

Corporate Governance	
Corporate Governance	LIXIL Corporation
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LIXIL Corporation	
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https://www.lixil.com/en/investor/	

The corporate governance system at LIXIL Corporation is described below.

I. Basic Philosophy Regarding Corporate Governance, and Other Basic Information Regarding Corporate Profile and Capital Structure

1. Basic Views

LIXIL Corporation (the “Company”) constantly strives to build the best possible corporate governance system needed to realize its belief that publicizing and implementing its management philosophy throughout the Company and all of its subsidiaries and affiliates (the “Group”) will enable it to achieve the maximum sustainable improvement of corporate value.

The following is the Company’s Management Philosophy.

(1) LIXIL’s Purpose

Make better homes a reality for everyone, everywhere

(2) LIXIL Behaviors

Do the Right Thing

Work with Respect

Experiment and Learn

The Group has adopted the following fundamental framework and has undertaken initiatives to strengthen and enhance corporate governance in order to maintain the Group’s standing as a corporate group that inspires confidence through the creation and provision of attractive value to its stakeholders.

(1) Company with Nomination Committee, etc.

The Company has adopted the governance format of a “Company with Nomination Committee, etc.” with the aim of clearly separating its executive and supervisory functions, thereby enabling executive officers to make swift and decisive business decisions and ensuring management transparency.

(2) Enhancement of Functions by Utilizing Discretionary Organs

In addition to the three committees (the Nomination Committee, the Audit Committee and the Compensation Committee) which are legally required of a “Company with Nomination Committee, etc.”, the Company has established the Governance Committee as a voluntary permanent committee to continuously strengthen the Company’s corporate governance. As for the other governance systems, the Company has established the Board of Executive Officers and voluntary committees. (Refer to the Corporate Governance Structure at the end of the document.)

(3) Implementation of a Uniform Corporate Governance System Across the Entire Group

By setting forth the LIXIL Behaviors and the LIXIL Code of Conduct, and group-wide financial and accounting management policies, having the entire Group comply therewith, and carrying out integrated education and training for directors, executive officers and employees as well as uniform implementation of

a compliance system, Group, the Company shall strive to cause its corporate governance permeate to the entire globalized corporate group.

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

The Company has implemented each principle of the Corporate Governance Code.

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

Because the LIXIL Corporate Governance General Policy (the “General Policy”) contain provisions with regard to many of the disclosure items below, a note has been added referring to the related provision in the General Policy.

<https://www.lixil.com/en/about/governance/pdf/CorporateGovernanceGuideline20230401.pdf>

[Principle 1-4 Cross-Shareholdings]

The Company holds shares on a cross-shareholding basis only in a case where it has been recognized to be necessary in order to facilitate sales or as part of an alliance necessary for its business activities. Under Article 9 of the General Policy “Cross Shareholdings”, based on the stipulated process, each year, for each share name, the Company will comprehensively evaluate cross-shareholdings from a quantitative and qualitative perspective in respect of whether the purpose of holding is appropriate, whether the capital cost matches the benefits and risks of the holding, whether there is any future risk as a result of sale, etc., and promptly dispose by sale in the case where it is not needed, and strive to reduce cross-shareholdings. Also, in exercising voting rights of such shares, the Company will make a full consideration from the point of view of whether it contributes to improving value over the mid to long-term of the Group and the invested company, etc., and with respect to resolutions that may violate the goal for such holding and resolutions that may harm shareholder value, the Group shall carefully determine whether to support or oppose after discussion with such company as needed and then exercise the voting rights.

[Principle 1-7 Related Party Transactions]

As for the procedures and framework for related party transactions by the Company’s officers, “Rules of the Board of Directors” stipulates that all related party transactions are required to be approved by the Board of Directors. In addition, “Rules of the Board of Directors” provides that criteria to follow for each transaction explicitly and systems to prevent related transactions executed to benefit himself or herself or the third party, impairing shareholders common interests (Article 11 of the General Policy “Related-Party Transactions”).

[Supplementary Principle 2-3① Sustainability Issues, Including Social and Environmental Matters]

The Company's Board of Directors shall receive reports from execution departments on environmental, social, and governance issues and initiatives, and proactively work in cooperation to identify important issues and consider measures to address them. The Board of Executive Officers shall set forth its Impact Strategy as the policy and strategy for the issues and initiatives regarding sustainability in the Group. The Board of Directors shall approve the content of the Impact Strategy determined by the Board of Executive Officers after considering its appropriateness, feasibility, etc., from the perspective of enhancing corporate value over the medium to long term.

The Company’s corporate purpose is to make better homes a reality for everyone, everywhere. To achieve this goal, the Company pursues responsible and sustainable innovation and develops safe and comfortable products and services based on the Group’s Impact Strategy. The Impact Strategy forms an essential part of the Group’s drive for achieve sustainable growth and corporate value creation in that it is integrated into the Group’s core business strategy, material issues, and the Value Creation Process (VCP), through which the Group creates value for all of its stakeholders.

The Impact Strategy outlines three core pillars of activity where the Group will leverage its unique expertise and business operations to drive positive change on global issues that require urgent action: Global Sanitation & Hygiene, Water Conservation & Environmental Sustainability, and Diversity & Inclusion. In pursuing the Impact Strategy, the Group ensures that its business activities are built on a fundamental commitment to ethical business practices.

The responsible departments regularly report to the Board of Directors on the status of promoting the Impact Strategy, and the Board of Directors supervises the implementation of these activities through discussions on the understanding of material issues and consideration of countermeasures.

[Supplementary Principle 2-4① Ensuring Diversity, Including Active Participation of Women]

The Company is going through a transformation to become a more agile and entrepreneurial organization. Under the belief that diversity and inclusion (D&I) enhances the Company's long-term performance and competitiveness, D&I is set forth as one of the three strategic pillars of Impact Strategy. The Company updated its D&I Strategy and targets in 2021 to ensure that D&I is embedded across the organization.

The following are the D&I strategy targets for 2030.

- 50:50 gender ratio for Directors and Executive Officers (female ratio: 26.7% as of March 2022)
- 30% female leaders across the organization (female ratio: 15.6% as of March 2022)
- Maintaining equal gender ratio for all new graduate hires in Japan of the Company (female ratio: 53.8% as of March 2022)

The Company considers the gender gap in management-level as an issue and therefore has set gender ratio targets as described above. On the other hand, the Company does not set or disclose management-level targets based on nationality or hiring period at this time, as there has not been a significant gap relative to the gender gap. That said, the Company's D&I Strategy focuses on Inclusion as the Goal with the hypothesis that if the Company becomes a more inclusive workplace, it will strengthen diversity including for other under-represented groups.

The Global People Organization (GPO) is enabling the Company's transformation, and achieving the 2030 D&I targets is one of the main pillars of its strategy. Key initiatives include improving the hiring and promotion processes by designing policy and processes to remove bias and rolling out education programs for employees, managers and executives to help them understand and embed in their actions D&I concepts and behaviors. In addition, the Company launched global Employee Resource Groups (ERGs) in the fiscal year ended March 2021 to support diverse community groups within the Company. The Company's inclusiveness will be monitored by annual employee survey. The whole D&I transformation process is supervised by D&I Committee, chaired by CEO Kinya Seto, to ensure top-level business commitment.

[Principle 2-6 Roles of Corporate Pension Funds as Asset Owners]

Under the LIXIL Pension Fund in which the Company participates, the goal is to ensure long-term overall profits within the scope of allowable risks, in order to undertake properly payments of pension and bonuses in the future under management of the pension assets. The management policy for such purpose is based on analysis of the risk/return for each managed asset and plan for diverse investments considering synergies among each of the managed assets. In detail, while setting up a strategic asset composition ratio that matches the efficiencies of each shares, bonds, and other managed assets, select appropriate management operators in line with that, and conduct investments and evaluations in a flexible manner.

Also, in considering the selection, evaluation, etc., of management operators and decisions of investment policy for these pension assets, LIXIL Pension Fund shall consult an asset management committee whose committee members are Management Execution Directors from the LIXIL Pension Fund with expert ability and opinions.

For the LIXIL Pension Fund, a report is submitted by the management operator every month regarding the asset management and investment status, and at least once every quarter a report of management results is received directly from the person in charge.

[Principle 3-1 Full Disclosure]

Article 37 "Basic Policy Regarding Information Disclosure" and Article 38 "Methods of Disclosure" of the General Policy stipulate disclosure methods and the Company's fundamental policy regarding information disclosure. For the Company's Disclosure Policy, please refer to the following page on the Company's website:

<https://www.lixil.com/en/investor/strategy/policy.html>

(i) Company Philosophy, Management Strategy, and Management Plan

The Company's philosophy is set forth in Article 3 of the General Policy.

As for the management strategy, the Group is steadily promoting major policies based on the four pillars of the medium-term plan.

[The Four Pillars of the Medium-Term Plan]

1. Establish a purpose-driven entrepreneurial company for sustainable growth

In order to build an environment that enables us to respond quickly to changes, the Group is transforming its organizational culture. We will foster a more agile and empowered organizational culture that encourages employees to exercise their entrepreneurial spirit, to actively exchange opinions and to engage in experimental initiatives. We also aim to create an environment in which employees can respect each other, be stimulated by greater collaboration, and work with enthusiasm, and to become a company in which employees can be united through the achievement of ambitious goals which are Purpose-driven and socially meaningful.

2. Develop attractive and differentiated products

The Group has strong brands that correspond to diverse lifestyles, needs and preferences. By investing in these brands and strengthening the DNA that is the essence of these brands, the Group seeks to achieve profitable growth. In addition, we will further pursue innovation, design and quality improvements to meet changes in consumers' needs and preferences. In addition, we will shift to the "Asset-Light" business model so that we will be able to have a strong intellectual property base for product development and bring differentiated products to market in a short cycle, and review our domestic organizational structure to improve the speed of the product development cycle by integrating product development, production and sales functions into one organization.

3. Achieve competitive costing

The Group will use new technologies and infrastructure to create an efficient and flexible supply chain management system, and improve cost control, for the improvement of its balance sheet and profit margins. In addition, the Group will improve cost efficiency through measures such as improving productivity in back-office departments and redeploying personnel to departments that need them.

4. Strategic marketing to drive growth

The Group will expand its interactions with end users and influencers such as contractors, designers and builders' offices. In addition, through the promotion and provision of new services, we will create new demand for renovation in Japan by eliminating end users' concerns about the barriers to reform.

(ii) Basic Philosophy and Policy with Respect to Corporate Governance

This is set forth in Article 1 "Purpose", Article 3 "Corporate Management Philosophy" and Article 4 "Basic Corporate Governance Framework" of the General Policy, and in the section entitled "I -1. Basic Views" of this report.

(iii) Procedures and Policies Regarding Determination of Compensation for Directors and Executive Officers
As a "Company with Nomination Committee, etc.", the Compensation Committee follows the policies set forth below in "Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods" in deciding the compensation of executive officers and directors (Article 28 of the General Policy "Compensation Policy").

(iv) Procedures and Policies Regarding Determination of Director Candidates and the Removal of Directors, and the Election and the Removal of Executive Officers

As a Company with Nomination Committee, etc., in deciding upon the candidates for director seats, the Nomination Committee will apply the Company's own criteria (Article 25 of the General Policy "Policy for Nomination of Director Candidates and Removal of Directors") while considering not only the individual qualities of director candidates but also the appropriate composition of the Board of Directors. Criteria regarding the election, appointment, removal, and dismissal of executive officers and Representative Executive Officer are set forth in Article 26 of the General Policy "Policy for Appointment, Election, Removal and Dismissal of Executive Officers and Representative Executive Officer", and criteria regarding the appointment and dismissal of CEO are set force in Article 27 of the General Policy "CEO Succession Plan and Basic Policy on Selection and Dismissal of CEO". When independent outside director candidates are decided, the Company's own independence criteria will be used, as set forth in Article 30 of the General Policy "Independence Criteria".

(v) Explanation of Each Election and Removal

The reasons for the election of independent outside directors are as set forth below, and the reasons for the

nomination and expected roles of other directors are also disclosed on the Company's website. <https://www.lixil.com/en/about/board/reason.html>

The Company also discloses the reasons for election of executive officers on its website.

https://www.lixil.com/en/about/board/reason_exec.html

In case of the removal and dismissal of executive officers and Representative Executive Officer, the reasons for that removal and dismissal shall be clearly specified on the Company's website. Those disclosures are carried out in accordance with paragraphs 6 and 7 of Article 26 "Policy for Appointment, Election, Removal and Dismissal of Executive Officers and Representative Executive Officer" of the General Policy.

[Supplementary Principle 3-1③ Disclosure of Sustainability Efforts When Disclosing Management Strategies]

The Group aims to contribute to society through ESG (Environment, Social, Governance) initiatives, and has continuously engaged in global issues by utilizing the technology and knowledge cultivated in the Group. The Group identifies the most urgent social issues relevant to the regions in which the Group operates and to which it can contribute through its expertise and business operations, and promotes priority measures based on the Impact Strategy to resolve these issues. Contributing to society through business activities is firmly in line with the Company's purpose and the Impact Strategy, and is extremely important not only to bring benefits to society, but also to enhance the long-term sustainability of the Group.

The Group focuses on the three pillars of its Impact Strategy: Global Sanitation & Hygiene, Water Conservation & Environmental Sustainability, and Diversity & Inclusion, and in addition, aims to realize the Company's corporate purpose through "A Strong Governance Foundation".

[Material issues selection]

Based on LIXIL's Purpose and business strategy (including the Impact Strategy), the Group identifies and evaluates issues in terms of both risks and opportunities, and selects issues that we, our stakeholders, and society in general consider to be of the highest importance for achieving sustainable growth and improving corporate value. The selected issues were identified as "Material Issues" after deliberation by the Corporate Responsibility Committee (now the Impact Strategy Committee) and verification of their appropriateness by the Board of Executive Officers.

The Impact Strategy Committee set KPIs for the identified material issues, regularly review the progress of corresponding targets, and review these material issues to accommodate any changes in the Group's immediate environment or society at large.

