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The Monogatari Corporation

Hisayuki Kato, President and Representative Director

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Securities Code: 3097

The corporate governance of The Monogatari Corporation is described below.

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

1. Basic Views

We have established five basic policies for corporate governance: prompt decision-making and pursuit of management efficiency, clarification of management responsibilities, enhancement of management transparency and compliance systems, strengthening of the audit function by auditors for the status of business execution by directors, and realization of risk management philosophy. By committing to this management stance, we believe that we can earn the trust of our shareholders and all other stakeholders, increase corporate value over the long term, and enable sustainable growth.

[Reasons for Noncompliance with the Principles of the Corporate Governance Code]

[Supplemental Principle 4-11(1): Diversity of the Board of Directors as a whole]

Our company nominates candidates for directors based on the results of deliberations by the voluntary Nomination and Compensation Committee, taking into account the Board of Directors' overall approach to diversity and balance of knowledge, experience and ability. Internal directors are nominated based on the balance of their abilities in sales, accounting, risk management and other areas. Outside directors are nominated based on a balance of experience and abilities, as well as management experience at other companies and the perspective of diversity. When necessary, we have established a system that is more conscious of the balance of knowledge, experience, and abilities, diversity, and scale of the Board of Directors as a whole. In addition, we will work to disclose a skills matrix, etc. that list the knowledge, experience, abilities and other skills of each director.

[Disclosure Based on the Principles of the Corporate Governance Code] (Update)

The status of implementation of each principle of the Corporate Governance Code is described in the "Initiatives Related to Japan's Corporate Governance Code" posted on our website below.

http://www.monogatari.co.jp/ir/c_g.html

2. Capital Structure

Foreign Shareholding Ratio (Update)	20% or more but less than 30%
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[Status of Major Shareholders] (Update)

Name / Company Name	Number of Shares Owned	Percentage (%)
The Master Trust Bank of Japan, Ltd. (Trust Account)	1,202,800	9.95
Yoshio Kobayashi	1,009,714	8.35
Custody Bank of Japan, Ltd. (Trust Account)	692,000	5.72
Yusuke Kobayashi	529,600	4.38
Sanae Kobayashi	419,080	3.46
NORTHERN TRUST CO. (AVFC) RE FIDELITY FUNDS (Standing proxy: The Hongkong and Shanghai Banking Corporation Limited, Tokyo Branch)	345,296	2.85
AOYAMA TRADING Co., Ltd.	296,000	2.44
Toyohashi Shinkin Bank	220,000	1.82
Yohei Kobayashi	207,270	1.71
JP MORGAN CHASE BANK	191,274	1.58

Controlling Shareholder (except for Parent Company)	-----
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Parent Company	NA
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* 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 subsidiary
- 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 listed 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 compensation 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 only)
- i. Executive of a company, between which and the Company outside directors/corporate auditor are mutually appointed (the director only)
- j. Executive of a company or organization that receives a donation from the Company (the director only)
- k. Others

Relationship with the Company (2)

Name	Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
Moriyasu Kasahara	○	Not applicable	<p>He built a track record as an employer of a business corporation and contributed to the development of a local community as vice-president of the Toyokawa Chamber of Commerce and Industry through his activities. He was appointed as an outside director, for utilizing his broad knowledge, experience, etc. nurtured in his career for management judgment for our company.</p> <p>[Reason for appointing her as an independent executive]</p> <p>He concurrently serves as representative director of Hakuyo Corporation, Orangetheory Japan Co., Ltd., and Ilex Sports Life Inc. However, there is no special relationship between our company and any of these three companies.</p> <p>Accordingly, it was concluded that there would be no conflict of interest with general shareholders, so she was designated as an independent executive.</p>
Yukitaka Nishikawa	○	Not applicable	<p>Utilizing plenty of experience in the Toyohashi Chamber of Commerce and Industry, he serves as a practical management consultant, and has published a lot of books pertaining to management of human resources and labor affairs. Like this, he is flourishing in a broad range of fields, so he was appointed for utilizing his broad knowledge, experience, etc. nurtured in his career for management judgment for our company.</p> <p>[Reason for appointing her as an independent executive]</p> <p>He concurrently serves as representative director of Business Link Co., Ltd., an outside director of Honda Plus Co., Ltd., and an outside director (audit and supervisory committee member) of Kaitori Okoku Co., Ltd. However, there is no special relationship between our company and any of these three companies.</p> <p>Accordingly, it was concluded that there would be no conflict of interest with general shareholders, so she was designated as an independent executive.</p>

