supplementary Principle 4.11.1]

The Company does not currently disclose a skills matrix listing the knowledge, experience, capabilities, and other data on each Director. In the future, the Board of Directors will identify the skills that each Director should nurture in view of the Group’s management strategies and develop a skills matrix in consultation with the Nomination and Remuneration Committee. The Company plans to disclose the combination of skills and other attributes that the Directors possess by the time the proposal for the election of Director is submitted to the next Ordinary General Meeting of Shareholders, along with the procedures for the election of Directors.

[Principle 5.2 Establishing and Disclosing Business Strategies and Business Plans]

The Company is uniting in its efforts to expand the sales base and enhance its corporate value through various measures in order to achieve its medium-term goals, “3,000 stores in the fiscal year ending May 15, 2024” and “net sales of ¥1 trillion.” The Company intends to formulate and publish a new medium-term management plan by the time it announces the financial results for the fiscal year ending May 15, 2022. The plan will lay

out the earnings plans and the direction of the capital strategies, present details of the earning power and capital efficiency goals, among other matters, and illustrate specific measures to achieve these goals. The Company will also pay attention to ensuring the plan's structure and content can be readily understood by the shareholders of the Company.

[Supplementary Principle 5.2.1]

The Company does not currently publish any documents to show the basic policies on the business portfolio. The Company intends to use the formulation of its new medium-term management plan as an opportunity to determine the basic policies on the business portfolio at the Board of Directors meeting and disclose the details thereof.

[Disclosure Based on the Principles of the Corporate Governance Code]

[Principle 1.2 Exercise of Shareholder Rights at General Meetings of Shareholders]

[Supplementary Principle 1.2.4]

The Company has already adopted the Electronic Voting Platform for institutional investors. The Company has been drafting the Notice of the General Meeting of Shareholders in English for some time now, but from this year's Ordinary General Meeting of Shareholders, the Company has started creating Business Report, Financial Statements, and other documents in English to enable overseas institutional investors to exercise their voting rights more smoothly.

[Principle 1.4 Cross-Shareholdings]

1. View on holding

The Group will hold shares in other listed companies as cross-shareholdings only if deemed necessary for its business activities in terms of maintaining and strengthening business alliances and relationships with the business partners, among others. However, the basic policy is to gradually sell off and reduce cross-shareholdings that have become less significant.

Each year, the Board of Directors examines the suitability of the motives for each cross-shareholding, verifies whether the benefits and risks of holding those shares are worth the capital costs, and reviews whether it should continue to hold those shares and in what volume. Regarding voting rights on cross-shareholdings, the Group exercises these voting rights after a comprehensive consideration as to whether a particular proposal will help build an appropriate corporate governance system and boost the issuing company's medium-term corporate value, while also considering any potential impact on the Company, among other factors.

2. Verification methods

- Qualitative aspects: Significance of the holding from a business strategy perspective.
- Quantitative aspects: Comparative verification of the five-year average for total shareholder return (TSR) based on the Company's cost of capital (WACC). The Company conducts qualitative and quantitative analysis for each stock holding to facilitate a comprehensive assessment.

3. Verification results

The Company performed the comprehensive assessment based on the above-mentioned views on holding and verification methods and decided at the meeting of the Company's Board of Directors held on May 6, 2021 to continue to hold all four of its cross-shareholdings.

[Principle 1.7 Related Party Transactions]

The Company periodically checks whether there are any conflict-of-interest transactions or competitive transactions relating to the Group officers. In addition, if Company officers are conducting transactions with related parties, these transactions must be preapproved by the Board of Directors, and if they are considered to be significant, those transactions will be disclosed following due consultation with the auditing firm.

[Supplementary Principle 2.4.1 Ensuring internal diversity including the promotion of women's participation and advancement]

The Company is committed to actively ensuring diversity in its core human resources. Regarding the appointment of female employees to managerial positions, in particular, the Company is aiming to achieve 30% of managerial positions filled by female employees based on the Act on the Promotion of Female Participation and Career Advancement in the Workplace (17.5% ratio as of May 15, 2021). The Company also formulates a recruitment plan for mid-career hires each year and actively promotes and appoints mid-career employees according to their abilities and level of contribution to the Company. The Company

formulates an annual recruitment plan as a measurable target and verifies the progress status of the plan every six months (the ratio of mid-career hires to total new hires in the fiscal year ended May 15, 2021, stood at 28.2%).

[Principle 2.6 Roles of Corporate Pension Funds as Asset Owners]

The Group has introduced defined benefit corporate pensions at some of its subsidiaries. The Company's finance department periodically checks the status of the corporate pension management as part of the required function as the owner of the corporate pension assets.

[Principle 3.1 Full Disclosure]

(i) Company's goals (e.g., business philosophy), management strategies, and management plans

In order to build Japan's number one drug store chain, the Company is pursuing a dominant position in terms of store numbers across the country based on its business philosophy of "making life better for our customers." The Company has set its medium-term goals, "3,000 stores in the fiscal year ending May 15, 2024" and "net sales of ¥1 trillion." The Company has also made it the mission to always practice "Courtesy first" and "Credibility first" approach when interacting with customers by applying the Company's renowned customer service skills and a high level of product knowledge, and to provide products that customers need with high quality and at affordable prices, so that the Company becomes an indispensable presence to its customers and local communities.

The management strategies of the Company are posted on the Company's website. Please click the following link to refer to them:

<https://www.tsuruha-hd.com/sustainability/policy/#3>

The Company also plans to formulate and publish a new medium-term management plan by the time the Company announces the financial results for the fiscal year ending May 15, 2022.

(ii) Basic views and policies on corporate governance

(1) Basic views

The Company believes that enhancing corporate governance is one of the most important management issues for achieving sustainable growth and increasing corporate value over the medium to long term. To that aim, under the business philosophy and objectives, all officers and employees of the Group recognize the social role as a listed company, strive to maintain good relationships with each stakeholder, and seek to become a company that deepens and improves the community links and earns universal support.