In the fiscal year ended March 2023, the Group collected KPIs and reviewed material issues and made the following changes.

- Addition of "Conservation of Biodiversity"
- Changed the priority of material issues from "Priority," "high," and "medium" to "Priority" and other to indicate priority items in a clear and simple manner.

Definition of "Priority": Areas in which the Company is able to proactively exploit its unique strengths to help solve issues and have a significant positive impact on stakeholders and society. Areas where initiatives should be strengthened in view of stakeholder needs.

[Material issues as of March 31, 2023: total 21 items]

"Priority" (7 items):

- Global Sanitation & Hygiene
- Water Sustainability
- Environmental Impact of Product Lifecycle
- Diversity & Inclusion
- Climate Change Mitigation and Adaptation
- Circular Economy
- Environmental Management

Material issues other than "Priority" issues: (14 items):

- Conservation of Biodiversity
- Product Safety
- Employee Safety & Wellbeing
- Human Rights
- Corporate Governance
- Stakeholder Engagement
- Tax Transparency
- Talent & Development
- Customer Satisfaction
- Ethics & Integrity
- Supply Chain Management
- Risk Management
- Information Security
- Responsible Marketing and Advertising

The material issues positioned as "Priority" are deeply related to the three pillars of the Group's Impact Strategy. The Group will continue to accelerate our efforts with a focus on these material issues.

Details of material issues are disclosed on the Company's website.

<https://www.lixil.com/en/sustainability/structure/issues.html>

*KPIs and the progress of those classified as "Priority" among the material issues are scheduled to be published in the Integrated Report and other documents scheduled to be released in June 2023. https://ssl4.eir-parts.net/doc/5938/ir_material_for_fiscal_ym10/120023/00.pdf#page=42

[Investment in human capital]

The Group is transforming to embrace more agile, meritocratic, and entrepreneurial ways of working that will enable us to realize our purpose. At the same time, the world of work and the relationship between companies and employees continues to rapidly evolve. If people are the Group's most important asset, investing behind the growth and development of its people is critical to the Group's success as a company. To achieve its mission of transforming the Group into an innovative and inclusive community that empowers everyone, everywhere, LIXIL's GPO (Global People Organization) has set the following five key performance outcomes (KPOs) in the GPO strategy for the fiscal year ended March 2022 to the fiscal year ending March 2025.

1. Embed inclusion into our DNA by implementing a holistic, strategic, and leader-led effort across LIXIL
2. Elevate talent across the enterprise so we can more effectively enable LIXIL's transformation and the innovation we need to build for our future
3. Enhance employee experience across LIXIL by putting people at the heart of our work
4. Strengthen HR corporate governance to build a stronger model and framework for people data and governance
5. Transform HR to transform the business to redefine the evolving role of HR and deliver a world class Employee Experience

Details on these initiatives are disclosed on pages 33~34 of the LIXIL Integrated Report 2022.

https://ssl4.eir-parts.net/doc/5938/ir_material_for_fiscal_ym10/120023/00.pdf#page=34

[Investment in intellectual properties]

The pillar of the Group's management strategy is "Develop attractive and differentiated products to provide value to consumers around the world" and the Group continuously invests in intellectual properties such as technology, design, brand, and trade secrets, which are important management resources together with human capital. In addition to technology development abilities in Japan that generate about 70% of the patent applications of the entire group, the Group has product design abilities that can appeal to various consumers around the world and a diverse and unique brand portfolio that is unrivaled by competitors. The core of the Group's management strategy is investing in product and service development based on synergies between technology development abilities in Japan and design and brands that have strengths in the global market, and the Group also focuses on creating promising innovations. The continued investment in the above-mentioned intellectual properties is an important foundation to develop attractive and differentiated products, and is essential for the sustainable growth of the Group's business and the realization of competitive advantage.

Based on that idea, the Group continues to invest in the intellectual properties. The Board of Directors regularly receives reports on the progress of the intellectual property strategy of the entire business from the intellectual property division, and supervises the implementation status. As of March 2023, the Group holds approximately 20,000 intellectual property portfolios (including pending) globally, mainly in Japan, Europe, and Americas. The Group has built a governance system that includes a global common management platform, and works to strengthen and utilize the intellectual property portfolios based on close collaboration between

our intellectual property division, R&D divisions, business divisions, and other related divisions.

Information on the Group's intellectual property strategy and intellectual property governance structure is disclosed on the Company's website.

https://www.lixil.com/en/investor/strategy/ip_index.html

[Investment in digital transformation strategy]

The Group promotes the digital transformation strategy to go beyond the norms of a traditional manufacturer through digital means that bring the Group closer to the consumer and empower the Group's people, which leads to becoming a consumer-centric and an agile organization. As a digital foundation, the Group is strengthening its global infrastructure, establishing IT organizations, and bolstering its information security system. For business growth, the Group is effectively using digital technologies to enhance customer experience in existing businesses and streamline the sales process, as well as to develop new businesses. Furthermore, the Group is creating an environment in which employees can use the latest tools to quickly process and analyze data with the cloud-based data integration platform. To make digital technology accessible for all employees, the Group have added an education program in digital fundamentals and introduced a no-code development tool to enable employees without specialized knowledge to become "citizen developers".

Details on these initiatives are disclosed on pages 31~32 of the LIXIL Integrated Report 2022.

https://ssl4.eir-parts.net/doc/5938/ir_material_for_fiscal_yml0/120023/00.pdf#page=32

[Risks and earning opportunities related to environmental challenges, including climate change]

The building and construction industry has a responsibility to be an active leader to solve the current climate crisis. In the past few years, governments continue to adopt new policies to push for net zero carbon. But today, buildings are still a massive consumer of raw materials and natural resources, responsible for an estimated 28% of the global energy related carbon emissions with the residential sector alone accounting for 17%. Domestic water consumption has also increased by over 600% since the 1960s, with population increase and growing water use in the home. The Group is evaluating and reflecting new governmental regulations across the globe, as well as current building trends and practices that will shape the positive impact on the environment. In order to further ensure the achievement of the LIXIL Environmental Vision 2050, the Group identified "Climate Change Mitigation and Adaptation," "Water Sustainability," and "Circular Economy" as the three focus areas to achieve its vision. In the fiscal year ended March 2023, the Group set mid-term targets in the three priority areas. The addition of Biodiversity as a material issue builds on the Company's efforts in the field to date. Moving forward, Biodiversity will serve as a foundation to be addressed for all three priority areas to achieve the Group's environmental vision. The Company has established the Environmental Strategy Committee in 2021 to establish a company-wide environmental strategy and ensure this is properly embedded within the business, closely working with the management and business units. The Company uses the Task Force on Climate-related Disclosures (TCFD) framework, Science Based Targets, and other initiatives to monitor and disclose its climate change progress, analyze risks and opportunities, formulate strategies, and reflect them in the business plans as well as into disclosure.

Details on the TCFD related information are disclosed on the Company's website:

<https://www.lixil.com/en/sustainability/environment/tcf.html>

[Supplementary Principle 4-1① Outline of the Scope of Delegation from the Board of Directors to Executive Officers]

Based on the philosophy of a "Company with Nomination Committee, etc.", which is to separate supervisory functions from management execution functions, the Company has determined and summarized the scope of delegation in Paragraph 2 of Article 20 of the General Policy "Role and Duties of the Board of Directors", and concrete matters to be decided by the Board of Directors and the Board of Executive Officers, respectively, are specified in the "Regulations of Board of Directors" and the "Regulations of Board of Executive Officers".

[Supplementary Principle 4-2② Basic Policy on Initiatives Related to Sustainability]

The Board of Directors proactively works with execution departments to understand important issues and efforts regarding sustainability, such as environmental, social and governance problems, and to consider countermeasures and set forth its strategy and policy (Impact Strategy) in terms of raising medium- to long-term corporate value. The Board of Directors will monitor the progress of Sustainability Issues and activities to address the issues by receiving regular reports from the responsible departments, and continuously confirm

the consistency between the Company's management strategy (allocation of management resources to highly important matters such as investment in human capital and intellectual property, business portfolio, etc.) and the Impact Strategy in terms of raising the Company's medium- to long-term corporate value. The Company discloses the outline and progress of the company's specific Impact Strategy and efforts via the company website as necessary in the way the relationship with the company's management strategies can be seen, from the perspective of enabling a flexible response to changing social conditions.

[Supplementary Principle 4-1③ Outline of the CEO Succession Planning]

[Supplementary Principle 4-3② Election and Removal of the CEO]

The Company's Nomination Committee will assume responsibility to establish and update the "CEO Succession Planning", which stipulates the basic policy as well as the roadmap for "replacement of the CEO" expected in the future, and "actively supervise" the operation of the succession planning. It is also prescribed in the planning that information related to update of the "CEO Succession Planning" shall be reported to the Board of Directors at all times.

The "CEO Succession Planning" provides guidelines for the appointment of the CEO to be implemented, removing any arbitrary intent and while maintaining objectivity, transparency and fairness in any circumstances. The main items and ideas of the "CEO Succession Planning" are as follows.

1. Clarification of roles of the present CEO, etc.

Major roles of the present CEO, the Nomination Committee, and internal related divisions are prescribed as below.

① Major roles of the present CEO

Role 1 The preparation of the list for CEO succession candidates. (lead the election, addition and change of succession candidates)

Role 2 The establishment and execution of the "development plans" of CEO succession candidates. (provide succession candidates "opportunities for growth" and "opportunities for improvements" regarding their lack of experience, capabilities and behavioral patterns in light of the "ideal CEO image")

Role 3 The implementation of the "new CEO appointment process" cooperated with the Nomination Committee at normal times.

② Major roles of the Nomination Committee

Role 1 The establishment, update and supervision of the CEO succession planning as well as "active supervision" of its operation.

Role 2 Defining and periodic reviewing of "Qualities and Requirements Required for LIXIL's CEO in the Future."

Role 3 The following items regarding CEO succession candidates:

- Development of the list for CEO succession candidates
- Evaluation and understanding of CEO succession candidates
- Monitoring and advising on the "development plans" of CEO succession candidates

Role 4 The following items regarding CEO succession planning at normal times:

- Supervision of the CEO appointment process and progress by the present CEO
- Deliberation on the CEO appointment process
- Establishment and submission of proposals regarding the CEO selection to the Board of Directors

Role 5 In an emergency that is when replacement of the CEO is unexpectedly required, such as at times when the present CEO becomes unable to perform its duties due to disease or accident, take the lead in appointment and approval process of a new CEO.

③ Major roles of internal related divisions

- The Nomination Committee Office (placed within the Board of Directors' Office) will assist the Nomination Committee in the preparation, update and operation of the CEO Succession Planning, as well as assume responsibility of "maintenance of consistency with the CEO Succession Planning related rules (Regulations of the Board of Directors, Regulations of Nomination Committee, etc.) and the collection and management of information on CEO succession candidates.
- The Corporate HR Department will follow the instruction of the CEO and lead "Senior Management Development Program" as well as periodically explain to the Nomination Committee the implementation

status. When searching for CEO succession candidates outside the Company, the HR Department will, upon sharing ideas with the present CEO and the Nomination Committee, work with the Committee in the search.

2. Basic ideas and process of CEO appointment

Basic ideas and process of CEO appointment is prescribed in the planning as follows.

① Basic ideas on CEO's term of office

The basic ideas on the CEO's term of office is "the required time to accomplish the management plan (including the quantitative target value) that was agreed by the CEO at the Board of Directors meeting." The Nomination Committee will conduct periodic monitoring regarding the progress of the plans and goals held by the CEO, and deliberate on the continuation and reappointment of the CEO. In addition, the Nomination Committee stipulates the items regarding the CEO's dismissal standards, procedures and resignation recommendations.

② Basic ideas of new CEO appointment process

New CEO appointment process is considered separately in the case of "an emergency" and "normal times." At normal times, the appointment process of a new CEO shall commence based on the present CEO's proposal and suggestion or the decision made by the Nomination Committee. In such case, CEO succession candidates are appointed based on list for succession candidates and an order of priority which are discussed by the CEO and the Nomination Committee. The Nomination Committee submits recommendation on the new CEO to the Board of Directors after the appointment process, and the Board of Directors examines and decides on the matter. In an emergency that is when replacement of the CEO is unexpectedly required, such as at times when the present CEO becomes unable to perform its duties due to disease or accident, the Nomination Committee shall take the lead in appointment process of a new CEO.

③ Development and evaluation of list for CEO succession candidates

Going forward, a successor CEO of the Company shall be appointed from "internal candidates" in principle. The list for CEO succession candidates is prepared by the present CEO on three timelines as shown below and updated once a year based on advice from the Nomination Committee.

- Measures to be taken in an emergency (urgency) and persons subject to such measures
- Medium-term succession candidates (internal human resources)
- Potential CEO candidates

3. Provision of "development opportunity" to CEO succession candidates

The Nomination Committee will monitor the execution of development plan to the CEO succession candidates by the present CEO. The CEO annually reports to the Nomination Committee the status (progress) of development of succession candidates. Meanwhile, the Nomination Committee gives the CEO advice on provision of development opportunity and status of development.

[Principle 4-8 Effective Use of Independent Outside Directors]

As one of the policies for nomination of director candidates, the Company stipulates in Article 25 "Policy for Nomination of Director Candidates and Removal of Directors" of the Company's General Policy that independent outside directors must constitute a majority of the total number of directors. At the annual shareholders' meeting held on June 21, 2022, eleven directors were elected, of which eight are independent outside directors. All chairperson and members of the three committees required by statute and the Governance committee are independent outside directors.

[Principle 4-9 Independence Standards and Qualification for Independent Directors]

The Company judges the independence of outside directors in accordance with the criteria set forth in Article 30 of the General Policy "Independence Criteria". The qualifications for independent outside directors are included in Article 25 of the General Policy "Policy for Nomination of Director Candidates and Removal of Directors".

[Principle 4-10 Use of Optional Approach]

In order to enhance the Company's corporate governance continually, the Company permanently established the Governance Committee to discuss or advise the Board of Directors on matters such as reviewing and amending of the Company's General Policy, and leading the implementation of the evaluation of the effectiveness of the Board of Directors. The Governance Committee, in cooperation with the Board of Directors and the three committees required by statute (the Nomination Committee, the Audit Committee and

the Compensation Committee), as required by the board statute, will strive to develop and improve the Company's governance system.

