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## Corporate Governance Report

Last Update: December 5, 2023  
NIHON KOHDEN CORPORATION

Representative: Hirokazu Ogino, Representative Director, President

Contact: Fumio Izumida, Operating Officer, General Manager of Corporate Strategy Division

Securities Code: 6849

<https://www.nihonkohden.com/>

The corporate governance of NIHON KOHDEN CORPORATION is described below.

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

#### 1. Basic Views

Nihon Kohden's Management Philosophy is "we contribute to the world by fighting disease and improving health with advanced technology, and create a fulfilling life for our employees" as a medical electronics manufacturer.

To realize its Management Philosophy, the Company aims at achieving sustained growth and establishing reliance as a company that is highly evaluated by the customers, shareholders, clients and society in all aspects including products, service, technology, financial strength, quality of employees, and other points.

In order to realize this management basic policy and increase corporate value over the mid-to long-term, the Company recognizes that enhancing corporate governance, by establishing a management structure aiming at improving the soundness, transparency and efficiency of management, is an important management issue.

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

The Company will comply with all principles of the Corporate Governance Code and work on the following principle in the future.

[Principle 4.11 Prerequisites for Board Effectiveness] international diversity

The Company set the maximum number of directors at seventeen and appoints several independent outside directors. The Board consists of directors from diverse backgrounds in expertise and experience. Currently, one out of eleven directors is female, and the Company doesn't appoint for foreign directors but continue to work on achieving the international diversity in view of its appropriate size of the Board and the size of its overseas business. The Company sets a target for appointment of female directors and operating officers of 4 persons or more by April 2026 (3 persons as of June 30, 2023) and 30% or more by June 30, 2030 (11.5 % as of June 30, 2023).

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

[Principle 1.4 Cross-Shareholdings]

Policy with respect to cross-shareholdings:

To realize its mid- to long-term sustainable growth, Nihon Kohden considers that the collaboration with various companies is necessary during the course of R&D, production, logistics, sales, services and financing. From this standpoint, Nihon Kohden Group holds shares of companies in the comprehensive view of the business relationship and business strategy. The Board examines the objective of cross-shareholdings of each

share on an annual basis from the following perspectives: i) increasing asset efficiency, ii) avoiding the risk of share price fluctuations based on its capital cost, and iii) the necessity of the collaboration with the Company. The Company will reduce shareholdings when the Board determines the objective of cross-shareholdings is inadequate. In FY2022, the Company sold all shares of one company as a result of a review at the Board. The Company holds shares of eleven companies at the end of March 2023.

Standards with respect to voting rights:

The Company exercises voting rights based on the judgment criteria of whether investee's sustainable growth and improvement of mid- to long-term corporate value as well as the Company's and the Company shareholders' economic return in the mid- to long-term can be expected. The Company will vote against a relevant resolution when an adverse effect on investee's financial strength can be expected or an illegal activity is discovered. The Company also exercises voting rights appropriately through the dialogue with investee if needed.

[Principle 1.7 Related Party Transactions]

The Company establishes the following procedures with respect to related party transactions, in order to ensure that such transactions do not harm the interests of the Company or the common interests of its shareholders.

- When the Company engages in transactions with its directors or corporations whose representatives are its directors (excluding its wholly owned subsidiaries), the Company shall obtain approval of the Board in accordance with the Board of Directors Rules as well as complying with laws.
- The Company monitors related party transactions regularly by requiring directors and operating officers to submit the written confirmation regarding related party transactions.

[Supplementary Principle 2.4.1 Ensuring diversity in the promotion of core human resources]

Policies for ensuring diversities:

By respecting diversity and creating a workplace environment in which each individual can demonstrate his/her full potential, Nihon Kohden seeks to improve job fulfillment, create new value, invigorate the organization, and enhance corporate value. The Company has traditionally hired and promoted employees based on their abilities and performance, regardless of gender, nationality, or work history.

As part of its efforts to promote diversity and inclusion, the Company has formulated a Plan of Action under the Act on Promotion of Women's Participation and Career Advancement in the Workplace. By advancing the development of a workplace where women can play an active role and realizing comfortable and creating fulfilling workplaces for not just women but all employees of Nihon Kohden, the Company is implementing concrete measures to ensure that each employee can demonstrate their abilities to the fullest.