(2) Basic policies

The Company establishes and implements the basic policies as follows, based on the basic views:

- 1) Thorough compliance: The Company is committed to thoroughly enforcing the spirit of compliance across the entire Group.
- 2) Management of the Board of Directors based on sophisticated management decisions: The Company understands the responsibilities of each Director and operates the Board of Directors in a manner that clarifies management decisions.
- 3) Audit and Supervisory Committee Members and the Audit and Supervisory Committee recognize that they have an important role to play in establishing the Company's governance system, and supervise the management from an independent standpoint.
- 4) Officers are responsible for conducting stakeholder-conscious management as well as clarifying management plans and visions, and ensuring their disclosure and verification.
- 5) Securing shareholders' rights

In view of the Company's shareholding ratio in terms of overseas and domestic institutional investors, the Company strives to create environments that make it easier for shareholders to exercise their voting rights. In particular, the Company has adopted online voting, participated in the ICJ platform for exercising voting rights, and prepared the notice of convocation in English and in easy-to-read font styles. Regarding the results of the exercise of voting rights at the General Meeting of Shareholders, the Company is working to analyze the reasons for any large-scale opposition to a particular proposal and clearly grasp any underlying factors, and to increase opportunities for dialogue with shareholders through the holding of briefings for investors and other events where the Company can share and discuss the values of the shareholders and the Company.

When the Company submits an important proposal to the General Meeting of Shareholders, the Company checks carefully to ascertain whether such a proposal complies with the Company's governance system and, if necessary, the Company seeks advice from external experts, such as lawyers or certified public accountants.

6) Management that values people and strives to make them happy

The Company consistently aims to become a company that respects its employees and enables them to find joy in their work upon the belief that the purpose of business is to make everyone relating to a company happy forever.

7) Policy on anti-takeover measures, etc.

The Company considers that the best form of defense against takeovers is to secure stable, high growth potential and profitability, increase stock prices, and thereby enhance corporate value. Needless to say, when introducing any new anti-takeover measures, the Company takes care to ensure that the shareholders understand the need for such measures and that the Board of Directors has thoroughly deliberated the content before proposing any new measure. In the event that the Company's shares become the subject of a takeover bid (TOB), the Company promptly clarifies and discloses its views on the matter. The Company also clarifies the intention regarding any countermeasures. However, the Company shall not take any unlawful countermeasures, and the shareholders shall have the sole discretion.

8) Sustainability initiatives such as for social and environmental issues

The Company recognizes sustainability initiatives to be one of the top management priorities in order to realize its business philosophy and fulfill its social responsibilities as a company. The Company's views on sustainability are also posted on the Company's website. Please click the following link:

<https://www.tsuruha-hd.com/sustainability/>

9) Ensuring internal diversity, including the promotion of women's participation and advancement

The Company is committed to actively ensuring diversity in its core human resources. Regarding the appointment of female employees to managerial positions, in particular, the Company is aiming to achieve 30% of managerial positions filled by female employees based on the Act on the Promotion of Female Participation and Career Advancement in the Workplace (17.5% ratio as of May 15, 2021). The Company also formulates a recruitment plan for mid-career hires each year and actively promotes and appoints mid-career employees according to their abilities and level of contribution to the Company. The Company formulates an annual recruitment plan as a measurable target and verifies the progress status of the plan every six months (the ratio of mid-career hires to total new hires in the fiscal year ended May 15, 2021, stood at 28.2%).

10) Whistleblowing systems

The Company has established the Whistleblowing Regulations. The Company also has a system in place to report any violation of internal rules or conduct in violation of laws within the Group or any conduct in violation of corporate ethics. The Company has appointed whistleblowing personnel who operate independently from internal officers and departments, and built a system to stipulate and operate matters for which information providers should be protected in the Whistle-blowing Regulations.

(iii) Board of Director's policies and procedures in determining the remuneration of the senior management and Directors

Please refer to "Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods" in II 1. [Director Remuneration] of this report.

(iv) Board of Director's policies and procedures in the appointment/dismissal of the senior management and the nomination of Directors and Directors who are Audit and Supervisory Committee Members candidates

When the Board of Directors adopts a resolution to submit a proposal for appointment of the candidates to the General Meeting of Shareholders, the procedure for obtaining approval involves the chairperson ascertaining that the candidates have sufficient knowledge and experience to fulfill their duties and are considered to be able to contribute to the improvement of the Company's corporate value based on the report submitted by the Nomination and Remuneration Committee, explaining why the candidates are being recommended for appointment, and asking for shareholders' approval. The Board of Directors determines to remove an executive based on the following dismissal criteria: (Dismissal Criteria) (1) an officer has committed an act that is contrary to public order and ethics, (2) it becomes difficult for an officer to continue to fulfill his/her duties due to health reasons, (3) the Company's corporate value is significantly damaged by an officer's neglect of his/her duties, or (4) an officer's qualifications as an executive are not recognized.

(v) Explanations with respect to the individual appointments/dismissals and nominations when the Board of Directors appoints/dismisses the senior management and nominates Directors and Directors who are Audit and Supervisory Committee Members candidates

The Company strives to ensure fairness and objectivity by nominating candidates based on the following concepts:

1. Basic policy on the composition of the Board of Directors

The Company shall have no more than 11 Directors in order to maximize the Group's overall corporate value and strengthen and thoroughly enforce corporate governance as a holding company. The Company seeks to appoint multiple Outside Directors and utilize their high-level capabilities in their individual specialized fields to promote the Company management. The Company also considers the need for diversity by appointing female executives and executives with different experience in the industry and strive to create an effective Board of Directors at the optimal scale.

2. Policies and procedures for nominating candidates for Directors and for dismissing Directors

In nominating candidates for Director, the Company believes that it should nominate people with the appropriate qualities to conduct general management for promoting the sustainable growth of the Company and enhancing the Company's corporate value over the medium to long term.

