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NH Foods Ltd.

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President and

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<http://www.nipponham.co.jp/eng/index.html>

The corporate governance of NH Foods Ltd. (“we”, “us”, “our” or the “Company”) is described below.

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

### 1. Basic Views

#### Basic Views on Corporate Governance

In order to fulfill our social responsibility as an enterprise and to realize the corporate philosophy of NH Foods Group (the “Group”), NH Foods Ltd. (“we”, “us”, “our” or the “Company”) has established the most optimal corporate governance system based on the Fundamental Policy on Corporate Governance. The principles of operation of the Group are to enhance its management transparency and efficiency, to ensure timely and proper decision-making as well as appropriate business operations, to enable proactive and courageous business judgments, and to clarify its responsibility.

#### [Reason for not Implementing the Principles of the Corporate Governance Code]

The Company implements all of the principles of the Corporate Governance Code.

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

The Company has established a corporate governance system and continuously strives to enhance its corporate governance system in order to fulfill its social responsibility as an enterprise and to realize the Group’s corporate philosophies. Further, the Company has enacted and announced the “NH Foods Group Fundamental Policy on Corporate Governance” setting forth its basic views on and framework of corporate governance of the Company.

“NH Foods Group Fundamental Policy on Corporate Governance”

(Japanese) [https://www.nipponham.co.jp/ir/policy/pdf/20230627\\_01.pdf](https://www.nipponham.co.jp/ir/policy/pdf/20230627_01.pdf)

(English) [https://www.nipponham.co.jp/eng/ir/policy/pdf/20230627\\_01.pdf](https://www.nipponham.co.jp/eng/ir/policy/pdf/20230627_01.pdf)

In addition, please see the following status of the Company's response to the 83 items of the General Principles, Principles and Supplementary Principles of "Japan's Corporate Governance Code".

Table for Implementation Status of the Corporate Governance Code

(Japanese) [https://www.nipponham.co.jp/ir/policy/pdf/20211210\\_02.pdf](https://www.nipponham.co.jp/ir/policy/pdf/20211210_02.pdf)

(English) [https://www.nipponham.co.jp/eng/ir/policy/pdf/20211210\\_02.pdf](https://www.nipponham.co.jp/eng/ir/policy/pdf/20211210_02.pdf)

The contents of the matters required to be disclosed by the "Corporate Governance Code" are as follows.

#### (Principles 1-4) Fundamental Policy on Cross-Shareholdings and Guidelines for Securing Appropriate Measures to Exercise Voting Rights

Although the Company's principle is not to hold shares in cross-shareholdings, in cases where it is recognized that cross-shareholding is essential for sustainable growth of the Group or improvement of the corporate value, such as for reinforcement of alliances in order to maintain business transactions and to expand our business, and for smooth fund raising, the Company may hold shares in cross-shareholdings.

The Company reviews all of our invested shares once a year and closely examines whether the benefit of holding shares, risk of stock price fluctuation and credit risk, etc. of the issuing companies are worth the capital cost, and comprehensively determine whether holding such shares are appropriate or not. If the Company determines that the necessity of holding certain shares has become lower, the Company implements disposal of such shares as appropriate having regard to the stock price and market trends, etc. However, there are cases where even if the significance of holding certain shares is recognized, disposal of such shares may be implemented upon agreement with an issuing company.

The total market value of cross-shareholdings of the Company as of the end of the fiscal year ended March 31, 2023 is 22.9 billion yen and the Company recognizes that the proportion of the cross-shareholdings is not high because it is approximately 2.4 percent of the consolidated total assets of the Company. However, the Company will continue to periodically review all of our invested shares and proceed with the reduction.

When exercising the voting rights of cross-shareholding, the Company closely examines the respective proposed agendas and respects proposals of such trading partners so long as they do not disregard the interests of shareholders. However, if any misconduct (including misconduct by any member of the management) or any antisocial behavior occurs at such trading partners, we exercise our voting rights so that such exercises contribute to the improvement of the companies' corporate governance.

#### (Principles 1-7) Framework in Connection with Engaging in Transactions between Related Parties

- 1) When we conduct competitive transactions or conflicting interest transactions, as stipulated by laws, with the Corporate Officers, we conduct such transactions only upon approval of the Board of Directors and report the result to the Board of Directors.
- 2) We inspect whether there have been any transactions between us and major shareholders, the Directors or Executive Officers and their family members, and the details of such transactions, if any, once a year. In addition, we also confirm the implementation status of such inspection, as necessary, during audits by the

Audit & Supervisory Board Members and audits by the Accounting Auditor and during internal audits.

(Supplementary Principle 2-4-1) Ensuring Diversity in Appointment, etc. of Core Human Resources

1) Ensuring Diversity in Appointment, etc. of Core Human Resources

The Company is working to ensure diversity among employees, based on the notion that the presence of diverse viewpoints and values, such as gender, age, nationality, and ethnicity, etc. among employees working in the Group will lead to business achievements.

Recruitment, personnel evaluation and appointment are conducted based on appropriate competency evaluation and the Company will not engage in discriminatory treatment. By improving our personnel affair systems and work environment we will promote diverse human resources playing an active role.

With regard to the promotion of female participation in the Company, we will continue to work towards achieving our goals as shown in the table below, by developing systems to support balancing work and childcare and by creating an environment in which women can easily play active roles.

	Results in FY 2022	Goals for FY 2030
Percentage of female managers	9.8%	20.0%
Percentage of females who are on or above supervising positions	22.0%	35.0%

2) Development Policies for Human Resources and Internal Environment to Ensure Diversity

We will place importance on new perceptions and ideas resulting from the intersecting of diverse values, experiences and knowledge, and will promote initiatives to increase the diversity of human resources in the organization and the creation of opportunities for the interaction of diverse human resources.

With regard to “views towards career”, we shifted it from “what is provided by company” to “what individuals and company develop together by exchanging views”, and are supporting employees to plan their career and develop on their own to achieve career self-sufficiency.

With regard to “challenges”, we regard it as opportunities that lead to each person’s satisfaction and development and, at the same time, as important minds and actions that lead to the value creation of the organization or entire company, and we are advancing the encouragement and promotion of “challenges” through various opportunities and arrangements.

As part of the internal environment policy, we provide an environment where diverse values are respected and each person can vigorously play an active role with the feeling of psychological safety, and we will aim for the realization of diversity, equity and inclusion.

In addition to advancing work style reform, learning style reform and initiatives for work-life balance support so that diverse careers and work styles can be chosen, we are also working on the realization of a place where diverse individuals, experiences and skills are utilized and people can develop together.

In addition, we are also putting efforts into promoting health and productivity management.

(Principles 2-6) Demonstrating the Function as the Asset Owner of the Company Pension

We manage a reserve fund of the corporate pension through NH Foods Pension Fund and establishes board of representatives, executive board and pension fund management committee within such pension fund. The pension fund management committee meetings held quarterly are attended by representatives of our financial department as well as an external consultant who possesses professional knowledge on management of reserve funds. At the meetings, the basic policy of the management, selection of invested products, and monitoring of the management status are carried out.

In addition, the management of the reserve fund of this pension fund is outsourced to one or more domestic or foreign management institutions, and the selection of each investment product and exercise of voting rights are all entrusted to each management institution so that there is no conflict of interests between the beneficiary of the corporate pension and each company.

#### (Principles 3-1) Appropriate Disclosure and Securing Transparency

##### 1) Company Objectives (Management Principles, etc.) and Business Strategies and Business Plans

###### (1) Principles and Management Vision

The Company's principles and management vision are disclosed in the following URLs:

<https://www.nipponham.co.jp/group/vision/>

<https://www.nipponham.co.jp/group/vision/ci.html>

<https://www.nipponham.co.jp/group/vision/brand.html>

###### (2) Mid-term Business Plans

The Company's mid-term business plans are disclosed in the following URLs:

<https://www.nipponham.co.jp/ir/policy/plan.html>

[https://www.nipponham.co.jp/ir/library/briefing\\_session/pdf/20210514.pdf](https://www.nipponham.co.jp/ir/library/briefing_session/pdf/20210514.pdf)

[https://www.nipponham.co.jp/ir/library/briefing\\_session/pdf/20230516.pdf](https://www.nipponham.co.jp/ir/library/briefing_session/pdf/20230516.pdf)

##### 2) Basic Views and Fundamental Policy on Corporate Governance

###### (1) Basic Views on Corporate Governance

The Company's basic views on corporate governance are as stated in "I. Basic Views on Corporate Governance, Capital Structure, Corporate Profile and Other Basic Information", "1. Basic Views" of this Report.

###### (2) Fundamental Policy on Corporate Governance

The Company's fundamental policy on corporate governance is as stated in "I. Basic Views on Corporate Governance, Capital Structure, Corporate Profile and Other Basic Information", "1. Basic Views" of this Report.

##### 3) Policies and Procedures for Board of Directors Determining Compensation of Senior Management and Directors

Please see Attachment 2 "Policy of Determination of the Compensation, etc., and the Method of Calculation" attached to the Fundamental Policy on Corporate Governance.

4) Policies and Procedures for Board of Directors Appointing/Removing Senior Management and Nominating Candidates for Directors and Audit & Supervisory Board Members

(1) Policies, Procedures, etc. for Nomination and Appointment

Candidates for the Directors, Audit & Supervisory Board Members, and Executive Officers must meet the requirements for executives who would contribute to realizing the corporate philosophies (Integrity, Devotion, Deliberation, Endeavor and Empathy) and should have appropriate extensive experience, deep insight, and high degree of expertise. Based on the next generation executives training plan, a nomination must be made by taking into consideration the company-wide “selection, education, and transfer programs” and “executive behavioral characteristic analysis program” etc.

(i) President and Representative Director

With respect to the appointment of the President and Representative Director, the Executive Appointments Committee evaluates and discusses an individual with suitable performance, qualification and personal magnetism as the representative of the Group, and puts together a candidates recommendation proposal and submits a recommendation to the Board of Directors. The Board of Directors appoints the President and Representative Director after the deliberation, having regard to the recommendation of the Executive Appointments Committee.

(ii) Directors

The Board of Directors of the Company nominates candidates for Directors while taking into consideration of a good balance among the appointed Directors with diverse knowledge, experience and skills regardless of gender, nationality, ethnicity etc., in order to fulfill their roles and discharge their responsibilities required as the Board of Directors and to maintain the diversity of the Board of Directors as a whole.