[Supplementary Principle 4-11① Philosophy Regarding the Composition of the Board]

The Nomination Committee, in cooperation with the Governance Committee, carried out the evaluation process for the "evaluation of the composition of the Board of Directors" from the perspective of fully considering the size and composition of the Board of Directors that should be in place for the Company during the fiscal year ended March 2022.

Based on the results of the evaluation, the Nomination Committee deliberated on the candidates for the Board of Directors, the composition of the Board of Directors and its committees, etc., from June 2022 onward.

With respect to the composition of the Board of Directors, the Company stresses diversity, and this thinking is reflected in Article 21 of the General Policy "Composition of the Board of Directors". Currently, among internal directors, one is female who has nationality other than Japanese, and among outside directors, three are Japanese female. In addition, in accordance with Article 23 of the General Policy "Composition of Nomination Committee, Audit Committee, Compensation Committee and Governance Committee", the Audit Committee shall appoint a person with appropriate experience, ability and necessary knowledge of finance, accounting, and law, and will particularly have at least one member with appropriate financial and accounting knowledge. The independent outside directors of the Company include those who have management experience in other companies. The skills matrix of the current Board of Directors of the Company is shown on the last page of this report.

[Supplementary Principle 4-11② Status of Directors Serving Concurrently as Board Members at Other Companies]

The Company discloses the status of major concurrent board positions held by directors in convocation notices for Annual Shareholders' Meetings, in the section about the personal history of each director.

Convocation notices for Shareholders' Meetings https://www.lixil.com/en/investor/ir_event/meeting.html

Please see the Company's policy with respect to concurrent board positions held by directors in Article 25 "Policy for Nomination of Director Candidates and Removal of Directors" and Article 33 "Persons Serving Concurrently as Directors and Executive Officers" of the General Policy.

[Supplementary Principle 4-11③ Analysis of the Effectiveness of the Board of Directors as a Whole, and Disclosure of a Summary of the Results]

Each of the Company's directors conducts a self-evaluation of the effectiveness of the Board of Directors more than once a year. For the fiscal year ended March 31, 2022, the Governance Committee is leading the evaluation process based on the delegation from the Board of Directors. With respect to the "Evaluation on the Composition of the Board of Directors", from the perspective of fully examining the size and composition of the Board of Directors as it should be for the Company, the evaluation process is carried out in cooperation with the Nomination Committee. (For details on "Evaluation on the Composition of the Board of Directors", please refer to [Supplementary Principle 4-11 ① Philosophy Regarding the Composition of the Board].)

The outline of "Evaluation on the Operating of the Board of Directors" is as follows.

1. Purpose of implementation

- Confirm the effectiveness of the Board of Directors (present structure)
- Identify medium-to-long-term issues to improve the effectiveness of the Board of Directors and the Committees

2. Report on Progress of Priority Issues from the Previous Fiscal Year (Fiscal Year ended March 2021)

We have implemented improvement measures for the following two areas identified as priority issues.

Priority issue 1

To improve the management structure of the Board of Directors, and ensure sufficient time to discuss (number of meetings, contents and volume of meeting materials, method of dealing with advance questions, etc.)

Implemented improvements: Focus on priority issues by reviewing annual anticipated issues and reviewing implementation method for reporting and proposing resolutions to the Board of Directors.

Priority issue 2

To define stakeholder, and organize how to communicate as the Board of Directors

Implemented improvements: Deliberations by the Board of Directors to clarify the scope of stakeholders the Board of Directors should oversee

Create a structure in which the status of communications with stakeholders is regularly (quarterly) reported to the Board of Directors

3. Evaluation Process and Results for this Fiscal Year (Fiscal Year ended March 2022)

Implemented an evaluation of Directors and Executive Officers carried out by an outside assessment specialist (questionnaire and individual interview) led by the Governance Committee.

Main concerns during evaluation

- (1) Does the Board of Directors remain effective (e.g., function, operation, structure)?
- (2) Is there sufficient monitoring of execution?
- (3) Does each Committee remain effective (e.g., operation, structure, cooperation system)?

Results summary (evaluation by outside specialist)

LIXIL's Board of Directors remains highly effective. As the perspective and commitment of Outside Directors aid a highly effective Board of Directors, it is important to have a succession plan for Outside Directors to maintain and improve that effectiveness.

4. Initiatives and Priority Issues for the Next Fiscal Year (Fiscal Year ending March 2023)

Based on the results of the effectiveness evaluation and the deliberations of the Board of Directors and the Governance Committee, it was decided to set the following priority issues to achieve “the Board of Directors as it should be” in the next phase of “the restructuring of the governance system”.

Priority issues

- (1) Reconfirm the role of the Board of Directors and strengthen strategy discussions to suit the new phase
- (2) Re-examine the ideal committee activities required of a company with a nomination committee, etc.
- (3) Implement an Outside Director succession plan to continuously support the newly restructured
- (4) Implement a CEO successor plan to achieve continued corporate value improvement

The Company will appoint an owner for each issue and move forward with measures to resolve the issues under the oversight of the Governance Committee.

[Supplementary Principle 4-14② Policy Regarding Director and Executive Officer Training]

The Company's organizational framework and initiatives for training and study by directors and executive officers are set forth in Article 35 of the General Policy “Director and Executive Officer Training”.

[Principle 5-1 Policy for Constructive Dialogue with Shareholders]

With regard to dialogue with shareholders, the Company believes that the goals of the Corporate Governance Code should be realized, and in Article 12 of the General Policy “Communication with Shareholders”, it has set forth relevant provisions. The Company's Governance Committee will sequentially communicate to shareholders, investors and any other stakeholders with respect to the development and status of improvement of governance system through various disclosure documents.

2. Capital Structure

Percentage of Foreign Shareholders	30% or more
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[Status of Major Shareholders] **Updated**

Name / Company Name	Number of Shares Owned	Percentage (%)
The Master Trust Bank of Japan, Ltd. (Trust Account) *	48,642,100	16.94
JP MORGAN CHASE BANK 385632 (Standing Proxy: Mizuho Bank Ltd.-Settlement Sales Department)	22,432,943	7.81
Custody Bank of Japan, Ltd. (Trust Account) *	14,018,800	4.88
SSBTC CLIENT OMNIBUS ACCOUNT (Standing Proxy: The Hongkong and Shanghai Banking Corporation Limited Tokyo Branch)	12,916,752	4.50
LIXIL Employee Stock Ownership	6,509,375	2.27
NORTHERN TRUST CO. (AVFC) SUB A/C AMERICAN CLIENTS (Standing Proxy: The Hongkong and Shanghai Banking Corporation Limited Tokyo Branch)	5,518,739	1.92
STATE STREET BANK WEST CLIENT – TREATY 505234 (Standing Proxy: Mizuho Bank, Ltd.-Settlement Sales Department)	5,214,507	1.82
JPMorgan Securities Japan Co., Ltd.	5,095,637	1.78
STATE STREET BANK CLIENT OMNIBUS OM04 (Standing Proxy: The Hongkong and Shanghai Banking Corporation Limited Tokyo Branch)	5,092,533	1.77
STATE STREET BANK AND TRUST COMPANY 505001 (Standing Proxy: Mizuho Bank, Ltd.-Settlement Sales Department)	4,180,445	1.46

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

Supplementary Explanation **Updated**

Note for the above mentioned [Status of Major Shareholders]

- The above mentioned status of shareholders is as of September 30, 2022.
- In addition to the above, LIXIL Corporation holds 48,362 shares of treasury stock. Shareholding calculations exclude treasury stock.
- * indicates a trust service arrangement.
- On March 7, 2022, Large Shareholding Report (Amendment Report) was filed, which is open to the public, stating that Nomura Asset Management Co., Ltd. and NOMURA INTERNATIONAL PLC, held shares of the Company as of February 28, 2022 as shown below. However, these shareholdings were not included in the above major shareholders because the Company could not confirm the number of beneficial shares held as of

September 30, 2022. The above mentioned [Status of Major Shareholders] is stated based on the content of the shareholder registry.

The content of the Large Shareholding Report (Amendment Report) is as follows.

Nomura Asset Management Co., Ltd.

Number of shares held: 12,145,100

Percentage: 3.88%

NOMURA INTERNATIONAL PLC

Number of shares held: 591,036

Percentage: 0.19%

5. On May 10, 2022, Large Shareholding Report was filed, which is open to the public, stating that Sumitomo Mitsui Trust Asset Management Co., Ltd. and Nikko Asset Management Co., Ltd. held shares of the Company as of April 29, 2022 as shown below. However, these shareholdings were not included in the above major shareholders because the Company could not confirm the number of beneficial shares held as of September 30, 2022. The above mentioned [Status of Major Shareholders] is stated based on the content of the shareholder registry.

The content of the Large Shareholding Report is as follows.

Sumitomo Mitsui Trust Asset Management Co., Ltd.

Number of shares held: 10,975,100

Percentage: 3.50%

Nikko Asset Management Co., Ltd.

Number of shares held: 4,733,800

Percentage: 1.51%

6. On September 6, 2022, Large Shareholding Report (Amendment Report) was filed, which is open to the public, stating that BlackRock Japan Co., Ltd., BlackRock (Netherlands) BV, BlackRock Fund Managers Limited, BlackRock Asset Management Ireland Limited, BlackRock Fund Advisors, BlackRock Institutional Trust Company, N.A. and BlackRock Investment Management (UK) Limited held shares of the Company as of August 31, 2022 as shown below. However, these shareholdings were not included in the above major shareholders because the Company could not confirm the number of beneficial shares held as of September 30, 2022. The above mentioned [Status of Major Shareholders] is stated based on the content of the shareholder registry.

The content of the Large Shareholding Report (Amendment Report) is as follows.

BlackRock Japan Co., Ltd.

Number of shares held: 5,497,700

Percentage: 1.91%

BlackRock (Netherlands) BV

Number of shares held: 919,802

Percentage: 0.32%

BlackRock Fund Managers Limited

Number of shares held: 601,337

Percentage: 0.21%

BlackRock Asset Management Ireland Limited

Number of shares held: 1,766,850

Percentage: 0.62%

BlackRock Fund Advisors

Number of shares held: 5,097,680

Percentage: 1.78%

BlackRock Institutional Trust Company, N.A
Number of shares held: 4,136,949
Percentage: 1.44%

BlackRock Investment Management (UK) Limited
Number of shares held: 353,203
Percentage: 0.12%

7. On September 30, 2022, Large Shareholding Report (Amendment Report) was filed, which is open to the public, stating that Capital Research and Management Company, Capital International K.K., Capital International Inc., and Capital International Sarl held shares of the Company as of September 22, 2022 as shown below. However, these shareholdings were not included in the above major shareholders because the Company could not confirm the number of beneficial shares held as of September 30, 2022. The above mentioned [Status of Major Shareholders] is stated based on the content of the shareholder registry. The content of the Large Shareholding Report (Amendment Report) is as follows.

Capital Research and Management Company
Number of shares held: 41,740,600
Percentage: 14.54%

Capital International K.K.
Number of shares held: 4,463,900
Percentage: 1.55%

Capital International Inc.
Number of shares held: 1,496,000
Percentage: 0.52%

Capital International Sarl
Number of shares held: 692,100
Percentage: 0.24%

3. Corporate Attributes

Listed Stock Market and Market Segment	Tokyo Stock Exchange Prime Market Nagoya Stock Exchange Premier Market
Fiscal Year-End	March
Business Sector	Metal products
Number of Employees (consolidated) as of the End of the Previous Fiscal Year	1000 or more
Sales (consolidated) as of the End of the Previous Fiscal Year	¥1 trillion or more
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	From 100 to less than 300

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

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

On October 28, 2019, the Company established the “Governance Committee” as a voluntary and permanent committee within the Board of Directors. The committee is composed of all outside directors and its role and duties are as follows.

1. The Governance Committee shall continue to enhance the Company’s corporate governance, with the aim of enhancing management transparency and fairness, and increasing corporate value, taking into account the positions of all stakeholders.
2. The Governance Committee, in cooperation with the Board of Directors, the Nomination Committee, the Audit Committee, the Compensation Committee and related responsible departments, shall discuss or advise the Board of Directors on matters relating to the Company’s corporate governance, including reviewing and amending the Company’s General Policy.