Masahiro Sumikawa	○	Not applicable	<p>He is versed in overseas markets, because he engaged in various businesses at many private companies in mainly Asia, including China and Taiwan, and he built a track record as an employer by serving as a director and an auditor, establishing business companies, forming alliances between enterprises, and carrying out M&A. Like this, he was appointed as an outside director, for utilizing his knowledge and experience for management judgment for our corporate group.</p> <p>[Reason for appointing her as an independent executive]</p> <p>He concurrently serves as representative director of Sumick Co., Ltd. However, there is no special relationship between our company and the company.</p> <p>Accordingly, it was concluded that there would be no conflict of interest with general shareholders, so she was designated as an independent executive.</p>
Kana Yasuda	○	Not applicable	<p>She experienced the audit of accounts at an audit corporation, established an accounting office, and engaged in corporate tax affairs. In addition, she was directly in charge of the management of the office, and served as a director and an auditor of many listed companies. She was appointed for utilizing her sufficient track record as an employer for strengthening the governance of our corporate group and the management decision of our company.</p> <p>[Reason for appointing her as an independent executive]</p> <p>She concurrently serves as head of Yasuda Tax & Accountant Office, an outside auditor of Sugi Holdings Co., Ltd., an outside director of Geo Holdings Corporation, an outside director of Chuo Spring Co., Ltd., and an outside director (audit and supervisory committee member) of Kondotec Inc. However, there is no special relationship between our company and this office and any of these four companies.</p> <p>Accordingly, it was concluded that there would be no conflict of interest with general shareholders, so she was designated as an independent executive.</p>

State of establishment of Voluntary Committee(s) Corresponding to Nomination Committee or Compensation Committee

Yes

Committee's Name, Composition, and Attributes of Chairperson

	Committee's Name	All Committee Members	Full-time Members	Inside Directors (Name)	Outside Director (Name)	Outside Experts (Name)	Other	Chairperson
Voluntary Committee Corresponding to Nomination Committee	Nomination and Compensation Committee	8	0	3	4	0	1	Outside Director
Committee Corresponding to Compensation Committee	Nomination and Compensation Committee	8	0	3	4	0	1	Outside Director

Supplement

In order to increase the transparency and objectivity of the process of deciding candidates for Directors and Auditors, as well as the process of determining compensation for Directors, we have established the Nomination and Compensation Committee, which is composed of a majority of independent outside directors and independent outside auditors. The Nomination and Compensation Committee deliberates on

the following matters and reports to the Board of Directors.

- (1) Matters concerning the election of candidates for directors and auditors
- (2) Matters concerning the policy for determining director compensation, etc.
- (3) Matters concerning determination of individual compensation, etc. for directors
- (4) Matters concerning dismissal of directors and auditors
- (5) Matters concerning the appointment and dismissal of representative director
- (6) Matters concerning the succession plan

The selection of the chairperson of the Nomination and Compensation Committee is elected by resolution of the Nomination and Compensation Committee. The Growth Strategy Office is in charge of the committee's secretariat.

[Corporate Auditors]

Establishment of a Board of Auditors	Established
Maximum Number of Auditors Stipulated in Articles of Incorporation	5
Number of Auditors	4

Cooperation among Auditors, Accounting Auditors and Internal Audit Office

The auditors will exchange information with the accounting auditors and the Internal Audit Office and work together to ensure the effectiveness of the Company's audits. We will create an environment in which corporate auditors can cooperate with lawyers, certified public accountants, and other outside experts when deemed necessary in the execution of their duties. In addition, in the event the auditor request advance payment or reimbursement of expenses incurred in the performance of his/her duties, such expenses or liabilities shall be promptly disposed of unless deemed unnecessary for the performance of duties by such auditor.

Employees belonging to the Internal Audit Office, which reports directly to the president, assist the auditors when required by them.

The appointment and dismissal of these directors will also be decided upon prior consultation with the Board of Auditors.

In order to ensure the independence from directors of the employees assisting the corporate auditors as described above, we establish a system that enables them to perform their duties under the direction and orders of the corporate auditors, and will consult with the Board of Auditors to determine the personnel evaluation of the employees.