When selecting candidates, the Company does not focus on gender, nationality, age, or other similar factors, but instead considers the need for diverse and balanced knowledge, experience, and capabilities. The Company evaluates a candidate's personality, achievements, and insights, his/her ability to appropriately fulfill decision-making and supervisory functions on the Board of Directors, and whether he/she is able to help achieve the Company's corporate philosophy and enhance the Company's corporate value over the medium to long term. To ensure transparency in the selection process, the Company has established and launched a Nomination and Remuneration Committee as a voluntary advisory body comprising a majority of independent Outside Directors.

[Supplementary Principle 3.1.2]

Considering that overseas institutional investors hold a considerable percentage of the Company's shares, the Company is working to establish a system that promotes the disclosure and provision of information in English.

- Items that are already disclosed in English include: (1) Notice of the Ordinary General Meeting of Shareholders, (2) SR materials for overseas institutional investors, (3) Website, and (4) Consolidated Financial Results
- Items the Company is currently considering for future English-language disclosure: (1) Corporate Governance Report and (2) Securities Report

[Principle 4.1 Roles and Responsibilities of the Board of Directors (1)]

[Supplementary Principle 4-1-1]

In addition to stipulations in the Articles of Incorporation and relevant laws and regulations, the Company determines the matters to be resolved by the Board of Directors in the Board of Directors Regulations. Furthermore, on August 10, 2021, the Company transitioned from a Company with a Board of Corporate Auditors to a Company with an Audit and Supervisory Committee, and delegated a portion of the important business execution decisions to the President & Representative Director.

[Principle 4.8 Effective Use of Independent Outside Directors]

The Company has appointed three independent Outside Directors. The three independent Outside Directors are asked to fulfill their advisory and supervisory functions from an objective standpoint and play a role in enhancing the Company's corporate value. The independent Outside Directors constitute a third of the Board of Directors, and, given that the Board currently engages in active discussions based on these independent standpoints, the Company believes that it has established a sufficient system to ensure the effective use of independent Directors.

[Supplementary Principle 4.8.3]

At the present time, there are no controlling shareholders in the Group.

[Principle 4.9 Independence Standards and Qualification for Independent Outside Directors]

At the Board of Directors meeting held on April 6, 2021, the Company established criteria for selecting outside officers as a specific standard designed to ensure the transparency and objectivity of the Board of Directors.

To ensure transparency and objectivity in the appointment process, the Nomination and Remuneration Committee, which comprises a majority of Outside Directors, will confirm any candidate's qualifications as an Outside Director.

<Selection criteria>

The Company adopts the following independence standards (i.e. people should fall into none of the items (1) to (13) listed below) as criteria for the appointment of outside officer (candidates) at the General Meeting of Shareholders.

The Company's Board of Directors certifies that Outside Directors or Outside Directors who are Audit and Supervisory Committee Members (hereafter collectively referred to as "Outside Officers") are deemed independent if they do not fall under any of the categories listed below.

Furthermore, Outside Officers must strive to maintain the independence stipulated in the independence standards until their retirement, and are obliged to immediately notify the Company if they no longer meet the independence standards.

(1) An executive of the Company or its subsidiaries (hereafter collectively referred to as "the Group") at present and for the past 10 years

(2) A party whose major client or supplier (Note 1) is the Group or an executive thereof

(3) Major client or supplier of the Group (Note 2) or an executive thereof

(4) A major shareholder of the Company (who directly or indirectly holds 10% or more of the voting rights in the Company) or an executive thereof

(5) An executive of a party of which the Group is a major equity holder (who directly or indirectly holds 10% or more of the voting rights in the Company)

(6) An executive of a lender of the Company that exceeds the standards stipulated by the Company (Note 3)

(7) A recipient of a substantial amount of donations from the Group (Note 4) or an executive thereof

(8) A consultant, accountant such as a certified public accountant or legal professional such as a lawyer who receives a large amount of monetary consideration or other property from the Group besides remuneration as a director (Note 5) (If the entity that has received those assets is a corporation or a union, the condition then applies to anyone who belongs to the organization in question)

(9) A person who belongs to an auditing firm that conducts statutory audits for the Company

(10) An executive at another company in which an executive of the Group is currently serving or has served in the past three years as an outside officer

(11) A person who has fallen into any of the above items (2) through (9) over the past three years

(12) Close relatives, etc. of the following persons (Note 6)

a. A person who falls into any of the above-listed items (2) through (9)

b. A person to whom item (2), (3), or (8) has applied over the past year (excluding persons who do not play a major role)

c. Important executors of Group business or important Directors who do not execute Group business

d. A person to whom point c. above has applied over the past three years

(13) A person who has been assigned by the Company for a total of more than 10 years at the time of appointment as an Outside Officer of the Company

(Note 1) The annual value of transactions with the Group in the most recent fiscal year is 2% or more of consolidated sales

(Note 2) The annual value of transactions with the Group in the most recent fiscal year is 2% or more of consolidated sales

(Note 3) Lenders that exceed the standards stipulated by the Company are entities whose borrowings from the Company exceed 2% of total consolidated assets.

(Note 4) Persons who have received donations from the Group totaling ¥10 million or more in the most recent fiscal year

(Note 5) Persons who have received payments from the Group totaling ¥10 million or more in the most recent fiscal year

(Note 6) Close relatives, etc. refer to relatives within the second degree of kinship and interested parties who share the same livelihood.

[Principle 4.10 Use of Optional Approach]

[Supplementary Principle 4.10.1]

In order to strengthen the independence, objectivity, and accountability of the Board functions in relation to the nomination and remuneration of the senior management and Directors, the Company has established an

independent Nomination and Remuneration Committee under the jurisdiction of the Board of Directors. Committee members include the President & Representative Director (Chairperson), the Executive Officer and Chief Administrative Officer, and three independent Outside Directors. The Committee is able to appropriately engage and advise on the consideration of important matters such as nomination and remuneration. The majority of Nomination and Remuneration Committee members are independent Outside Directors, which maintains the committee's independence and ensures fairness and transparency.

[Supplementary Principle 4.11.2]

The number of other listed companies where Directors hold concurrent positions is within a reasonable range and disclosed in the annual business report.