The Executive Appointments Committee prepares an original draft of candidates and proposes it to the President and Representative Director. The President and Representative Director proposes a draft of candidates back to the Executive Appointments Committee, taking such proposal into consideration, and the Executive Appointments Committee submits the deliberated result to the Board of Directors. The Board of Directors determines candidates for the Directors to be proposed at the general meeting of shareholders while respecting the submission of the Executive Appointments Committee.

(iii) Audit & Supervisory Board Members

The Board of Directors nominates candidates for Audit & Supervisory Board Members aiming at a good balanced appointment of an Audit & Supervisory Board Member with diverse knowledge, experience and skills.

The Executive Appointments Committee prepares an original draft of candidates and proposes it to the President and Representative Director. The President and Representative Director proposes a draft of candidates back to the Executive Appointments Committee, taking such proposal into consideration, and the Executive Appointments Committee submits to the Board of Directors the deliberated result to which the Audit & Supervisory Board has consented. The Board of Directors

determines candidates for the Audit & Supervisory Board Members to be proposed at the general meeting of shareholders while respecting the submission of the Executive Appointments Committee.

The details of the appointment policy of candidates for the Audit & Supervisory Board Members, the procedures for determining proposals on appointment of the Audit & Supervisory Board Members, the necessity of appointing a substitute for any Audit & Supervisory Board Member, etc. are determined in advance upon prior consultation between the Audit & Supervisory Board and the Board of Directors.

(iv) Executive Officers

The President and Representative Director selects candidates of Executive Officers based on various aspects, such as skills, experience and performance, and those who are knowledgeable about our business, etc. The Board of Directors makes an appointment after discussing the reasons for selection.

(2) Procedure of Dismissal/Removal etc.

(i) President and Representative Director

If the President and Representative Director engages in any fraud or serious violations of laws, regulations or compliance, etc., in its performance of its duties, the President and Representative Director is dismissed by resolution of the Board of Directors having regard to the discussion in the Executive Appointments Committee.

(ii) Executive Directors and Executive Officers

If the Executive Directors and Executive Officers engage in any fraud or serious violations of laws, regulations or compliance, etc., in their performances of their duties, the Executive Directors are dismissed and the Executive Officers are removed by resolution of the Board of Directors having regard to the discussion in the Executive Appointments Committee.

5) Explanation for Each Appointment and Nomination

(1) Reason for Nominating Candidates for Outside Directors/Outside Audit & Supervisory Board Members

Please see “Outside Directors’ Relationship with the Company (2)” and “Outside Audit & Supervisory Board Members’ Relationship with the Company (2)” respectively stated in “II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight in Management of the Corporate Governance Report”, “1. Organizational Composition and Operation”.

(2) Reason for Nominating Candidates for Inside Directors and Inside Audit & Supervisory Board Members

Please see the professional history of each individual as shown on pages 66 to 71 of the Securities Report for the 78<sup>th</sup> Term, which is published on our website at the following URL:

(Supplementary Principle 3-1-3) Sustainability Initiatives

1) Sustainability Initiatives

In 2021, the Company identified “five materialities” and has promoted measures connecting the same with business strategies in the Medium-Term Management Plan. Such efforts will also contribute to the realization of SDGs.

Our sustainability initiatives are disclosed in the following url:

<https://www.nipponham.co.jp/csr/>

2) Investment in Human Capital

The Group upholds “Our company is a place where employees can feel truly happy and fulfilled” in the corporate philosophies.

We believe that, diverse individuals being respected and being able to vigorously play active roles promotes individuals’ development, and mixing of those would generate the great capability of value creation, which would lead to the development of the organization.

For the realization thereof, regarding the supports for the developments of individuals and the organization as well as the foundation thereof which is the realization of diversity, equity and inclusion, as the human resources strategy, we will strive for the improvement of employee engagement and the maximization of human capital through value creation and innovation creation.

The human resources strategy and the specific initiatives what will become human investment are disclosed in the following urls:

[https://www.nipponham.co.jp/ir/library/events\\_materials/pdf/20230228\\_02.pdf](https://www.nipponham.co.jp/ir/library/events_materials/pdf/20230228_02.pdf)

[https://www.nipponham.co.jp/csr/human/human\\_resources/](https://www.nipponham.co.jp/csr/human/human_resources/)

3) Investment in Intellectual Property (Research & Development)

Under Vision 2030 “More Freedom with Protein,” the Medium-Term Management Plan 2023 sets as its research & development policy, initiatives to create new business from a technological starting point, realization of research outcomes to solve social issues, initiatives to address business challenges linked to the SDGs, and promotion of innovative long-term visions themes.

The Company has two research institutes: “Research and Development Center” and “Technology Development Office”.

The “Research and Development Center” conducts research on new materials and development of technologies that can be applied to various fields, while the Technology Development Office conducts its own research and development on processed foods.

Research & development initiatives are disclosed in the following url:

<https://www.nipponham.co.jp/group/rd/>

4) Impacts of Climate Change Risks and Earning Opportunities on Our Business Activities and Earnings, etc.

Among the five materialities issues, for “contributing to a sustainable environment,” we have set targets for reducing CO2 emissions from fossil fuels and are promoting relevant measures. Further, in 2020, the

Company has announced that we agreed with the proposal presented by the TCFD and became a member of the TCFD Consortium. In the fiscal year ended March 31, 2022, based on the results of analysis, we implemented a concrete review and promotion of responses to climate change effects. Going forward, in addition to re-evaluating future risks and opportunities according to the social environment, we will promote further responses with respect to material issues.

Our responses to climate change are disclosed in the following url:

<https://www.nipponham.co.jp/csr/environment/climate/>

(Supplementary Principle 4-1-1) Outline for the Scope of Delegating to the Management

The Board of Directors makes decisions on matters that require approval of the Board of Directors under the laws and regulations as well as important managerial matters set forth in the rules of the Board of Directors and delegates its decision-making powers on other matters relating to business operations to the Representative Directors, the General Managers of the relevant divisions and the Chairpersons of the relevant operational bodies.

Please see Appendix 1: The Matters to be Resolved by the Board of Directors in the Fundamental Policy on Corporate Governance, for the matters to be resolved by the Board of Directors.

(Principle 4-9) Criteria for the Independence of Independent Outside Directors

Please see the “Criteria for the Independence of Outside Officers” set forth in Attachment 1: of the Fundamental Policy on Corporate Governance.

(Supplementary Principle 4-10-1) Views on Independence of Composition of the Nomination Committee and the Remuneration Committee, their Authorities, Roles, etc.

Please see “Relationship with the Company (2)” and “Supplementary Explanation” which are respectively described under [Directors] and [Audit & Supervisory Board Members] in “ II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight in Management”, “1. Organizational Composition and Operation” of the Corporate Governance Report.

(Supplementary Principle 4-11-1) Views on Diversity, Size, etc., of the Board of Directors as a Whole

Based on long-term vision, Medium-Term Management Plan, and NH Foods Group Fundamental Policy on Corporate Governance etc., the Company plotted and visualized as a skill matrix, in addition to core and fundamental skills related to overall management, the skills and experience required for members of the Board of Directors as well as the Company’s unique skills for realizing its long-term vision, such as a “consumer viewpoint”. In addition, through deliberation by the Executive Nomination Review Committee, the Company selects human resources that satisfy the requirements of each skill item (corporate management; international experience; global environment/ sustainability; consumer viewpoint, marketing, research and development; finance and accounting; legal affairs/ quality management, and risk management) in a well-balanced manner,



and composes the Board of Directors accordingly with consideration of diversity as well.

The skill matrix of each Director is disclosed in the following url.

<https://www.nipponham.co.jp/eng/ir/policy/skillmatrix.html>

(Supplementary Principle 4-11-2) Status of Concurrent Positions Held by Directors and/or Audit Supervisory Board Members

Please see the professional history of each individual as shown on pages 7 to 16 and pages 33 to 34 of the Convening Notice of the 78<sup>th</sup> Ordinary General Meeting of Shareholders and on pages 66 to 71 of the Securities Report for the 78<sup>th</sup> Term, which are published on our website at the following urls:

[https://www.nipponham.co.jp/ir/events/generalmeeting/pdf/notice\\_230530\\_01.pdf](https://www.nipponham.co.jp/ir/events/generalmeeting/pdf/notice_230530_01.pdf)

[https://www.nipponham.co.jp/ir/library/report/pdf/y\\_2023.07.pdf](https://www.nipponham.co.jp/ir/library/report/pdf/y_2023.07.pdf)

(Supplementary Principle 4-11-3) Evaluation of Effectiveness of the Board of Directors

The Board of Directors conducted analysis and evaluation on the effectiveness of the Board of Directors in accordance with the Fundamental Policy on Corporate Governance.

For the details thereof, please see Appendix 2 of the Fundamental Policy on Corporate Governance.

(Supplementary Principle 4-14-2) Policy on Training for Directors/Audit & Supervisory Board Members

We conduct training for the Directors/Audit & Supervisory Board Members for the purpose of acquiring accounting, legal and other knowledge particular to our business (including laws and regulations relevant to our business and material risks) so that they are able to take on their role and perform their duties required as Directors/Audit & Supervisory Board Members at the time of assuming their office or after the assumption of office, as necessary.

We also continuously improve environments in which the Outside Directors and Outside Audit & Supervisory Board Members are able to effectively take on their role and perform their duties, such as continuously providing necessary information regarding our business/finance/organization, etc. as well as giving them opportunities to observe our major sites.

Moreover, we encourage all Directors and Audit & Supervisory Board Members to improve themselves as necessary for taking on their role and performing their duties while in office. We also provide/arrange training opportunities suitable for each Director/Audit & Supervisory Board Member and bear such training expenses.

(Principle 5-1) Policy on Constructive Dialogue with Shareholders

We promote dialogue with the shareholders, investors and proxy advisors with the aim of constructive dialogue that contributes to our sustainable corporate growth and improvement of corporate value in the mid-to-long term.

- (1) The Executive Officers in charge generally organize the constructive dialogue with the shareholders.
- (2) The General Affairs Department is responsible for individual investors, and the Public and Investor Relations Department is responsible for institutional investors, etc. We promote smooth and efficient

dialogue through activities, tailored for the purpose of dialogue, such as having the Representative Director, Directors or Executive Officers meet with the shareholders, etc.

