

Corporate Governance Report

[TRANSLATION]

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Last Update: December 23, 2022

Financial Partners Group Co., Ltd.

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Securities Code: 7148

<https://www.fpg.jp/en/>

The corporate governance of Financial Partners Group Co., Ltd. is described below.

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

1. Basic Views

The Company commits itself to having a management system that recognizes the importance of enhanced corporate governance, that serves as a mechanism to carry out transparent, fair and quick and decisive decision-making, and is essential to its sustainable growth and improvement of its enterprise value over the medium to long-term, from the standpoint of all stakeholders, including shareholders, customers, employees, and social communities.

From this point of view, the Company has a Board of Directors and an Audit & Supervisory Board which are mainly composed of Independent Outside Directors and Independent Outside Audit & Supervisory Board Members, making several commitments including “separating of the supervisory function of the Board of Directors from the execution function of executive officers,” “strong independence of the Board of Directors,” “strengthening of the supervisory function of the Board of Directors” and “close information sharing and collaboration between independent outside Directors and the Audit & Supervisory Board.”

In addition, to realize the above commitments, the Company recognizes the importance of its Code of Conduct as constituting the foundation of its fundamental way of thinking, and defined the “FPG Group Compliance Policy” as follows, based on which officers and employees of the Company shall act:

- (1) We aim at being “true professionals” in the financial sector.
- (2) We always keep ourselves innovative and strive to learn advanced and innovative expertise.
- (3) We comply with social norms, such as laws and regulations, and engage in fair corporate activities in line with this.
- (4) We offer products and services satisfying the customers’ needs together with appropriate information.
- (5) We respect the individuality and diversity of all parties concerned and take care to have sufficient communication.
- (6) We stand firmly against anti-social forces and refuse any relationship with them.

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

Updated

[Supplementary Principles 4.1.3]

The Board of Directors recognizes that having a succession plan for the President & CEO is an important issue in the continuity of the Company’s sustainable growth. The Company has not yet established a specific succession plan, but the Board of Directors discusses the qualities and expertise required of its top executives.

[Supplementary Principles 4.2.1]

Executive officer compensation is determined by the Representative Director who has been delegated the authority by the Board of Directors to make determinations regarding compensation on the basis of a comprehensive judgment of the degree of contribution to results, the status of business operations, and other factors.

[Supplementary Principles 4.10.1]

Although the number of independent outside directors on the Board of Directors has not reached the majority, this personnel composition is the result of discussions on the optimal composition of the Board of Directors based on the current number of directors.

The Company does not plan to establish an independent advisory board, such as a nomination committee for executives and directors (including succession plans), a voluntary nomination committee for remuneration, or a remuneration committee.

These matters, as well as the small number of members in the Board of Directors, are fully deliberated and resolved at the Board of Directors attended by independent outside directors and independent outside corporate auditors, while taking into consideration factors such as gender diversity and skills.

The Company believes this helps ensure the independence and objectivity of the functions of the Board of Directors regarding the nomination and remuneration of executives and directors.

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

Updated

[Principle 1.4] Cross-Shareholdings

The Company does not have any so-called cross-shareholdings for the purpose of maintaining business relationships.

[Principle 1.7] Related Party Transactions

Regarding transactions with related parties, the Company defines in the regulations that such transactions shall require an approval of the Board of Directors in advance pursuant to the Companies Act. In addition, the Company reports the transaction results to the Board of Directors and appropriately discloses them pursuant to the applicable laws and regulations.

[Supplementary Principles 2.4.1]

[Approach to and Status of Diversity]

The Company endeavors to recruit individuals with a history of competence and performance, while promoting diversity among the Company's core talent.

Regarding the appointment of women, as of the end of the fiscal year ending September 30, 2022, the ratio of female employees is 36.51% (88/241) of all employees, and the ratio of female managers is 10.58% (9/85) of all managers. The Company formulated the Company's general business action plan in March 2020 around the Japanese Act on the Promotion of Female Participation and Career Advancement in the Workplace, with a view to promoting women in the workplace. The plan extends to February 2025, by which time the Company hopes to have achieved a female representation among managerial staff of 20%.

Regarding the recruitment of foreign nationals, as of the end of the fiscal year ending September 30, 2022, the ratio of foreign nationals is 1.65% (4/241) of all employees, and the ratio of foreign nationals in managerial positions is 2.35% (2/85) of all managers. For our company to continue to grow globally, we will continue to actively promote the recruitment of employees who are foreign nationals.

Regarding the promotion of mid-career hires, mid-career hires have long made up the bulk of our personnel, and we have cultivated an environment that is accepting of a diverse range of personnel. Going forward, we will continue to actively recruit personnel who can contribute to the realization of our management strategies.

[Human Resource Development Policy and Internal Environment Improvement Policy for Ensuring Diversity, and their Implementation Status]

One of the priority items set forth in our Basic Sustainability Policy is "Respect for human rights and diversity, and reforming human resource development and work styles." As a specific initiative, we are developing our personnel and also appointing a diverse range of personnel who can contribute to the realization of our management strategies, and as mentioned above, we are promoting the advancement of female employees as well as proactively appointing employees who are foreign nationals. In recent years, we have also been working to enhance our qualification support system in order to support our employees in

advancing their careers.

In addition, we are promoting diverse and flexible work styles, and have achieved a 100% uptake and return rate for maternity leave and childcare leave, which we aim to maintain going forward.

In the future, the Company will continue to promote diversity among the Company's core talent by formulating and proactively implementing a variety of measures and policies.

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

The Company has introduced only defined contribution pension plans (corporate type), so does not have the function of an asset owner.

[Principle 3.1] Full Disclosure

The Company has endeavored to enhance its information disclosure as listed below, aiming to ensure the transparency and fairness of the decision-making and achieve effective corporate governance, in addition to carrying out a disclosure pursuant to the laws and regulations.

- (1) The Company's management philosophy and management strategies are disclosed in the Company's website, materials for financial results and others.

(<https://www.fpg.jp/en/company/philosophy.html>)

(<https://www.fpg.jp/en/ir/news.html>)

- (2) The basic policy of corporate governance is disclosed in "1. Basic Views" of "I. Basic Views on Corporate Governance, Capital Structure, Corporate Profile and Other Basic Information" of the Corporate Governance Report, annual securities report, and others.

(<https://www.fpg.jp/en/ir/governance.html>)

- (3) The policies and procedures of the remuneration of Directors are described in the "Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods" of the "Director Remuneration" of the "1. Organizational structure, organizational management, etc." of the "II Status of business management organizations and other corporate governance systems related to management decision-making, execution and supervision" of the Corporate Governance Report and annual securities reports.

The remuneration for each Director or Audit & Supervisory Board Member is determined by the Board of Directors where Outside Directors account for a majority of votes, within the limits mentioned above, taking into account the business performance of the Company and other criteria.

- (4) The appointment or dismissal of members of the executive management team is deliberated and decided by the Board of Directors, in accordance with the procedures and appointment/dismissal standards that are defined by internal rules. The submission of a nomination of a candidate for Director or Audit & Supervisory Board Member to the Ordinary General Meeting of Shareholders is deliberated and decided by the Board of Directors, in accordance with the procedures and nomination standards that are defined by internal rules. The consent of the Audit & Supervisory Board is obtained for the submission of a resolution nominating an Audit & Supervisory Board Member.

- (5) For individual appointments of executive officers to the executive management team, an explanation for the appointment is provided to the Board of Directors. The reason for the appointment of each candidate for Director or Audit & Supervisory Board Member is disclosed in the convocation notice of the Ordinary General Meeting of Shareholders. The reason for the appointment of each executive officer to the executive management team is not currently disclosed.

[Supplementary Principles 3.1.3]

- (1) Sustainability initiatives

In October 2021, the Company established the Company's Basic Sustainability Policy with a view to enhancing the Company's medium- to long-term corporate value, and in order to promote specific initiatives around sustainability-conscious management and sustainability in general.