[Supplementary Principle 4.11.3]

In order to analyze and evaluate the effectiveness of the Board of Directors, all Directors of the Company conduct self-evaluations on a number of specific evaluation items with the Questionnaire to Evaluate the Effectiveness of the Board of Directors. The Board of Directors then debates the results of the questionnaire analysis and decides the level of Board effectiveness based on those opinions. The Company has also introduced structures for involving independent third parties in the implementation of this process and has introduced procedures and analysis conducted by legal counsels in order to maintain objectivity. The overview of the evaluation of the effectiveness of the Board of Directors is submitted promptly to the Tokyo Stock Exchange.

[Principle 4.14 Director and Corporate Auditor Training]

[Supplementary Principle 4.14.2]

Director training policy

1. To enable Directors to fulfill their required roles (fiduciary responsibilities) and legal responsibilities, the Company provides opportunities for Directors to develop a sufficient understanding of laws and regulations relating to the Companies Act and corporate governance principles.

2. Directors acquire the knowledge they need to fulfill their responsibility through self-improvement. However, the Company also offers training to help hone management skills through participation in external seminars, overseas inspections, etc. The cost of these activities is supported by the Company. The training offered is not uniform, but is designed to suit the roles, responsibilities, and required knowledge of each individual officer.

1) Explaining the legal roles and responsibilities of Directors to newly appointed internal officers.

2) Explaining the Group's business, finances, organizational structures, and other items to newly appointed Outside Officers

3) Explaining important management changes and latest industry trends to people with important responsibilities, and Outside Officers in particular.

4) Facilitating the participation of Outside Directors in meetings attended by executives.

[Principle 5.1 Policy for Constructive Dialogue with Shareholders]

The Company actively engages in dialogue with shareholders and strives to build solid relationships of trust in order to help achieve sustainable growth and enhance corporate value.

1. Appointing a member of the management or a Director to be responsible for overseeing constructive dialogue with shareholders

The Company has assigned the officer in charge of public relations and investor relations as the person in charge of overseeing shareholder dialogue.

2. Measures to encourage organic cooperation between internal departments to support constructive dialogue
As part of the measures to promote cooperation between internal departments, the IR Group of the Accounting Division cooperates with each department and Group company and compiles materials to organically promote constructive dialogue with shareholders, while also providing opportunities for internal discussion on the content of dialogues. The IR Group also coordinates and plans interviews with shareholders and institutional investors in Japan and overseas.

The General Affairs Group of the General Affairs Division is responsible for information disclosure, and the Company has systems in place to facilitate the timely and appropriate disclosure of Company-related information to the stakeholders.

3. Initiatives for ensuring a wider range of dialogue opportunities in addition to individual interviews

In addition to individual interviews, the Company strives to promote dialogue with stakeholders through a

variety of other methods

- (1) Holding briefings for investors and analysts
- (2) Conducting conference calls with domestic and overseas institutional investors
- (3) Holding briefings for individual investors across Japan
- (4) Conducting store tours for institutional investors

4. Providing feedback to the Board of Directors

The Company holds financial results briefings and visits institutional investors to explain the financial results announcements on a quarterly basis. The officer in charge will report on the investors' reactions at the meeting of the Board of Directors that takes place directly after the visits.

5. Measures for managing insider information when participating in dialogues

The Company has established the Insider Trading Regulations and ensures their strict operation. The Company does not share undisclosed important information with any specific people individually.

6. Other

The Company conducts periodic shareholder identification surveys because it recognizes the importance of fully understanding the shareholder ownership structure and composition in order to promote constructive dialogue with shareholders.

2. Capital Structure

Foreign Shareholding Ratio	More than 30%
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[Status of Major Shareholders] (Update)

Name / Company Name	Number of Shares Owned	Percentage (%)
AEON CO., LTD.	6,313,600	13.00
The Master Trust Bank of Japan, Ltd. (Trust Account)	5,866,200	12.08
STATE STREET CLIENT OMNIBUS ACCOUNT OM02	2,885,181	5.94
Custody Bank of Japan, Ltd. (Trust Account)	1,902,100	3.92
RBC IST 15 PCT LENDING ACCOUNT -CLIENT ACCOUNT	1,448,491	2.98
Tatsuru Tsuruha	1,411,140	2.91
BNYM AS AGT/CLTS NON TREATY JASDEC	1,171,783	2.41
Hiroko Tsuruha	977,604	2.01
SSBTC CLIENT OMNIBUS ACCOUNT	958,042	1.97
Akiko Tsuruha	873,566	1.80

Controlling Shareholder (except for Parent Company)	---
Parent Company	None

Supplementary Explanation

3. Corporate Attributes

Listed Stock Market and Market Section	Tokyo Stock Exchange First Section
Fiscal Year-End	May
Type of Business	Retail Trade
Number of Employees (consolidated) as of the End of the Previous Fiscal Year	More than 1000
Sales (consolidated) as of the End of the Previous Fiscal Year	From ¥100 billion to less than ¥1 trillion
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	From 10 to less than 50

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

5. Other Special Circumstances which may have Material Impact on Corporate Governance

II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight in Management

1. Organizational Composition and Operation

Organization Form	Company with an Audit and Supervisory Committee
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[Directors]

Maximum Number of Directors Stipulated in Articles of Incorporation	11
Term of Office of Directors Stipulated in Articles of Incorporation	One year
Chairperson of the Board of Directors	President
Number of Directors	9
Appointment of Outside Directors	Appointed
Number of Outside Directors	3
Number of Independent Directors among Outside Directors	3

Outside Directors' Relationship with the Company (1)

Name	Attribute	Relationship with the Company*											
		a	b	c	d	e	f	g	h	i	j	k	
Fumiyo Fujii	Other												
Harumi Sato	Tax Accountant												
Takuya Okazaki	Lawyer												

* Categories for "Relationship with the Company"

* "○" when the director presently falls or has recently fallen under the category;

"△" when the director fell under the category in the past

* "●" when a close relative of the director presently falls or has recently fallen under the category;