Appointment of Outside Auditors	Appointed
Number of Outside Auditors	4
Number of Independent Directors out of Outside Auditors	4

Relationship with the Company (1)

Name	Attribute	Relationship with the Company*													
		a	b	c	d	e	f	g	h	i	j	k	l	m	
Yasunari Imamura	From another company														
Hajime Iwata	Certified Tax Accountant	▲													
Takeharu Amagi	Certified Public Accountant							△							
Ayako Nakagawa	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

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

- a. Executive of the Company or its subsidiary
- b. Non-executive director or accounting advisor of the Company or its subsidiaries
- c. Non-executive director or executive of a parent company of the Company
- d. Corporate auditor of a parent company of the Company
- e. Executive of a fellow subsidiary company of the Company
- f. A party whose major client or supplier is the Company or an executive thereof
- g. Major client or supplier of the Company or an executive thereof
- h. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a corporate auditor
- i. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)
- j. Executive of a client or supplier company of the Company (which does not correspond to any of f, g, or h) (the corporate auditor only)
- k. Executive of a company, between which and the Company outside directors/corporate auditors are mutually appointed (the corporate

- auditor only)
- l. Executive of a company or organization that receives a donation from the Company (the corporate auditor only)
- m. Others

Relationship with the Company (1) (Update)

Name	Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
Yasunari Imamura	○	Not applicable	<p>He possesses profound knowledge of business administration because he has plenty of experience of working in sections of management, audit, business administration, etc. at business companies. He was appointed as an outside audit and supervisory board member for utilizing his knowledge and experience for strengthening the overseeing function from the viewpoints of business administration and risk control of our corporate group.</p> <p>[Reason for appointing her as an independent executive]</p> <p>It was concluded that there would be no conflict of interest with general shareholders, so he was designated as an independent executive.</p>
Hajime Iwata	○	The spouse of Mr. Hajime Iwata was an employee of us, but she retired in December 2017.	<p>He is a tax accountant, and possesses adequate knowledge about finance and accounting, so he was appointed as an outside audit and supervisory board member for securing the function to oversee the appropriateness of tax affairs and accounting based on plenty of experience he has.</p> <p>[Reason for appointing her as an independent executive]</p> <p>He concurrently serves as a tax accountant of the tax accountant corporation Tax One Chubu. However, there is no special relationship between our company and the tax accountant corporation.</p> <p>In addition, his spouse had been an employee of our company, but she retired in December 2017.</p> <p>Accordingly, it was concluded that there would be no conflict of interest with general shareholders, so she was designated as an independent executive.</p>
Takeharu Amagi	○	Until 1999, he worked as an executive of Deloitte Touche Tohmatsu (currently Deloitte Touche Tohmatsu LLC), our accounting auditor.	<p>He is a certified public accountant, and possesses adequate knowledge about finance and accounting, so he was appointed as an outside audit and supervisory board member for securing the function to oversee the finance, compliance system and internal control of our corporate group with his broad knowledge, experience, etc. nurtured in his accounting office.</p> <p>[Reason for appointing her as an independent executive]</p> <p>He concurrently serves as representative director of Hiraishi Accounting Consulting Co., Ltd. However, there is no special relationship between our company and the accounting office.</p> <p>In addition, he had been a comptroller of our company, but it has been already 20 years since he retired, so he won't be influenced by the intentions of our company.</p> <p>Accordingly, it was concluded that there would be no conflict of interest with general shareholders, so she was designated as an independent executive.</p>

Ayako Nakagawa	○	Not applicable	<p>She is a lawyer, so she was appointed as an outside audit and supervisory board member for the establishment of the compliance system and internal control of our corporate group based on her broad knowledge, experience, etc. she has nurtured.</p> <p>[Reason for appointing her as an independent executive]</p> <p>She concurrently serves as a lawyer of Shibata Law Office and an outside director of AUTO SERVER Co.,LTD. (Audit & Supervisory Board Member). However, there is no special relationship between our company and Shibata Law Office and AUTO SERVER Co.,LTD.</p> <p>Accordingly, it was concluded that there would be no conflict of interest with general shareholders, so she was designated as an independent executive.</p>
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[Independent Directors]

Number of Independent Directors

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Other Matters concerning Independent Directors

In appointing outside directors and outside auditors, our company does not have any specific standards or policies regarding independence. However, our election is based not only on the criteria of satisfying the externality requirements stipulated in the Companies Act, but also on the criteria for independent directors of the Tokyo Stock Exchange, Inc.

[Incentives]

Status of Incentive Policies for Directors

Introduction of stock option system, etc.