The Basic Sustainability Policy runs as follows:

[Basic Sustainability Policy]

The FPG Group's core philosophy is to conduct business in a manner that is honest, open, and appropriate, while fulfilling the Company's social responsibility. In so doing, the Company hopes to build a sustainable society and enhance the Company's corporate value through the Company's business activities. In all the Company's undertakings, the company, along with the company's stakeholders, will promote management that is conscious of the environment, society, and governance. In line with this, the Company will also contribute toward the accomplishment of sustainable development goals (SDGs) by setting out four focus

areas related to SDGs and proactively working toward them.

[Four focus areas]

1. Contributing to the local economy and community
2. Implementing environmentally friendly initiatives
3. Respect for human rights and diversity, and reforming human resource development and work styles
4. Strengthening corporate governance

The latest efforts related to these four focus areas are disclosed in the Company's financial results briefing materials "FPG Consolidated Financial Results for the Fiscal Year Ended September 30, 2022 (October 1, 2021 - September 30, 2022)".

(<https://www.fpg.jp/en/ir/news.html>)

(2) Investment in human capital and intellectual property

Investment in human capital is described in Supplementary Principle 2.4.1. The Company does not invest in intellectual property.

(3) Initiatives to Address Climate Change

Please refer to the materials at the end of this report for information on our initiatives for climate change-related risks and opportunities based on the TCFD.

[Supplementary Principles 4.1.1]

Items for resolution by the Board of Directors are clearly stipulated in the Rules of the Board of Directors, including items deemed necessary to submit to the Board of Directors pursuant to laws and ordinances and the Articles of Incorporation, and matters important for execution of business are decided by resolution of the Board of Directors. For matters other than those deemed to be necessary to submit to the Board of Directors under laws and ordinances or in the Company's Rules of the Board of Directors, the authority to make decisions about business execution is delegated to the Representative Director or executive officers.

[Principle 4.9] Independence Standards and Qualification for Independent Directors

For the purpose of appointing an Independent Outside Director, the Company's basic policy is to appoint an eligible person who can provide appropriate supervision of the Company's management from his/her objective standpoint based on his/her abundant experience and extensive knowledge of business management and professional background, in compliance with provisions of the Companies Act and the criteria on the independence of Outside Directors as stipulated in the Tokyo Stock Exchange (the "Guidelines Concerning Listed Examination, etc." defined by the Tokyo Stock Exchange).

[Supplementary Principles 4.11.1]

The company Board of Directors is made up of individuals from a number of different industries and professional backgrounds, and takes into consideration such factors as female and international representation. Moreover, the Board of Directors has made some key decisions with reference to the company business strategy, and has directed the effective implementation of said decisions within the business, while the Audit & Supervisory Board has outlined areas of proficiency that should be fulfilled by the Board of Directors and the Audit & Supervisory Board in order to exhibit its full auditing capacity. Independent outside directors comprise more than one third of the Board of Directors, and two independent outside directors with management experience external to the company was appointed. The number of board members is intentionally limited to a small number in order to allow for meaningful discussion. Candidates for directorial roles are selected based on procedures and standards that are stipulated according to regulations, and must have a wealth of experience both in business management and within their area of specialty, as well as a breadth of expertise.

The so-called "skill matrix," which visualizes the knowledge, experience, and capabilities of directors and auditors, is disclosed in the convocation notice for the 21st Ordinary General Meeting of Shareholders held on December 22, 2022.

(<https://www.fpg.jp/en/ir/meeting.html>)

[Supplementary Principles 4.11.2]

The record of attendance at the meeting of the Board of Directors or the Audit & Supervisory Board by Directors and Audit & Supervisory Board Members of the Company and their concurrent positions are

disclosed in the convocation notice of the Ordinary General Meeting of Shareholders.

(<https://www.fpg.jp/en/ir/meeting.html>)

[Supplementary Principles 4.11.3]

To analyze and evaluate the effectiveness of the Board of Directors during the fiscal year ended September 30, 2022 (October 1, 2021-September 30, 2022), all Directors and Audit & Supervisory Board Members completed a self-evaluation using a signed “Self-Evaluation Questionnaire” created based on discussions at the regular meeting of the Board of Directors (held on October 18, 2022). Each question on the questionnaire allowed for responses on both a scale of one to five and in the form of a text comment.

The results of the survey are summarized as follows:

- (1) Size and composition of the Board of Directors
There were many generally positive responses. Regarding the size of the board of directors, it was suggested that the number of outside directors should be increased, and that the majority of the board members should be outside directors in order to make independent and objective management oversight more effective.
- (2) Conduct of Board meetings
There were many generally positive responses. There were many opinions that they were generally satisfied with the appropriate time allocation for each agenda item according to the frequency of holding, deliberation time, and importance, and the provision of opportunities for prior explanation of agenda items.
- (3) Board deliberations
There were many generally positive responses. How the status of business execution is monitored, which is directly reported by each executive officer in charge at the Board of Directors meetings, was said to be satisfactory on the whole.
- (4) Coordination and support for Outside Directors
There were many generally positive responses. On the other hand, some felt that it is undeniable that there are fewer opportunities for face-to-face discussions due to the impact of COVID-19.
- (5) Shareholder support
There were many generally positive responses. Many were generally satisfied with the business briefing for analysts and institutional investors that was held in September 2022 as an addition to the default reporting in the annual securities report and quarterly report. Some commented that they would like to see more regular IR activities going forward.

[Supplementary Principles 4.14.2]

The Company has a system in place for the convenience of each of the Directors and Audit & Supervisory Board Members to provide them opportunities, arrangements and costs for the acquisition of knowledge that are necessary for the fulfillment of his/her duty, including the renewal of such knowledge on a continuing basis, as well as for the acquisition of external governance knowledge, as necessary.

[Principle 5.1]

The Company believes it important to promote a constructive dialogue with shareholders for its sustainable growth and improvement of its enterprise value over the medium to long-term. Therefore, the Company has a basic policy to disclose information to wider audiences, make timely, appropriate and fair disclosure of information, and ensure the transparency of corporate activities. Based on this policy, the Company has implemented the following initiatives:

- (1) The Company places IR staff in the Corporate Planning Department and causes the Executive Officer in charge of the Corporate Planning Department to oversee the IR activities.
- (2) The Company is working to improve understanding of the Company by holding company briefing sessions for individual shareholders and investors as appropriate, but these are currently on hold due to the impact of COVID-19. Meanwhile, the Company continues to correspond by telephone, email, etc.
- (3) For corporate shareholders and institutional investors, the Company holds online financial results briefings once every six months, as well as conferences (including international conferences) and one-to-one talks. Summaries of the financial results briefings are disclosed on the Company’s website. In September 2022, we also held an online business briefing for analysts and institutional investors, the summary of which is disclosed on the Company’s website.
- (4) The Company indicates an e-mail address and telephone number for IR inquiries on the Company’s

website, and makes replies to inquiries from shareholders and investors, as appropriate, as immediately as possible.

- (5) For insider information management, the Company established the “FPG Group Rules for Prevention of Insider Trading” with which the officers and employees are required to strictly comply, in order to maintain proper control of material facts and prevent any insider trading.
- (6) From a fair disclosure standpoint, the Company controls undisclosed material facts and definitive financial information as material information and discloses material information appropriately when there is an obligation to do so.

2. Capital Structure

Foreign Shareholding Ratio	Less than 10%
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[Status of Major Shareholders]

Updated

Name / Company Name	Number of Shares Owned	Percentage (%)
HT Holdings Co., Ltd.	24,300,000	28.45
The Master Trust Bank of Japan, Ltd. (Trust account)	8,987,700	10.52
Custody Bank of Japan, Ltd. (Trust account)	2,733,800	3.20
Hisanaga Tanimura	2,199,600	2.58
UEDA YAGI TANSHI Co., Ltd.	979,300	1.15
JPMorgan Securities Japan Co., Ltd.	763,888	0.89
STATE STREET BANK WEST CLIENT-TREATY 505234	679,700	0.80
SSBTC CLIENT OMNIBUS ACCOUNT	476,708	0.56
Mizuho Securities Co., Ltd.	428,200	0.50
BNYM SA /NV FOR BNYM FOR BNYM GCM CLIENT ACCTS M ILM FE	405,899	0.48

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

Supplementary Explanation

Updated

- ① The status of the above major shareholders is based on the list of shareholders as of September 30, 2022.
- ② The Company holds 3,668,781 shares of treasury stock, but this is excluded from the above status of major shareholders. The percentage (%) is calculated after deducting treasury stock.