- (3) In order to support the constructive dialogue with the shareholders, the Executive Officers in charge of the Public and Investor Relations Department, the Corporate Planning Department, the General Affairs Department, the Accounting & Finance Department, the Legal Affairs Department and the Sustainability Department share relevant information and take measures while organically cooperating with each other and striving to receive regular updates on the shareholder ownership structure.
- (4) We pay visits to Japanese and foreign institutional investors, host quarterly financial result briefing sessions for institutional investors, and host briefings sessions for individual investors, as appropriate. In addition, we actively disclose information on our website.
- (5) The Corporate Officers, etc., who have engaged in the dialogue, etc., report to the Board of Directors the interests, views and concerns, etc. of the shareholders that have been obtained through such dialogue, etc., and the Directors and the Audit & Supervisory Board Members share such information.
- (6) We manage the company information in accordance with the Company Information Management Policy and prevent divulgence of any insider information.

## 2. Capital Structure

Foreign Shareholding Ratio	20% or more and less than 30%
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### [Status of Major Shareholders]

Name / Company Name	Number of Shares Owned	Percentage (%)
The Master Trust Bank of Japan, Ltd. (Trust account)	19,305,700	18.75
Custody Bank of Japan, Ltd. (Trust account)	9,785,300	9.50
The Hyakujushi Bank, Ltd.	3,708,626	3.60
Meiji Yasuda Life Insurance Company	3,677,288	3.57
The Norinchukin Bank	2,963,419	2.88
Nippon Life Insurance Company	2,785,037	2.71
MUFG Bank, Ltd.	2,200,617	2.14
STATE STREET BANK AND TRUST COMPANY 505001	2,168,369	2.11
Sumitomo Mitsui Banking Corporation	1,860,109	1.81
SSBTC CLIENT OMNIBUS ACCOUNT	1,772,052	1.72

Controlling Shareholder (except for Parent Company)	—
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Parent Company	None
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Supplementary Explanation	
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1. The information is reported as of March 31, 2023.
2. In the Report of Possession of Large Volume (Change Report) made available for public inspection dated July 21, 2022, Nomura Securities Co., Ltd. is reported as the shareholder of the following shares as of July 15, 2022, but this has not been taken into account in the above “Status of Major Shareholders,” as the number of shares substantially held as of March 31, 2023 has not been able to be confirmed by the Company.  
 [Personal name or company name/number of shares held/shareholding percentage]  
 Nomura Securities Co., Ltd. and one (1) other company/ 7,936 thousand shares/ 7.71%
3. In the Report of Possession of Large Volume (Change Report) made available for public inspection dated August 16, 2022, Mitsubishi UFJ Financial Group, Inc. (submitted by MUFG Bank, Ltd.) is reported as the shareholder of the following shares as of August 8, 2022, but this has not been taken into account in the above “Status of Major Shareholders,” as the number of shares substantially held as of March 31, 2023 has not been able to be confirmed by the Company.  
 [Personal name or company name/number of shares held/shareholding percentage]  
 Mitsubishi UFJ Financial Group, Inc. (MUFG Bank, Ltd. and two (2) other companies)/ 6,548 thousand shares/ 6.36%
4. In the Report of Possession of Large Volume (Change Report) made available for public inspection dated October 6, 2022, Sumitomo Mitsui Trust Bank, Limited is reported as the shareholder as of September 30, 2022, but this has not been taken into account in the above “Status of Major Shareholders,” as the number of shares substantially held as of March 31, 2023 has not been able to be confirmed by the Company.  
 [Personal name or company name/number of shares held/shareholding percentage]  
 Sumitomo Mitsui Trust Bank, Limited and two (2) other companies/ 6,664 thousand shares/ 6.47%

### 3. Corporate Attributes

Listed Stock Market and Market Section	Prime Market, Tokyo Stock Exchange
Fiscal Year-End	March
Type of Business	Foods
Number of Employees (consolidated) as of the End of the Previous Fiscal Year	1,000 employees or more
Sales (consolidated) as of the End of the Previous Fiscal Year	1 trillion yen or more
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	From 50 to less than 100

**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 a Material Impact on Corporate Governance**

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

**1. Organizational Composition and Operation**

Organization Form	Company with Audit & Supervisory Board
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**[Directors]**

Maximum Number of Directors Stipulated in the Articles of Incorporation	12
Term of Office Stipulated in the Articles of Incorporation	1 year
Chairperson of the Board	Chairperson
Number of Directors	8
Appointment of Outside Directors	Appointed
Number of Outside Directors	3
Number of Independent Directors	3

**Outside Directors' Relationship with the Company (1)**

Name	Attribute	Relationship with the Company*											
		a	b	c	d	e	f	g	h	i	j	k	
Yasuko Kono	Otherwise												
Hideo Arase	From another company												
Tokushi Yamasaki	From another company												

\* Categories for "Relationship with the Company"

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

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

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

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

- a. Executive of the Company or its subsidiaries
- b. Non-executive director or executive of a parent company of the Company
- c. Executive of a fellow subsidiary company of the Company
- d. A party whose major client or supplier is the Company or an executive thereof
- e. Major client or supplier of the listed company or an executive thereof
- f. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a director/*kansayaku*
- 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/*kansayaku* 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	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
Yasuko Kono	✓	Ms. Kono is an Independent Officer who has no risk of having conflicts of interests with ordinary shareholders whose designation is made compulsory by the Tokyo Stock Exchange, Inc.	[Reason of appointment as Outside Director] Ever since Ms. Yasuko Kono became a Director of our Company, she has performed her duties as an Outside Director of our Company by actively stating her opinions as the chairperson of the Executive Appointments Committee, and a member of Compensation Committee, Compliance Committee, and Sustainability Committee. Since she has considerable experience and knowledge in consumer issues, the Company expects her to make useful recommendations not only with regards to management in general, but also in relation to propulsion and execution of NH Foods Group "The Five Materialities" which are identified as social issues to be addressed in order to realize NH Foods Group "Vision 2030" which was developed as a milestone towards the realization of corporate philosophy. Based on the above, the Company determined that Ms. Kono is an appropriate individual as an Independent Outside Director supervising business execution and

			<p>continues to appoint her as an Outside Director candidate.</p> <p>[Reason of designation as Independent Officer] Based on “Criteria for the Independence of Outside Officers” as described in “Matters relating to Independent Directors/ Audit &amp; Supervisory Board Members” of [Independent Directors/ Audit &amp; Supervisory Board Members] below, which is used to objectively determine the independence prescribed by the Company, the Company determined that there is adequate independence and no risk of having conflicts of interests with ordinary shareholders and, thus designated as an Independent Officer.</p>
Hideo Arase	✓	Mr. Arase is an Independent Officer who has no risk of having conflicts of interests with ordinary shareholders whose designation is made compulsory by the Tokyo Stock Exchange, Inc.	<p>[Reason of appointment as Outside Director] Ever since Mr. Hideo Arase became a Director of our Company, he has performed his duty as an Outside Director of our Company by actively stating his opinions as the Chairperson of the Compensation Committee and as a member of the Executive Appointments Committee, and Sustainability Committee, etc. Since Mr. Arase served as a director responsible for overseas business at a major medical equipment manufacturer and has considerable experience and in-depth knowledge in global business management dealing with changes, the Company expects him to make useful recommendations not only with regards to management in general, but also in relation to “Establish a growth model for Overseas Business” which is a business policy in the “Medium-Term Management Plan 2023” which was developed from a backcasting perspective, in order to realize NH Foods Group “Vision 2030” which was developed as a milestone towards the realization of corporate philosophy. Based on the above, the Company determined that Mr. Arase is an appropriate individual to be an Independent Outside Director supervising business execution and</p>

			<p>continues to appoint him as an Outside Director candidate.</p> <p>[Reason of designation as Independent Officer] Based on “Criteria for the Independence of Outside Officers” as described in “Matters relating to Independent Directors/ Audit &amp; Supervisory Board Members” of [Independent Directors/ Audit &amp; Supervisory Board Members] below, which is used to objectively determine the independence prescribed by the Company, the Company determined that there is adequate independence and no risk of having conflicts of interests with ordinary shareholders and, thus designated as an Independent Officer.</p>
Tokushi Yamasaki	✓	<p>Mr. Yamasaki is an Independent Officer who has no risk of having conflicts of interests with ordinary shareholders whose designation is made compulsory by the Tokyo Stock Exchange, Inc.</p>	<p>[Reason of appointment as Outside Director] Ever since Mr. Tokushi Yamasaki became a Director of our Company, he has performed his duty as an Outside Director of our Company by actively stating his opinions as a member of the Executive Appointments Committee, Compensation Committee, and Sustainability Committee, etc. Since Mr. Yamasaki has expert viewpoint and considerable experience as a corporate analyst, the Company expects him to make useful recommendations not only with regards to management in general, but also in relation to “Shifting to a sustainable business model with profitability” which is a business policy in the “Medium-Term Management Plan 2023” developed from a backcasting perspective, in order to realize NH Foods Group “Vision 2030” which was developed as a milestone towards the realization of corporate philosophy. For these reasons, the Company determined that Mr. Yamasaki is an appropriate individual as an Independent Outside Director supervising business execution and continues to appoint him as an Outside Director.</p> <p>[Reason of designation as Independent Officer]</p>

			Based on “Criteria for the Independence of Outside Officers” as described in “Matters relating to Independent Directors/ Audit & Supervisory Board Members” of [Independent Directors/ Audit & Supervisory Board Members] below, which is used to objectively determine the independence prescribed by the Company, the Company determined that there is adequate independence and no risk of having conflicts of interests with ordinary shareholders and, thus designated as an Independent Officer.
positions			

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

	Committee Corresponding to Nomination Committee	Committee Corresponding to Remuneration Committee
Committee’s Name	Executive Appointments Committee	Compensation Committee
All Committee Members	4	4
Full-time Members	0	0
Inside Directors	0	1
Outside Directors	3	3
Outside Experts	0	0
Others	1	0
Chairperson	Outside Director	Outside Director

Supplementary Explanation



The Executive Appointments Committee is established for the purpose of enhancing the transparency and objectivity of decisions on candidates for Representative Directors/Directors/Audit & Supervisory Board Members as well as dismissal and deliberation on dismissal of the executives including the President and Representative Director (Executive Directors and Executive Officer) and improving the supervisory function of the Board of Directors.