Supplementary Explanation

Adoption of a stock-based compensation system with restriction on transfer

At the meeting of the Board of Directors held on August 17, 2020, we reviewed the compensation system for executives, and resolved to adopt a stock-based compensation system with restriction on transfer (hereinafter referred to as "this system"). The proposal for adoption of this system was discussed, approved, and adopted at the 51st annual meeting of shareholders (hereinafter referred to as "the shareholders meeting") held on September 24, 2020.

[Outline of this system]

Directors who are eligible for this system will pay all of monetary compensation provided by our company based on this system as properties contributed in kind, and common shares of our company will be issued or disposed of.

The total amount of compensation for eligible directors is up to 90 million yen per year in addition to the current monetary compensation, and the total number of common shares of our company to be issued or disposed of in accordance with this system is up to 15,000 per year (provided, however, that it is possible to reasonably adjust the number of shares to be issued or disposed of, if there is a compelling reason for said adjustment, such as the split or reverse split of common shares of our company.)

So that the sharing of shareholder value, which is one of the purposes in adoption of this system, will be realized in the medium/long term, the transfer restriction period is from the date of issuance of shares with restriction on transfer to the date of resignation or retirement of each eligible director as a director of our company or from other posts designated by the board of directors of our company. The exact date of payment and allocation to each eligible director will be determined at a meeting of the board of directors.

In addition, the paid-in amount per common share of our company to be issued or disposed of in accordance with this system will be determined by the board of directors within a range that is not advantageous to eligible directors, with reference to the closing price of common shares of our company at Tokyo Stock Exchange on the business day before the date of resolution regarding said issuance or disposal at a meeting of the board of directors (if shares are not traded on that date, the closing price on the preceding trading day).

When issuing or disposing of common shares of our company in accordance with this system, our company and eligible director will sign a contract for allocation of shares with restriction on transfer (hereinafter referred to as "the allocation contract"), which includes the following provisions:

- (1) Eligible directors will not transfer or pledge common shares of our company allocated to them in accordance with the allocation contract or dispose of said shares for a predetermined period.
- (2) If there is a reasonable reason, our company will acquire said common shares free of charge.

Recipients of Stock Options	Inside Directors
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Supplementary Explanation

On August 17, 2020, the Board of Directors reviewed the executive compensation system and decided not to issue new stock options to directors when adopting a resolution to introduce a restriction stock compensation plan.

[Director Compensation]

Disclosure of Individual Directors' Compensation	No Individual Disclosure
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Supplementary Explanation

Executive compensation for directors and auditors for the fiscal year ended June 2021 was as follows.

Director: 225,514 thousand yen

Auditor: 29,958 thousand yen

Disclosure of Policy on Determining Compensation Amounts and Calculation Methods	Yes
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Details of disclosure of policy for determining the amount of remuneration or its calculation method

We regard the basic policy concerning the decision of compensation, etc. for directors and sustainable growth and the enhancement of corporate value over the medium to long term as top management priorities. We believe that the compensation system for directors should also contribute to our growth and the enhancement of corporate value. To this end, we have established the following basic policies: "Compensation to be able to recruit outstanding human resources who put our management philosophy into practice," "Compensation system to motivate sustainable increases in corporate value," and "Highly transparent and objective compensation decision-making process."

[Supporting System for Outside Directors and/or Outside Auditors]

Our company distributes materials to outside directors and outside auditors in advance of the Board of Directors meeting, and provides advance explanations of particularly important matters to be discussed at the Board of Directors meeting.

The Internal Audit Office responds to external auditors as necessary. In addition, full-time auditors communicate information to part-time auditors by holding meetings of the Board of Auditors.

2. Matters on Functions of Business Execution, Auditing, Oversight, Nomination and Compensation Decisions (Overview of Current Corporate Governance System)

1. Business execution and auditing structure

To ensure that directors execute their duties efficiently, we hold regular meetings of the Board of Directors once a month and extraordinary meetings as necessary to make decisions on important matters and supervise the status of execution of duties.

In addition, the management meeting, consisting of full-time directors, shall be held once a week in principle to discuss individual management issues from a practical standpoint and supplement the system to ensure efficient execution of duties by directors.

2. Status of Internal Audits and Audits by Corporate Auditors

The Internal Audit Office, which has six personnel under the direct control of the president, conducts internal audits based on an annual audit plan approved by the president, with respect to operations stipulated in the rules for asset management, labor management, hygiene management, cash management, etc. for each store, mainly through on-site inspections. The Internal Audit Office also conducts internal audits of each division on the status of internal processing procedures (rules) and legal compliance, and provides advice and recommendations to improve operations. In addition, our company prepares audit reports on the results of audits and reports them to the directors and the heads of the divisions. We also require the divisions to submit improvement plans, and has a system in place for timely follow-up to determine whether improvements are being made in an appropriate manner.

