



March 24, 2023

To whom it may concern

Company Name: Ichikoh Industries, Ltd.  
 Name of Representative: Christophe Vilatte  
 Representative Director & President  
 (Code: 7244; Prime TSE)  
 Contact: Masaki Takamori  
 General Manager  
 Corporate Planning Department  
 (Phone: 0463-96-1442)

**Information pertaining to Controlling Shareholders etc.**

The Company hereby announces matters concerning controlling shareholders, etc., in connection with its parent company Valeo S.E. and two other parent companies.

1. Trade Names, etc. of Parent Company, Controlling Shareholder (excluding Parent Company), and Other Affiliate Company or its Parent Company  
 (as of December 31, 2022)

Name	Relationship	Ownership Ratio of Voting Rights (%)			Financial Instruments Exchange where Shares Issued by the Company are Listed
		Directly Held	Subject to be Aggregated	Total	
Valeo S.E.	Parent company	0.00	61.20	61.20	Paris Stock Exchange
Société de Participations Valeo	Parent company	0.00	61.20	61.20	—
Valeo Bayen	Parent company	61.20	0.00	61.20	—

2. Name of Company who, out of Parent Company, etc., is recognized to have the Most Influence over the Listed Company, and its Reason

(1) Name of company who is considered to have the greatest influence over the listed company  
 Valeo S.E.

(2) Reason for the abovementioned

Since Valeo S.E. is the 100% shareholder of Valeo Bayen and is listed on the Paris Stock Exchange.

3. Position of Listed Company in Corporate Group of Parent Company, etc. and Other Relationship between Listed Company and Parent Company, etc.

(1) Position of Listed Company in Corporate Group of Parent Company, etc.

① Capital Relationship

Valeo S.E. is the parent company that indirectly possesses 61.19% of voting rights of the Company; Valeo S.E. is the company which consolidates the Company.

② Personnel Relationship

(as of December 31, 2022)

Position	Name	Name of Parent Company or Group who dispatched Personnel	Reason for Assignment
Representative Director & Chairman	Ali Ordoobadi	Valeo S.E.	Reflect affluent experience and broad knowledge as a management executive to the management of the Company
Director & Senior Managing Executive Officer	Hideo Nakano	Valeo Japan Co., Ltd.	Reflect affluent experience and broad knowledge to the management of the Company
Director (non-executive)	Maurizio Martinelli	Valeo S.E.	Reflect affluent experience and broad knowledge as a management executive to the management of the Company
Director (non-executive)	Raul Perez	Valeo S.E.	Reflect affluent experience and broad knowledge as a management executive to the management of the Company

- (2) Restriction from, Risk in and Advantage from Belonging to the Parent Company's Group from an Operational Standpoint, and Influence on Management and Business Activities from Trade Relationship and Personnel & Capital Relations with Parent Company or its Group

As a result of a tender offer for our shares held by Valeo Bayen, such company, Société de Participations Valeo, the parent company of such company, and Valeo S.E., the parent company of Société de Participations Valeo, has been the parent companies of the Company as from January 20<sup>th</sup>, 2017. The Company is, aiming at efficient management of business, is under a certain cooperative relationship with the corporate group of the parent company. Under these circumstances, 2 Directors of the Company out of 9 Directors in total, are concurrently holding additional posts in subsidiaries of the parent company including, therefore, strategies of the parent company may give an impact on the decision-making in management policy of the Company.

The Company discusses medium term plans and annual budget and also shares research and development activities, conducts joint purchasing and creates a shared service function for accounting with Valeo, in order to maximize the synergy on business operations with Valeo. In addition, the Company has implemented the approval system of Valeo in order to improve the efficiency of the IT system and, as a result, we consult with Valeo on certain important matters before final approval.

The Company accepts certain numbers of expatriated people from parent group companies including the Directors who take certain positions in the parent group companies as mentioned above for the purpose of exchanging management information and technical know-how with the parent company. However, the appointment of executive officers and the HQ's Directors is subject to the approval of the Board of Directors to which Independent Outside Directors participate.

- (3) Philosophy, together with Measures for that, in Terms of How to keep Certain Independence from the Parent Company under the Circumstances of Restriction from Belonging to the Parent Company's Group from an Operational Standpoint as well as Influence on Management and Business Activities from Trade Relationship and Personnel & Capital Relations with Parent Company or its Group

The Company believes that, since the completion of TOB, it is the most important challenge of the Company for improvement of the performance to maximize the synergy effect by mutual cooperation with the parent company in the business operations. In operating business, the Company has been focusing on the effective use of the management resources to get high effect by deep coordinating with the parent group companies. However, transactions with the corporate group of the parent company are decided by the Board of Directors in order to improve the corporate value of the Company and maximize the profits of all shareholders of the Company. In relation to this, the Company established a "Conflicts of Interest Monitoring Committee" for the purpose of ensuring that transactions with the parent company's corporate group and related transactions are fair and that the interests of our Company and our shareholders are not harmed, and depending the content, by obtaining the approval of the Board of Directors, the Company confirms and monitors that the Company is in a situation where management decisions can be made independently at a certain level.

- (4) Status of Achieving a Certain Degree of Independence from a Parent Company, etc.

While the Company policy is to perform its business under close cooperative relationship with the parent company group, the Company has 2 Independent Outside Directors who are appointed as the Independent Directors under the rules of the stock exchange, and is in the status where varieties of opinion can be reflected in discussions in the Board of Directors meetings. In addition, in the Conflicts of Interest Monitoring Committee established to monitor conflicts of interest from the perspective of

shareholders other than Valeo, half of the four members are Independent Directors and an Independent Director is chairing the committee. As explained above, although there are some matters on which the Company consults with the Parent Company, such consultation is for the purpose of more effective coordination with the parent company. In this relation, discussions are conducted in the Independent Outside Directors & Corporate Auditors meetings consisting of 4, 2 Independent Corporate Auditors and 2 Independent Outside Directors, and the Company believes that, by respecting the opinions from those Independent Outside Directors/Corporate Auditors, a certain degree of interdependence is secured.

4. Matters Concerning Transaction with Controlling Shareholders, etc.

In order to improve the efficiency of funds including the Parent Company's Group, the Group of the Company has the following loans and borrowings to the Parent Company's Group. In implementing these, interest rate is determined in consideration with market interest rate and the Company takes care not to harm the interests of the Group of the Company.

	(million yen)		
	December 31, 2022	December 31, 2021	December 31, 2020
Loans	12,329	10,186	9,145
Borrowings	2,169	2,000	-

5. Implementation of Measures to Protect Minority Shareholders when Conducting Transactions with the Controlling Shareholder

The Board of Directors of the Company determines transactions with the Parent Company's Group in order to improve the corporate value of the Company and maximize the profits of all of the shareholders of the Company. In this regard, the Company establishes "Conflict of Interest Monitoring Committee" with the aim to achieve the fair transactions with the Parent Company's Group and related transactions and not to harm the interests of the Company and its shareholders, and confirms and monitors that the Company is in a situation where it can make its own management decisions at a certain level with the approval of the Board of Directors depending on the contents.

In 2022, we surveyed the transactions between the Parent Company's Groups four times, and reported the survey results to the Board of Directors.

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