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 Nomination Committee, etc.
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[Directors]

Maximum Number of Directors Stipulated in Articles of Incorporation	16
Term of Office Stipulated in the Articles of Incorporation	1 year
Chairperson of the Board	An independent outside director
Number of Directors	11

[Outside Directors]

Number of Outside Directors	8
Number of Independent Directors	8

Outside Directors' Relationship with the Company (1)

Name	Attribute	Relationship with the Company*											
		a	b	c	d	e	f	g	h	i	j	k	
Tamio Uchibori	From another company									△			
Shiho Konno	Lawyer												
Teruo Suzuki	CPA									△			
Mayumi Tamura	From another company												
Yuji Nishiura	From another company									△			
Daisuke Hamaguchi	Other									△			
Masatoshi Matsuzaki	From another company									○			
Mariko Watahiki	Lawyer												

* Categories for "Relationship with the Company"

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

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

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

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

a. Executive of the Company or its subsidiaries

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

c. Executive of a fellow subsidiary

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

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

- f. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a director
- 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 are mutually appointed (the director himself/herself only)
- j. Executive of a company or organization that receives a donation from the Company (the director himself/herself only)
- k. Others

Outside Directors' Relationship with the Company (2)

Name	Affiliated Committees			Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
	Nomination Committee	Compensation Committee	Audit Committee			
Tamio Uchibori		<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	Assumed office in June 2019. Mr. Uchibori was Senior Director of MinebeaMitsumi Inc., and he left the office in March 2019. The MinebeaMitsumi Group has a business relationship with the LIXIL group involving purchase of raw materials, etc. and sale of products; however, such transactions accounted for 0.059% of the MinebeaMitsumi group's sales for the last fiscal year, and for 0.002% of the LIXIL group's sales for the last fiscal year, and therefore, neither amounts to a major business partner for the other. Furthermore, as he meets both the requirements for an independent officer prescribed by the stock exchange and the Independence Criteria for Outside Directors prescribed by the Company, he is determined to have a high level of independence from the Company.	As director and senior managing executive officer at MinebeaMitsumi, Mr. Uchibori has a wealth of knowledge and experience in the management of Japanese and global manufacturers such as being responsible for the key corporate planning and M&A strategies at the company. In addition, he has expertise as a licensed tax accountant in accounting and tax affairs. Since assuming the position of Director of the Company in June 2019, he has contributed to the discovery of issues and understanding of risks, etc., utilizing his expertise concerning accounting and tax affairs, particularly in the Audit Committee. Since June 2020, he has served as a member of the Compensation Committee and the Governance Committee and has contributed to the improvement of the supervisory function through active remarks and activities at each committee. As Outside Director of the Company, he is expected to continue to contribute to the improvement of the effectiveness of the Board of Directors and the committees.
Shiho Konno	<input type="radio"/>		<input type="radio"/>	<input type="radio"/>	Assumed office in June 2021. Ms. Konno is a representative and attorney-at-law at Shiho Konno Habataki Law Office. The law firm has no business relationship with the LIXIL group in the last fiscal year, and so is not a major business partner. Furthermore, as she meets both the requirements for an independent officer prescribed by the stock exchange and the Independence Criteria for Outside Directors prescribed by the Company as well, she is determined to have a high level of independence from the Company.	Ms. Konno has a long career as a lawyer, an expert in law. In addition, she has deep knowledge of corporate governance and diversity and inclusion gained through law practice. Although she has no direct experience in corporate business execution, based on her experience as an outside director of a number of listed companies, as well as her deep knowledge of corporate governance and diversity and inclusion gained through law practice, the Company believes that she will continue to be able to perform her duties as Outside Director of the Company. Since assuming the position of Director of the Company in June 2021, she has served as a member of the Audit Committee and the Governance Committee and has contributed to improving the effectiveness of the Board of Directors and the committees by providing important perspectives on corporate

Name	Affiliated Committees			Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
	Nomination Committee	Compensation Committee	Audit Committee			
						governance, particularly by utilizing her expertise in legal and compliance matters. As Outside Director of the Company, she is expected to continue to contribute to the improvement of the effectiveness of the Board of Directors and the committees.
Teruo Suzuki			○	○	Assumed office in June 2019. Mr. Suzuki was Deputy Director of KPMG AZSA LLC, and left the firm in June 2012. In the last fiscal year, KPMG AZSA LLC and the LIXIL group did not have a business relationship, and therefore, it does not amount to a major business partner. Furthermore, as he meets both the requirements for an independent officer prescribed by the stock exchange and the Independence Criteria for Outside Directors prescribed by the Company as well, he is determined to have a high level of independence from the Company	Mr. Suzuki has a high level of expertise in financial accounting, having been engaged in working on the audits of listed companies for many years as a certified public accountant at major auditing firms. Since assuming the position of Director of the Company in June 2019, he has contributed to the improvement of the effectiveness of the Board of Directors, etc. specifically in the Audit Committee with advice, etc. utilizing his experience and knowledge in accounting audits and financial accounting. Since June 2020, as Chairperson of the Audit Committee, he has led various initiatives to ensure the effectiveness of audits conducted by the LIXIL group even in the context of the spread of the COVID-19. As an Outside Director of the Company, he is expected to continue to contribute to the improvement of the effectiveness of the Board of Directors and the committees.
Mayumi Tamura			○	○	Assumed office in June 2022. Ms. Tamura was Executive Officer, Senior Vice President, and CFO of Walmart Japan Holdings G.K. (currently Seiyu Holdings Co. Ltd.), and Executive Officer, Senior Vice President, and CFO of Seiyu GK (currently The SEIYU, Ltd.), and left the offices in 2013. Both companies had no business relationship with the LIXIL group in the last fiscal year, and so neither company is a major business partner. Furthermore, as Ms. Tamura meets both the requirements for an independent officer prescribed by the stock exchange and the Independence Criteria for Outside Directors prescribed by the Company as well, she is determined to have a high level of independence from the Company.	Ms. Tamura has many years of extensive management experience in global companies and a high level of knowledge in finance and accounting, and has also been involved in management planning and M&A. She also has a track record of involvement in the promotion of diversity and inclusion as a board member of a non-profit organization. In recent years, she has served as an outside director of a number of listed companies, and we believe that her deep knowledge of corporate governance and diversity and inclusion will enable her to fulfill her duties as an outside director of the Company. As Outside Director, she is expected to contribute to the improvement of the effectiveness of the Board of Directors and the committees.
Yuji Nishiura	○	○		○	Assumed office in June 2019. Mr. Nishiura was Director and the Chairperson of AXA Life Insurance, Co., Ltd., and he left office in June 2015. AXA Life Insurance, Co., Ltd. has a business relationship with the LIXIL group involving fees for handling collective insurance, however, such transactions accounted for 0.00001 % of the LIXIL groups' sales for the last fiscal year, and it does not amount to a major business partner. He was Director and the Chairperson of AXA GENERAL INSURANCE COMPANY LIMITED, and he left the company in June 2015. He was the Chair and CEO of Sumitomo Mitsui Trust Club Co., Ltd., and he left the company in December 2018. In the last fiscal year, neither company had any business	Mr. Nishiura is a management professional who has engaged in the management of several corporations and been involved in a number of corporate restructuring matters. He has a wealth of knowledge and experience related to corporate governance reform at companies facing challenging situations. Since assuming the position of Director of the Company in June 2019, as Director, he has contributed to the improvement of the effectiveness of the Board of Directors, and as Chairperson of the Nomination Committee, he has actively conducted meetings with the executive management team including the Executive Officers in order to realize an open Nomination Committee and has led in the clarification of

Name	Affiliated Committees			Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
	Nomination Committee	Compensation Committee	Audit Committee			
					relationship with the LIXIL group, and therefore, it neither of them amount to a major business partner. Therefore, as each company does not amount to a major business partner and he meets both the requirements for an independent officer prescribed by the stock exchange and the Independence Criteria for Outside Directors prescribed by the Company, he is determined to have a high level of independence from the Company. He served in position of Advisor for five years at Sumitomo Mitsui Trust Bank, Limited, and he left the company in March 2020, however he was not involved in business execution. Therefore, it is determined that there would be no effect on his independence. In addition, it is determined that his career at Sumitomo Mitsui Trust Bank, Limited does not constitute the common concern that a person from the main financing bank group has no independence, as his appointment was based on his long-term experience and knowledge in other industries but not the bank.	the authorities of the Nomination Committee and the planning and promotion of a highly transparent process for determining director and executive officer candidates. Since June 2020, he has continued to serve as Chairperson of the Nomination Committee and has led the development and implementation of the CEO succession plan, and clarification of the process for replacing outside directors, and various other measures to further enhance transparency of the corporate governance of the Company. As Outside Director of the Company, he is expected to continue to contribute to the improvement of the effectiveness of the Board of Directors and the committees.
Daisuke Hamaguchi	○	○		○	Assumed office in June 2019. Mr. Hamaguchi was the Management Execution Director of the Pension Fund Association, and he left the association in April 2019. The Pension Fund Association had no business relationship with the LIXIL group in the last fiscal year, and therefore, it is not deemed to be a major business partner. Furthermore, as he meets both the requirements for an independent officer prescribed by the stock exchange and the Independence Criteria for Outside Directors prescribed by the Company as well, he is determined to have a high level of independence from the Company	Mr. Hamaguchi has deep knowledge of corporate governance, having served as Management Execution Director of the Pension Fund Association for several years, as well as a member of, among others, "The Companies Act Subcommittee, Legislative Council" and "The Corporate Governance System Study Group." Since assuming the position of Director of the Company in June 2019, he has contributed to the improvement of the effectiveness of the Board of Directors, such as by utilizing his own experience and reflecting the perspectives of stakeholders such as shareholders, etc. at the Board of Directors Meetings, and as Chairperson of the Compensation Committee, he has led in the reformation of the Company's officer compensation system, through exchange of opinions, etc. with the Executive Officers, and is leading the creation of a compensation system that encourages executive management to increase corporate value over the medium and long term. Since June 2020, he has newly served as a member of the Nomination Committee and the Governance Committee and has contributed to the improvement of the supervisory function through active remarks and activities at each committee. As Outside Director of the Company, he is expected to continue to contribute to the improvement of the effectiveness of the Board of Directors and the committees.
Masatoshi Matsuzaki	○			○	Assumed office in June 2019. Mr. Matsuzaki was Non-Executive Director and Chairperson of the Board of Directors of Konica Minolta, Inc. and he left the office in June 2022. The LIXIL group has a business relationship with Konica Minolta group involving purchase of products and repairs etc.; however, such transactions accounted for	At Konica Minolta, Inc., Mr. Matsuzaki served as Director and President and Representative Executive Officer of the company, and after retiring as President and Representative Executive Officer of the company, he has served as Non-Executive Director and Chairperson of the Board of Directors of the company, and has been

Name	Affiliated Committees			Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
	Nomination Committee	Compensation Committee	Audit Committee			
					0.0073% of the Konica Minolta group's sales for the last fiscal year, and for 0.00002% of the LIXIL group's sales for the last fiscal year, and therefore, neither amounts to a major business partner for the other. Furthermore, as he meets both the requirements for an independent officer prescribed by the stock exchange and the Independence Criteria for Outside Directors prescribed by the Company as well, he is determined to have a high level of independence from the Company.	involved in the management of a listed company with global business for many years. In addition, he has deep knowledge concerning corporate governance, serving as Chairperson of the "Committee on the state of boards of directors" of Japan Association of Corporate Directors, etc. Since assuming the position of Director of the Company in June 2019, leading the Board of Directors as Chairperson, he has been contributing to the improvement of the effectiveness of the Company's corporate governance utilizing his experience and knowledge. Since June 2021, he has been newly appointed Chairperson of the Governance Committee and led various efforts to improve the effectiveness of the Board of Directors and committees, including the implementation of an evaluation of the effectiveness of the Board of Directors, identification of issues facing the Board of Directors and committees, and the establishment of a system to promote action plans. As Outside Director of the Company, he is expected to continue to contribute to the improvement of the effectiveness of the Board of Directors and the committees.
Mariko Watahiki	○	○		○	Assumed office in June 2021. Ms. Watahiki is an attorney-at-law at Okamura Law Office. The law firm has no business relationship with the LIXIL group in the last fiscal year, and so is not a major business partner. Furthermore, as she meets both the requirements for an independent officer prescribed by the stock exchange and the Independence Criteria for Outside Directors prescribed by the Company as well, she is determined to have a high level of independence from the Company	Ms. Watahiki has a long career as a judge and has been involved in resolving many civil cases, including corporate legal affairs and labor issues. In addition, she has a track record of being involved in organizational management, including thorough compliance and governance, personnel management and human resource development, and crisis management by serving as the chief judge of several high courts. Although she has no direct experience in corporate business execution, based on her experience in handling many cases as a judge and operating an organization as the chief judge of high courts, the Company believes that she will continue to be able to perform her duties as Outside Director of the Company. Since assuming the position of Director of the Company in June 2021, she has served as a member of the Nomination Committee and the Governance Committee, and has contributed to the improvement of the effectiveness of the Board of Directors and its committees through her active comments and activities, particularly by utilizing her expertise in legal affairs, human resources development, and labor relations to promote important initiatives measures such as the plan for replacing outside directors on the Nomination Committee. As Outside Director of the Company, she is expected to continue to contribute to the improvement of the effectiveness of the Board of Directors and the committees.

[Committees]

Committee's Composition and Attributes of Chairperson

	All Committee Members	Full-time Members	Internal Directors	Outside Directors	Chairperson
Nomination Committee	5	0	0	5	Outside Director
Compensation Committee	4	0	0	4	Outside Director
Audit Committee	4	0	0	4	Outside Director

[Executive Officers (Shikkoyaku)]

Number of Executive Officers (Shikkoyaku)	8
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Status of Additional Duties **Updated**

Name	Representative Authority	Additional Duties as Director			Additional Duties as Employee
			Nomination Committee Member	Compensation Committee Member	
Kinya Seto	Yes	Yes	No	No	No
Sachio Matsumoto	Yes	Yes	No	No	No
Hwa Jin Song Montesano	Yes	Yes	No	No	No
Yugo Kanazawa	No	No	No	No	No
Bijoy Mohan	No	No	No	No	No
Satoshi Yoshida	No	No	No	No	No
Hiroyuki Oonishi	No	No	No	No	No
Shoko Kimijima	No	No	No	No	No

[Auditing Structure]

Appointment of Directors and/or Staff to Support the Audit Committee	Appointed
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Matters Related to the Independence of Such Directors and/or Staff from Executive Officers (Shikkoyaku)

The Company has established the Audit Committee Secretariat as a dedicated entity to exercise the authority of the Audit Committee or Audit Committee members as set forth in laws and ordinances or internal regulations and to audit the legality and validity of the execution of duties by directors and executive officers. Audit & Supervisory Board Members are assigned to major domestic subsidiaries as part-time auditors and are playing the role of auditor audit at each of the companies and contributing to the improvement of governance of the Group. The Audit & Supervisory Board Members under LIXIL Group Audit Framework are dispatched directly from the Company's Audit Committee, and thus, if any Audit & Supervisory Board Member under LIXIL Group Audit Framework finds any sign of problems with business audit or internal control, the Audit & Supervisory Board Member under LIXIL Group Audit Framework will immediately report to the Audit Committee. The Company has decided that executive officers will not give orders or instructions with regard to directions from the Audit Committee or Audit Committee members to the Audit

Committee Secretariat and the Audit & Supervisory Board Members under LIXIL Group Audit Framework as required for auditing work, and personnel changes and employee performance evaluation are matters to be resolved at the Audit Committee.