Auditors audit the execution of duties by directors and audit the Internal Audit Office to determine whether the Company's decision-making and execution of duties are rational from the perspectives of laws and regulations, public service, and management efficiency. Audit results are reported to the Board of Auditors, the president and the Executive Committee. In addition, the Board of Auditors and the accounting auditors meet regularly once a quarter and exchange information and opinions as necessary.

3. Status of Accounting Audit

Audits by certified public accountants are commissioned to Deloitte Touche Tohmatsu LLC, and accounting audits are regularly conducted during the fiscal year without being biased toward the end of the fiscal year. The auditing system for the fiscal year under review is as follows.

Continuous audit period: 16 years

Certified public accountant who executed the audits: Tatsuharu Ito, Takatoshi Ito

Composition of assistants for audit work: Certified public accountants: 7

Other: 8

4. Determination of directors' compensation

Compensation for our directors and auditors is determined by the Board of Directors in accordance with the Executive Compensation System Policy, which was resolved in September 2019, within the limit of the amount of compensation for directors approved at the General Meeting of Shareholders. In addition, apart from the above monetary compensation, compensation in the form of restricted stock for transfer is determined by the Board of Directors within the limit approved by the General Meeting of Shareholders.

Compensation for auditors is determined by consultation at the Board of Auditors within the limits of auditors compensation, etc. approved at the General Meeting of Shareholders.

3. Reasons for Adoption of Current Corporate Governance System

We have adopted a corporate audit system and have established the General Meeting of Shareholders, the Board of Directors, the Board of Auditors and the Independent Auditors as stipulated in the Companies Act.

As of the date of this report, the Board of Directors is composed of nine directors, including four outside directors. The Board of Directors holds regular meetings once a month and extraordinary meetings as necessary. In addition to matters stipulated by law or the Articles of Incorporation, the Board of Directors makes decisions on important matters related to basic management policies and plans, and reports on monthly and annual financial results.

We appoint and assign outside directors to strengthen management decision-making and supervisory functions and improve transparency. The assignment of outside directors is intended to enable personnel with broad knowledge and experience in management to express their opinions from an objective standpoint as management experts and to supervise the execution of business by directors.

As of the date of this report, the Board of Auditors has established a system that enables all four auditors, as outside auditors, to ensure objectivity and neutrality, and to audit the status of execution of duties. In addition to the Board of Directors, auditors also attend management meeting and other important meetings, freely expressing opinions from the standpoint of auditors, and auditing the status of the execution of duties by directors. The Company believes that they are functioning sufficiently from the perspective of the effectiveness of business management.

In the execution of business, we hold the management meeting in order to speed up decision-making and realize flexible management. The management meeting is a forum for discussions among senior management (full-time directors, executive officers, general managers and managers of each division), and is held once a week in principle. We discuss important matters, including matters to be submitted to the Board of Directors. Some employees other than senior executives may also participate as needed.

With regard to the executive officer system, the Company aims to clarify responsibilities and improve the fairness and transparency of management by separating the decision-making and supervisory functions for important management matters from the business execution functions, and to further strengthen the functions of the Board of Directors and accelerate and improve the efficiency of operations.

In addition, we have established the Internal Control Promotion Committee with the aim of further observing laws and regulations within the Company, promoting the development of an internal control system, promoting the development of a risk management system, and ensuring thorough implementation of corporate ethics.

Our company has adopted the current corporate governance system based on the belief that appropriate corporate governance can be achieved by the management oversight function by auditors and the check and balance function by the internal control system described below.

III. Implementation of Measures for Shareholders and Other Stakeholders

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

	Supplementary Explanations
Early Dispatch of Convocation Notice of General Meeting of Shareholders.	We send the convocation notice 20 days before the date of the General Meeting of Shareholders.
Scheduling of General Meeting of Shareholders to Avoid Peak Periods	Since the Company's fiscal year ends in June, we do not set the general meeting of shareholders on the peak period.
Allowing Electronic Exercise of Voting Rights	We have introduced the system for exercising voting rights via the Internet (including smartphones and mobile phones).
Participation in Electronic Voting Platform and other methods to improve the environment for exercise of voting rights by institutional investors	We participate in the Electronic Voting Platform for Institutional Investors operated by ICJ, Inc.
Providing Convocation Notice in English	Considering the composition of the Company's shareholders, we recognize the need to provide information in English to overseas shareholders, and have disclosed English translations of the convocation notice (convocation notice and reference documents in the narrow sense) on the website of the Financial Instruments Exchange.
Other	The PDF file of the convocation notice is posted on the Tokyo Stock Exchange and our website two days before the convocation notice dispatch date. In addition, at the General Meeting of Shareholders, presentation slides are used for visualization.