The one person indicated in the “Others” section is an Independent Audit & Supervisory Board Member. Regarding the selection of the members, a member of this committee is selected and appointed among the Directors/Audit & Supervisory Board Members at the Board of Directors Meeting. Further, majority of members of this committee are composed of Independent Officers and the Chairperson of this committee is selected and appointed from the Outside Directors (Independent Officers) to enhance independence. The secretariat of this committee is handled by the Human Resources Department.

Members for the fiscal year ended March 31, 2022 are as follows:

Chairperson: Yasuko Kono (Outside Director)

Members: Hideo Arase (Outside Director), Tokushi Yamasaki (Outside Director), Akihiko Shiba (Outside Audit & Supervisory Board Member)

In the fiscal year ended March 31, 2022, the following matters were deliberated in the committee:

- July 2022: Confirmation regarding the committee activity schedule and details for implementing the candidate consideration process
- August 2022: Regarding deliberation on the positions of Representative Director and Chairperson and the retirement system for Corporate Officers
- September 2022: Regarding continued deliberation on the positions of Representative Director and Chairperson and the retirement system for Corporate Officers
- November 2022: Regarding deliberation on the candidates to be appointed as Corporate Officers
- December 2022: Regarding continued deliberation on the candidates to be appointed as Corporate Officers
- January 2023: Regarding the proposal on the appointments of Corporate Officers in the 79<sup>th</sup> Term

Members for the fiscal year ending March 31, 2023 are as follows:

Chairperson: Yasuko Kono (Outside Director)

Members: Hideo Arase (Outside Director), Tokushi Yamasaki (Outside Director), Masayuki Kitaguchi (Outside Audit & Supervisory Board Member)

The Compensation Committee is established, as an advisory organization of the Board of Directors, for the purpose of improving the supervisory function of the Board of Directors, by deliberating the structure and revision of the officer compensation system and evaluation system as well as the reasonableness of the evaluation results for.

Regarding the selection of the member, a member of this committee is selected and appointed among the Directors/Audit & Supervisory Board Members at the Board of Directors Meeting. Further, majority of members of this committee are composed of Independent Officers and the Chairperson of this committee is selected and appointed from the Outside Directors (Independent Officers) to enhance independence. The secretariat of this committee is handled by the Human Resources Department.

Members for the fiscal year ended March 31, 2022 are as follows:

Chairperson: Hideo Arase (Outside Director)

Members: Yoshihide Hata (President and Representative Director), Yasuko Kono (Outside Director), Tokushi Yamasaki (Outside Director)

In the fiscal year ended March 31, 2022, the following matters were deliberated in the committee:

- June 2022: Regarding the evaluation results of the Corporate Officers for the 77<sup>th</sup> Term and compensation for Corporate Officers for the 78<sup>th</sup> Term
- August 2022: Regarding the evaluation of Corporate Officers and compensation system of the Group
- November 2022: Regarding the confirmation of compensation for Corporate Officers (market standard of compensation) and ratio of remuneration for Corporate Officers
- February 2023: Regarding the revision of remuneration for Corporate Officers and evaluation system for Corporate Officers

Members for the fiscal year ending March 31, 2023 are as follows:

Chairperson: Hideo Arase (Outside Director)

Members: Nobuhisa Ikawa (President and Representative Director), Yasuko Kono (Outside Director), Tokushi Yamasaki (Outside Director)

**[Audit & Supervisory Board Members (*kansayaku*)]**

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

**Cooperation among Audit & Supervisory Board Members, Accounting Auditor and Internal Audit Departments**

**1. Cooperation between Audit & Supervisory Board Members and Accounting Auditor**

- (1) The Audit & Supervisory Board has meetings with the Accounting Auditor on a regular basis.
- (2) The Audit & Supervisory Board confirms the audit schedule of the Accounting Auditor so that there will be sufficient time for audits by the Accounting Auditor.
- (3) The Audit & Supervisory Board establishes a system for handling occasions when the Accounting Auditor discovers fraudulence and requests appropriate countermeasures to be taken or indicates defects/problems.
- (4) The Audit & Supervisory Board and the Accounting Auditor discuss the audit policy/audit plans at the beginning of each fiscal year and report to each other the audit performance status /the audit results during and at the end of the fiscal year for the purpose of sharing information. The Audit & Supervisory Board Members attend audits conducted by the Accounting Auditor whenever necessary and verify the appropriateness of the audit method, etc.

(5) The Audit & Supervisory Board determines that the dismissal or non-reappointment of an Accounting Auditor should be made a proposal at a general shareholders' meeting in accordance with the "Policy for Determination on Dismissal or Non-reappointment of Accounting Auditor" established by the Audit & Supervisory Board.

The specific methods for making such determination at the Audit & Supervisory Board are stipulated in the "Implementation Guidelines"; each Audit & Supervisory Board Member examines the eligibility or ineligibility of an Accounting Auditor by using the "Check Sheet for Accounting Auditor" etc. regarding the four (4) items of "Briefing on Audit Policy/Audit Plan at the Beginning of Each Fiscal Year", "Briefing on Methods for Specific Auditing during the Term and at the End of Each Fiscal Year, and the Relevance of the Results Thereof", "Exercise of Consent Rights for Audit Remuneration", and "Relationship between Accounting Auditor and Other Departments including Accounting & Finance Department, Auditing Department, etc.," and thereby the Audit & Supervisory Board makes such determination through consultation after the end of each fiscal year.

(6) The Audit & Supervisory Board examines the independence of the Accounting Auditor and employees engaged in audits under the independence standards provided by the Japanese Institute of Certified Public Accountants. Their expertise is examined based on their past audit experience among other things.

2. Cooperation between Audit & Supervisory Board Members and Internal Audit Departments

(1) The Audit & Supervisory Board Members maintain a close relationship with the internal audit divisions, etc. (including departments which have authority over the monitoring function within the internal control system) and conduct organizational and efficient audits.

(2) The Audit & Supervisory Board Members discuss with the internal audit departments the audit policy (such as the policy on priority points)/the audit plan at the beginning of each fiscal year, attend audits whenever necessary during the fiscal year, and receive periodical reports for the appropriateness, etc. of findings indicated in the audit results and discuss about them.

(3) The Audit & Supervisory Board Members receive reports on the status of the establishment/operation of the internal control system from the internal audit departments and any other departments, which the Audit & Supervisory Board Member deems necessary, on a regular basis and as necessary.

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

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

Name	Attribute	Relationship with the Company*										
		A	b	C	d	E	f	g	h	i	j	k
Masayuki Kitaguchi	CPA											
Shigeru Nishiyama	CPA											
Katsumi Nakamura	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 subsidiary
- b. Non-executive director or executive of a parent company of the Company
- c. Executive of a fellow subsidiary company of the Company
- d. A party whose major client or supplier is the Company or an executive thereof
- e. Major client or supplier of the 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 *kansayaku*
- 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 *kansayaku* himself/herself only)
- i. Executive of a company, between which and the Company outside directors/*kansayaku* are mutually appointed (the *kansayaku* himself/herself only)
- j. Executive of a company or organization that receives a donation from the Company (the *kansayaku* himself/herself only)
- k. Others

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

Name	Designation as Independent Audit & Supervisory Board Member	Supplementary Explanation of the Relationship	Reasons of Appointment
Masayuki Kitaguchi	✓	Mr. Kitaguchi is an Independent Officer who has no risk of having conflicts of interests with ordinary shareholders whose designation is made compulsory by the Tokyo Stock Exchange, Inc.	[Reason of appointment as Outside Audit & Supervisory Board Member] Ever since Mr. Masayuki Kitaguchi became an Audit & Supervisory Board Member of the Company, he has performed his duty as an Outside Audit & Supervisory Board Member of our Company by actively stating his opinions as an observer of the Compliance Committee. Since Mr. Kitaguchi holds expert viewpoint and considerable experience as a CPA as well as a lawyer, the

			<p>Company decided that he is a suitable individual who contributes to enhancement of the function of the Audit &amp; Supervisory Board and continues to appoint him as an Outside Audit &amp; Supervisory Board Member.</p> <p>[Reason of designation as Independent Officer] Based on “Criteria for the Independence of Outside Officers” as described in “Matters relating to Independent Directors/ Audit &amp; Supervisory Board Members” of [Independent Directors/ Audit &amp; Supervisory Board Members] below, which is used to objectively determine the independence prescribed by the Company, the Company determined that there is adequate independence and no risk of having conflicts of interests with ordinary shareholders and, thus designated as an Independent Officer.</p>
Shigeru Nishiyama	✓	Mr. Nishiyama is an Independent Officer who has no risk of having conflicts of interests with ordinary shareholders whose designation is made compulsory by the Tokyo Stock Exchange, Inc.	<p>[Reason of appointment as Outside Audit &amp; Supervisory Board Member] Ever since Mr. Shigeru Nishiyama became an Audit &amp; Supervisory Board Member of the Company, he has performed his duty as an Outside Audit &amp; Supervisory Board Member of our Company by actively stating his opinions as an observer of the Sustainability Committee. Since Mr. Nishiyama holds expert viewpoint and considerable experience as a CPA as well as a professor in graduate school, the Company decided that Mr. Nishiyama is a suitable individual who contributes to enhancement of the function of the Audit &amp; Supervisory Board and have made him an Outside Audit &amp; Supervisory Board member.</p> <p>[Reason of designation as Independent Officer] Based on “Criteria for the Independence of Outside Officers” as described in “Matters relating to Independent Directors/ Audit &amp; Supervisory Board Members” of [Independent Directors/ Audit &amp; Supervisory Board Members] below, which is used to objectively determine</p>

			the independence prescribed by the Company, the Company determined that there is adequate independence and no risk of having conflicts of interests with ordinary shareholders and, thus designated as an Independent Officer.
Katsumi Nakamura	✓	Mr. Nakamura is an Independent Officer who has no risk of having conflicts of interests with ordinary shareholders whose designation is made compulsory by the Tokyo Stock Exchange, Inc.	<p>[Reason of appointment as Outside Audit &amp; Supervisory Board Member] Mr. Katsumi Nakamura holds expert viewpoint and considerable experience as a lawyer. Therefore, the Company decided that he is a suitable individual who contributes to enhancement of the function of the Audit &amp; Supervisory Board and has made him an Outside Audit &amp; Supervisory Board Member.</p> <p>[Reason of designation as Independent Officer] Based on “Criteria for the Independence of Outside Officers” as described in “Matters relating to Independent Directors/ Audit &amp; Supervisory Board Members” of [Independent Directors/ Audit &amp; Supervisory Board Members] below, which is used to objectively determine the independence prescribed by the Company, the Company determined that there is adequate independence and no risk of having conflicts of interests with ordinary shareholders and, thus designated as an Independent Officer.</p>

**[Independent Directors/ Audit & Supervisory Board Members]**

Number of Independent Directors/ Audit & Supervisory Board Members	6
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**Matters relating to Independent Directors/ Audit & Supervisory Board Members**

All the Outside Directors and Audit & Supervisory Board Members are qualified as Independent Officers, and the Company has notified Tokyo Stock Exchange, Inc. that all of the Outside Officers are Independent Officers.