Cooperation among Audit Committee, Accounting Auditors and Internal Audit Departments

In performing audits, the Audit Committee members, the Audit & Supervisory Board Members under LIXIL Group Audit Framework and the Internal Audit Division are all committed to performing efficient auditing by regularly holding meetings, promoting the sharing of information and cooperating at all times. In addition, they are working in close cooperation with the accounting auditor to actively exchange information. Further, the accounting functions and internal control functions are subject to internal audits by Corporate Audit (internal audit division), Audit Committee audits regarding business reporting, and accounting audits based on the Companies Act and the Financial Instruments and Exchange Act. The Company has elected Deloitte Touche Tohmatsu LLC as its accounting auditor, concluded an audit agreement with the same regarding accounting auditing under the Companies Act and the Financial Instruments and Exchange Act, and has received an explanation of the auditing plan. In addition to receiving audit reports, the Company conducts hearings about the status of audits being performed as necessary.

[Independent Directors]

Number of Independent Directors	8
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Matters relating to Independent Directors

All independent directors appointed by the Company are outside directors with independent director qualifications.

Independent directors have sophisticated knowledge and extensive experience in fields such as corporate management, finance, financial accounting, or law, and they must be able to supervise business execution by the management team from an independent and objective perspective, as well as satisfy the Company's independence determination criteria. The Company's independence determination criteria stipulate that an outside director is independent if he or she does not fall under any of the following.

- i. A shareholder, or an executive (hereinafter, meaning the "executive" stipulated in Article 2(3)(6) of the Companies Act Enforcement Ordinance) of another company, that holds 10% or more of voting rights in the Company;
- ii. An executive of a company in which the Company holds 10% or more of the voting rights;
- iii. A client or supplier, or the executive of another company, that has transactions with the Group in an amount equal to 2% or more of either's annual consolidated sales;
- iv. A financial institution or other major creditor, or an executive thereof, that is indispensable to the Group's fundraising and on which the Group relies to an irreplaceable degree;
- v. A member, partner, or employee of an audit company or tax accountant company that is the Group's accounting auditor or that participates in the Group's accounting;
- vi. A party that receives donations or aid from the Group in an annual amount of 10,000,000 yen or more, or if such party is a corporation, organization, or other group (a "corporation, etc."), an executive of a corporation, etc. that annually receives donations or aid from the Group in excess of 2% of the corporation, etc.'s gross income;
- vii. A party that annually obtains 10,000,000 yen or more of money or other profit in assets from the Group, other than as remuneration as an officer, as an attorney, certified public accountant, tax accountant, consultant, or other specialist advisor, or if the party that obtains such profit is a legal professional corporation, law firm, audit company, tax accountant company, or consulting firm or other corporation, organization, or other group (a "legal professional corporation, etc."), a party that belongs to a legal professional corporation, etc. that annually obtains money or other profit in assets from the Group in excess of 2% of the legal professional corporation, etc.'s gross income;
- viii. A party whose spouse, relative within the second degree of kinship, or co-habiting relative of the director himself/herself falls under items i. through vii.;
- ix. A party that falls under items i. through viii. above within the past five years;

- | | |
|----|--|
| x. | The executive of a company where an executive of the Group (notwithstanding the provisions of item i. above, meaning an executive director, an executive officer, an operating officer or other employee) serves as an officer |
|----|--|

[Incentives]

Incentive Policies for Directors and/or Executive Officers (Shikkoyaku)	Introduction of Performance-linked compensation and others
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Supplementary Explanation

Compensation structure for Directors who monitor and supervise the Company's management, and for Executive Officers who are responsible for the performance of business, shall be separate. When a Director concurrently serves as an Executive Officer, the compensation structure for Executive Officers shall be applied.

Compensation system for Directors consists of Annual Base Salary and Stock-linked compensation as their acts are requested to contribute to increase the sustainable corporate value while they are monitoring and supervising the management during their statutory terms. In the event that an Outside Director assumes the role of chairperson of the Board of Directors' Meeting or chairperson of a Committee, an allowance (the "chairperson allowance") shall be paid for such duties.

The compensation system for Executive Officers consists of Annual Base Salary, Performance-linked compensation and Stock-linked compensation, based on the policy of retaining talented human resources that are essential for accelerating business growth, rewarding Executive Officers fairly and equitably in accordance with the results of such efforts, and further reflecting the trust and evaluation to the compensation by strengthening sharing our corporate value with shareholders.

Recipients of Stock Options	Internal Directors, Executive Officers
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Supplementary Explanation

The Stock Option system had been implemented as a system of Stock-linked compensation until the fiscal year ended March 2015 (with the exception of one newly appointed Executive Officer was granted stock options in the fiscal ended March 2017).

[Compensation for Directors and Executive Officers (Shikkoyaku)]

Disclosure of Individual Directors' Compensation	Selected Directors
Disclosure of Individual Executive Officers' (Shikkoyaku) Compensation	Selected Executive Officers

Supplementary Explanation

[Total amount of the compensation by officer category]

The number of Directors and Executive Officers and the amount of compensation for each compensation system are disclosed in the Business Report. In addition to this, the names and amounts of compensation with total compensation of 100 million yen or more are disclosed in the Securities Report and the Company website.

The number of Directors and Executive Officers and the amount of compensation for each compensation system in the fiscal year ended March 2022 were as follows.

Officer category	Total amount of the compensation (million yen)	Total amount of Compensation by type (million yen)				Number of Officers receiving
		Annual Base Salary	Performance-linked Compensation	Stock-linked Compensation	Various allowances *3	
Outside Directors	149	121	-	28	-	8
Executive Officers	974	484	314	5	171	8
Total	1,123	605	314	33	171	16

Notes:

1. Amounts based on Japan standard.
2. The compensation amounts shown above include compensation paid by the Company's subsidiaries, in addition to compensation paid by the Company. Of the above amounts, the amount paid by the Company is 1,046 million yen (149 million yen for the 8 Directors and 897 million yen for the 8 Executive Officers).
3. The company paid additional payments of 171 million yen as cost-of-living allowances and income tax allowances set out in "Various allowances" in the "Policy on Determining Compensation Amounts and Calculation Methods".
4. The amount of Annual Base Salary for Outside Directors includes chairperson allowances.
5. Performance-linked Compensation and Stock-linked Compensation are the amounts that should be expensed in fiscal year ended March 2022.

[Pay ratio]

The average annual salary for employees in the fiscal year ended March 2022 is 6,979,421 yen, and the pay ratio between the CEO and employees is 42.2.

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

[Compensation basic policies for Directors and Executive Officers]

The Compensation for Directors and Executive Officers shall be determined in accordance with the following basic policies,

- ① Foster improvement of short-, medium-, long-term and sustainable business results and corporate value.
- ② Attract and retain the best talent who are necessary to foster business growth globally.
- ③ Ensure a fair and reasonable decision process with regard to compensation that will provide accountability to shareholders, employees, and all stakeholders.
- ④ Consider and discuss based on the economic and social situation, our business condition and objective indexes and advices of external specialized agencies at the Compensation Committee.
- ⑤ Individual compensation shall be managed in consideration of role and responsibility, business performance, experience and difficulty of securing personnel.

[Compensation System]

As described in [Incentives] above, the compensation system for Directors consists of Annual Base Salary, Stock-linked compensation, and chairperson allowance, and the compensation system for Executive Officers consists of Annual Base Salary, Performance-linked compensation, and Stock-linked compensation.

[Annual Base Salary]

Annual Base Salary for Directors shall be determined, based on role and responsibility, while referring to the compensation levels of the upper group regarding the Outside Directors' compensation in domestic companies as reference information in line with the compensation basic policies.

Annual Base Salary for Executive Officers shall be determined individually, based on role and responsibility, business performance, experience and difficulty of securing personnel, etc., while referring to the compensation levels inside and outside Japan as reference information in line with the compensation basic policies.

As for the compensation level to be referred to, the data of each country of an external specialized agency is used based on the criteria such as revenue and market capitalization mainly in the category of Global Industry Classification Standard. In addition, we have a policy of eliminating the compensation gap due to the country of residence as much as possible. The amount of the Annual Base Salary for each officer shall be divided into twelve (12) months and paid monthly.

[Performance-linked compensation]

What is important for Performance-linked compensation is to motivate the Executive Officers strongly for their actions and reward them fairly and equitably based on their performance. Therefore, the method of calculation shall be determined upon the careful hearing of Executive Officers by the Compensation Committee.

① Evaluation Period: The evaluation period of Performance-linked compensation shall correspond to the fiscal year. The payment shall be made in a single payment within one (1) month from the date on which the Company reports the contents of the financial statements for the evaluation period to the Annual Shareholders' Meeting.

② Calculation formula: Performance-linked compensation= “ Base Amount of Performance-linked compensation (③below)” x “Payment rate according to the achievement rates of business targets (④⑤ below)”

③ Base Amount of Performance-linked compensation: The base amount of performance-linked compensation shall be the amount to be paid when the business target achievement rate reaches 100% for the evaluation period, and be determined individually as a certain percentage of the annual base salary according to the role and responsibility, business performance, experience and difficulty of securing personnel, etc., of each Executive Officer.

④ Achievement rates of business targets: The achievement rates of business targets shall be set by calculating the ratio of the actual figures disclosed in the Securities Report to the forecast figures disclosed in the summary accounts or the like at the beginning of each period. If there is more than one business target, the achievement of each target is multiplied by the percentage of each target in the total business target, and then summed up (the “Weighted achievement rates”). The business target items are return on invested capital (the “ROIC”), which is one of the important a key management indicator of the Company and is an index for improving capital efficiency, core earnings (the “CE”), which is a business management indicator, and profit attributable to the owner of the parent company (“Net profit”).

Business target	Weight	Target figures (million yen)	Actual figures	Business target achievement rates (Actual /Target×100)	Business target achievement rates × weight
ROIC	40%	5.1%	4.5%	88.2%	35.3%
CE	30%	80,000	64,875	81.1%	24.3%
Net profit	30%	47,000	48,603	103.4%	31.0%
Business target achievement rates for all items	-	-	-	-	90.6%

Achievement rate of business targets (%) = ROIC achievement rate (%) × 0.4 + CE achievement rate (%) × 0.3 + Net profit achievement rate (%) × 0.3

The formula for calculating ROIC and core earnings is as follows.

ROIC = operating profit × (1 – effective tax rate) ÷ (operating claims and other claims + inventory + fixed assets (including goodwill and intangibles) – operating liabilities and other liabilities)

CE = sales revenue – (cost of sales + SG&A expenses)

⑤ Payment rate according to the achievement rates of business targets: The payment rate shall be calculated as below, in accordance with the achieving rate of business targets calculated in ④ above, and comprehensively taking into account the difficulty of the achievement of business goals and the effect of motivation. The payment rate for the fiscal year ended March 2022 is 90.6%. In the calculation of ④ above to ⑤, the payment rate shall be rounded off to one decimal places at the end of the calculation.

Achievement of business targets	Payment rate
Less than 50%	0%
50% or more to less than 100%	achievement of performance targets
100% or more to less than 150%	{ (achievement of performance targets – 100) × 2 + 100 } %
150% or more	200%

⑥ Clawback clause and other: If there has been any material accounting mistake in the Company or malpractice in the process of account settlement in the Company and therefore the financial statements have been retroactively corrected, based on such event, the Compensation Committee shall conduct a review for revisions of the Performance-linked compensation already paid and/or due to be paid in the future to the target Executive Officer and shall be able to decide to amend the Performance-linked compensation to be paid and/or request the return of the Performance-linked compensation already paid to the Executive Officer. Furthermore, in calculating the amount of the performance-linked compensation, the Compensation Committee may adjust the method of calculating performance-linked compensation by comprehensively considering the impact of events that occur during the evaluation period.

[Stock-linked compensation]

The company has been applying the stock-linked compensation plan (the “Phantom Stock Plan”) since the fiscal year ended March 2020, with the aim of encouraging Directors and Executive Officers (the “Officers”) to monitor, supervise and make management decisions for achieving a sustained improvement in the corporate value of the Company over the mid- to long-term as well as further promoting shared values between Officers and shareholders of the Company, and attracting and retaining personnel from around the globe that will contribute to further raising corporate value by standardizing global officer compensation. The Phantom Stock Plan is in the form of monetary compensation, but it substantially encourages Directors and Executive Officers to act with awareness of the impact on the Company’s stock price, similar to a restricted stock, etc. system. In addition, the numbers of stocks of the Company and Phantom Stock owned by each officer are posted on the Company's website.

①Grant date: From the fiscal year ended March 2021 onwards, the Company grants the Phantom Stock (the “PS”) to Directors on the day of each the Annual Shareholders’ Meeting, and to Executive Officers on the first day of each business year.

②Number of PS: The number of PS allotted to each Outside Director shall be the number calculated by dividing the granted amount (which is calculated by multiplying the annual base salary by the coefficient based on the role and responsibility of Outside Directors each officer) by the average closing price of the Company’s stock for the 30 business days preceding the grant date. The number of PS allotted to Executive Officers shall be the number calculated by dividing the granted amount (which is calculated by multiplying the annual base salary by the coefficient based on the role and responsibility, business performance, experience and difficulty of securing personnel, etc., of each Executive Officer) by the average closing price of the Company’s stock for the 30 business days preceding the grant date. The average closing price of the Company’s stock over the previous 30 business days will be rounded up to the nearest yen.

The amount granted in Fiscal Year ended March 2022 was 200% of the annual base salary for the CEO, 75% for the Executive Vice President (Fuku-shacho) and 35% for the median of Executive Vice Presidents (Senmu). The cumulative amount granted was 344,286 for the President and 87,985 for the Executive Vice President (Fuku-shacho).

③The Period from the Right Grant Date to the Vesting Date (the “Holding Period”) : The Holding Period shall be set at one (1) year for Directors in line with their statutory terms, considering their role in enhancing corporate value and in monitoring and supervising management. The Holding Period for Executive Officers shall be set at three (3) years, from the perspective of their role in sustainably enhancing corporate value and retention for medium- to long-term management. Therefore, in the event that an Executive Officer resigns for his or her own reasons or refuses to be reappointed by the Company within less than three years of the subject Holding Period, the right to the PS for the subject Holding Period will be extinguished. The Officers do not have voting or other shareholder rights (including but not limited to the right to receive dividends from surplus) at the Company’s Annual Shareholders’ Meeting during the Holding Period. Officers shall not assign, provide as security or otherwise dispose of all or part of the Right to a third party, nor have a third party succeed to the Right during the period from the Right grant date to the assignment restriction removal date, excluding, however, succession by an heir following the death of the Officers.