Voluntary and measurable goals for ensuring diversity:

The ratio of female managers\*<sup>1</sup>: 12% or more by April 2026 (8.6% as of March 31, 2023)

Appointment of female directors and operating officers\*<sup>2</sup>: 4 persons or more by April 2026 (3 persons as of March 31, 2023)

\*The ratio of female directors and operating officers: 30% or more by June 30, 2030 (11.5% as of June 30, 2023)

The ratio of foreign nationals in CXO or higher positions at overseas subsidiaries: 50% or more by April 2026 (53.3% as of March 31, 2023)

The ratio of mid-career hires in management positions\*<sup>1</sup>: 40% or more (42.6% as of March 31, 2023)

\*1: The figure is the number of employees at the parent company and domestic sales branches.

\*2: The figure is the number of directors and operating officers at the parent company.

Policies for human resource development and internal environment development to ensure diversity, and the status of their implementation:

Policy

Nihon Kohden promotes the development of human resources that embody the Core Values that serve as the guidelines for the Group's actions. The Company also aims to create a globally consistent and coherent human resource management system, including human resource development and personnel systems. In its Three-year Business Plan, Nihon Kohden identified 'Fostering a Corporate Culture of Pride in Contributing to Healthcare' as one of our material issues for sustainability, and set 'Developing Human Resources who can Succeed Globally' as a KPI. The Company also sets a target of more than 45 cumulative hours of education

for each employee over three years. The results in FY2021 and FY2022 were 18.6 hours and 18.2 hours per person, respectively.

In addition, considering the changing values of work and the penetration of new work styles, the Company promotes initiatives to ensure that employees are highly motivated and can realize various career paths and work styles.

Please check the Company website for more information about its core values:

[https://www.nihonkohden.com/information/philosophy/beacon2030.html#beacon2030\\_08](https://www.nihonkohden.com/information/philosophy/beacon2030.html#beacon2030_08)

Status of implementation

i) Implementation of Management Philosophy training

Nihon Kohden established the Core Values Promotion Project in Japan through an internal open recruitment process. The project members from various divisions and job categories are creating and developing measures to disseminate Nihon Kohden's Management Philosophy and Core Values. The overseas subsidiaries are also developing various unique measures to promote understanding of the Core Values and penetration of Nihon Kohden's DNA in each country, in addition to the Management Philosophy training. The Company will disseminate its Management Philosophy and Core Values through implementing the Management Philosophy training.

ii) Promotion of diversity and inclusion

Nihon Kohden dedicates a great deal of effort to promoting diversity and inclusion. The Company is implementing initiatives not only to help female employees thrive in the workplace, but also to fully leverage the skills and talents of our diverse pool of human resources in all aspects of our business, regardless of gender, age, nationality, race or disability.

Please check the Company website for more information:

<https://www.nihonkohden.com/sustainability/engagement/employees/diversity.html>

iii) Review of personnel system

Since April 2021, Nihon Kohden has introduced a new role-based (job-based) personnel system for management positions. In addition to developing management level employees through management courses, the Company facilitates the promotion of highly specialized personnel through expert courses. The Company also introduced a new personnel system for general employees in April 2023. Through a role grading system based on the size of the work roles expected of each employee, the Company will create opportunities for ambitious and skilled employees to actively take on challenges and grow themselves.

Please check the Company website for more information:

<https://www.nihonkohden.com/sustainability/engagement/employees/development.html>

iv) Promotion of working style reforms

The Company has been implementing Working Style Reforms to enable greater flexibility in work styles, improve the work-life balance of employees, and maximize results without relying on long working hours.

Please check the Company website for more information:

<https://www.nihonkohden.com/sustainability/engagement/employees/reform.html>

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

To make sure that the Company performs the role as the asset owners by increasing the investment management expertise, the Company sets the basic policy for pension asset management and establishes the Pension Asset Management Committee which includes qualified persons such as general managers of financial and human resource department.

[Principle 3.1 Full Disclosure]

i) Management Philosophy, business strategies and business plans

Under the Management Philosophy that we contribute to the world by fighting disease and improving health with advanced technology, and create a fulfilling life for our employees, Nihon Kohden announced a Long-term Vision, BEACON 2030, for the next ten years to 2030, in September 2020. The Company aims to create a better future for people and healthcare by solving global medical issues. The Company will steadily implement the Three-year Business Plan, BEACON 2030 Phase I, covering from FY2021 to FY2023, in order to achieve its sustainable growth and enhance its corporate value.

Please check the Company website for more information: <https://www.nihonkohden.com/>

ii) Basic views and guidelines on corporate governance

Please check 1. Basic Views in this report.

iii) Board policies and procedures in determining the remuneration of directors

Please check [Director Remuneration] Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods in this report.

iv) Board policies and procedures in the appointment/dismissal of directors

Policy

Director nomination is considered based on the following matters: the Board is well balanced in knowledge, experience, and abilities as a whole; the Board can make appropriate and quick decisions; and individual directors have excellent character, insight, and high ethical standards. The nomination policy of directors (excluding Audit & Supervisory Committee members) is stipulated in the Corporate Governance Guideline and of Audit & Supervisory Committee members is stipulated in the Auditing Standards conducted by the Audit & Supervisory Committee. The dismissal policy of directors is stipulated in the Corporate Governance Guideline.