"Criteria for the Independence of Outside Officers"

If any Outside Officer or any candidate for Outside Officer is judged not to satisfy any of the requirements in the following items, the Company shall determine that such any Outside Officer or any candidate for Outside Officer is independent of the Company:

1. The Outside Officer or candidate for Outside Officer is, or has been, a Director (excluding an Outside Director), Executive Officer, Corporate Officer, or employee (hereinafter referred to as an "Executive") of the Company or any of its subsidiaries or equity method affiliates (the "NH Foods Group"), currently or in the past;
2. The Outside Officer or candidate for Outside Officer has been a leading shareholder (Note 1) or an Executive of the Company, or an Executive of any company which the NH Foods Group is its leading shareholder, currently or in the past 5 years;
3. The Outside Officer or candidate for Outside Officer has been a person or entity which principal trade partner (Note 2) has been the NH Foods Group or an Executive thereof, or a principal trade partner of the NH Group or an Executive thereof, currently or in the past 5 years;
4. The Outside Officer or candidate for Outside Officer is a recipient of a donation of 10 million yen or more from the NH Foods Group for the current fiscal year (if the recipient of the donation is a corporate body, partnership or other entity, any individual who belongs to such entity), currently or in the past 5 years;
5. The Outside Officer or candidate for Outside Officer is an attorney, certified public accountant or any of various providers of consulting and other professional services who receives remuneration of 10 million yen or more, other than as the officer's remuneration, from the NH Foods Group for the current fiscal year (if the provider of the service is a corporate body, partnership or other entity, any individual who belongs to such entity), currently or in the past 5 years;
6. (1) In determining the independence of an Outside Director, the Outside Officer or candidate for Outside Officer is a spouse or a relative within the third degree of kinship of any important individual (Note 3) corresponding to any of 1 through 5 above,  
(2) In determining the independence of an Outside Audit & Supervisory Board Member, the Outside Officer or candidate for Outside Officer is any important individual (Note 3) corresponding to any of 1 through 5 above, or a spouse or a relative within the third degree of kinship of a Director (including Outside Director) or accounting advisor of NH Foods Group, currently or in the past; and
7. The Outside Officer or candidate for Outside Officer is an Executive of a company with a relationship of interlocking outside officers" (Note 4).

(Notes)

1. "Leading shareholder" means any person holding, directly or indirectly, 10% or more of the total voting rights.
2. "Principal trade partner" means an entity or person whose amount of money paid or received in its trading with the Group is 2% or more of net sales of the NH Foods Group or the client on a consolidated basis.
3. "Important individual" means Executive Director, Executive Officer, Corporate Officer or employee assigned to the post of a general manager or a higher post for 1 through 4 above, and includes public accountants belonging to each auditing firm and lawyers belonging to each law firm for 5 above.
4. "Relationship of interlocking outside officers" means to accept the dispatching of any Executive as the Outside Officer from a company that any Executive of NH Foods Group is currently serving as an outside officer.

**[Incentives]**

Incentive Policies for Directors	Performance-linked Stock Compensation
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Supplementary Explanation
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The Company has introduced the Performance-Based Stock Compensation Plan (the "Plan") for the Directors (excluding Outside Directors or non-Japan residents; hereinafter the same) and Executive Officers (excluding non-Japan residents; together with the Directors, collectively referred to as the "Directors, etc.") with the objective of further clarifying the linkage between the compensation for Directors, etc. and the Company's business performance and shareholder value, and to provide incentives to encourage enhancement of the corporate value over the medium and long term in order to realize the Company's corporate philosophy.

Under the Plan, a scheme called the officers compensation BIP (Board Incentive Plan) Trust (the "BIP Trust") will be adopted. The BIP Trust is a plan, as with the performance based stock compensation (Performance Share) scheme and stock compensation with transfer restriction (Restricted Stock) scheme in Europe and America, the shares of the Company and the amount of money equivalent to the proceeds from the disposal of the shares of the Company (the "Shares, etc. of the Company") will be delivered and paid (the "Delivery, etc.") to the Directors, etc. according to their position, achievement level of the performance goal, etc.

In principle, the Plan is a scheme where the Shares, etc. of the Company will be delivered, etc. based on the position, achievement level of the performance goal, etc. during the business years corresponding to the period of the Company's Medium-Term Management Plan (the "Target Period"). However, for the Plan commencing in the business year ended March 31, 2021, it will cover four business years which are the business year ended March 31, 2021 which is the remaining period of the previous Medium-Term Management Plan and the three business years from the business year ended March 31, 2022 to the



business year ending March 31, 2024 which are the period of the current Medium-Term Management Plan.

Moreover, in principle, the Directors, etc. are entitled to receive the Delivery, etc. of the Shares, etc. of the Company equivalent to 70% of the accumulated value of points during the Target Period (the "Accumulated Points") immediately after the end of the Target Period and the Shares, etc. of the Company equivalent to 30% of the Accumulated Points upon retirement, on the condition that the requirements as beneficiaries are being met.

Recipients of Stock Options	
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Supplementary Explanation
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**[Director Compensation]**

Disclosure of Individual Directors' Compensation	No Individual Disclosure
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Supplementary Explanation
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<p>The Company discloses the total amount of compensation for the Directors other than Outside Directors, the total amount of compensation for Audit &amp; Supervisory Board Members other than Outside Audit &amp; Supervisory Board Members and the total amount of compensation for Outside Officers (Outside Directors and Outside Audit &amp; Supervisory Board Members).</p>
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Policy on Determining Compensation, etc. and Method of Calculation	Established
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Disclosure of Policy on Determining Compensation Amounts and Calculation Methods
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Basic Policy on Director and Audit & Supervisory Board Member

<p>The purpose of the Officers compensation system at the Company is to selectively train and promote excellent human resources as executives, to further clarify the linkage between Officers compensation and Company's business performance/shareholder value and to provide an incentive for enhancing the corporate value over the medium to long term aiming to realize the corporate philosophy for each Executive Director and Executive Officer.</p>
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The system development, compensation levels, system operation, etc. are to be deliberated by the Compensation Committee, where Outside Director acts as Chairperson, with the final decision to be made by the Board of Directors.

Regarding the compensation standard of the Company based on his/her position, the standard is verified every year by reference to the investigation results etc. of third-party organizations.

Summary of Compensation of the Directors:

1. Compensation of Directors shall comprise monetary compensation (basic compensation and performance-based compensation) and performance linked stock compensation. The composition ratio (if the standard performance attainment level is 100%) is 55% for basic compensation, 28% for performance-based compensation, and 17% for performance-linked stock compensation. No retirement gratuity shall be paid.

(1) Monetary compensation shall comprise a basic compensation and performance-based compensation. The basic compensation is a fixed compensation based on his/her position and the performance-based compensation is based on the annual business performance (net sales, business income, ROE, ROIC) and attainment level of individually established management issues, and if the standard performance attainment level is 100%, it varies in the range of 0 to 200%.

(2) The performance-based stock compensation which is intended to be a provision of incentive for enhancing the corporate value over the medium to long term is a system where points will be granted to each Director (excluding Outside Director) and Executive Officer based on the attainment level etc. of the performance goal (consolidated net sales, consolidated business income, ROE) described in the Company's Medium-Term Management Plan and the number of Company's shares equivalent to the granted number of points will be delivered while in office or when retiring. Further, such shares shall be not transferred until one (1) year has lapsed after his/her retirement from office.

2. Compensation of each Outside Director shall be a basic compensation only in consideration of his/her role. No retirement gratuity or performance-link stock compensation shall be paid.

Summary of Compensation of the Audit & Supervisory Board Members:

Compensation of each Audit & Supervisory Board Member shall be a basic compensation only in consideration of his/her role. No retirement gratuity or performance-link stock compensation shall be paid.

Summary of Compensation Return Policy for Performance-linked Stock Compensation

The performance-linked stock compensation of the Company includes malus provision (reduction of amount prior to vesting after entitlement) and clawback provision (return after vested). These provisions can be exercised where one of the trigger events occurred, and the trigger events include certain illegal behaviors such as a serious breach of duties or serious breach of internal policies/rules. Stock

compensation which is the subject of return will be the whole or a part of the compensation in the business year when the illegal behavior occurred.

**[Supporting System for the Outside Directors (Outside Audit & Supervisory Board Members)]**

- Although there are no staff members who engage in their duties solely for the Outside Directors, the Corporate Planning Department and the Secretarial Office, which are the secretariats of the Board of Directors, provide supports to the Outside Directors. As for the Outside Audit & Supervisory Board Members, there are three (3) persons who are in charge of engaging in their duties solely for all of the auditors and these persons provide support to the Outside Audit & Supervisory Board Members.
- The Company distributes materials for the Board of Directors' meetings to each Director and each Audit & Supervisory Board Member so that the Board of Directors is able to make decisions after information necessary for discussions is fully shared in advance of the date on which the Board of Directors meeting is held, and the secretariat of the Board of Directors provides each Director and each Audit & Supervisory Board Member with explanation as necessary.

**[Details of Those Who Retired from President and Representative Directors, etc.]**

Name and other details of Advisors, etc. Who Are Former President and Representative Directors, etc.