④Vesting date: Upon the expiration of the Holding Period of the PS, all shares held by the Officers will be vested and paid in according with ⑤ by the Company. In the event that an Officer retires without grounds attributable to the Officer (including retirement age and death), or retires as a result of a merger or acquisition of a third party in which the Company is dissolved, all shares held by such Officer shall be vested and paid in in according with ⑤ at the time of retirement.

⑤Vesting amount: The amount to be paid to the Officers shall be calculated by multiplying the number of shares held by the Officers on the Vesting date by the average closing price of the Company’s stock for the 30 business days prior to the Vesting date. The amount shall be limited to 500% of the granted amount. The average closing price of the Company’s stock for the previous 30 business days will be rounded up to the nearest yen. The vesting amount shall be paid to the officer within one (1) month of the vesting amount being confirmed.

[Various allowances]

In the event that an Executive Officer performs business at a location other than the place of nationality or in other cases where it is deemed necessary for business execution, the Company may bear the costs and expenses, taking into consideration the laws, practices, standards, etc., relating to the compensation in the relevant country, and the payment period is three (3) years from the time of inauguration, as a general rule. Regarding the timing of payment, there are cases where the fixed annual amount is divided into twelve (12) months and then paid monthly, and there are cases where the payment is made on a predetermined date depending on the nature of the cost.

[Supporting System for Outside Directors]

The Company has a system in place whereby upon holding a meeting of Board of Directors, documents are distributed to outside directors in advance. The Board of Directors' Office and the Audit Committee Secretariat to respond to each individual inquiry.

[Retired presidents/CEOs holding advisory positions (sodanyaku, komon, etc.)]

Information on retired presidents/CEOs holding advisory positions (sodanyaku, komon, etc.)

Name	Job title/ position	Responsibilities	Employment terms (Full/part time, with/without compensation, etc.)	Date when former role as president/ CEO ended	Term
Masahiro Sugino	Advisor (komon)	Building good relationships with stakeholders such as business partners, participating in local activities in areas of Tokoname City and City of Nagoya, Aichi Prefecture, etc. (not involved in the Company's management)	Part time Without compensation	June 23, 2011	Yearly contract

Number of retired presidents/CEOs holding
advisory positions (sodanyaku, komon, etc.)

One

Others

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

(Board of Directors)

The Board of Directors makes decision in relation to matters specified under the relevant laws and ordinances, basic management policy, and important management matters, and it also supervises the execution of duties by directors and executive officers. In particular, the Company's outside directors perform a high-level supervisory function from an independent perspective, thereby realizing stronger, more effective corporate governance.

The current Board of Directors consists of eleven directors (of which eight are outside directors). Among internal directors, one is female who has nationality other than Japanese, and among outside directors, three is Japanese female.

In principle, meetings of the Board of Directors are held once a month. They were held 15 times in the fiscal year ended March 2022. The member of Board of Directors as of March 31, 2022 and attendance of each member are as follows:

Kinya Seto	15/15(100%)
Sachio Matsumoto	15/15(100%)
Hwa Jin Song Montesano	15/15(100%)
Tamio Uchibori	15/15(100%)
Shiho Konno	11/11(100%)
Teruo Suzuki	15/15(100%)
Yuji Nishiura	15/15(100%)
Daisuke Hamaguchi	15/15(100%)
Masatoshi Matsuzaki	15/15(100%)
Mariko Watahiki	11/11(100%)

(Nomination, Audit, Compensation Committees, and Governance Committee)

The Company shall structure as follows so that the Nomination Committee, Audit Committee, Compensation Committee, and Governance Committee, a voluntary committee are able to effectively fulfill its responsibility and role.

- (1) A majority of the members of Nomination, Audit, and Compensation committee shall all be independent outside directors who satisfy the Company's independence criteria.
- (2) The chairperson of Nomination, Audit, and Compensation committee who also chairs its meetings shall be an independent outside director.
- (3) The Governance Committee shall consist of all outside directors.

The deliberation details and resolution matters of each committee are reported by the chairperson of the committee at the Board of Directors Meeting held immediately after the committee meeting.

- The Nomination Committee currently consists of five outside directors, and determines the contents of director election and removal proposals submitted to shareholders' meetings. The Board of Directors shall request an opinion such as election, appointment, removal and dismissal of an executive officer or the representative executive officer, etc., and the Nomination Committee will report its opinion to the Board of Directors such as election, appointment, removal and dismissal candidates for executive officers and representative executive officer, etc.

Nomination Committee meetings are held at least once a year as necessary. They were held 12 times in the fiscal year ended March 2022. The member of the Nomination Committee as of March 31, 2022 and attendance of each member are as follows:

Yuji Nishiura	12/12(100%)
Daisuke Hamaguchi	12/12(100%)
Masatoshi Matsuzaki	12/12(100%)
Wariko Watahiki	10/10(100%)

- The Audit Committee currently consists of four outside directors, and supervises the execution of duties by Directors and Executive Officers. It also makes resolutions on the contents of audit policies and audit plans as well as accounting auditor election and removal proposals submitted to shareholders' meetings. Audit Committee meetings are, in principle, held more than once in two months as necessary, and currently, the meetings are held once or more a month. They were held 15 times in the fiscal year ended

March 2022. The member of Audit Committee as of March 31, 2022 and attendance of each member are as follows:

Teruo Suzuki	15/15(100%)
Tamio Uchibori	15/15(100%)
Shiho Konno	9/9(100%)

- The Compensation Committee (“the Committee”) currently consists of four outside directors, and decides the policy regarding the compensation of Directors and Executive Officers and their individual compensation received from the Company as consideration for duties. From the fiscal year ended March 2020, the compensation of executives of international subsidiaries of the Company are managed by the Committee in order to enhance compensation governance of the entire Company.

When the Committee decides on compensation, the deliberation was conducted in full consideration of the Company's management policy and the advice of external specialist institutions.

The Committee is stipulated to be held at least once a year, and it was held 11 times in the fiscal year ended March 2022. The member of Compensation Committee as of March 31, 2022 and attendance of each member are as follows:

Daisuke Hamaguchi	11/11(100%)
Tamio Uchibori	11/11(100%)
Yuji Nishiura	11/11(100%)

- The Governance Committee consists of all outside directors, and with the objective to enhance the Company's corporate governance, discusses or advises the Board of Directors on matters such as reviewing and amending the Company's General Policy and playing the lead role in carrying out the evaluation of the effectiveness of the Board of Directors. The Governance Committee, in cooperation with the three committees required by statute (the Nomination Committee, the Audit Committee and the Compensation Committee), strives to establish and improve the corporate governance system. Also, the improvements of the corporate governance system will be reported to shareholders, investors and other stakeholders through disclosed documents such as the Securities Reports and Corporate Governance Reports. The Governance Committee meetings are held more than once a quarter. They were held eight times in the fiscal year ended March 2022. The member of Governance Committee as of March 31, 2022 and attendance of each member are as follows:

Masatoshi Matsuzaki	8/8(100%)
Tamio Uchibori	8/8(100%)
Shiho Konno	6/6(100%)
Teruo Suzuki	8/8(100%)
Yuji Nishiura	8/8(100%)
Daisuke Hamaguchi	8/8(100%)
Wariko Watahiki	6/6(100%)

(Board of Executive Officers)

The Board of Executive Officers is comprised of all Executive Officers, and it performs important decision-making regarding the Company and the Group's execution of business as a decision-making body based on the basic policy decided by the Board of Directors.

The Board of Executive Officers is held once a month generally and extraordinary Board of Executive Officers meetings will be held as necessary. They were held 14 times in the fiscal year ended March 2022.

Attendance of each member are as follows:

Kinya Seto	14/14 (100%)
Sachio Matsumoto	14/14 (100%)
Hwa Jin Song Montesano	14/14 (100%)
Yugo Kanazawa	14/14 (100%)
Bijoy Mohan	14/14 (100%)
Satoshi Yoshida	14/14 (100%)
Hiroyuki Oonishi	14/14 (100%)
Shoko Kimijima	14/14 (100%)

(Audit Framework with Audit & Supervisory Board Member)

For the purpose of enhancing the system that supports the Group's Audit Committee and strengthening the internal control of the Group, “Audit & Supervisory Board Members under LIXIL Group Audit

Framework” are distributed to major subsidiaries in Japan to exclusively conduct audits of the subsidiaries, and enhance the effectiveness of the subsidiaries’ audit activities and aim to strengthen corporate governance.

The Group’s Audit & Supervisory Board Member under LIXIL Group Audit Framework is composed of an appropriate number of persons which shall be no more than five persons, and periodically conduct meetings with the Audit Committee and report on the implementation status of audits through the Audit Committee Secretariat.

(Internal Audits)

Corporate Audit, a corporate function, is responsible for managing all of the Group’s internal audit organizations in Japan and international markets, and ensures all group companies’ audits are conducted in a unified and comprehensive manner. Corporate Audit is responsible for carrying out traditional internal audit processes such as accounting audits, operational audits, and assessment of internal controls. Additionally, it continuously reviews internal audit systems and processes in order to help achieve sustainable Group-wide growth, strengthen governance as well as internal control, and contribute to the development of human resources.

(Audit Committee Audits)

The Company's Audit Committee conducts audits with the aim of increasing efficiency by staying in close contact with the Internal Audit Group of the Company and subsidiaries, and the Audit & Supervisory Board Members under LIXIL Group Audit Framework. The Audit Committee periodically receives audit results reports from the Internal Audit Group and the Audit & Supervisory Board Members under LIXIL Group Audit Framework and gives instructions at suitable times. It conducts interviews with executive officers, etc., sits in on important internal meetings, and reads minutes or approval requests of important committees, and by doing so, it audits the creation of internal control systems and their state of operation at the Company and important subsidiaries, as well as the state of execution of duties by directors and executives. The meetings of Audit & Supervisory Board Member under LIXIL Group Audit Framework are also periodically held to share each company's information and the unified audit policies of the group.

The Audit Committee consists of three audit committee members. Teruo Suzuki, a chairperson of the Audit Committee, has many years of experience in audit work as a certified public accountant, Tamio Uchibori, a member of the Audit Committee, is a licensed tax accountant (zeirishi), and Mayumi Tamura, a member of the Audit committee, has experience as a chief financial officer (CFO), and they have substantial knowledge regarding finance, accounting and tax matters.

(Accounting Audits)

The Company has entered into an audit agreement with Deloitte Touche Tohmatsu LLC regarding accounting auditing under the Companies Act and the Financial Instruments and Exchange Act. The Company’s Audit Committee and the auditing company strive to mutually improve the quality of audits by having regular occasions for information sharing and exchanging information on various auditing policies and problems that have arisen during the fiscal year. The Company also holds auditing report meetings at the end of the fiscal year and exchanges information regarding specific accounting problems.

The name of the certified public accountants who performed the Company’s auditing work in the fiscal year ended March 2022, and their structure of assistants for audit services are as follows;

- Name of certified public accountants who performed the auditing work
Designated limited liability partners, managing members: Taiji Suzuki, Takenao Ohashi, Masayuki Furukawa
- Composition of assistants for accounting audit services
28 certified public accountants and 42 others

(Other committees)

In order to enhance corporate governance at its group companies, the Company established the Governance Committee within the Board of Directors as a discretionary committee, and also appropriately holds executive side meetings such as Investment Review Committee, M&A Committee, Risk Management Committee, Corporate Responsibility Committee, and Compliance Committee, and discusses management strategies, medium- and long-term policies, investment matters, etc. to strive to accelerate decision-making and enhance the effectiveness of its governance.

(Limitations on liability clause)

The Article of Incorporation of the Company has a limitation on liability clause for outside directors. Based on the Article of Incorporation, the Company has signed limitations on liability agreement with all outside directors. The details of the agreement are as follows;

After signing this agreement, outside directors shall be liable to damages caused by his/her disregard of obligations and duties and the amount of compensation shall be capped at 10 million yen or the amount stipulated by laws and regulations, whichever is greater, when duties are performed in good faith and without material gross negligence.

(Indemnity agreement)

The Company has entered into indemnity agreements with directors and executive officers pursuant to Article 430-2, Paragraph 1 of the Companies Act, whereby the Company indemnifies them for the expenses (defense costs such as attorneys' fees) set out in Item 1 of the same Paragraph to the extent stipulated by law. However, there is an upper limit to the amount of indemnification, and in the event that, after the Company has paid defense costs to a director or officer, it is found that the director or officer has performed his/her duties for his/her own or a third party's improper benefit or for the purpose of causing damage to the Company, the Company may demand reimbursement of the defense costs from the director or officer. In addition to the above matters, decisions on the implementation of indemnity and other matters are made through deliberations by the Board of Directors, and measures are taken to ensure that the appropriateness of the execution of duties by the indemnitees is not impaired.

3. Reasons for Adoption of Current Corporate Governance System **Updated**

The Company changed to the Company with Committees, currently the Company with Nomination Committee, etc., after obtaining resolution at the shareholders' meeting held on June 23, 2011, in order to separate its managerial execution and supervisory functions to enable prompt decision-making by executive officers, and to secure transparency of its business.

The general concepts of our corporate governance system are as follows.

- Maintain a board structure that clearly separates management oversight and execution, and allows management to supervise business execution from the perspective of increasing corporate value.
- Select candidates for independent outside directors who can appropriately reflect the opinions of minority shareholders and other stakeholders in management.
- All committees should be composed of independent outside directors to maintain independence from execution and transparency.

<Changes in the Group's corporate governance reforms in recent years >

October 2019: Established the Governance Committee as a voluntary permanent committee. Revised Regulations of Nomination Committee and the general policy to improve management transparency and composition.