"▲" when a close relative of the director fell under the category in the past

a. Executive of the Company or its subsidiaries

b. Non-executive director or executive of a parent company of the Company

c. Executive of a fellow subsidiary company of the Company

d. A party whose major client or supplier is the Company or an executive thereof

e. Major client or supplier of the Company or an executive thereof

f. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides remuneration as a director/corporate auditor

g. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)

h. Executive of a client or supplier company of the Company (which does not correspond to any of d, e, or f) (the director himself/herself only)

i. Executive of a company, between which and the Company outside directors/corporate auditors are mutually appointed (the director himself/herself only)

j. Executive of a company or organization that receives a donation from the Company (the director himself/herself only)

k. Others

Outside Directors' Relationship with the Company (2)

Name	Membership of Audit and Supervisory Committee	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
Fumiyo Fujii		○	---	After serving as Outside Corporate Auditor of the Company, Mr. Fumiyo Fujii, with abundant financial experience and knowledge cultivated over many years at financial institutions, is currently providing active opinions and various pieces of advice on management issues at meetings of the Board of Directors as Outside Director. He utilizes his deep insight in corporate management, experience and supervisory capabilities for the management of the Company. He

				has no special interests in the Company, and there is no risk of conflict of interest with general shareholders. For that reason, the Company has judged his independence to be sufficiently secure and designated him as an Independent Director.
Harumi Sato	○	○	---	As a certified tax accountant, Ms. Harumi Sato has expertise in tax affairs. In addition to her abundant experience and high-level insight as a tax accountant, she has a valuable female point of view on the managerial decisions of the Company, and has provided various recommendations from an objective perspective to the management of the Company. She has no special interests in the Company, and there is no risk of conflict of interest with general shareholders. For that reason, the Company has judged her independence to be sufficiently secure and designated her as an Independent Director.
Takuya Okazaki	○	○	---	As a lawyer, Mr. Takuya Okazaki has abundant business experience and expertise. He has been appointed to strengthen the decision-making functions and audit and supervision functions of the Board of Directors through providing advice from an independent standpoint based on deep insight. He has no special interests in the Company, and there is no risk of conflict of interest with general shareholders. For that reason, the Company has judged his independence to be sufficiently secure and designated him as an Independent Director.

[Audit and Supervisory Committee]

Committee's Composition and Attributes of Chairperson

	All Committee Members	Full-time Members	Inside Directors	Outside Directors	Chairperson
Audit and Supervisory Committee	3	1	1	2	Inside Director

Appointment of Directors and/or Staff to Support the Audit and Supervisory Committee	Appointed
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Matters Related to the Independence of Such Directors and/or Staff from Executive Directors

Employees assigned to assist the Audit and Supervisory Committee in its duties shall conduct their business under the direction of the Audit and Supervisory Committee, and the Company shall ensure that those employees can operate independently from other Directors (excluding Directors who are Audit and Supervisory Committee Members).

Cooperation among Audit and Supervisory Committee, Accounting Auditors and Internal Audit Departments

The Audit and Supervisory Committee receives reports from the internal audit departments on audit plans, audit results, and other items and periodically exchanges information with the Audit Office. The Audit and Supervisory Committee also receives audit plans and audit results from the Accounting Auditor, and the two parties periodically exchange information to promote mutual cooperation.

[Voluntary Establishment of Committee]

Voluntary Establishment of Committee(s) Corresponding to Nomination Committee or Remuneration Committee	Established
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Committee's Name, Composition, and Attributes of Chairperson

	Committee Corresponding to Nomination Committee	Committee Corresponding to Remuneration Committee
Committee's Name	Nomination and Remuneration Committee	Nomination and Remuneration Committee
All Committee Members	5	5
Full-time Members	0	0
Inside Directors	1	1
Outside Directors	3	3
Outside Experts	0	0
Other	1	1
Chairperson	Inside Director	Inside Director

Supplementary Explanation

(Purpose)

The purpose of the committee is to appoint and dismiss the Company's senior management (Representative Directors and Directors with Special Titles), nominate candidates for Director and Executive Officers, and strengthen the independence, objectivity, and accountability of the Board of Directors functions in respect of the compensation of senior management, Directors, and Executive Officers, among other matters.

(Members)

1. The members of the Nomination and Remuneration Committee shall be appointed by resolution of the Board of Directors.
2. The Nomination and Remuneration Committee shall comprise of three or more members, the majority of whom must be independent Outside Directors.
3. The chairperson of the Nomination and Remuneration Committee shall be appointed from among the members by resolution of the Nomination and Remuneration Committee.

(Roles and responsibilities)

The Nomination and Remuneration Committee deliberates on the following matters in response to inquiries from the Board of Directors, and then reports its decisions back to the Board of Directors:

- (1) Draft proposals for the election and dismissal of Directors to be submitted to the Board of Directors as proposals for the General Meeting of Shareholders
- (2) Policies and procedures for the election and dismissal of Representative Directors and Directors with Special Titles
- (3) Proposals on the selection or dismissal of other management (Executive Officers) to be submitted to the Board of Directors
- (4) Succession planning for the Chief Executive Officer (President) and senior management
- (5) Draft proposals for remuneration, etc. of Directors to be submitted to the General Meeting of Shareholders
- (6) Policies for determining individual remuneration for Directors (including Executive Officers and Group executives)
- (7) Drafting proposals on the content of individual remuneration, etc. for Directors (including Executive Officers and Group executives)
- (8) Other matters deemed necessary by the Board of Directors in relation to the preceding items

(Holding and convening)

1. The Nomination and Remuneration Committee convenes according to an annual schedule that is determined in advance at the Nomination and Remuneration Committee meeting held directly after the Ordinary General Meeting of Shareholders, and may also meet at other additional times if necessary.
2. The Nomination and Remuneration Committee convenes in the Company's head office. However, meetings can be held elsewhere when required.

(Report to the Board of Directors)

The chairperson shall report the status of execution of duties of the Nomination and Remuneration Committee to the Board of Directors without delay in a manner that is deemed appropriate in accordance with the details.

[Independent Directors]

Number of Independent Directors	3
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Matters relating to Independent Directors

The Company has established Independence Standards of Independent Directors as described in the Corporate Governance Code [Principle 4.9], and designates all Outside Directors who meet the standards as Independent Directors.