Procedure

In accordance with the policy above, nominations and dismissals of directors, which are submitted to a general shareholders meeting, are proposed by the Nomination & Remuneration Committee, which is a voluntary advisory committee under the Board, and are approved by the Board.

v) Explanations with respect to the individual appointments and dismissals

When the Company proposes the appointments or dismissals of the directors as an agenda at a general shareholders meeting, the Company discloses the reasons for the individual appointments and dismissals of directors in the Convocation Notice.

Please check the Company website for more information:

<https://www.nihonkohden.com/ir/stock/meeting.html>

[Supplementary Principles 3-1-3 Initiatives on sustainability]

Initiatives on sustainability:

Nihon Kohden defined 12 material issues to be addressed through business and corporate activities. The Company also incorporated these non-financial targets into its Three-year Business Plan, BEACON 2030 Phase I, in order to contribute to solving global social issues and SDGs. The Company aims to realize a sustainable society and increase its corporate value by further strengthening the coordination between business strategy and sustainability strategy, and creating both economic and social value.

Please check the Company website for more information on its sustainability promotion structure:

[https://www.nihonkohden.com/sustainability/nk\\_sustainability/management.html](https://www.nihonkohden.com/sustainability/nk_sustainability/management.html)

As addressing climate change is the most critical social issues facing the global society and one of the most significant management issues for Nihon Kohden, the Company expressed its support for TCFD (Task Force on Climate-related Financial Disclosures) in May 2022. The Company will address climate change with integrity to realize a carbon-free society as stated in its material issues and disclose information in line with the TCFD recommendations.

Please check the Company website for its information on Governance, Strategy, Risk Management, and Metrics and Targets relating to climate change.

<https://www.nihonkohden.com/sustainability/environment/tcfid.html>

Investments in human capital and intellectual properties:

Human capital

In its Management Philosophy, Long-term Vision, and Three-year Business Plan, the Company has defined human resources as the source of value creation for Nihon Kohden. In its Three-year Business Plan, Nihon Kohden has also identified 'Fostering a Corporate Culture of Pride in Contributing to Healthcare' as one of our material issues for sustainability, and set 'Employee Satisfaction' and 'Developing Human Resources who can Succeed Globally' as KPIs. In addition to implementing activities based on the KPIs, the Company has reviewed the progress of these activities regularly and disclosed the results annually in its Integrated Report and on its website.

[https://www.nihonkohden.com/sustainability/engagement/employees/work\\_environment.html](https://www.nihonkohden.com/sustainability/engagement/employees/work_environment.html)

<https://www.nihonkohden.com/sustainability/engagement/employees/development.html>

## Intellectual Property

The policy for Nihon Kohden's intellectual property is that we enhance our freedom to operate and potential to develop business by acquiring new intellectual properties according to our business strategy while respecting third party rights and striving to prevent infringement. In its Three-year Business plan, Nihon Kohden has identified the following items as material issues for sustainability: i) Developing and Providing Sensors which are Gentle on the Patient, and ii) Creating a Peaceful Patient Environment with Advanced Alarm Technology. The total amount of R&D costs is planned to be around ¥20.0 billion over three years. For further details on intellectual property, please refer to our website.

<https://www.nihonkohden.com/sustainability/governance/intellectual.html>

### [Supplementary Principles 4-1-1 Scope of the matters delegated to the management]

The Board resolves the matters pursuant to the Companies Act and makes a decision on the execution of important business for the Nihon Kohden Group as well as supervising directors' performance of their duties in accordance with Board of Directors Rules and Standards for Procedures for Requesting Deliberations and Making Decisions. Content of the matters delegated to the Management Council, president and operating officers are clearly specified in Standards for Procedures for Requesting Deliberations and Making Decisions.

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

The Company appoints four independent outside directors in order to enhance transparency and soundness of the management. The Company appoints outside directors who meet the independence criteria set by the Tokyo Stock Exchange and have a wealth of knowledge and experience in their fields, and can provide advice and supervise the management from their objective and neutral position.

### [Supplementary Principles 4-10-1 Mandates and role of Nomination Committee and Remuneration Committee]

The Company has voluntarily established a Nomination & Remuneration Committee which has equivalent functions to a separate Nomination Committee and Remuneration Committee, to ensure the transparency and objectivity of the management. All three committee members including the committee chair are appointed from outside directors.