December 2019-February 2020: Conducted mutual nomination ballot of outside directors by external professional organizations as part of the process of selecting candidates for the Board of Directors

March 2020: Annual budget for Board of Directors and committees' activities were approved by the Board of Directors (thereafter, similar initiatives to be implemented by the Board of Directors once a year)

May 2020: Introduced a skills matrix for the Board of Directors

June 2020: Amended the Articles of Incorporation to change the term of office of Executive Officers to the end of the fiscal year (to clarify the Executive Officers' management responsibilities during the business term)

Changed the composition of the Board of Directors to three internal directors and six outside directors. Three statutory committees and the Governance Committee are composed solely of independent outside directors.

August 2020: Implemented training for directors and executive officers (training sessions, site visits, and others) and systematized orientation for directors and executive officers at the time of their appointment.

(thereafter, the Board of Directors will oversee implementation once a year)

October 2020: Established "CEO Succession Plan".

October-December 2020: Outsourced assessment of executive officers to an outside professional organization

December 2020: The merger of LIXIL Group Corporation (currently LIXIL Corporation), which was a holding company, and its subsidiary LIXIL Corporation (dissolved due to the merger) to dissolve the two-tier structure of the holding company and operating company enhanced transparency in decision-making, thereby strengthening the governance structure.

June 2021: Changed the composition of the Board of Directors to three internal directors and seven outside directors.

November 2021-January 2022: Outsourced evaluation of the effectiveness of the Board of Directors to a specialized external organization (thereafter, the general policy stipulates outsourcing to an external organization at least once every three years).

March 2022: CR policy (current Impact Strategy) was approved by the Board of Directors.

June 2022: Board composition changed to 3 internal directors and 8 outside directors.

March 2023: The Board of Directors approved the Impact Strategy to clearly define the policy and strategy for the company's unique initiatives regarding sustainability issues.

III. Implementation of Measures for Shareholders and Other Stakeholders

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

	Supplementary Explanations
Early Notification of Shareholders' Meeting	The Company publicizes the notification of the general shareholders' meeting earlier than its dispatch by disclosing it in advance on its website.
Scheduling Shareholders' Meetings Avoiding the Peak Day	In setting the date of the Shareholders' Meeting, the Company avoids scheduling its meeting on the so-called peak day for general shareholders' meetings, and also holds its general shareholders' meeting earlier.
Allowing Electronic Exercise of Voting Rights	The Company has created an environment that enables the exercise of voting rights on a company-designated website from a personal computer or smart phone, etc.
Participation in Electronic Voting Platform and Measures to Improve the Environment for Institutional Investors to Exercise Voting Rights	The Company participates in a platform for institutional investors to exercise voting rights that is operated by ICJ, Inc. (Investor Communications Japan).
Providing Convocation Notice (Summary) in English	The Company prepares an English version of its shareholders' meeting convocation notice and publishes them on its website.
Other	The Company held the 80th Annual Shareholders' Meeting on June 21, 2022 in a hybrid meeting format (i.e. having both a physical meeting venue and an online meeting venue) allowing shareholders' voting online to enable many shareholders to attend and exercise their voting rights even from distant locations, and to ensure transparency in the operation of the shareholders' meeting. In regard to the results of voting on the shareholders' meeting agenda, Extraordinary Reports are submitted without delay after shareholders' meetings under the Cabinet Office Ordinance on the Disclosure of Corporate Affairs, Etc. and posted on our website. Resolution notices are also posted on the website.

2. IR Activities

	Supplementary Explanations	Explanation by representatives themselves
Preparation and Publication of Disclosure Policy	Disclosure Policy is posted on our website.	—
Regular Investor Briefings for Individual Investors	It is our policy to hold briefings from time to time.	No
Regular Investor Briefings for Analysts and Institutional Investors	The Company holds briefings at each settlement of accounts and at the time of announcing quarterly results, where it explains its financial results, the progress of management policies and measures. The briefings are live streamed in English and Japanese and webcasts and transcripts are available on the website promptly thereafter. The Company also holds investors meetings regarding important disclosures and a number of other individual meetings and group meetings on the same.	Yes
Regular Investor Briefings for Overseas Investors	Every quarter, when distributing the sound and video recordings of the Results Announcements Briefing, we also distribute English translations through simultaneous interpretation. The Company also holds a number of other individual meetings and group meetings.	Yes
Posting of IR Materials on Website	As well as posting IR materials, including integrated reports, on the website, the Company also creates and posts pages specifically for individual investors. The Company also provides webcast and transcripts of explanations of results briefings and so on by the representative director (Japanese/ English). https://www.lixil.com/en/investor/ In addition, any inquiry regarding IR shall be directly answered by the IR Office through the website “Contact Us”	—
Establishment of Department and/or Manager in Charge of IR	The Company has established an Investor Relations Office which is specialized in IR.	—

3. Measures to Ensure Due Respect for Stakeholders **Updated**

	Supplementary Explanations
Stipulation of Internal Rules for Respecting the Position of Stakeholders	Supplementary explanations are expressly provided in the following information available on the website: LIXIL Code of Conduct https://www.lixil.com/en/about/governance/pdf/LIXIL_CoC_en.pdf Group Charter of Corporate Behavior https://www.lixil.com/en/about/governance/pdf/LIXIL_GCoCB_en.pdf
Implementation of Environmental Activities, CSR Activities etc.	We have established our Impact Strategy and posted it on our website. https://www.lixil.com/en/sustainability/structure/responsibility.html
Development of Policies on Information Provision to Stakeholders	We have established a disclosure policy and disclosed it on our website. https://www.lixil.com/en/investor/strategy/policy.html
Other	<p>[Diversity in Officers] Article 21 of the General Policy “Composition of the Board of Directors” sets forth “... the Company shall place a focus on ensuring diversity, including for gender, internationality, career, age, race, and ethnicity and aim to achieve diversity not only of gender, nationality and age, but also knowledge, experience, opinion and background in the composition of the Board of Directors”. Regarding the gender diversity of the Company’s officers, four out of eleven directors and two out of eight executive officers are female. In terms of nationality diversity, one director and two executive officers have nationalities other than Japanese.</p> <p>[Diversity & Inclusion] Article 16 of the General Policy provides “Ensuring Diversity, Etc.”. The Group is committed to embracing the diversity of people in society and within our firm. This includes enhancing quality of life and wellbeing for the elderly and people with disabilities through our products and services, as well as harnessing the intelligence and perspectives of our diverse workforce, as an engine for growth and innovation. Furthermore, the Company has engaged to respond to circumstances of each hub under the LIXIL Diversity & Inclusion Declaration: “We leverage our differences to create new energy and engagement generated by open and honest dialogue across our organization. These efforts will enable our employees to build entrepreneurial mindset that will drive growth and sustainable innovation.” The Group aims to create a working environment that embraces all employees regardless of age, gender, nationality, physical ability and so on. As such, we have recently launched initiatives to ensure a more inclusive environment for LGBT and disabled employees, in addition to promote women’s participation in the workplace.</p>

IV. Matters Related to the Internal Control System

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

The main details of the Company's internal controls and risk management system are as follows. The Board of Directors has made resolutions on such matters as a basic policy for the internal control system under the Companies Act.

(i) System to ensure that the performance of duties by Executive Officers and employees and Directors and employees of the Company's subsidiaries complies with the laws and regulations and the Articles of Incorporation

The Company and the Company's subsidiaries (the "Group") will establish guidelines for actions as a code of ethics for the entire group and will conduct a read-through and an oath to comply for all employees including officers once per year. In addition, the Company will institute a common concern-raising (whistle-blowing) system for the Group's employees can directly make reports to the Company's Legal / Compliance Affairs department or outside lawyers.

Furthermore, the Company does not acknowledge any anti-societal forces and will not be voluntarily be involved with any act which may endorse or contribute to the activities thereof. In order to prevent damages by anti-societal forces, the Company will deal with the pressures as an organization and approach them with a firm attitude.

(ii) System regarding the storage and management of information involving the performance of duties by Executive Officers

The Company will retain and manage written documents, etc. based on the laws and regulations and internal company rules. Based on the rules, Directors and Audit Committee Members may access those written documents, etc. at any time.

In addition, Information Security Rules and personal information protection policies are established with regard to handling the management of information.

(iii) System for rules and others regarding the management of the Group's risk of loss

The Group constantly observes the risks which the Group carries and verifies and gives guidance on the status of response of such risks. The status of risks of each group company will be regularly verified by risk management council, etc. established in each company. Moreover, by holding the Risk Management Committee as appropriate, the Company endeavors to improve its ability to deal with future risks by predicting what may significantly affect the Company itself or the group companies and establishing system to address them in advance. Also, the Company requires the risks of each company to be reported as necessary at the meetings of the Board of Directors and the Board of Executive Officers, etc., which is held regularly.

Furthermore, the Group has established and is managing Risk Management Global Policy, etc., and has established a management system in the event of a crisis. And with respect to the business continuity plan, the Group executes the BCP (Business Continuity Plan) Manual, instruction and training based on such manual.

(iv) System to ensure that the performance of duties of Executive Officers of the Company and the Directors, etc. of the Company's subsidiaries are carried out efficiently

The Board of Directors of the Company establishes the division of duties of the Executive Officers and clarifies the areas that each Executive Officer will be responsible for. In addition, a Board of Executive Officers attended by all Executive Officers will be convened regularly and will conduct flexible decision-making involved in basic and important matters regarding the execution of duties.

Furthermore, various committees will be set up as subordinate bodies of the Board of Executive Officers and will evaluate the entire group's important investment items and M&A, organizational restructuring items, etc., and attempt to expedite the decision-making.

In addition, a business plan and a short-term plan covering the entire Group will be established. The work for such establishment will value the autonomous business judgment and independence of the Company's subsidiaries and support their decisions.

(v) Other systems to ensure the adequacy of the Group's business operations

The Company values the autonomy of the operations of the group companies and will periodically receive reports of the business conditions and conduct authorizations of important matters.

In addition, in order to ensure the accuracy and adequacy of the consolidated financial statements, an internal control system will be maintained and operated appropriately.

(vi) Directors and employees who should assist with the duties of the Audit Committee

The Company will establish the Audit Committee Secretariat as a dedicated organization to support the duties of the Audit Committee. In order to enhance the system that supports the Audit Committee of the Group and to strengthen the internal control of the Group, the "Audit & Supervisory Board Member under LIXIL Group Audit Framework," which exclusively performs audit activities at subsidiaries, is assigned to major subsidiaries.

In addition, Directors who should support the Audit Committee will not be placed.

(vii) Independence from the Executive Officers of the Directors and employees in (vi) above and matters regarding securing the effectiveness of instructions of Audit Committee Members to such employees

Personnel transfers and evaluation, etc. of the Audit Committee Secretariat and the Audit & Supervisory Board Members under LIXIL Group Audit Framework are matters to be resolved by the Audit Committee and the appointments, transfers, evaluations, etc. of such employees will be discussed in advance by the Audit Committee Members and the Personnel Department Head.

In addition, instructions that are necessary for auditing services from the Audit Committee and Audit Committee Members to such employees will be properly handled by each department to ensure the effectiveness of such instructions.

(viii) System for Executive Officers and employees of the Company to report to the Audit Committee, and other systems regarding reporting to the Audit Committee

If an Executive Officer discovers a fact that is likely to cause significant damages to the company, he/she will immediately report it to an Audit Committee Member.

When an Audit Committee Member receives an important report, opinion or document from an Executive Officer or an Accounting Auditor or someone else, he/she will report it to the Audit Committee.

Representative Executive Officers and Audit Committee Members will periodically exchange opinions regarding findings from an audit.

In addition, the Legal Affairs and Compliance Department will periodically report to the Audit Committee regarding the status of concern-raising (whistle-blowing).

Audit Committee Members will attend regular Board of Directors' Meetings and receive reports on the status of the Executive Officers' periodic execution of duties at the Board of Directors' Meeting.

Executive Officers and employees will report to the Audit Committee Member the status of the execution of duties through hearings, etc. of the Audit Committee. And the Audit Committee Members elected by the Audit Committee Members appointed by the Audit Committee shall have the authority to request that directors, executive officers and employees make report with respect to the execution of their duties at any time and authority to request that directors, executive officers and employees accept investigation with respect to the Company's business and the status of its assets at any time.

Audit & Supervisory Board Members under LIXIL Group Audit Framework will hold regular meetings with the Audit Committee and report the status of audits through the Audit Committee Secretariat.

(ix) System for the Company's subsidiaries' Directors, Auditors, members executing business, persons to perform the duties of Article 598, Paragraph 1 of the Companies Act and employees and those who receive reports from such persons to report to the Audit Committee of the Company

The Company will regularly hold Business Board, etc. attended by Directors of subsidiaries, etc., and endeavor for the sharing of important information for business, as well as require the Directors of subsidiaries, etc. to attend and report to extraordinary Audit Committee meetings of the Company if important events occur at the Company's subsidiaries.

And the Audit Committee Members appointed by the Audit Committee shall have the authority to request that the subsidiaries of the Company make report with respect to their businesses, or that they accept investigation with respect to their businesses and status of their assets.

(x) System to ensure that a concern raising person (whistleblower) and a person reporting to the Company's Audit Committee does not receive unfair treatment on the grounds of having made such whistleblowing and report

Set forth in the Group's Global Policy for Concern Raising System Operation, etc., that directors, officers and employees of the Group can make a concern raising (whistle-blowing) report and make the method of reporting, etc. widely known within the Group. In addition, the status of concern raising (whistleblowing) is reported to the Audit Committee in a timely manner, and dismissal or other disadvantageous treatment due to the report or other reports to the Audit Committee members is prohibited by rules.

(xi) Matters concerning the policy regarding the procedures for pre-payment or repayment of expenses arising with respect to the execution of the duties of the Audit Committee of the Company and other disposition of expenses or liabilities arising with respect to the execution of such duties

When the Audit Committee makes a claim for the repayment of expenses under Article 404, Paragraph 4 of the Companies Act is made against the Company with respect to its execution of duties, the Company will bear such expenses upon deliberation in the department in charge.