[Incentives]

Incentive Policies for Directors	Other
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Supplementary Explanation

By resolution of the 59th Ordinary General Meeting of Shareholders held on August 10, 2021, the Company has introduced the Restricted Share Remuneration Plan for Directors (excluding Directors who are Audit and Supervisory Committee Members, and Outside Directors).

Recipients of Stock Options	
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Supplementary Explanation

[Director Remuneration]

Disclosure of Individual Directors' Remuneration	No individual disclosure
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Supplementary Explanation

The Company discloses the total annual remuneration of internal Directors and the total annual remuneration of Outside Directors.

Policy on Determining Remuneration Amounts and Calculation Methods	Established
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Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods

The policy for determining remuneration, etc. for Directors is as follows:

1. Basic Policies

The Company has designed a systematic remuneration system in consideration of each element of the following basic policies, as it regards the remuneration for Directors to be important incentives for achieving the management policy.

- (i) It shall promote the corporate philosophy of “making life better for our customers.”
- (ii) The amount and design shall be at a level that can support participation and activities of talented management team.
- (iii) It shall raise awareness of the need for contribution to mid- to long-term growth of the Company.
- (iv) It shall be linked to business results of the Company and have a mechanism that controls overemphasis on short-term performance.
- (v) It shall be designed to have transparency, fairness and reasonability and determined through an appropriate process to ensure such factors from a viewpoint of accountability to stakeholders including shareholders and employees.

Specifically, remuneration for Directors consists of fixed remuneration, performance-linked bonuses and restricted share remuneration.

The level of remuneration for Directors is verified every year in reference to the levels of officers' remuneration of companies in the same industry with a similar size (selected in terms of net sales, market capitalization, consolidated operating income and other factors) and other companies in different industries

based on objective remuneration survey data by external bodies and other data for promptly responding to changes in external environments and market environments.

2. Details of Directors' remuneration and composition, etc.

Remuneration for Directors consists of 1) "fixed remuneration" (monetary remuneration) as basic remuneration in accordance with their job title (position), 2) "bonuses" (monetary remuneration) based on business results for each fiscal year and their individual evaluations, etc. and 3) "stock remuneration" (restricted share remuneration) in accordance with their job title (position). The composition of remuneration is different for Directors who are Audit and Supervisory Committee Members, Outside Directors, and other Directors, who all have very different responsibilities.

Regarding the composition of remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors), a ratio of basic remuneration, bonuses and stock remuneration is determined, so that it functions as important incentives to achieve the management policy.

Specifically, the following ratio is applied:

Basic remuneration: Bonuses: Stock remuneration = 30-40%: 50-60%: 5-15%

In this regard, shares of the Company shall be granted as stock remuneration.

Overview of Remuneration Composition for Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors)

Type of remuneration	Payment criteria	Payment method	Composition of remuneration
Basic remuneration	Determined for each person based on the standard amount for each job title	Cash Once a month	30-40%
Bonuses	The amount is calculated for each person as monetary remuneration reflecting business results of a single fiscal year, after determination of whether or not payment is made and the total amount if paid, based on consolidated business performance indicators, etc. of the previous fiscal year.	Cash Once a year	50-60%
Stock remuneration	The number of shares to be granted to each Director is determined in comprehensive consideration of various factors including the degree of contribution by each eligible person to the Company and their responsibilities based on the share price and the standard for job title.	Shares Once a year	5-15%

(Bonuses)

The amount of bonuses as performance-linked remuneration is calculated for each person as monetary remuneration reflecting business results of a single fiscal year, after determination of whether or not payment is made and the total amount if paid, based on consolidated business performance indicators, etc. of the previous fiscal year. "Operating income and net income" of the consolidated results and mission accomplishment by individual are used as indicators for calculating bonuses from the viewpoint of attaching importance to the degree of achievement in profit growth. The payment is made once a year following the

completion of the necessary internal procedures and the conclusion of the Ordinary General Meeting of Shareholders.

(Stock remuneration) *Restricted share remuneration

The number of shares to be granted for restricted share remuneration is determined in comprehensive consideration of various factors including the degree of contribution by each eligible person to the Company and their responsibilities, based on the number of shares to be granted to each Director set in accordance with the share price and standard allocation for job title.

The timing of the allotment of the shares is determined by the Board of Directors held in September after the Ordinary General Meeting of Shareholders.

Restricted shares to be allotted to Directors of the Company are granted in advance.

The Company only pays basic remuneration to Directors who are Audit and Supervisory Committee Members, Outside Directors who are Audit and Supervisory Committee Members, and Outside Directors, based on their independence from business execution.

Overview of Remuneration Structure for Directors who are Audit and Supervisory Committee Members and Outside Directors

Type of remuneration	Payment criteria	Payment method	Composition of remuneration	
			Directors who are Audit and Supervisory Committee Members	Outside Directors
Basic remuneration	Determined for each person based on the standard amount for each job title	Cash Once a month	100%	100%
Bonuses	The amount is calculated for each person as monetary remuneration reflecting business results of a single fiscal year, after determination of whether or not payment is made and the total amount if paid, based on consolidated business performance indicators, etc. of the previous fiscal year.	Cash Once a year	0%	0%
Stock remuneration	The number of shares to be granted to each Director is determined in comprehensive consideration of various factors including the degree of contribution made by each eligible person to the Company and their responsibilities based on the share price and the standard for job title.	Shares Once a year	0%	0%

3. Process for determining remuneration for Directors

The authority for determining the specifics of the remuneration amount for each Director (excluding Directors who are Audit and Supervisory Committee Members) is delegated to the President & Representative Director, based on a resolution by the Board of Directors within the total amount preapproved by the General Meeting of Shareholders. Such authority includes the determination of the amount of basic remuneration for each Director and the amount of bonus distribution for each Director based on the payment criteria. For stock remuneration, the number of shares allotted to each Director is resolved at a meeting of the Board of Directors. To ensure the appropriateness of the level and amount of remuneration and transparent remuneration of the determination process, the specific amount of remuneration to be paid is deliberated at the Nomination and Remuneration Committee which is a consulting body for remuneration of the Company's officers involving external experts, in consideration of trends among other companies in the same industry and companies with a similar scale as well as suggestions about the necessity for the Company's corporate management. Then, the Personnel Division develops remuneration plans for each Director and the Officer responsible for Administration discusses them sufficiently with the President.