3. Corporate Attributes

Updated

Listed Stock Market and Market Section	Tokyo Stock Exchange Prime Market
Fiscal Year-End	September
Type of Business	Securities & Commodity Futures
Number of Employees (consolidated) as of the End of the Previous Fiscal Year	100 or more, but less than 500
Sales (consolidated) as of the End of the Previous Fiscal Year	JPY10 billion or more, but less than JPY100 billion
Number of Consolidated Subsidiaries	Less than 10

as of the End of the Previous Fiscal Year	
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4. Policy on Measures to Protect Minority Shareholders in Conducting Transactions with Controlling Shareholder

None

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

None

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 Audit & Supervisory Board
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[Directors]

Updated

Maximum Number of Directors Stipulated in Articles of Incorporation	10
Term of Office Stipulated in Articles of Incorporation	2 years
Chairperson of the Board	President
Number of Directors	6

[Outside Directors]

Updated

Appointment of Outside Directors	Appointed
Number of Outside Directors	3
Number of Independent Directors	3

Outside Directors' Relationship with the Company (1)
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Updated

Name	Attribute	Relationship with the Company*											
		a	b	c	d	e	f	g	h	i	j	k	
Keiko Ohara	Attorney at law												
Eiji Sakomoto	CPA								○				
Yutaka Tajima	From another company								△				

* 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 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/an Audit & Supervisory Member
- 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/ Audit & Supervisory Members 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)

Updated

Name	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
Keiko Ohara	○	<p>【Significant concurrent positions】 Partner, Kamiyacho International Law Office Outside Director, FUJI KYUKO CO., LTD. Outside Audit & Supervisory Board Member, TAISEI CORPORATION</p>	<p>[Reasons for appointment as an Outside Director] The Company appointed her as an Outside Director because it has determined that although she has never been directly involved in company management in a way other than being an outside director, she has extensive experience as a lawyer and possesses specialized, high-level expertise in international corporate legal affairs that afford her the ability to carry out her duties objectively and fairly. [Reasons for designation as an Independent Director] The Company designated her as an Independent Director because she has no special interest in the Company and there are no matters that may be considered to be problematic in terms of the criteria for independence that have been specified by the exchange and, as a result, the Company has judged that a conflict of interest with general shareholders is unlikely to arise.</p>
Eiji Sakomoto	○	<p>【Significant concurrent positions】 Senior Partner, Ginza K.T.C. Tax Corporation Representative Director, Shochikueigagekijo Co., Ltd.</p>	<p>[Reasons for appointment as an Outside Director] As a certified public accountant and certified tax accountant, he has a high level of expertise, extensive experience, and a high level of insight regarding finance, accounting, and taxation. In addition, he has served as an outside</p>

		Outside Director, Nagatanien Holdings Co., Ltd.	<p>director and as an outside corporate auditor for major companies, including listed companies. He has been appointed as an outside director based on the judgment that he can perform his duties objectively and fairly.</p> <p>[Reasons for designation as an Independent Director] The Company designated him as an Independent Director because he has no special interest in the Company and there are no matters that may be considered to be problematic in terms of the criteria for independence that have been specified by the exchange and, as a result, the Company has judged that a conflict of interest with general shareholders is unlikely to arise.</p>
Yutaka Tajima	○	<p>【Significant concurrent positions】 None</p>	<p>[Reasons for appointment as an Outside Director] He has extensive experience and advanced, specialized knowledge in the real estate business, having long been involved in the development and management of a wide variety of real estate properties such as offices, commercial facilities, and hotels in Japan and overseas. In addition, he has served as an executive officer at a major Japanese real estate company and as president and CEO of ones of its affiliated companies, and has extensive knowledge of corporate management. He has been appointed as an outside director based on the judgment that he can perform his duties objectively and fairly.</p> <p>[Reasons for designation as an Independent Director] The Company designated him as an Independent Director because he has no special interest in the Company and there are no matters that may be considered to be problematic in terms of the criteria for independence that have been specified by the exchange and, as a result, the Company has judged that a conflict of interest with general shareholders is unlikely to arise.</p>

Voluntary Establishment of Committee(s) Corresponding to Nomination Committee or Remuneration Committee	Not Established
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[Audit & Supervisory Members]

Establishment of Audit & Supervisory Board	Established
Maximum Number of Audit & Supervisory Board Member Stipulated in Articles of Incorporation	5
Number of Audit & Supervisory Board Member	3

Cooperation among Audit & Supervisory Board Members, Accounting Auditors and Internal Audit Office

Audit & Supervisory Board Members conduct an audit while sharing information with the accounting auditor through interviews and reports, etc. In addition, Audit & Supervisory Board Members cooperate with the Internal Audit Office for conducting an audit, while sharing information through interviews, verification of internal audit results, and presence for the audit, as necessary.

Appointment of Outside Audit & Supervisory Board Members	Appointed
Number of Outside Audit & Supervisory Board Member	3
Number of Independent Audit & Supervisory Board Member	3

Outside Audit & Supervisory Board Member's Relationship with the Company (1)

Updated

Name	Attribute	Relationship with the Company*												
		a	b	c	d	e	f	g	h	i	j	k	l	m
Hideyuki Kawashima	From another company										△			
Tomokatsu Yoshitoshi	From another company													
Hitoshi Tsunemine	From another company													

* 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 accounting advisor of the Company or its subsidiaries

c. Non-executive Director or executive of a parent company of the Company

d. Audit & Supervisory Board Member 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 an Audit & Supervisory Board Member

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 Audit & Supervisory Board Member himself/herself only)
- k. Executive of a company, between which and the Company outside Directors/ Audit & Supervisory Board Members are mutually appointed (the Audit & Supervisory Board Member himself/herself only)
- l. Executive of a company or organization that receives a donation from the Company (the Audit & Supervisory Board Member himself/herself only)
- m. Others

Outside Audit & Supervisory Board Member's Relationship with the Company (2)

Name	Designation as Independent Audit & Supervisory Board Member	Supplementary Explanation of the Relationship	Reasons of Appointment
Hideyuki Kawashima	○	【Significant concurrent positions】 None	The Company appointed him as Outside Audit & Supervisory Board Member to benefit from his abundant experience and track record and extensive knowledge of audit work. In addition, the Company designated him as an Independent Director, since he is acknowledged to have no special interests in the Company and not to cause any conflict of interest with the general shareholders of the Company.
Tomokatsu Yoshitoshi	○	【Significant concurrent positions】 Audit & Supervisory Board Member, FPG Trust Co., Ltd.	The Company appointed him as Outside Audit & Supervisory Board Member to benefit from his abundant experience and track record and extensive knowledge of audit work. In addition, the Company designated him as an Independent Director, since he is acknowledged to have no special interests in the Company and not to cause any conflict of interest with the general shareholders of the Company.
Hitoshi Tsunemine	○	【Significant concurrent positions】 Audit & Supervisory Board Member, FPG Air Services CO., Ltd. Audit & Supervisory Board Member, FPG Technology Co., Ltd.	The Company appointed him as Outside Audit & Supervisory Board Member to benefit from his abundant experience and track record and extensive knowledge of audit work. In addition, the Company designated him as an Independent Director, since he is acknowledged to have no special interests in the Company and not to cause any conflict of interest with the general shareholders of the Company.

[Independent Directors/ Audit & Supervisory Board Members]

Updated

Number of Independent Director/ Audit & Supervisory Board Member

6

Matters relating to Independent Directors/ Audit & Supervisory Board Members

All of the Outside Directors meeting the qualification of Independent Director have been designated as Independent Directors.

Updated

[Incentives]

Incentive Policies for Directors	Not implemented
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Supplementary Explanation

The Company has not given incentives to directors since the Company granted stock options in September 2008.