Name	Title / Position	Details of Role	Work Arrangement / Terms (Full-time/Part-time, Remunerated or not, etc.)	Retirement Date from President, etc.	Term of Office
Yoshihide Hata	Corporate Advisor	Advising on management as a whole	Part-time with remuneration	March 31, 2023	1 year

**[Total Number of Advisors, etc. Who Are Former President and Representative Directors, etc.]**

1

**[Other Matters]**

In the Company, with respect to an advisor who used to work as the President and Representative Director, assignment is made by resolution of the Board of Directors, based on the necessity for the businesses. Further, the term (1 year) and details of the assignment such as the duty/role and compensation, etc. are prescribed in the relevant internal rules.

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

### **(1) Corporate Governance System**

In accordance with the foregoing “I. Basic Views on Corporate Governance, Capital Structure, Corporate Profile and Other Basic Information” “1. Basic Views”, the Company establishes the following system.

The Company clarifies responsibilities and authority in the “management supervisory function” by the Directors and the “business execution function” by the Executive Officers. The system for supervision of the management has been also constructed by the Audit & Supervisory Board and its Members. The Audit & Supervisory Board takes part of the supervisory function of the Company in cooperation with the Board of Directors, and as an independent organization entrusted by the shareholders, audits the execution of duties by the Directors.

The number of members of the Board of Directors is not less than three (3) and be up to twelve (12), taking timely and appropriate decision-making and the scope of the Board of the Directors’ responsibilities into consideration and in order to ensure the transparency of the Board of Directors the Company appoints multiple Outside Directors. Currently, out of eight (8) Directors, three (3) of them are Outside Directors; the Directors are comprised of seven (7) males and one (1) female. In addition, the Directors’ term of office is one (1) year in order to clarify management responsibility for each year.

The number of Audit & Supervisory Board Members is not less than three (3) and up to five (5), in order to fully perform the supervisory function toward the Board of Directors and, in essence, three (3) or more Outside Audit & Supervisory Board Members are appointed. Currently, out of five (5) Audit & Supervisory Board Members, three (3) of them are Outside Audit & Supervisory Board Members; the Audit & Supervisory Board Members are comprised of five (5) males.

The Audit & Supervisory Board includes the Audit & Supervisory Board Members who have appropriate expertise and knowledge in finance, accounting or/ legal and in particular appoints one (1) or more specialist with sufficient knowledge in finance or accounting.

The roles and responsibilities, size/members, operation and activities for securing effectiveness of each organization are as set forth in Section 2: Organization in the Fundamental Policy on Corporate Governance.

[https://www.nipponham.co.jp/ir/policy/pdf/20230627\\_01.pdf](https://www.nipponham.co.jp/ir/policy/pdf/20230627_01.pdf)

### **(2) Specific Policies in the Case Where Processes Toward Improvement of Business Execution and Enhanced Supervisory Function Have Been Introduced**

- The Board of Directors is held once each month wherein the Chairperson and Director serves as the Chairperson, and the Board of Directors makes decisions on the matters set forth in the laws, regulations and the Articles of Incorporation, as well as other important matters.
- The Audit & Supervisory Board is held once a month and is comprised of the Audit & Supervisory Board Members (including the Outside Audit & Supervisory Board Members), and the Audit & Supervisory Board makes decisions on important matters concerning auditing.
- The Management Strategy Committee is held twice a month and is comprised of the Directors (excluding the Outside Directors), the Executive Officers designated by President and Representative Director and the managers of each division. The Management Strategy Committee makes decisions on important matters excluding matters that require approval of the Board of Directors under the laws and regulations as well as important managerial matters set forth in the rules of the Board of Directors and facilitates communication and coordination within the Group.
- The matters to be submitted to the Board of Directors and the Management Strategy Committee are discussed in advance at the Investment & Finance Committee and/or the Corporate Governance Committee to be held twice a month as necessary, respectively.
- The Company develops and operates its internal control system, establishes a risk management system, and ensures the appropriateness of its business through internal audits conducted by the Audit Department, quality audits conducted by the Quality Assurance Department and monitoring by the Compliance Department.
- The Company establishes the following Committees. The committees marked as \* below have advisory function to the Board of Directors.

(Compliance Committee\*)

This committee comprehensively discusses the compliance for the Group as a whole, and submits recommendations to the Board of Directors. The meetings are held once each quarter.

(Executive Appointments Committee\*)

With the purpose of improving the supervisory function of the Board of Directors by way of enhancing the transparency and objectivity of decisions on candidates for the President and Representative Director/Directors/Audit & Supervisory Board Members as well as discussion on dismissal and removal of the President and Representative Director and other management (Executive Directors and the Executive Officers), the majority of the members of this committee are Independent Officers (Chairperson shall be an Outside Director). The meetings are held at least twice a year.

(Compensation Committee\*)

With the purpose of enhancing the transparency and objectivity of decisions on the compensation for the Corporate Officers (including the Executive Officers) and improving the supervisory function of the Board of Directors, the majority of the members of this committee are Independent Officers (Chairperson shall be an Outside Director). The meetings are held at least twice a year.

(Board of Independent Officers, Chairperson, and President\*)

With the purpose of improving the Group's corporate value and promoting reformation of corporate culture through free and open discussions among the Independent Officers, the Chairperson and the President, this board is composed of all the Independent Officers, the Chairperson and the President. The meeting is held at least once a year.

(Board of Independent Officers\*)

With the purpose of exchanging information and sharing understandings from an independent and objective perspective, this board is composed of all the Independent Officers. The meeting is held at least once a year.

(Sustainability Committee\*)

With the purpose of considering the Group's initiatives towards sustainability in a comprehensive manner and reporting and advising to the Board of Directors, this committee is composed of Directors, Executive Officers and outside experts appointed by the President and Representative Director and the meetings are to be held at least once a quarter of a year.

(Internal Control/JSOX Committee)

This committee conducts the evaluation of the effectiveness of internal control of the Group as a whole and the evaluation of the effectiveness of internal control relating to the business processes, and summarizes the results thereof, and reports such results to the Board of Directors and the management as basic materials for the management's evaluation.

(Risk Management Committee)

The Company establishes this committee with the purpose of discussing the issues and countermeasures relating to risk management of the Group (prevention of occurrence of any risks and emergency countermeasures against management crises) and contributing to the management of the Group. Matters discussed at this committee and results thereof are reported to the Board of Directors or the Management Strategy Committee.

(Compliance Committee)

With the aim of becoming a faithful and highly transparent company group, and with the purpose of causing each individual employee of the Group to be more thoroughly informed of compliance, the Company establishes this committee with the purpose of planning and implementing carefully crafted policies suitable to the actual conditions of business and business types.

**(3) Summary of details of a liability limitation agreement**

The Company has entered into agreement with its Outside Directors and Outside Audit & Supervisory Board Members to the effect that the liability for damage set forth in Article 423.1 of the Companies Act shall be limited in accordance with Article 427, Paragraph 1 of the Companies Act and the provisions under the Articles of Incorporation. The limitation of liability for damage under such agreement shall be the minimum liability amount set forth in Article 425, Paragraph 1 of the Companies Act. It should be noted that such limitation of liability is allowed only when such Outside Director or Outside Audit & Supervisory Board Member are without knowledge and are not grossly negligent in performing their duties in relation to the execution of his/her duty which became a cause for such liability.

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

In accordance with the basic views on corporate governance as stated in “I. Basic Views on Corporate Governance, Capital Structure, Corporate Profile and Other Basic Information”, “1. Basic Views” of this Report, the Company chooses the framework of a “company with an Audit & Supervisory Board” as an organizational structure under the Companies Act, wherein the Board of Directors makes important management decisions and oversees business operations, and the Audit & Supervisory Board Member and the Audit & Supervisory Board, which is independent from the Board of Directors, mainly audit the Directors’ execution of duties.

As stated above, the Company has clarified the responsibility and authority of the Directors’ “management supervisory function” and the Executive Officers’ “business execution function.” In addition, the Company considers that fair and efficient corporate management can be conducted by appropriately combining the following: discussion and deliberation by the Board of Directors, the Management Strategy Committee, the Investment & Finance Committee, the Corporate Governance Committee, etc. with their clarified decision-making authorities; recommendations to the Board of Directors by seven (7) Committees (referring to the committees marked as \* among the committees as stated in “II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight in Management”, “2. Matters on Functions of Business Execution, Auditing, Oversight, Nomination and Compensation Decisions (Overview of Current Corporate Governance System”, “(2) Specific Policies in the Case Where Processes Toward Improvement of Business Execution and Enhanced Supervisory Function Have Been Introduced”, of this

Report.); and audits by the Audit & Supervisory Board Members, internal audits, quality audits and the Compliance Department's monitoring.

The Company has, at the Board of Directors, one or more members of Outside Directors and Audit & Supervisory Board Members in order to secure the supervision of the Board of Directors from a standpoint where there is a certain distance from the business operations.

#### Roles and Functions of Outside Directors

The composition of the Board of Directors includes several Outside Directors who satisfy the following criteria, in order to ensure the transparency of the management:

- i) Expertise or extensive experience in any of the following areas: business management, compliance, risk management, crisis management, finance and accounting, internal control, macro-economic policy (finance, industry, etc.), organizational/cultural reform, global management, etc.;
- ii) Proper skills to overview and comprehend the Group's management as a whole, to understand essential tasks and risks, and to conduct interviews with, express opinions to, and convince the Board of Directors and the management (meaning the Executive Directors and the Executive Officers) in a timely and appropriately manner.

### III. Implementation of Measures for Shareholders and Other Stakeholders

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

	Supplementary Explanations
Early Notification of General Meeting of Shareholders Meeting	A notice of general meeting of shareholders is dispatched three (3) weeks prior to such general shareholders meeting.
Scheduling AGMs Avoiding the Peak Day	The general meetings of shareholders are scheduled for days other than the peak days on which numerous companies hold their general meetings of shareholders.
Exercising Voting Rights through electronic means	Starting from the 75 <sup>th</sup> general meeting of shareholders for the year 2020, exercise of voting rights through electronic means has been introduced.
Participation in the Electronic Voting Platform and other Initiatives to Improve the Environment for Exercising Voting Rights for Institutional Investors	Starting from the 75 <sup>th</sup> general meeting of shareholders for the year 2020, use of electronic voting rights platform has been commenced. Further, promotional activities for institutional investors for exercise of voting rights have been carried out actively such as providing explanation of the agenda as appropriate.
Providing Convening Notice in English	The convening notice is posted on the Company's website.
Others	A notice of general meeting of shareholders is disclosed to the Tokyo Stock Exchange and is also posted on the Company's website, prior to dispatching the same to the shareholders. Other information for the shareholders, including reports on the general meetings of shareholders, is also posted on the Company's website.