*Matters to be deliberated at meetings of the Nomination and Remuneration Committee

- Draft proposals relating to Director remuneration to be submitted to the General Meeting of Shareholders
- Policies on determining individual remuneration for Directors (including Executive Officers and Group executives)
- Draft proposals on the content of individual remuneration for Directors (including Executive Officers and Group executives)

The amount of individual remuneration for Directors who are Audit and Supervisory Committee Members is determined in discussions among the Directors who are Audit and Supervisory Committee Members, based on proposals from the Nomination and Remuneration Committee, within the scope of the total preapproved amount resolved by the General Meeting of Shareholders.

3. Reasons for Adoption of Current Corporate Governance System

At the 59th Ordinary General Meeting of Shareholders held on August 10, 2021, the Company transitioned to a Company with an Audit and Supervisory Committee. Following this move, the Company intends to further strengthen the audit and supervisory functions and further deepen the corporate governance system as well as expedite management decision-making by delegating decision-making authority from the Board of Directors to Executive Directors.

III. Implementation of Measures for Shareholders and Other Stakeholders

1. Measures to Vitalize the General Meetings of Shareholders and Smooth Exercise of Voting Rights

	Supplementary Explanation
Early Notification of General Meeting of Shareholders	Dispatched 22 days prior to the opening of the General Meeting of Shareholders.
Allowing Electronic Exercise of Voting Rights	Can be exercised through the Company's voting rights exercise website.
Participation in Electronic Voting Platform or Other Initiatives to Improve the Environment for Exercising Voting Rights	Voting rights can be exercised through the electronic voting platform for institutional investors operated by ICJ, Inc.
Providing Convocation Notice (Summary) in English	Displayed on the Company's website, the Tokyo Stock Exchange website, and on the electronic voting platform.
Other	Live streaming of the General Meeting of Shareholders on the website

2. IR Activities

	Supplementary Explanation	Explanations by Representatives
Preparation and Publication of Disclosure Policy	The IR policies are posted on the Company's website. (https://www.tsuruha-hd.com/ir/policy/)	
Regular Investor Briefings for Individual Investors	The Company holds briefings for individual investors in every region several times a year.	Yes
Regular Investor Briefings for Analysts and Institutional Investors	The Company holds regular briefing conferences after each quarterly financial results announcement.	Yes
Posting of IR Materials on Website	The Company displays information about the financial highlights and the status of the IR activities on the Company's website along with news releases, consolidated financial results, securities reports, quarterly reports, financial results briefing materials, and other documents (including English versions).	
Establishment of Department and/or Manager in Charge of IR	The Company has established the IR Group of the Accounting Division as a specialist investor relations department.	

3. Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanation
Stipulation of Internal Rules for Respecting the Position of Stakeholders	The TSURUHA Group has pursued business activities based on its business philosophy of "making life better for our customers." In order to continue fulfilling the responsibilities as a company, we aim to contribute even more to local communities through the business activities, help address various issues relating to society and the environment, and seeks to become a company that can help develop the Sustainable Development Goals (SDGs) through constructive dialogue with all our stakeholders.
Implementation of Environmental Activities, CSR Activities etc.	In order to convey its sustainability-related initiatives to people outside the Company in a readily understandable way, the Company clearly declares the initiatives and directions for material issues in the ESG area on the Company's website, and frequently publish the latest status of the activities designed to help achieve the SDGs. (https://www.tsuruha-hd.com/sustainability/)
Development of Policies on Information Provision to Stakeholders	The Company strives to disclose corporate information in a timely and fair manner and to avoid concentrating any information disclosure on specific individuals and organizations. This is done in accordance with the Financial Instruments and Exchange Act and the Rules on Timely Disclosure of Corporate Information by Issuers of Listed Securities (hereafter referred to as "Timely Disclosure Rules") stipulated by the Tokyo Stock Exchange. The Company also publishes information that is not stipulated in the Timely Disclosure Rules on the website in response to investor requests and in order to illustrate the proactive stance toward ensuring more accurate, fair, and prompt information disclosure. (https://www.tsuruha-hd.com/ir/policy/)

IV. Matters Related to the Internal Control System

1. Basic Views on Internal Control System and the Progress of System Development

In order to respond to the various stakeholders connected to the Company based on the business philosophy of “making life better for our customers,” the Company recognizes that strengthening and enhancing corporate governance is one of the most important management issues for achieving sustainable growth and increasing corporate value.

The Company believes that building internal control systems to strengthen and enhance corporate governance and to ensure the appropriateness of the business administration is an important process for the Company, and has established the following basic policy regarding the establishment of internal control systems:

Basic Policy on Establishment of Internal Control System

1. System to ensure that execution of duties by Directors and employees of the Company and its subsidiaries complies with laws and regulations, and the Articles of Incorporation

- (1) The Company shall determine the Regulation of Authority and Duties and the Division of Duties and Authority to clarify the scope of professional duties of Directors and employees of the Company and its subsidiary companies, and establish a framework to ensure that the performance of those duties conforms with laws, regulations, and the Articles of Incorporation.
- (2) The Company shall determine the Compliance Regulations and establish a framework that upholds laws and regulations (including administrative notices and guidelines), internal rules, and corporate ethics.
- (3) The Company shall determine the Whistleblowing Regulations, establish the reporting system that is separate from the regular work-related communication channels and operates independently from the business execution departments, and establish a framework in which the content of those reports is appropriately communicated to Directors if required.
- (4) The Company shall not engage with any forces that pose a threat to social order or the sound activities of companies, and shall respond systematically and resolutely to any unreasonable demands.