In addition, a budget of a certain amount will be established every year to disburse the expenses for execution of such duties.

(xii) Other systems to ensure that the audit by the Audit Committee is carried out effectively

The Audit Committee will periodically receive reports regarding the contents of the audit from Accounting Auditors of the Company and the subsidiaries, and the Company's internal audit department. The Committee will also periodically hold meetings of Audit & Supervisory Board Member under LIXIL Group Audit Framework with each group company's Audit & Supervisory Board Members under LIXIL Group Audit Framework, and attempting to work together.

2. Basic Stance Regarding Elimination of Anti-Social Forces and Its Development

- The Group prohibits contact and transaction with antisocial forces and has clearly formulated its basic stance: "We will not be voluntarily involved with any act which may endorse or contribute to the activities of criminal organizations or individuals such as corporate extortionists and members of organized crime, including as customers, business partners, or otherwise. We will not give in to threats by such parties."
- The Group sets forth "LIXIL Code of Conduct" that includes the fundamental policy above and asks that all employees put into practice this message from senior management. In terms of operation, in addition to defining the main departments that are in charge, the Compliance Committee performs regular reviews and re-evaluations of implementation.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Not Adopted
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Supplementary Explanation

The Company executes measures to improve results, increase corporate value, and gain shareholders' support, which enable shareholders to hold the shares for the medium-to-long-term. Therefore, no particular anti-hostile takeover measures have been established.

2. Other Matters Concerning to Corporate Governance System

The Company has the following internal systems to ensure that timely and appropriate disclosure of information.

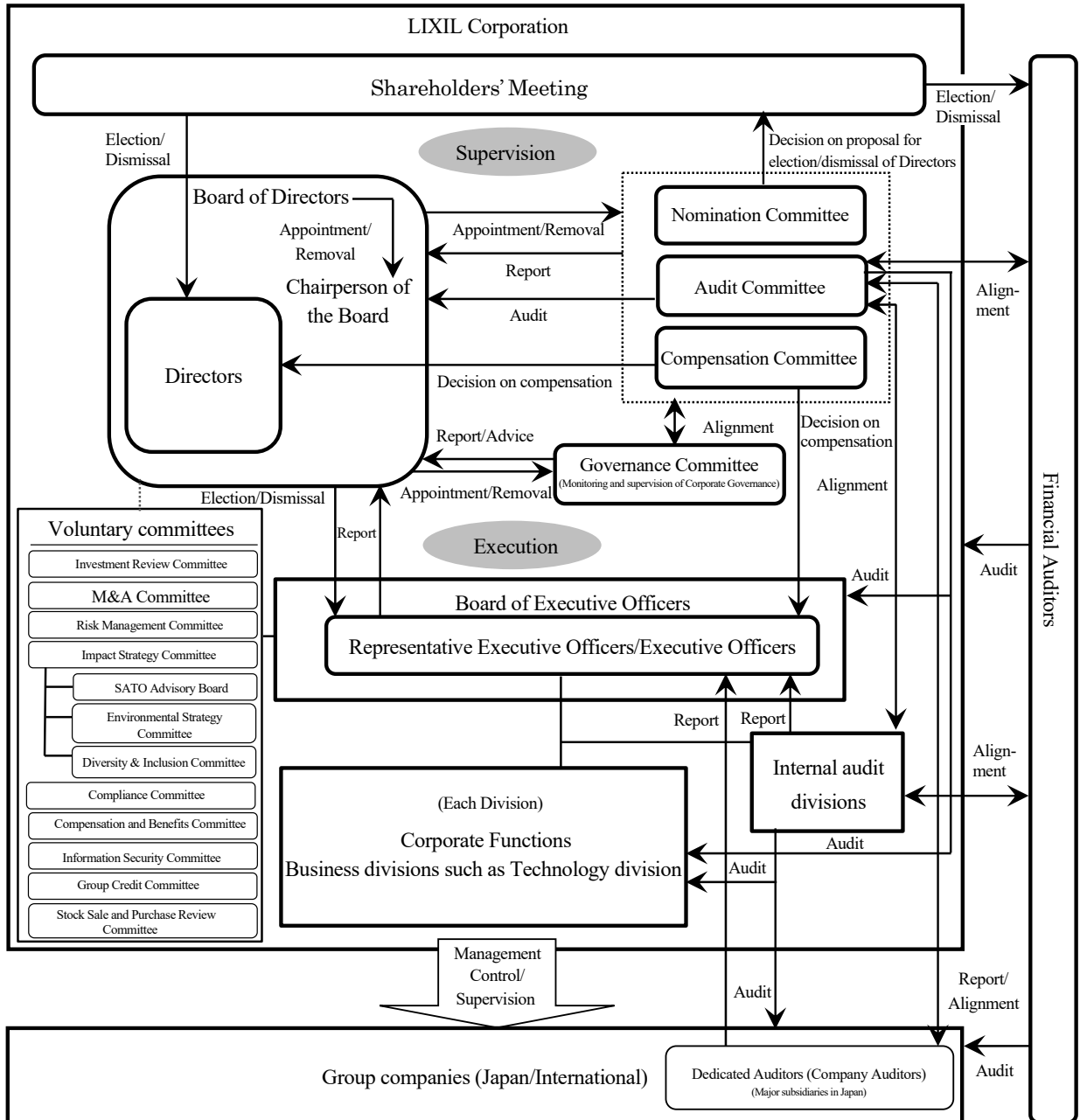
Important corporate information that requires a resolution or report by the Board of Directors is submitted or reported to the Board of Directors by the Board of Executive Officers or the department in charge. Other important corporate information is submitted or reported to the Board of Executive Officers by the Company's department or group companies. With respect to specific projects*, each department of the Company or group company submits a resolution or report to each relevant executive committee, etc., which then submits a proposal or report to the Board of Executive Officers as necessary.

For matters to be submitted to the Board of Directors, the Board of Executive Officers, or each relevant executive committee, etc., the Board of Directors' Office, the Board of Executive Officers Secretariat, etc. examine the agenda in advance, the person in charge of the handling of information and the Officer responsible for IR consult with the relevant departments, including IR, Finance, and Legal, to determine whether timely disclosure is necessary.

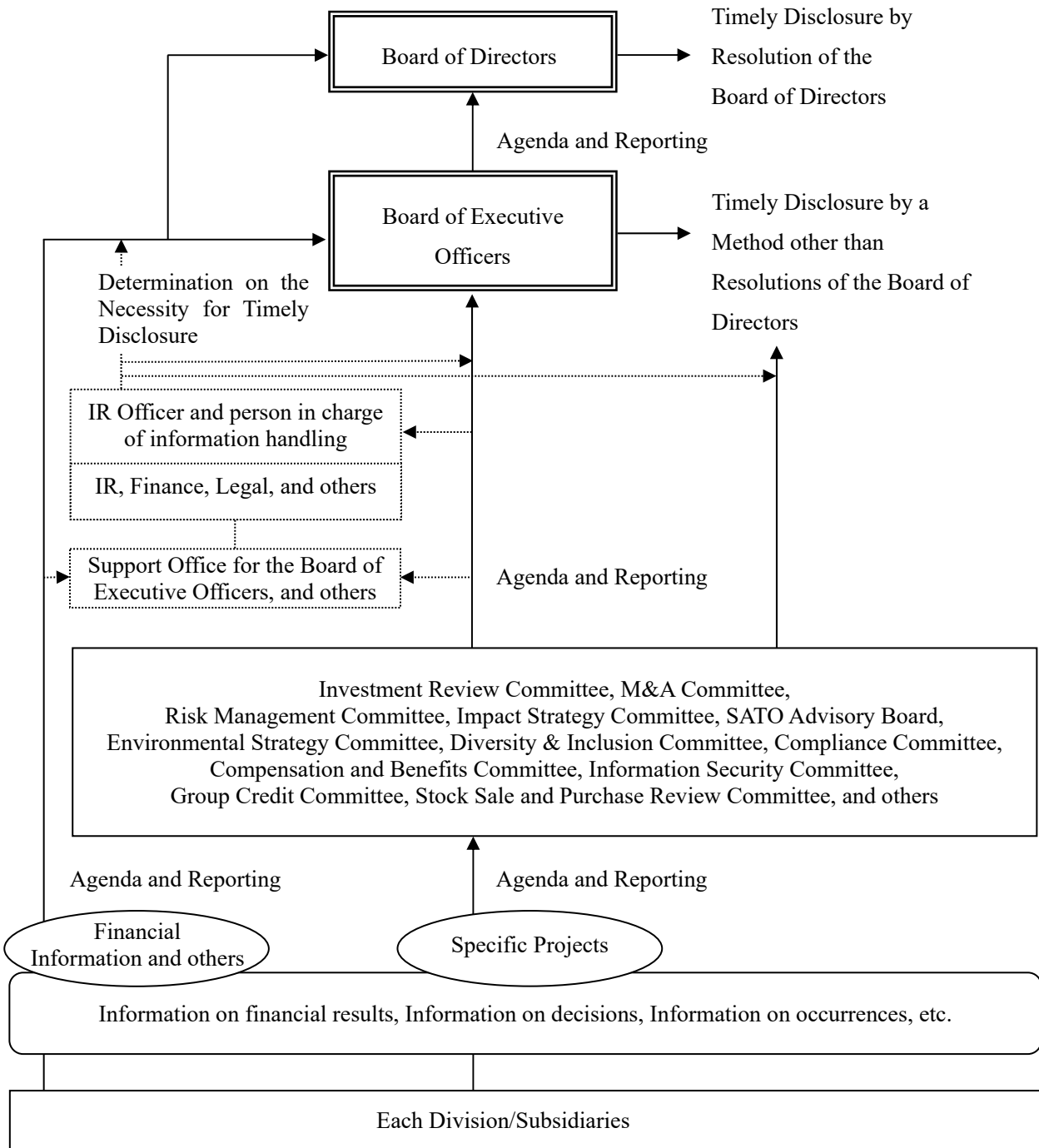
(Refer to Schematic Diagram)

*Specific projects: Matters concerning (i) investment or loans, (ii) environmental strategy, (iii) consideration of reorganization, (iv) establishment of new subsidiaries, (v) disasters or accidents, etc., or (vi) other unforeseen facts arising suddenly, such as product liability or wrongful acts, etc.

[Corporate Governance Structure]



[Summary of Timely Disclosure System]



[Board of Directors' Skills Matrix]

Name	Experience / knowledge / expertise needed for LIXIL *									
	Corporate Management	Overseas Operations/Management	Negotiation with Admin. and Regulatory Agencies	Accounting, Finance, M&A	Legal/Compliance	Risk Management	Human Resources Development, Labor	Sales/Marketing	Manufacturing/Technology/R&D	IT/Digital
Kinya Seto	○	○	○	○	○	○	○	○	○	○
Sachio Matsumoto	○	○	○	○	○	○				
Hwa Jin Song Montesano	○	○	○			○	○			
Tamio Uchibori		○	○	○	○	○		○	○	○
Shiho Konno			○		○	○	○			○
Teruo Suzuki		○	○	○	○	○				○
Mayumi Tamura	○	○		○	○	○				○
Yuji Nishiura	○		○	○		○	○	○		
Daisuke Hamaguchi		○	○	○	○	○				
Masatoshi Matsuzaki	○	○				○	○		○	○
Mariko Watahiki			○		○	○	○			

*The Board of Directors of the Company is made up of personnel with abundant experience and expert knowledge, etc. on the various areas relating to the business activities of the Company so that they can effectively fulfil their role and responsibility to oversee the performance of duties by Executive Officers, etc. with deep insight and from various viewpoints.

The Nomination Committee of the Company defines the experience and knowledge that is particularly important for Directors of the Company as “Experience/Knowledge/Expertise needed for LIXIL” in the above skill matrix for the two following reasons.

(1) The perspective of “making better homes a reality for everyone, everywhere” that is the core of all business activities of LIXIL; and

(2) The perspective to further improve management efficiency and strengthen group governance of LIXIL at present and in the future.

In nominating candidates for directors, the Nomination Committee values the appropriate balance in “Experience/Knowledge/Expertise needed for LIXIL” and considerable diversity across the Board of Directors.

*In order for the Board of Directors to effectively perform its role and responsibilities regarding the supervision of the execution of duties, the Nomination Committee of the Company believes it to be necessary for the Board of

Directors to comprise personnel who have abundant experience and specialized knowledge, etc. The Nomination Committee has determined the experience and knowledge it believes to be particularly important as set forth above under “Experience, Knowledge and Expertise required for LIXIL,” and it stresses ensuring an appropriate balance and sufficient diversity of the Board of Directors as a whole, as well as the succession of the Board of Directors. Whether each skill item applies is judged based on the judgment criteria set forth below, in principle using a self-assessment process conducted by each

Skill Item	Judgment Criteria
Practical Experience in Corporate Management	Has experience executing business as a CEO of an operating company, etc.
Experience in Global Business and Management	Has a certain period {approximately three years} of experience in international businesses
Experience in Negotiating with Government Agencies	Has experience in duties negotiating with government agencies, or as a member of a national government’s or other organization’s policy committee
Accounting/ Finance/ M&A	Has sufficient knowledge of accounting, finance, or M&A, etc. activities to be able to give recommendations and advice at the Company’s Board of Directors
Legal/ Compliance	Has sufficient knowledge of legal or compliance, etc. activities to be able to give recommendations and advice at the Company’s Board of Directors
Risk Management	Has sufficient knowledge of risk management, etc. activities to be able to give recommendations and advice at the Company’s Board of Directors
Human Resources Development/ Labor	Has sufficient knowledge of human resources training, development, or labor, etc. activities to be able to give recommendations and advice at the Company’s Board of Directors
Sales/ Marketing	Has sufficient knowledge of sales or marketing, etc. activities to be able to give recommendations and advice at the Company’s Board of Directors
Manufacturing/ Technology/ R&D	Has sufficient knowledge of manufacturing, technical, or R&D, etc. activities to be able to give recommendations and advice at the Company’s Board of Directors
IT/ Digital	Has sufficient knowledge of IT or digital, etc. activities to be able to give recommendations and advice at the Company’s Board of Directors