## 2. IR Activities

	Supplementary Explanations	Whether There Has Been Explanation Offered by the Representative Him/Herself
Preparation and Publication of Disclosure Policy	The Disclosure Policy is provided for and published in the “NH Foods Group Fundamental Policy on Corporate Governance”.	
Regular Briefing Sessions for Individual Investors	They were held online twice during the period between April 1, 2022 and March 31, 2023 (on-demand distribution and appearance on economics program for individual investors).	No
Regular Briefing Sessions for Analysts and Institutional Investors	They are held four (4) times annually after quarterly settlement of accounts. The President and Representative Director as well as the responsible Director attend two (2) of such briefing sessions and explain the Medium-Term Management Plan etc. In addition, starting from 2021, IRDay, which includes sessions that are considered to be of great interest to investors such as a sustainability briefing where sustainability is appealed and medium to long term growth strategies, has been held.	Yes
Regular Briefing Sessions for Overseas Investors	They are held several times annually. (Carrying out overseas roadshows remotely during the COVID-19 pandemic and participation in conferences where overseas investors also participated, etc.)	Yes
Posting of IR Materials on Website	Briefing materials for analysts and institutional investors are posted on the website on the date of announcement of the financial results. Summary of financial results used at briefing sessions for analysts and institutional investors are posted on the website on the date of briefing sessions. Minutes of briefing sessions for analysts and institutional investors are posted on the website within one (1) week after the briefing sessions. In addition to the above briefing materials, the Integrated Report, the Earnings Report, Securities Report, Corporate Governance Report and Market Trends are posted on IR Information of the Company’s website.	
Establishment of Department and/or Manager in Charge of IR	The Public & Investor Relations Department is in charge of IR.	

Others	Important materials for investors are generally translated into English and are posted on the website promptly after the disclosure of the Japanese materials.	
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### 3. Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanations
(a) Stipulation of Internal Rules for Respecting the Position of Stakeholders	The responsibilities for stakeholders are provided in the Corporate Philosophies, the Management Principles, the “NH Foods Group Global Action Standards” and the “NH Foods Group Fundamental Policy on Corporate Governance”.
(b) Implementation of Environmental Activities, CSR Activities etc.	With setting the Corporate Philosophies as the foundation of management, valuing communication with stakeholders and with high-dimensional No. 1 quality operation and corporate governance as the business base, NH Foods Group has worked on “Stable procurement and supply of protein”, “Addressing food diversity and health issues”, “Contributing to a sustainable global environment”, “Co-creation and co-prosperity with the community and society through good and sport”, with Producing food that is safe and reliable”, “Supporting mental and physical well-being through food and sport”, “Employee development and respect for diversity”, by setting them as “The Five Materialities”. Reports on details of the sustainability activities of the Group can be found on the Company’s website and also on the integrated report.
(c) Foundation of policies, etc. related to provision of information to stakeholders	Described in Sections 4 and 5 of “NH Foods Group Fundamental Policy on Corporate Governance”
(d) Other	The environment surrounding the Company is changing rapidly, and consumer values and tastes are becoming more diverse. In conducting corporate activities under such circumstances, the Company believes that it is important to respect the diversity of employees and to develop an environment and a system that enables employees to make the most of their capabilities.  Specifically, the Company will improve value creation by promoting the activities of diverse human resources, and as part of our utilization of diverse human resources, the Company will proceed to create a system that enables female employees to continue their successes in working and to provide relevant supports. Also, as part of the work style reform, the Company will build a system that allows employees to flexibly choose where to work and when to work depending on the employee’s individual circumstances, which is hoped to lead to the improvement of the productivity.  [Efforts toward promotion to female officers and managers] • Create “Handbook for Supporting Balance of Pregnancy and Childcare with Work” which summarizes the various programs and systems offered by the government as well as the Company for their easy understandings.

	<ul style="list-style-type: none"> <li>• Create workplaces and build systems that are convenient for employees with time and location constraints such as flexible work hours system for those raising children, special leave system for when spouse gives birth, and teleworking system.</li> <li>• Foster an organizational culture of various work styles and career self-sufficiency through an interview system where an employee can discuss its future career with its supervisor.</li> <li>• Support career development by increasing experience through job rotation.</li> <li>• Provide financial supports from the mutual aid association to employees on maternity leave.</li> </ul>
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**IV. Matters Related to the Internal Control System**

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

<p>1. Systems to secure the execution by the Directors of their duties complies with laws and regulations and the Articles of Incorporation</p>	<p>1) The Company establishes the “NH Foods Group Global Action Standards” in order to strictly implement its Action Guidelines so as to bring the Corporate Philosophies to fruition under the Corporate Philosophies and Business Principles. The Corporate Officers and employees of the Group comply with it.</p> <p>2) The Corporate Officers of the Group take initiative in complying with laws and regulations and the internal rules, etc., including the Articles of Incorporation and the “NH Foods Group Global Action Standards”, and ensure that all employees are fully aware of these rules.</p> <p>3) The Company establishes the Compliance Committee in order to examine policies and measures concerning the compliance of the Group as a whole in a comprehensive manner. The Compliance Department of the Company reviews the “NH Foods Group Global Action Standards” regularly and as necessary, and ensures that all Corporate Officers and employees of the Group are fully aware thereof.</p> <p>4) The Corporate Officer appointed by the Representative Director/President will preside over the Compliance Committee, and the Company convenes meetings of the Compliance Committee, which periodically reports to the Board of Directors on progress on ensuring awareness of compliance and specific problems, issues, etc.</p>
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- 5) The Company secures a direct way for employees to report conducts at the Group that pose a question as to compliance of laws and regulations and establish and operate internal and external hotlines in relation to compliance issues.

## 2. Systems concerning storage and management of information pertaining to the execution of duties by the Directors

- 1) The Directors, pursuant to the document management rules, properly store and manage the following documents (including electronic records; the same applies hereinafter) concerning the execution of their respective duties and other important information:
  - (1) Minutes of general meetings of shareholders and their related materials;
  - (2) Minutes of the Board of Directors' meetings and their related materials;
  - (3) Records of proceedings of other important meetings hosted by the Directors or their instructions, and their related materials;
  - (4) Documents pertaining to decision making by the Directors and their attached documents; and
  - (5) Other important documents for execution of duties by the Directors.
- 2) The Representative Director/ President is responsible for monitoring and supervising the storage and management of information set forth in 1) above. The Representative Director/President performs such that pertain to preparation of minutes as required by the Companies Act of Japan.
- 3) The documents set forth in 1) above are kept on file for at least 10 years and are made available for inspection as necessary.

## 3. Rules and other systems concerning management of exposure to risk of loss

- 1) In addition to enacting risk management rules and establishing a Risk Management Committee in order to examine policies and measures concerning risk management of the Group as a whole in a comprehensive manner, the Company regards the Compliance Department as the department which manages overall risks of the Group and defines the risk management system.

- 2) The Compliance Department cooperates with other relevant sections to establish a preventive system adopted for non-emergency events and a system for emergency events to facilitate prompt and appropriate information communication and urgent tasks that correspond to risks expected under the risk management rules.
- 3) The Compliance Department identifies important risks to the Group and periodically holds meetings of the Risk Management Committee to share, respond to and confirm risk information for the purpose of managing the said risks through the reasonable and most appropriate method, from the perspective of the Group as a whole.
- 4) The Audit Department cooperates with the Compliance Department and other relevant sections of the business division to audit the state of day-to-day risk management of the Group.

#### 4. Systems to secure efficient execution of the Directors' duties

- 1) To enhance the transparency and appropriateness of decision-making by the Board of Directors, the Board of Directors includes two or more Outside Directors, in principle.
- 2) The Board of Directors, based on the assignment of duties of the management bodies, Representative Directors, Executive Directors and Executive Officers, etc. determined by the Board of Directors, cause the Representative Directors, Executive Directors, and Executive Officers to execute business.
- 3) With regard to items of business in respect of which the decision making authorization is delegated to the Representative Directors, Executive Directors, and Executive Officers, such items are determined by such bodies or in accordance with procedures as stipulated in the Rules on Business Authorization. The Rules on Business Authorization may be revised from time to time when the relevant laws or regulations are amended or abolished, or as necessary, to enhance the efficiency of the execution of their duties.

#### 5. Systems to secure the employees' execution of their duties to comply with laws and regulations and the Articles of Incorporation

- 1) To ensure that the execution of duties by the Group's employees complies with laws and regulations and the Articles of Incorporation, the Company establishes a system to strictly implement its Corporate Philosophies, Management Principles, Action Guidelines and Action Standards. The Company also cause the Representative Directors, Executive Directors, and Executive Officers to train and educate the employees of the Group concerning compliance.

- 2) In the event of any employee of the Group finds any material violation of the law or regulation or any other material fact concerning compliance in any company within the Group, he/she reports the same to the Company's Compliance Department pursuant to the internal rules, etc., including the "NH Foods Group Global Action Standards". The Corporate Officer in charge of compliance directs and supervises investigations of such reported fact, and the said Department confirms all the facts revealed through the investigation, cooperate with the relevant sections from the perspective of their expertise, formulate and implement corrective measures and recurrence prevention measures.
- 3) With regard to important information, the Company discloses the content thereof and its status of handling and results thereof to the Corporate Officers and employees of the Group and ensures that all Corporate Officers and employees are fully aware thereof.
- 4) The Representative Director/President directly manages the Audit Department. The Audit Department, in accordance with the instruction of the Representative Director/President, conducts audits on the state of execution of business. The Quality Assurance Department conducts quality audits.