2. System regarding management and storage of information related to the execution of duties by Directors of the Company

The Company shall determine the Document Management Regulations, appropriately store documents pertaining to the execution of business by Directors, including the minutes of meetings of the Board of Directors, from current and previous fiscal years, and manage that information in a manner so that information can be viewed swiftly when necessary and Directors can always obtain the information they require.

3. Regulations and other systems for managing the risk of loss of the Company and its subsidiaries

The Company shall classify risks surrounding the Company and its subsidiaries into the following categories, institute the Risk Management Regulations to address these risks, and establish a system for grasping risks at an early stage and addressing them promptly.

- (1) Risks relating to physical goods (company assets, etc.)
- (2) Risks relating to people (managers, employees)
- (3) Risks relating to management
- (4) Risks relating to information
- (5) Other risks relating to violations of laws and regulations

4. System to ensure efficient execution of duties by Directors of the Company and its subsidiaries

- (1) The Company shall determine the Regulation of Authority and Duties and the Division of Duties and Authority to clarify the scope of professional duties of Directors and employees of the Company and its subsidiary companies, and establish a framework to ensure those duties are performed efficiently.
- (2) The Company shall determine the Board of Directors Regulations and establish a system for ensuring Directors of the Company and its subsidiaries make prompt management decisions.
- (3) The Company shall determine the Management Meeting Regulations and establish a system in which Directors of the Company and its subsidiaries smoothly communicate basic business execution policies, basic plans, and other important management-related matters.

5. System to ensure proper business operations of the enterprise group consisting of the Company and its subsidiaries

- (1) The Company shall apply the Basic Policy on Establishment of Internal Control System and build an internal control system for the Company and its subsidiaries.
- (2) The Company shall institute the Management Meeting Regulations and establish a system in which officers, general managers, and office managers of the Company and its subsidiaries can smoothly communicate basic business execution policies, basic plans, and other important management-related matters.

6. Matters regarding Directors and employees that support the Audit and Supervisory Committee in execution of duties and matters regarding independence of Directors and employees that support the Audit and Supervisory Committee in execution of duties from other Directors (excluding Directors who are Audit and Supervisory Committee Members)

The Company shall ensure that Directors and employees assigned to assist with the duties of the Audit and Supervisory Committee can execute their duties under the direction of the Audit and Supervisory Committee, and maintain their independence from other Directors (excluding Directors who are Audit and Supervisory Committee Members).

7. Matters regarding ensuring the effectiveness of instructions by the Audit and Supervisory Committee to Directors and employees that support the Audit and Supervisory Committee in execution of duties

The Company shall ensure that Directors and employees assigned to assist with the duties of the Audit and Supervisory Committee can execute their duties under the direction of the Audit and Supervisory Committee, and secure the effectiveness of Audit and Supervisory Committee directions.

8. System for reporting to the Audit and Supervisory Committee, including for reports by Directors (excluding Directors who are Audit and Supervisory Committee Members) of the Company and its subsidiaries and employees and system for ensuring that a person who makes said report shall not be subject to any unfavorable treatment for reason of having made said report

In order to establish a system that facilitates reporting to the Audit and Supervisory Committee, Audit and Supervisory Committee Members or employees assigned to assist with Audit and Supervisory Committee duties, the Company shall determine the Audit and Supervisory Committee Regulations that include the following details and ensure its appropriate operation:

- (1) The Audit and Supervisory Committee shall request reports on the execution of duties by Directors (excluding Directors who are Audit and Supervisory Committee Members) and employees of the Company and its subsidiaries, and also audit the business and finances of the Company and its subsidiaries.
- (2) When asked to submit a report by the Audit and Supervisory Committee, Audit and Supervisory Committee Members, or employees assigned to assist with Audit and Supervisory Committee duties, an appropriate report shall be provided.
- (3) The Company shall establish a system that ensures any person who reports to the Audit and Supervisory Committee, Audit and Supervisory Committee Members, or employees assigned to assist with Audit and Supervisory Committee duties does not suffer any damage as a result.

9. Matters regarding the policy for handling expenses or payables in relation to execution of duties of Audit and Supervisory Committee Members (limited to those related to the execution of duties of the Audit and Supervisory Committee), such as procedures for advance payment or reimbursement in relation to execution of such duties

- (1) If Audit and Supervisory Committee Members or the employees who assist with Audit and Supervisory Committee duties deem it necessary for their auditing work to seek advice from external experts, such as lawyers, certified public accountants, or tax accountants, the cost of those consultations and any other costs arising from the conducting of auditing duties shall be borne by the Company.
- (2) The same reimbursement rules apply to any prepaid commencement fees or expenses that are incurred after the delivery of a service in relation to items in (1) above.

10. Other systems to ensure effectiveness of audits by the Audit and Supervisory Committee
 The Company shall secure an effective auditing system by ensuring the regular delivery of reports from the Accounting Auditor and guaranteeing the Audit and Supervisory Committee the opportunity to seek advice from external experts such as lawyers, certified public accountants, and tax accountants when necessary.

2. Basic Views on Eliminating Anti-Social Forces

The Company will not engage with any forces that pose a threat to social order or the sound activities of companies, and will respond systematically and resolutely to any unreasonable demands.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Not adopted
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Supplementary Explanation

2. Other Matters Concerning to Corporate Governance System

The Company system is designed to enable us, as the umbrella company, to swiftly grasp all types of information within Group companies primarily through the General Affairs Division, which has been designated as the department in charge of information disclosure. The system facilitates the reporting of factors and important items that emerge during daily operations at each Group company from employees to department heads, and then to the Executive Officer and Chief Administrative Officer, who is the person in charge of information disclosure. The Company promptly executes timely disclosure by swiftly identifying any problematic areas in terms of information disclosure.

In terms of determined facts, the Company has also established a system for facilitating the prompt disclosure of decisions made by the Board of Directors as the Company's main decision-making body.

Furthermore, the Company strives to raise awareness of the importance of legal compliance within the Company in order to ensure thorough compliance. The Company also consults in detail and cooperates with Audit and Supervisory Committee Members, the auditing firm, and legal counsels.