Recipients of Stock Options	None
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Supplementary Explanation

None

[Director Remuneration]

Disclosure of Individual Directors' Remuneration	Individual disclosure for certain director
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Supplementary Explanation Updated

Executive compensation for the fiscal year ending September 30, 2022

Remuneration for Directors	¥132 million
Remuneration for auditors	¥27 million
Total	¥159 million

(including remuneration for outside Directors or outside auditors of ¥43 million)

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

At the Board of Directors meeting on March 29, 2021, the Company passed a resolution for a policy whose content included individual remuneration for members of the board. When drawing up remuneration proposals for directors, the professional responsibility and position of all directorial staff is taken into consideration, with particular attention paid to directorial roles that perform a business management function. Several factors are considered for executive directors, particularly roles that involve execution of operations as well as business leadership, such as the business performance and amount of remuneration from the previous financial year, along with any sales estimates for the current period that have already been disclosed. These considerations are then discussed with the outside directors, and individual fixed remuneration proposals are created for each director based on these discussions. Finally, an annual remuneration figure for each individual is determined by the Board of Directors, based on the proposals. A "total amount scope system" for the remuneration of directors, which only specifies an upper limit for the total amount of remuneration, has been adopted at the Ordinary General Meeting of Shareholders. Remuneration for directors is determined on an individual basis at Board of Directors meetings, and the total amount of remuneration must fall within this scope. There are no performance-based or non-monetary elements to remuneration for directors; remuneration for directors consists of a single fixed figure. Directors are paid an annual salary in 12

monthly installments according to their tenure, and there are no systems in place by which directors are paid any further remuneration following the termination of their duties, such as retirement benefits. The Board of Directors deems the individual remuneration amount for directors in any given business year to be the amount calculated in accordance with the processes in the policy detailed above.

[Supporting System for Outside Directors and/or Audit & Supervisory Board Members]

Matters related to reporting and contact necessary for the Outside Directors and outside auditors shall be taken care of, as required, by full-time auditors, Head of Accounting Department, Head of Corporate Planning Department and other relevant personnel. Accordingly, the Company has established systems to prevent any occurrence of information gap.

2. Matters on Functions of Business Execution, Auditing, Oversight, Nomination and Remuneration

Decisions (Overview of Current Corporate Governance System)

Updated

The Company introduced the executive officer system under which individual business fields are executed by executive officers appointed by the Board of Directors. On the other hand, the Board of Directors focuses on making decisions on important management matters and supervising the execution of business operations. Accordingly, thanks to this system, the Company has improved the efficiency of management through quick decision-making and enhancement of the execution function.

[Board of Directors and Board of Executive Officers]

As of the date hereof, the Board of Directors consists of six Directors. The Board of Directors' meetings are held once a month, or in a timely manner, if needed. The Company has appointed three Independent Outside Directors who are familiar with international corporate legal affairs and financial accounting in order to ensure the transparency and fairness of the management as well as to achieve growth in the financial sectors where a high degree of expertise is required.

The Company has appointed twelve executive officers as of the date hereof. Under the direction and supervision of a Representative Director, each executive officer fulfills his/her duties in accordance with decisions of the Board of Directors, and within the scope of authority and responsibility as defined in the regulations, etc. In addition, the Board of Executive Officers' meetings are held, as needed, under the chair of the chief executive officer, the position of which is concurrently undertaken by a Representative Director.

[Audit & Supervisory Board]

As of the date hereof, the Audit & Supervisory Board is composed of three Audit & Supervisory Board Members, including one Full-time Audit & Supervisory Board Member. The Audit & Supervisory Board' meetings are held at least once a month, or in a timely manner, if needed. Each Audit & Supervisory Board Member conducts a corporate audit based on the audit plan formulated by the Audit & Supervisory Board, and audits and oversees the execution of business by Directors. In addition, in order to further strengthen the audit function, the Company appointed three outside auditors with abundant knowledge and experience.

[Internal Audit Office]

Internal Audit Office is an organization independent from the other bodies under the direct control of president. The Company places one dedicated staff responsible for evaluating the effectiveness of internal controls over the Company's business activities in general.

[Accounting Auditor]

The Company appointed Ernst & Young Shin Nihon LLC as accounting auditor.

[Other]

In order to ensure thorough compliance, the Company convenes meetings of the Compliance Committee under the chair by chief executive officer. In addition, in order to strengthen the risk management and crisis management systems, the Company holds meetings of the Risk Management Committee.

3. Reasons for Adoption of Current Corporate Governance System

Updated

The Company introduced the executive officer system under which individual business fields are executed by executive officers appointed by the Board of Directors. On the other hand, the Board of Directors focuses on making decisions on important management matters and supervising the execution of business operations. Accordingly, thanks to this system, the Company has improved the efficiency of management through quick decision-making and enhancement of business execution.

The Company aims to further strengthen the monitoring and supervisory functions of the Board of Directors, by its appointment of three Independent Outside Directors out of the total of six Directors.

In addition, the Company adopted the form of a company with an Audit & Supervisory Board, with the belief that it is the most appropriate system to conduct an audit of Directors' business operations by Audit & Supervisory Board Members in the light of enhancing the soundness and transparency of the management.

As for the Audit & Supervisory Board, each of the three auditors are independent outside auditors. Thus, the Company ensures the transparency and fairness of the management by auditing the execution of duties by Directors.

III. Implementation of Measures for Shareholders and Other Stakeholders

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

	Supplementary Explanations
Early Notification of General Shareholder Meeting	– It was sent no less than three business days earlier than the statutory date.
Scheduling AGMs Avoiding the Peak Day	– The Company welcomes the attendance of as many shareholders as possible at the Ordinary General Meeting of Shareholders. That is the reason why the Company has refrained from holding AGMs on the peak days for the convenience of the shareholders of the Company.
Allowing Electronic Exercise of Voting Rights	– Since the 15th Ordinary General Meeting of Shareholders of the Company held on December 21, 2016, the Company has enabled the exercise of voting rights electronically through the designated “electronic voting exercise website”.
Participation in Electronic Voting Platform	– Since the 15th Ordinary General Meeting of Shareholders of the Company held on December 21, 2016, institutional investors have been able to electronically exercise their voting rights through the “Electronic Voting Platform” that is operated by ICJ Inc.
Providing Convocation Notice in English	– Convocation Notice in English has been provided since the 18th Ordinary General Meeting of Shareholders of the Company held on December 20, 2019.
Other	– The convocation notice and Internet disclosures pursuant to laws, regulations and the articles of incorporation (Notes to the Consolidated Financial Statements, Notes to the Non-Consolidated Financial Statements) are displayed on the Company’s Website and the Tokyo Stock Exchange Website prior to sending the notice.

2. IR Activities

Updated

	Supplementary Explanations	Explanation by Representative
Preparation and Publication of Disclosure Policy	– The Company has established a disclosure policy, and this policy is publicly available on the company’s website. – https://www.fpg.jp/en/ir/disclosure.html	
Regular Investor Briefings for Individual Investors	– The Company participated in investor briefings hosted by securities companies on a regular basis.	None

	<ul style="list-style-type: none"> - From the perspective of preventing the spread of COVID-19 infection in the fiscal year ending September 2022, the Company has postponed the holding of briefing sessions for individual investors. 	
Regular Investor Briefings for Analysts and Institutional Investors	<ul style="list-style-type: none"> - The Company holds sessions twice a year, which are after the announcement of the full year financial results and the interim financial results. - The Company participates in small meetings hosted by securities companies on a regular basis. - The Company accepts individual IR interviews from analysts and domestic institutional investors on a regular basis. - In September 2022, The Company held an online business briefing for analysts and institutional investors. 	Yes
Regular Investor Briefings for Overseas Investors	<ul style="list-style-type: none"> - The Company participated in regular IR conference meetings for overseas investors hosted by securities companies in Japan. - The Company accepts individual IR interviews from overseas institutional investors on a regular basis. 	Yes
Posting of IR Materials on The Website	<ul style="list-style-type: none"> - The Company posts on its website financial information, timely disclosure documents other than financial information, advertising materials, annual securities reports and quarterly reports, IR information briefing materials, corporate governance reports, convocation notices of the Ordinary General Meeting of Shareholders, shareholders news and annual reports. - https://www.fpg.jp/en/ir/index.html 	
Establishment of Department and/or Manager in Charge of IR	<ul style="list-style-type: none"> - The Corporate Planning Department is responsible for IR. - Executive Officer managing the Corporate Planning Department is appointed as the IR officer. - IR staff is placed in the Corporate Planning Department. 	

3. Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanations
Stipulation of Internal Rules for Respecting the Position of Stakeholders	<ul style="list-style-type: none"> - The Company defines its commitment to respecting the individuality and diversity of all parties concerned and securing enough communication, as part of the Code of Conduct in the “FPG Group Compliance Policy.”
Formulation of Policies on the Provision of Information to Stakeholders	<ul style="list-style-type: none"> - The “FPG Group Compliance Policy” stipulates that the Group will strive to obtain the trust and support of all stakeholders such as customers, shareholders, and funders by providing reliable financial reports and disclosing information at appropriate times. Handling of internal information is appropriately managed based on the “FPG Group Rules for Prevention of Insider Trading” and the “Basic Rules on Protection of Personal Information.”

IV. Matters Related to the Internal Control System

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

In order for the Company to develop and promote a system that is necessary to ensure the appropriateness of the business operations of the Company as well as those of the group consisting of the Company and its subsidiaries, the Board of Directors of the Company resolved as follows regarding the basic policy on internal control system pursuant to the Companies Act.

- (1) System to ensure compliance of the execution of duties by Directors and employees with laws, regulations, and the Articles of Incorporation
 - ① The Company shall place the already established the “FPG Group Compliance Policy” as its basic policy on compliance with laws and maintenance of ethics. The Company also shall disseminate to Directors and employees the policy that shall be positioned as one of the most important issues on the business conduct, and require them to observe and implement the policy.
 - ② The Board of Directors shall review the compliance system on a regular basis through reporting from the “Compliance Committee” established for the purpose of discussing important matters related to compliance, with the aim of identifying and rectifying the problems.
 - ③ The Company shall ensure day-to-day mutual surveillance on the compliance status of the execution of duties by Directors and employees with laws and regulations, internal rules, and regulations etc. On the other hand, Audit & Supervisory Board Members and Internal Audit Office shall cooperate with each other to verify the validity of the compliance system. In addition, the Company shall establish a whistle-blower system, and set up a hotline against scandals or doubtful conduct with compliance problems with the aim of securing early detection and corrective actions. If a person is found to be in violation of the “FPG Group Compliance Policy,” he/she shall be strictly punished, including disciplinary action, in accordance with the employee work regulations.
 - ④ The Company shall strengthen the supervisory function for the execution of duties by Directors and employees, by appointing more than one Outside Director.
 - ⑤ Pursuant to the basic policy against anti-social forces defined in the already established the “FPG Group Compliance Policy,” the Company shall disseminate the main points of the policy in clear written form to officers and employees of the Company. By so doing, the Company will refuse any and all association with anti-social forces and groups that pose a threat to civil society’s order and safety, and will take a firm stance on a group-wide basis through close coordination with outside professionals such as the police and lawyers.
 - ⑥ In order to ensure the reliability of financial reporting required by the Financial Instruments and Exchange Act, the Company shall establish the “Basic Policy on Internal Control over Financial Reporting,” and make development and operation of the internal control over financial reporting appropriately.
 - ⑦ The Company shall strengthen the Compliance Department, through cooperation with the Legal Department, so as to accurately understand laws and regulations applicable to the business of the Company, as well as the latest information, such as Supervision Guidelines and Inspection Manual of the Financial Services Agency, make required amendments to the internal regulations upon revision of the relevant laws, and disseminate the information to the relevant departments to develop a legal compliance structure.
- (2) System for storage and management of information related to execution of duties by Directors
 - ① With regard to the duties of executive Directors and executive officers, the records of all documents (including electronic information), such as minutes of the Board of Directors’ meetings and minutes of the Board of Executive Officers’ meetings, shall be prepared, stored and managed in an appropriate manner in accordance with the already established the “Regulations of the Board of Directors “and the “Regulations of the Executive Officers”.
 - ② Audit & Supervisory Board Members and Internal Audit Office shall cooperate with each other, and conduct an audit on the storage and management of information on a regular basis.
 - ③ Personal information shall be strictly and properly managed in compliance with applicable laws and regulations and the “Personal Information Protection Basic Rules.”

- ④ Directors and executive officers shall rapidly and comprehensively gather information that requires disclosure and implement timely and appropriate disclosure in compliance with laws and statutory regulations.
- (3) Regulations and other systems concerning loss risk management
- ① The Company will comprehensively develop and improve the company-wide risk management system in accordance with the Company's already established "FPG Group Basic Risk Management Regulations" by establishing a General Risk Management Division made up of independent, specialized departments, and a Risk Management Committee, all of whom will be answerable to the highest risk-management authorities in the company.
- ② In executing the business strategy, the Company's basic policy is to take any reasonable risks necessary to achieve the business plan, to the extent controlled by the Board of Directors. In managing risk, the Company's identify risks within FPG that might have a particularly significant impact on business as major risks, which are monitored, evaluated, and reported on in order to ensure the health of the Company's capital while presenting a foundation for allocating revenue that is proportionate to risk in a stable manner.
- ③ The Risk Management Division will manage risk in a comprehensive manner by continually identifying and monitoring the current state and any changes relating to major risks, and report to the Board of Directors and the Risk Management Committee in a timely and appropriate manner. The approach to major risks may be revised as necessary, taking into account any changes to FPG's business characteristics, risk profile, etc.
- ④ The risk management system and management method will be regularly reviewed, continually updated and maintained.
- ⑤ To cope when there is a natural disaster, pandemic, social infrastructure outage or other emergency, the Company shall formulate principles of conduct and principles to ensure safety pursuant to the FPG Group Emergency Response Regulations. It shall also establish a disaster management system through which it engages in activities such as drafting disaster prevention plans as well as a response system through which it shall engage in activities such as setting up a response headquarters when there is an emergency. To prevent the unexpected, the Company shall consider scenarios that could result in significant damage to the Company, such as a major disaster or a new flu epidemic. To cope in the unlikely event of a disaster that causes significant damage to the Company, in order to minimize the damage to the business and disruption of operations, the Company shall draft an FPG Group Business Continuity Plan (BCP) beforehand with the aim of improving the effectiveness of business continuity readiness.
- (4) System to ensure efficient execution of duties by Directors
- ① The Company shall introduce the executive officer system in order to speed up decision-making, enhance the supervisory function and improve the efficiency of execution of operations by the Board of Directors, and delegate the authority of business execution to the Board of Executive Officers or each executive officer, to the extent permitted by the laws and regulations. Under the direction and supervision of the Representative Director, each executive officer shall fulfill his/her duties in accordance with decisions of the Board of Directors, and within the scope of authority and responsibility as defined in the regulations, etc.
- ② As the basis of the framework to ensure the efficient execution of duties by Directors, the Board of Directors shall be held every month as a general rule, and on an extraordinary basis as needed. The Board of Directors shall make decisions flexibly and secure mutual surveillance on the execution of duties. The procedures of the Board of Directors and the scope of authority thereof shall be reviewed and revised at any time, based on the already established "the Regulations of the Board of Directors," and strict management shall be carried out in line therewith.
- ③ In order to ensure effective business operations by Directors and executive officers, the Company shall clarify the matters regarding the basic authority of duties and responsibilities of Directors and executive officers on the basis of the already established internal rules, namely, the "Regulations of the Board of Directors", the "Regulations of the Executive Officers", the "Organization Rules", the "Administrative Authority Regulations" and the "Segregation of Duties Regulations", ensuring the appropriate and

efficient management of the organization.