2. IR Activities

	Supplementary Explanations	Explanation by the representative himself/herself
Regular Investor Briefings for Analysts and Institutional Investors	As a general rule, we consider the timing for holding briefings for analysts and institutional investors to be after the end of the fiscal year and the first half of the fiscal year, and our policy is to hold briefings on a regular basis.	Yes
Posting of IR Materials on Website	We have set up a place on our website to post IR materials, including press releases, financial results, monthly information, and materials for financial results briefings.	
Establishment of Department and/or Manager in Charge of IR	The Public Relations & Investor Relations Office is in charge.	

3. Measures to Ensure Due Respect for Stakeholders

Not implemented.

IV. Matters Related to the Internal Control System

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

Basic Views on Internal Control System

Our company's main business is the direct management of restaurant chains and the development of franchise chains. Therefore, there are many laws to be complied with, such as the Food Sanitation Law, and the risk of loss due to food poisoning, fire, etc. is predicted. Based on these business characteristics, we believe that it is an important management issue to establish and appropriately operate an internal control system to achieve sound and sustainable development.

Status of Internal Control Systems

At the Board of Directors meeting held on July 13, 2015, we decided on the following basic policies regarding the internal control system as a basic policy for establishing and operating a system for appropriate business execution.

We have established Compliance Rules to ensure that the execution of duties by directors and employees of the Group complies with laws and the Articles of Incorporation, and strive to ensure that they are implemented and thoroughly implemented. In addition, in accordance with the division of duties regulations, administrative authority regulations, and organizational regulations, our company shall disclose such information to directors and employees at all times for inspection in accordance with the duties and authorization of directors and employees, and shall ensure that the execution of operations is conducted in compliance with the Articles of Incorporation.

The Internal Control Promotion Committee, chaired by the president, meets once every two months to verify the appropriateness and effectiveness of internal compliance and internal management controls, identify any problems, and take specific measures to address them. The committee is responsible for establishing and implementing overall internal controls. To ensure that the execution of our duties is in compliance with laws, regulations, and the Articles of Incorporation, we regularly conduct audits by Audit & Supervisory Board members and internal audits of each division by the Internal Audit Office, which reports directly to the president.

Moreover, we have established and operate an internal reporting system as a means for employees to directly provide information on suspicious acts under laws and regulations, in order to detect and rectify improprieties at an early stage.

2. Basic Views on Eliminating Antisocial Forces and State of Development of Related Measures

We have formulated the "Manual for Elimination of Antisocial Forces including Organized Crime Groups and Response to Unreasonable Requests" to specify the blocking of relationships with antisocial forces, and have established the following management systems to eliminate antisocial forces.

a. Establishment of Response Departments and Countermeasures Committees

We make the department in charge of dealing with antisocial forces the general affairs planning department, and the general manager of the general affairs planning department acts as the person in charge of dealing with antisocial forces in an effort to block relationships with antisocial forces.

When necessary, the General Manager of the General Affairs Planning Department, with the approval of the General Manager of the Administration Division, appoints appropriate human resources (both internal and external) and temporarily establishes an Antisocial Forces Countermeasures Committee to respond to antisocial forces.

b. Response to antisocial forces in stores

At stores, the person in charge of primary response for this matter is the store manager (or, if absent, a secondary employee). In addition, in accordance with the points to be noted, the person in charge shall make an oral emergency report in accordance with the procedures and prepare a document concerning the response as "Report on Response to Antisocial Forces including Organized Crime Groups".

c. Cooperation with External Specialized Institutions

Centered on the General Affairs and Planning Department, we work in close cooperation with the local police department, the Prefectural Council for the Elimination of Organized Crime Groups, and lawyers.

d. Survey with business partners

For new business partners, we have introduced a mechanism to conduct an Antisocial Forces Survey in advance in accordance with the "Manual for Response to New Business Partners." For existing business partners, we conduct an Antisocial Forces Survey once a year.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	NA
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Supplementary Explanation

No anti-takeover measures have been established at present.

2. Other Matters Concerning the Corporate Governance System