Please check [Voluntary Establishment of Nomination/Remuneration Committee] in II-1. Organizational Composition and Operation in this report for more information.

### [Supplementary Principles 4-11-1 Balance, diversity, and size of the Board as a whole]

Balance between knowledge, experience and skills of the Board as a whole, and diversity and board size:  
The Board consists of directors from diverse backgrounds in expertise and experience. The Company keeps an appropriate number of directors, no more than seventeen in accordance with Articles of Incorporation, so that the Board can operate efficiently and effectively, taking into consideration company size and business characteristics.

The Company enhances transparency and soundness of the management by appointing several independent outside directors.

Combination of skills, etc. that each director possesses

The Board consists of eleven members including four independent outside directors with expertise. The Company strives to ensure diversity by appointing one female independent outside director at the Annual Ordinary General Meeting of Shareholders held in 2020. Directors utilize their knowledge, experience, and abilities to make decisions and supervise the execution of business in order to realize the Long-term Vision and the Three-year Business Plan.

Please check the Company website for the director skills matrix that lists the knowledge, experience, and abilities of the directors:

<https://www.nihonkohden.com/information/company/officer.html#skillsmatrix>

### [Supplementary Principles 4-11-2 Concurrent positions]

The Company discloses where candidates of directors hold concurrent positions each year in the Convocation Notice and the Annual Securities Report.

[Supplementary Principles 4-11-3 Board Evaluation]

The Company analyzed and evaluated the effectiveness of the Board for FY2022 to clarify issues and improvement of the Board and further improve the function of the Board. The Company concluded that overall effectiveness of the Board was ensured based on the results below. The Company also started evaluating the effectiveness of the Audit & Supervisory Committee in FY2022.

The method of the Board evaluation:

The Company conducted self-evaluations of all directors including an Audit & Supervisory Committee members in an anonymous survey related to (1) the size and constitution of the Board, (2) the operation of the Board, (3) the supporting system for outside directors, (4) the decision-making process of the Board, and (5) the communication with shareholders and stakeholders. The Board discussed the results of evaluations and issues for further improvements.

The results of the Board evaluation:

In terms of size, composition, and operations of the Board, it was confirmed that the structures necessary to enable appropriate performance of the Board's supervisory functions have been established. It was also concluded that the Board operates effectively with an open atmosphere that enables inside and outside directors to engage in candid discussion. In FY2022, based on the FY2021 evaluation results, the Company reviewed its operation methods of Meetings and has held Meetings of the Management Council and the Board of Directors on different dates to ensure sufficient time for deliberation at the Board. The Company also strengthened support for outside directors by increasing the number of free discussion meetings for the exchange of opinions among outside directors. At the same time, the Board members shared the following issues: the need for further discussion on corporate governance, risk management, and succession planning as well as further reinforcing the support systems for outside directors.

Measures to improve the effectiveness of the Board:

In addition to continuing past improvement measures, the Company will continue to consider appointing female and foreign directors on the Board. Based on FY2022 evaluation results, the Company will develop a company-wide sophisticated risk management framework in FY2023. The Board of Directors will discuss important risks and response policies which will be identified by the newly established Risk Management Committee. The Company will also strengthen support for outside directors by enhancing and improving to provide information such as product and business presentations. In addition, the Company will strengthen its implementation of sustainability management and disclose information to further enhance dialogue with each stakeholder. The Company will continue to improve overall effectiveness of the Board aiming at sustained growth of corporate value and for an enhancement of corporate governance.

[Supplementary Principles 4-14-2 Training policy for directors (including Audit & Supervisory Committee members)]

The Company provides directors with training opportunities for acquiring necessary knowledge and skills as well as understanding the roles and responsibilities. Training opportunities are provided when they are appointed and thereafter at the Company's expense. In-house training and facility tours for acquiring necessary knowledge on the Company's business are included.

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

Information Disclosure Policy:

The Company has established the Information Disclosure Policy in order to maintain appropriate, timely and fair information disclosure and has operated the information disclosure structure in accordance with the Information Disclosure Rules.

Please check V. Other in this report and the IR page of the Company website for more information:

<https://www.nihonkohden.com/ir/policy.html>

Organizational structures of IR:

The Company has appointed the president and general manager of the Corporate Strategy Division as persons in charge of information disclosure in accordance with the Information Disclosure Rules in order to ensure the consistency and transparency of the information disclosure. The Corporate Strategy Division, which bears responsibility for IR activities, endeavors to realize constructive dialogue with shareholders and enhance information disclosure by collecting necessary information in cooperation with relevant departments such as finance, sales operations, and R&D.