- ④ The Board of Directors shall define the Company's corporate philosophy, formulate a medium-term management plan and annual plan, disseminate them to Directors and employees, and make efforts to conduct appropriate business management in order to ensure efficient operation of duties by Directors.
 - ⑤ The Company shall establish other internal regulations, to ensure efficient execution of duties by Directors.
 - ⑥ The Internal Audit Office shall conduct internal audits to ascertain the status of the operations in the preceding items and make improvements, and the Board of Directors shall review the system annually based on reports from the internal audits.
 - ⑦ Directors may receive advice from outside experts such as lawyers or certified public accountants at the Company's expense if deemed to be necessary.
- (5) System to ensure appropriate operations in the Group consisting of the Company and its subsidiaries
- ① The Company shall establish the "Rules for Management of Affiliated Companies" to ensure appropriate business operations of subsidiaries in line with the management policy of the Group and effective management by the Company. On that basis, the Company shall ensure that Directors and employees of subsidiaries will perform their duties in compliance with laws and regulations and the Articles of Incorporation, and put in place a system that matters relating to the execution of duties by Directors of subsidiaries will be reported in a timely manner.
 - ② The Company shall appoint Directors or employees of the Company or other suitable personnel to be Directors of its subsidiaries, cause the subsidiaries to put in place and operate a system to ensure the adequacy of financial reporting by the subsidiaries, and supervise the status of business operations by the Company so as to secure efficient execution of duties by Directors of the subsidiaries. In particular, important matters of each subsidiary shall be deliberated by the Board of Executive Officers of the Company or submitted to the Board of Directors of the Company.
 - ③ Pursuant to the "FPG Group Basic Risk Management Regulations." The Company shall manage the risks of the entire Group, including subsidiaries, and promote the development and enhancement of the risk management system of the subsidiaries.
- (6) Matters related to employees assigned to assist Audit & Supervisory Board Members in their duties in the event Audit & Supervisory Board Members request such employees
If there is a request from the Audit & Supervisory Board Members to assign employees to assist their duties, the Board of Directors shall make a decision as to the number of employees to assist the Audit & Supervisory Board Members, their authority, the department to which the employees belong, their rights to supervise and command and other matters in consultation with Audit & Supervisory Board Members, and promptly conduct a personnel announcement, etc. to assign employees to support the auditing work.
- (7) Matters related to independence of the employees prescribed in the preceding paragraph from Directors and to ensuring the effectiveness of instructions given by Audit & Supervisory Board Members to the employees
In order to achieve the independence of the employees assigned to assist the auditor as mentioned in the previous paragraph as well as to ensure the effectiveness of instructions given by Audit & Supervisory Board Members to the employees, the employees shall not be directed or commanded by any person other than the Audit & Supervisory Board Members, and the personnel matters (personnel relocation, personnel evaluation, or disciplinary punishment, etc.) concerning the employees shall be performed by the Representative Director with prior consent of Audit & Supervisory Board Members.
- (8) System to help Directors and employees report Audit & Supervisory Board Members and other systems relating to reporting to the Audit & Supervisory Board Members
- ① Audit & Supervisory Board Members may attend meetings of the Board of Directors and the Board of Executive Officers, and those of the Company's subsidiaries and other important meetings, receive reports concerning the execution of duties, and express opinions.
 - ② Major approval documents and other internal important documents of the Company and its subsidiaries shall be circulated to Audit & Supervisory Board Members, or, upon request, the relevant documents and

materials, etc. shall be immediately submitted and made available to Audit & Supervisory Board Members.

- ③ Audit & Supervisory Board Members shall hold opinion exchange meetings with the Representative Director on a regular basis regarding the state of progress of corporate audits and important audit tasks, and may receive, if required, reports and explanation from other Directors and employees of the Company and Directors, Audit & Supervisory Board Members and employees of its subsidiaries regarding the status of their business and assets and other matters.
- ④ Upon detection of any fact potentially causing material damage to the Company or its subsidiaries, matters in violation with laws and regulations or the Articles of Incorporation, and extremely unjust matters, Directors and employees of the Company, as well as Directors, Audit & Supervisory Board Members and employees of its subsidiaries shall immediately notify the information to the Audit & Supervisory Board Members.
- ⑤ Audit & Supervisory Board Members shall receive audit reports from the Internal Audit Office.
- ⑥ In addition to the matters as prescribed in the preceding items, the Company shall put in place reporting systems in the relevant rules and regulations of the Company and its subsidiaries, in order to secure a system where Directors and employees of the Company and Directors, Audit & Supervisory Board Members and employees of its subsidiaries, as well as those who receive information therefrom shall report to Audit & Supervisory Board Members.
- ⑦ The Company shall stipulate in the relevant internal rules and regulations that whistleblowers will not suffer from any disadvantageous treatment due to their submission of reports.
- (9) Matters concerning policies relating to the procedures on advance payments or reimbursement of costs arising from the execution of the duties by Audit & Supervisory Board Members and the other treatment of costs or debts arising from the execution of their duties
When an Audit & Supervisory Board Member claims for advance payment or reimbursement of costs or repayment of debts arising from the execution of his/her duties pursuant to Article 388 of the Companies Act, the Company shall immediately pay such costs or debts, except where deemed unnecessary for the execution of his/her duties.
- (10) In addition to the matters as mentioned above, other systems to ensure that audits by Audit & Supervisory Board Members shall be carried out effectively.
 - ① Directors and executive officers shall be familiar with the “Standards for Audits conducted by Audit & Supervisory Board Members” clarifying the responsibilities of auditors, their preparation, the audit system, the criteria of auditing and the action guidelines, as well as the audit plan formulated each year, and adequately recognize the importance and usefulness of the role of audits conducted by Audit & Supervisory Board Members and to develop the appropriate environment to secure the effective implementation thereof.
 - ② When deemed necessary, Audit & Supervisory Board Members may require cooperation from the Internal Audit Office on specific matters, in consultation with the Representative Director or the equivalent. In addition, Audit & Supervisory Board Members may require collaboration on audits from any department, office or branch office, as required from time to time.
 - ③ The Representative Director shall organize the framework to secure the operation of the Audit & Supervisory Board through integrated collaboration between the Audit & Supervisory Board Members of the Company and those of its subsidiaries, reporting of audit results to the subsidiaries, and exchange of opinions with representatives of the subsidiaries.
 - ④ Audit & Supervisory Board Members shall secure close cooperation with the accounting auditor, including exchange of information and opinions, through mutual discussions, in order to increase the quality and efficiency of audit work. In addition, the Tripartite Liaison Committee meetings shall be held by and among the Audit & Supervisory Board Members, the accounting auditor and the Internal Audit Office.
 - ⑤ When Audit & Supervisory Board Members deem it necessary when an audit is being performed, they shall be able to receive advice from outside experts including lawyers and certified public accountants. Any expenses or obligations arising as a result thereof shall be discharged in accordance with the guidelines prescribed in the preceding paragraph.

2. Basic Views on Eliminating Anti-Social Forces

The Company has the basic policy to refuse and exclude any relationship with anti-social forces and organizations that threaten the order and safety of civil society. In addition, the Company shall put in place a system to refuse and exclude any relationship with anti-social forces and organizations, specifically by gathering information about anti-social forces, in close cooperation among departments, and preventing any transactions with anti-social forces through establishment of the framework for communication with external specialized agencies. The details of the established framework are as follows.