6. Systems to secure the appropriateness of business activities of the corporate group comprised of the Company and its subsidiaries

- 1) "NH Foods Group Global Action Standards" serve as action standards for the Corporate Officers and employees of the Group to act in compliance with laws and regulations, the Articles of Incorporation and social norms.
- 2) In order to ensure strict compliance with 1) above, the Compliance Department supervises compliance efforts on a cross-sectional manner and provides training, etc. for the Corporate Officers and employees of the Group.
- 3) The Representative Directors, Executive Directors, and Executive Officers of the Group define internal control through means such as establishment of the Primary Business Administration Rules, in order to ensure appropriate execution of business at each business division.
- 4) The Audit Department audits the subsidiaries on a regular basis and cooperate with business divisions that oversees the business of each company within the Group. The results of such audits are reported to the Representative Director/President

- 5) The Group Audit & Supervisory Board Members' Office is designed to strengthen the audit function and internal control of the Group, by re-enforcing the cooperation of audits by audit and supervisory board members in the subsidiaries (who are independent from the directors of the subsidiaries) with relevant departments. With the goals of establishing and realizing an appropriate auditing system for the subsidiaries as a whole, it will also build the required organization and develop human resources.
- 6) The Company respects the autonomy and independence of the management of the subsidiaries. However, when the subsidiaries make decision on important managerial matters, the Company establishes a system in which prior approval, prior adjustment and reporting are made to us in accordance with the Affiliate Companies Management Rules.
- 7) As for transactions between the Company and its subsidiaries (including transactions between subsidiaries), in accordance with the market mechanism, the Company ensures that such transactions are not significantly advantageous or disadvantageous compared to transactions with a third party and establishes a system in which transparency of transactions is ensured such as confirmation with experts as necessary.
- 8) With regard to the risk management conducted by the subsidiaries as a corporate group, the Company grasps the status thereof and establishes a system in which the Company provides instructions for improvement.
- 9) The Company establishes compliance points of contact and sets up the system by which all the employees in the Group can directly report to in-house consultation points of contact and external consultation points of contact. In addition, the Company establishes the "NH Foods Group Whistleblowing Rules" and ensures that all Corporate Officers and employees of the Group are fully aware thereof. Further, the Company does not dismiss or unfavorably treat any person who has made such reports.
- 10) In accordance with "NH Foods Group Whistleblowing Rules", the Company establishes a consultation point of contact to which reports are to be made regarding the Corporate Officers in order to promote a report in respect of violation of laws or frauds, etc. by the Corporate Officers in the Group.
- 11) For cases of any violation of laws, regulations and/or internal rules, etc. or if any threat thereof occurs or is revealed in the Company or its subsidiaries, the Company establishes a system in which the foregoing is reported to the Company's Compliance Department.

- 12) The Group, as a member of society, has no relationship, including business relationship, with any anti-social force that threatens the social order or safety and uncompromisingly deal with any undue claims. The Company provides the way how to deal with anti-social forces in the “NH Foods Group Global Action Standards”, and the Company ensures that how to deal with anti-social forces are made fully aware throughout the Group. The General Affairs Department of the Company collects and manages information on undue claims, thereby reducing risks concerning anti-social forces.
- 13) The Group establishes a system to ensure the reliability of financial reporting and establishes relevant rules as well as a system under which responsible sections and the audit section are able to periodically evaluate the operations of the system to find and solve problems, if any. In addition, the Group provides training and raise awareness of compliance with accounting standards and related laws and regulations, thereby reinforcing internal control over financial reporting.
- 14) As for foreign subsidiaries, the Company causes such subsidiaries to establish and operate appropriate internal control in accordance with this policy to a reasonable extent. The Company causes such subsidiaries to apply respective procedures, systems and accounting processing/reporting methods for internal control established by the Company to the extent permitted by the laws, etc. of each relevant country.

7. Matters concerning the employees assisting the Audit & Supervisory Board Members to execute their duties, matters concerning the independence of such employees from the Board of Directors, matters concerning ensuring the effectiveness of instructions toward such employees

- 1) The Company assigns staff for the Audit & Supervisory Board Members as employees assisting the Audit & Supervisory Board Members in the execution of their duties.
- 2) The number of staff for the Audit & Supervisory Board Members is determined upon consultation with the Audit & Supervisory Board.
- 3) The staff for the Audit & Supervisory Board Members dedicates all of their work time for the Audit & Supervisory Board and assists its auditing activities exclusively pursuant to instructions of the Audit & Supervisory Board.
- 4) The Company obtains prior approval from the Audit & Supervisory Board upon nomination, personnel change, evaluation and disciplinary punishment of the staff for the Audit & Supervisory



Board Members and establishes a system in which the independence from the Board of Directors is ensured.

8. System for reporting by the Directors and employees of the Company and its subsidiaries to the Audit & Supervisory Board Members and other systems for reporting to the Audit & Supervisory Board Members, system for ensuring that any person making such report will not be subject to unfavorable treatment due to the fact of making such report

- 1) The Audit & Supervisory Board Members attend the Board of Directors' meetings and the representative(s) of the Audit & Supervisory Board attend important meetings such as the Management Strategy Committee.
- 2) The Directors report the following matters to the Audit & Supervisory Board:
  - (1) Matters resolved at meetings of the Management Strategy Committee, etc.;
  - (2) Matters that may inflict material damage to the Group;
  - (3) Matters important to business conditions each month;
  - (4) Important matters concerning the status of internal audits and risk management;
  - (5) Material violations of laws or regulations or the Articles of Incorporation;
  - (6) Matters in violation of the "NH Foods Group Global Action Standards"; and
  - (7) Status of whistleblowing made to the compliance point of contact and the details thereof.
- 3) If the Audit & Supervisory Board Members determine necessary, the Audit & Supervisory Board Members may request the Directors, Executive Officers and employees, or any of the Company's subsidiaries' Directors, Audit & Supervisory Board Members, Executive Officers and employees to report to the Audit & Supervisory Board Members at any time.
- 4) The Company ensures that any person who makes a report to the Audit & Supervisory Board Members will not be subject to dismissal or suffer any other unfavorable treatment due to the fact of making such report.
- 5) The Audit & Supervisor Board investigates facts in respect of reports regarding violation of laws or frauds, etc. by the Corporate Officers. Audit & Supervisory Board may instruct that an investigation team be established addition members from relevant departments as necessary and it investigate the facts.

- 6) The Corporate Officers and employees of the Group must cooperate with the Audit & Supervisory Board or its investigation team if they are requested to cooperate with the investigation.
- 7) The Audit & Supervisor Board must report to the Board of Directors, etc. if fraud, etc. was revealed as a result of the investigation. The Company must promptly make corrective actions and recurrence prevention measures, if fraud, etc. was revealed as a result of the investigation.

9. Other systems to assure effective audits by the Audit & Supervisory Board Members

- 1) In principle, the majority of the Audit & Supervisory Board Members are Outside Audit & Supervisory Board Members in order to secure transparency externally.
- 2) The Company provides opportunities for the Audit & Supervisory Board to have individual hearings with the Representative Directors, the Executive Directors, the Executive Officers and important employees, and the Audit & Supervisory Board regularly hold meetings to exchange opinions with the Representative Directors and the Accounting Auditor, respectively.
- 3) The Audit & Supervisory Board Members may assign matters necessary for auditing activities to the staff of the Audit Department. The Audit Department, upon consultation with the Audit & Supervisory Board, conducts internal audits of the matters requested by the Audit & Supervisory Board Members and reports the results thereof to the Audit & Supervisory Board.
- 4) When conducting audits, the Audit & Supervisory Board may, as necessary and at the expense of the Company, retain legal and accounting experts.

**2. Basic Views and Implementation Status of Eliminating Anti-Social Forces**

The Group, as a member of society, has no relationship, including business relationship, with any anti-social force that threatens the social order or safety and uncompromisingly deal with any undue claims. The Company provides the way how to deal with anti-social forces in the “NH Foods Group Action Standards”, and the Company ensures that how to deal with anti-social forces are made fully aware throughout the Group. The General Affairs Department of the Company has collected and managed information on undue claims, thereby reducing risks concerning anti-social forces.

## V. Others

### 1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Not adopted
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#### Supplementary Explanation

The Company introduced a rule, with a resolution of a shareholders' meeting, that required a shareholder who attempted to purchase shares in the Company resulting in twenty percent (20%) or more of the total number of outstanding shares, to provide information to confirm whether such purchase is consistent with the Company's corporate value and thus the common interest of the shareholders. However, the rule was abolished at the expiry of its effective term when the ordinary general meeting of shareholders held in June 2018 was concluded.

### 2. Other Matters Concerning the Corporate Governance System

The Company strives to make timely and appropriate disclosure of important corporate information by way of the procedures specified below, in accordance with the Corporate Information Management Rules, which are the Company's internal rules established to protect and secure trust from investors under the philosophy that management of the "occurrence of facts" is the "essence of information management." In fact, four (4) categories, twenty-six (26) items are defined as the "Extraordinary Events" in the Corporate Information Management Rules (please see "Note" below), and in the case of occurrence of any such event at the Company and its Group companies, all of the information is collected (through the Compliance Department which is the contact office for collection of information) and presented to the Representative Director/President who is the general manager in charge of information management. A system has been established which enables timely and appropriate disclosure at all times.

(Note) An Extraordinary Event means the following four (4) categories:

- (1) Damage relating to human resources or labors;
- (2) Business-related damage;
- (3) Abnormality of products; or
- (4) In addition to the above, any matter which may violate laws, etc. or may cause trouble in light of social standards.

Procedures for timely and appropriate disclosure of important corporate information

- (1) An "Extraordinary Event" occurs at workplace;
- (2) The "manager in charge of information management" at the department where such Extraordinary Event has occurred prepares a "report on significant matters" and promptly report to the Corporate Officer in charge and the Compliance Department; and also promptly reports to the Quality Assurance Department if material issues relating to abnormality of products occurred;
- (3) The Corporate Officer in charge, the Compliance Department and the Quality Assurance Department promptly confirm the facts;

- (4) The Compliance Department confirms the details of the “Extraordinary Event” and promptly requests the “manager in charge of information management” to confirm whether it is necessary to disclose information thereon;
- (5) The “person in charge of handling information” who has received a request, seeks opinions as necessary from outside experts (such as the stock exchange, attorneys, the Kanto Local Finance Bureau, certified public accountants and financial institutions with which the Company has transactions) and informs the Compliance Department on whether it is necessary to disclose relevant information;
- (6) If timely disclosure is necessary (if it is necessary to submit an Extraordinary Report under the Financial Instruments and Exchange Act at the same time, such Extraordinary Report is to be submitted to the Kanto Local Finance Bureau), disclosure is to be made upon approval of the Management Strategy Committee or the President and Representative Director; and
- (7) If disclosure of information is necessary, the general manager of the Public and Investor Relations Department who receives the report from the Compliance Department discloses the “material facts” after he or she reviews the details of the report and undergoes necessary procedures.