- (1) The Company designated the Compliance Department as the department with overall responsibility for antisocial forces. The department shall have centralized administrative control on matters related to anti-social forces, providing guidance and support on responses for each department. If deemed important for the management of the Company, the Compliance Department shall immediately report it to the management team. In addition, the Company has appointed the General Manager of the Compliance Department as the “officer responsible for preventing unjust claims” and notified this to the relevant authorities.
- (2) The Company established a framework to collect and exchange necessary information, through close relationships with outside specialized organizations, such as the police and the National Center for Removal of Criminal Organizations.
- (3) The Company defined the basic policy against anti-social forces in the “FPG Group Compliance Policy” (the Code of Ethics), formulated “Guidelines on the Exclusion of Antisocial Forces” and the “Manual against anti-social forces” (at the time of occurrence), and established a reporting and countermeasures system for each department.
- (4) The Company incorporates the responses to anti-social forces in the compliance education and disseminates them through the internal training program and other programs.
- (5) The Company defined the basic policy against anti-social forces, which is posted on the Company’s website.
 - ① We will refuse and exclude any relationships with antisocial forces.
 - ② We will work as an organization and properly to prevent damages caused by antisocial forces in cooperation with external professional institutions, including the police, such as the police and the National Center for Removal of Criminal Organizations and lawyers.
 - ③ We will reject any unreasonable demands from anti-social forces and take firm legal actions.
 - ④ We will never give any financial and economic benefits to anti-social forces nor engage in deals behind the scene to conceal the business with anti-social forces.
 - ⑤ The company will ensure the safety of officers and employees who deal with unreasonable demands by antisocial forces.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	None
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Supplementary Explanation

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2. Other Matters Concerning to Corporate Governance System

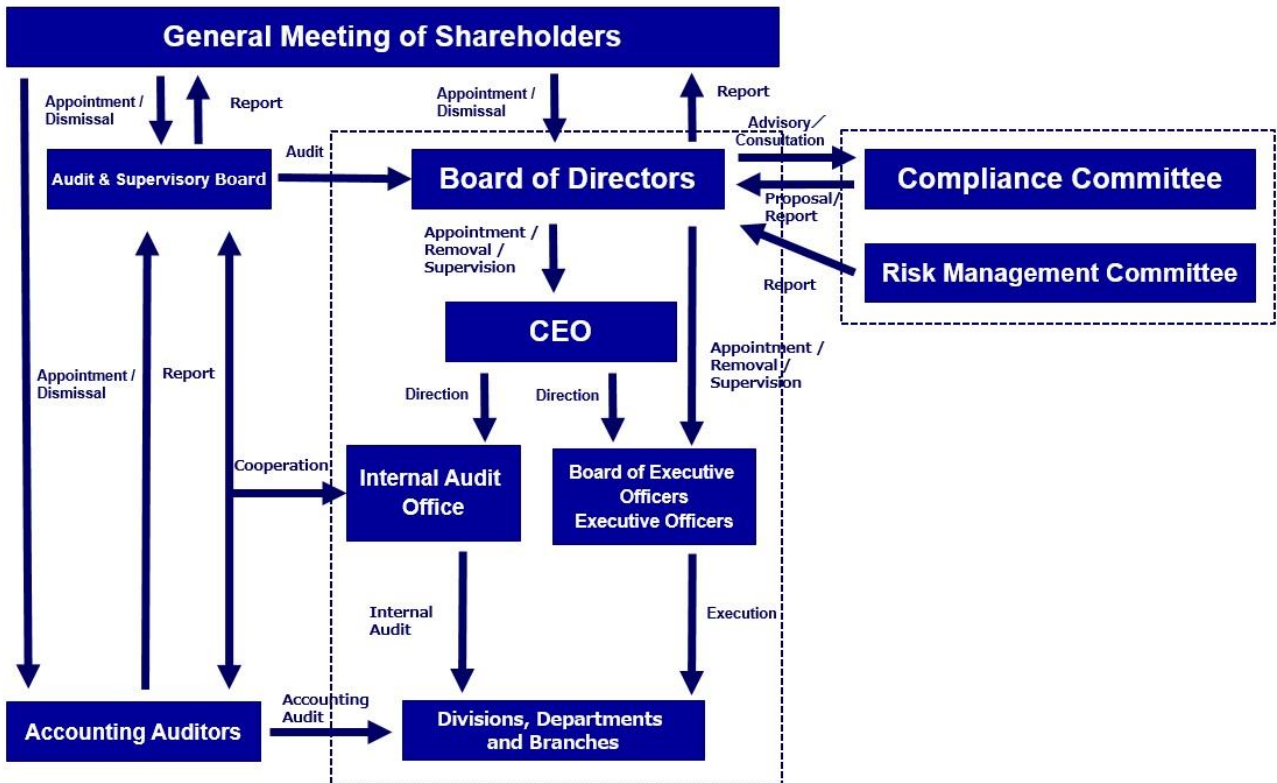
(1) Basic policy concerning timely disclosure

With regard to corporate information, the Company shall recognize itself as a listed company and disclose its corporate information to its shareholders, investors and other interested parties, in a timely and appropriate manner in compliance with the Rules on Timely Disclosure of the Tokyo Stock Exchange, applicable laws and regulations or other rules.

(2) Internal system for ensuring the timely disclosure of corporate information

The Company established the “FPG Group Rules for Prevention of Insider Trading” to define the management of material facts and the external disclosure thereof. The rules stipulate the framework that all and any material facts which officers and employees have come to know shall be reported to the Executive Officer in charge of the Compliance Department serving as the Chief Information Officer. The Executive Officer in charge of the Compliance Department will make judgment as to whether the relevant information is subject to timely disclosure or not, in consultation with the Representative Executive Officer, and in accordance with the Rules on Timely Disclosure of the Tokyo Stock Exchange and other laws and regulations. The Accounting Department is responsible for the procedures for timely disclosure. Corporate information shall be disclosed through the Timely Disclosure Network (TDnet) provided by the Tokyo Stock Exchange, and also disseminated widely by posting on the Company's website.

Overview of the Corporate Governance System



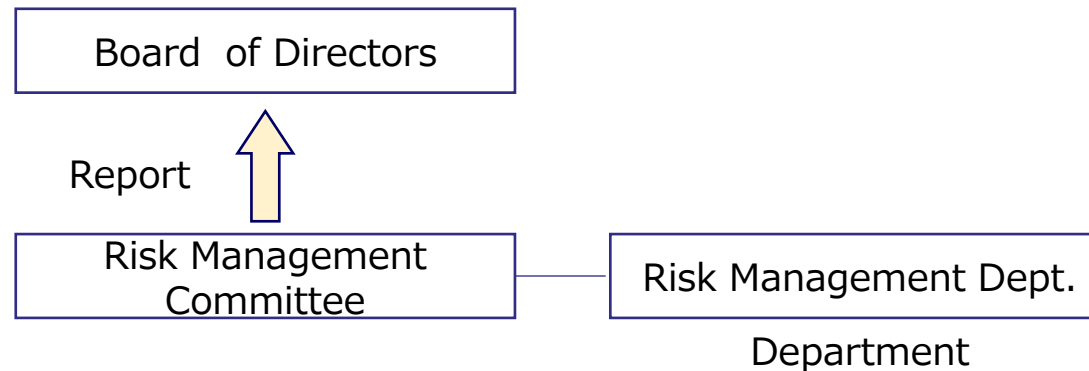
Information Disclosure Based on TCFD Recommendations



Financial Partners Group Co., Ltd.
(Prime Market of TSE, Code : 7148)

■ Governance

The Risk Management Committee (Chairman: Representative Executive Officer) is in charge of the Risk Management Department, which is part of the Risk Management Division. The Committee examines and deliberates on the climate change risks anticipated by our company. Reports and deliberations made by the Risk Management Committee are reported to the Board of Directors.



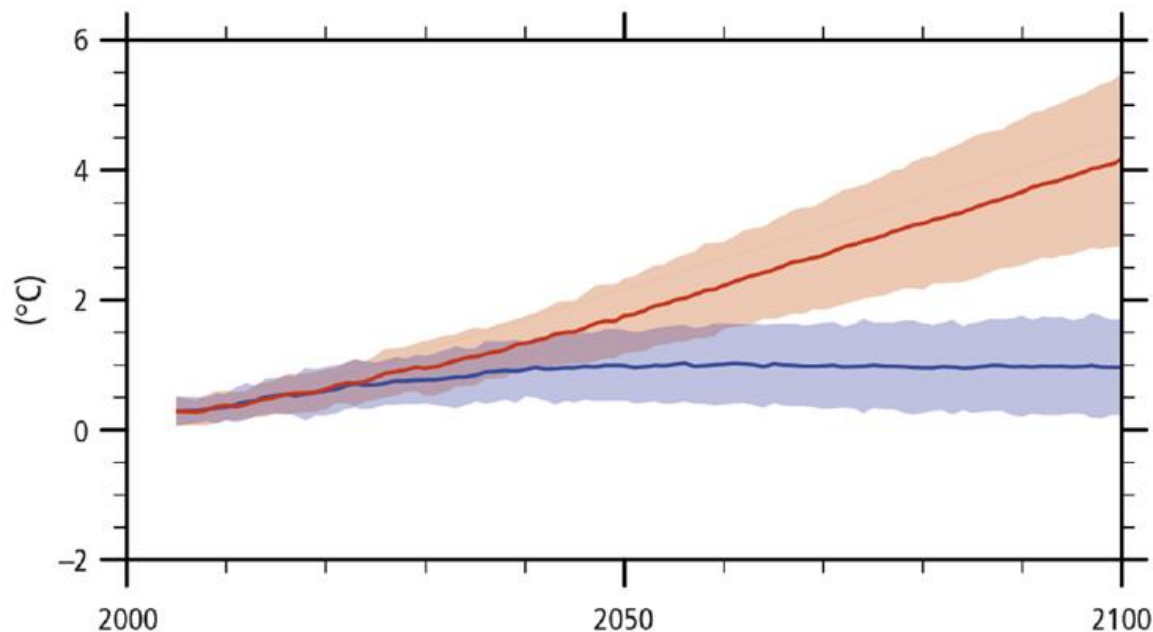
■ Risk Management

The relevant risk departments conduct risk assessments, formulate and implement action plans, and periodically report to the Risk Management Committee on the status of climate change risks anticipated by our company. The Risk Management Committee collates the contents of these reports and strives to continuously improve our efforts to address climate change risks.

■ Scenario Selection and Business Impact Evaluation

Regarding highly uncertain climate change risks, we considered society in 2050 using two scenarios: 2°C and 4°C.

Forecast of Global Average Surface Temperature Change (Difference from 1986–2005 Average)



4°C scenario: If global warming countermeasures beyond the current level are not taken, the temperature will rise by 3.2 to 5.4 degrees Celsius compared against the Industrial Revolution.

2°C scenario: If strict measures are taken, the temperature will rise by 0.9 to 2.3 degrees Celsius compared against the Industrial Revolution.

- In the 2°C scenario, there is a risk that asset prices will be affected if regulations are tightened rapidly. However, we anticipate further revenue opportunities arising from growing demand for assets that are more environmentally friendly.
- Although the 4°C scenario assumes no strict regulations, it does assume renewed demand for fuel-efficient assets due to rising energy prices.

■ Anticipated Risks and Impact

Category		Anticipated Risks and Impact on the Company	Impact Level	
Transition risk	Regulatory risk		Small	
	Market risk	Asset obsolescence	In existing projects, there is a risk of unforeseen declines in asset prices and eventual asset obsolescence as a result of long-term reduced demand for non-environmentally friendly assets. It is conceivable that there may be cases where the lessee does not exercise the right to purchase items that have already been sold.	Small - Medium
		Lessees' credit deterioration	There is a risk that the lessee's credit will deteriorate due to increased costs in addressing climate change risk. It is possible that this will affect the formation of new projects and that explanations will need to be provided to investors midway through the fiscal year.	Small - Medium
		Incurring additional costs	There is a risk of incurring additional costs arising from changes in environmental standards that would require us to take measures to maintain the value of investment assets. It is possible that some projects will require additional costs to be borne by investors.	Small
		Deterioration of investment stance of investors	There is a risk that investors will become reluctant to invest in non-environmentally friendly assets and lessees. It is possible this will have a negative impact on sales of new projects. However, this could possibly be addressed by the appropriate selection of projects.	Small
		Deterioration of banks' lending stance	There is a risk that lending institutions will take a firmer stance on assets and lessees that are not environmentally friendly, reducing opportunities for project origination. This could have a negative impact on sales of new projects. However, this could possibly be addressed by the appropriate selection of projects.	Small
	Reputation risk		There is a risk that our reputation will damage due to delays addressing climate change risks. This could adversely affect our stock price, external ratings and liquidity. However, this could possibly be addressed by the appropriate climate change risk management.	Small
Physical risk	Acute risk	Our company's disaster risk	Small	
			There is a risk that real estate holdings could suffer damage due to severe disasters such as flooding caused by heavy rain.	Small
		Lessees' damage risk	If a lessee suffers damage due to extreme weather, there is a risk that the lessee's business performance and finances could be adversely affected due to interruption of business activities, disaster recovery costs, etc.	Small

■ Anticipated Opportunities and Impact

Category		Anticipated Opportunities and Impact on the Company	Impact Level
Opportunities	Products and Services*	<p><u>Anticipated Scenarios</u></p> <ul style="list-style-type: none"> ➤ Expansion of products and services that support decarbonization <p><u>Business opportunities</u></p> <ul style="list-style-type: none"> ➤ Increase in leasing fund projects through proactively promoting transition finance for airlines and shipping companies ➤ Differentiation from competitors through providing a real estate fractional ownership investment product targeting environmentally friendly real estate ➤ Increased number of investors aiming to contribute toward decarbonization 	Large
	Reputation risk	<p><u>Anticipated Scenarios</u></p> <ul style="list-style-type: none"> ➤ Expansion of new business development through the widespread adoption of renewable energy and energy-saving technologies <p><u>Business opportunities</u></p> <ul style="list-style-type: none"> ➤ Creation of new products and services using solar power generation and other renewable energy facilities as investment projects (using government subsidies and other public incentives) 	Small

*For specific initiative details, please refer to the next section, (Reference) Leasing Fund Business SDGs Initiatives.

- Initiatives in airline and shipping industries toward a decarbonized society and our Basic Sustainability Policies.

Priority items / Relevant SDG targets

Implementing environmentally friendly initiatives



Initiatives Related to CO₂ Reduction in the Leasing Fund Business

Containers : Arranging deals incorporating sustainability linked loans to support lessees' ESG activities

Ships : Proactively arrange eco-ship projects that employ technologies that reduce environmental impact

Aircraft : Arranging new aircraft projects with low GHG emissions and high fuel efficiency

2008

2022

2030

2050~



IMO "Reduce CO₂ emissions by 40% by 2030" → "Reduce CO₂ emissions by 70% by 2050"



IATA "Reduce GHG emissions to effectively zero by 2050"

- ✓ December 21, 2021

Won Large-Scale "Transition Finance" Projects for 18 containerships (total value of 250 billion yen*

→The arrangement began in Q3 2022 and onwards (Full-year contribution expected in FY9/2023)

- ✓ August 31, 2022

Arranged of a Marine Container Project incorporating a sustainability linked loan**

- ✓ September 1, 2022

Won Large-Scale "Transition Finance" Projects for 15 containerships (total value of 205 billion yen***

→The arrangement is scheduled to begin from the fall of CY2023 and onwards

(Contribution to earnings will start in FY9/2024)

*Announced December 21, 2021 "Notice Regarding the Mandate of Large-Scale Project for "Transition Finance" Contributing to the Transition to a Decarbonized Society"

**Announced August 31, 2022 "Notice Concerning the Arrangement of a Leasing Fund Business Project Including Sustainability-Linked Loans that Contribute to Promoting the Transition to a Global Decarbonized Society"

***Announced September 1, 2022 "Notice of Mandated Large-Scale "Transition Finance" Project Promoting the Transition to a Global Decarbonized Society"

■ CO2 emissions

Aggregation target period : October 2021 to September 2022

Calculation period : FPG and Domestic consolidated subsidiary *
 (FPG Trust, FPG Securities, FPG Technology and FPG Air Services)

Scope	Category	GHG emissions
Scope1	Aircraft fuel use (Owned by FPG Air Services)	292.6 tCO2
Scope2	Use of electricity	103.8 tCO2
	Use of city gas	4.0 tCO2
	3. Energy activity (Fuel energy activities not included in Scope 1/2)	106.5 tCO2e
Scope3	6. Business trip	40.8 tCO2
	7. Employee commuting	79.0 tCO2
	8. Leased assets (upstream) (gasoline use of leased vehicles)	84.5 tCO2
		711.2 tCO2

*Subsidiaries and trusts used as non-consolidated silent partnership operators, etc. in the lease fund business and real estate fund business are not included in the calculations.

■ Target

In recent years, decarbonization efforts have been required in various industries. Going forward, we will promote global environmentally friendly initiatives, and we will gather and analyze the necessary data to fulfill our disclosures of information, including indicators and targets related to climate change risk, in accordance with the TCFD framework.