Measures to promote opportunities for dialogue:

Dialogue with individual investors

The Company holds meetings for individual investors, which speakers are general manager of the Corporate Strategy Division or a person in charge of IR in order to give investors a more in-depth understanding of our operations and strategies. The Company also endeavors to enhance information disclosure by explaining company overview, financial results, and company history on its website for individual investors. In FY2022, the Company held one in-person meeting and two online meetings for individual investors, taking into account the COVID-19 situation. The Company also updated videos of company introductions on its website. In terms of dialogue with individual shareholders, the Company conducts a shareholder survey every year and uses feedback from shareholders as a reference for our future IR activities. The Company introduced the new products in the 1st half for FY2022 shareholder newsletter and the reorganization of its U.S. subsidiaries into a holding company structure in the FY2022 shareholder newsletter.

Dialogue with shareholders and institutional investors

The president, general manager of the Corporate Strategy Division, and persons in charge of IR have meetings with institutional investors in Japan and overseas by making periodic visits to investors, accepting visits as requested, and by phone. The Company holds briefings to explain financial results to institutional investors and analysts, which speaker is the president, in the 2nd quarter and 4th quarter as well as holding conference calls, which speaker is the general manager of the Corporate Strategy Division, in the 1st quarter and 3rd quarter. From May 2020, all financial results briefings were held by conference calls or online in order to prevent the spread of COVID-19. In March 2023, the Company held a small online meeting with an officer and persons in charge of the ventilator business aiming at realizing constructive dialogue.

Relay investor feedback to management:

The Corporate Strategy Division, which bears responsibility for IR activities, relays the views of shareholders and investors through dialogue to the management and relevant departments for sharing and using information.

Control insider information:

The Company has adopted a quiet period in which it will not respond to comments or questions in order to prevent information leaks of financial information and to ensure fairness in its information disclosure practices in accordance with the Information Disclosure Policy. Measures to control insider information when engaging in dialogue are provided in the Information Disclosure Rules and thoroughly notified to the management and employees.

Implementation of Dialogues with Shareholders

In FY2022, the Company had around 250 meetings with institutional investors, including around 100 meetings with shareholders. The topics of the dialogues were quarterly financial results and forecasts, as well as mid-to long-term growth strategies, capital policies, and initiatives to strengthen corporate governance and embrace sustainability.

Please check the Company website for more information:

<https://www.nihonkohden.com/sustainability/engagement/investors/communication.html>

[Actions to Implement Management that is Conscious of Cost of Capital and Stock Price]

Nihon Kohden aims to increase ROE to enhance corporate and shareholder value. The Company sets its target consolidated ROE at 10%, which exceeds its cost of capital, in its Three-year Business Plan, BEACON 2030 Phase I. The Company currently estimates that its cost of capital is a little over 5%, which figure is reviewed every year.

In order to achieve the target, the Company will focus on improving its profitability by implementing its Three-year Business Plan. The Company will also improve working capital by reducing the cash conversion cycle, through measures such as reduction of inventories and faster debt collection, as well as establishing investment decision criteria and enhancing shareholder return.

The Company discloses its actions to implement management that is conscious of cost of capital and stock price in the Annual Securities Report and presentation of financial results.

Please check the Company website for more information:

<https://www.nihonkohden.com/ir/library/ar.html> (Annual Securities Report in FY2022 ended March 2023)

\* The Annual Securities Report in English is published at the end of July every year.

<https://www.nihonkohden.com/ir/library/result.html> (FY2022 Consolidated Financial Results presentation)

## 2. Capital Structure

Foreign Shareholding Ratio	More than 30%
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### [Status of Major Shareholders] Updated

Name / Company Name	Number of Shares Owned	Percentage
The Master Trust Bank of Japan, Ltd. (trust account)	13,505,800	16.05%
Custody Bank of Japan, Ltd. (trust account)	4,423,500	5.25%
Saitama Resona Bank, Ltd.	4,193,750	4.98%
State Street Bank and Trust Company 505103	2,854,300	3.39%
JP Morgan Chase Bank 380055	2,451,540	2.91%
JP Morgan Chase Bank 385151	2,341,300	2.78%
BNY GCM Client Account JPRD AC ISG (FE-AC)	1,902,517	2.26%
AVI Global Trust PLC	1,816,300	2.15%
GOVERNMENT OF NORWAY	1,442,114	1.71%
RBC IST 15 PCT NON LENDING ACCOUNT - CLIENT ACCOUNT	1,411,219	1.67%

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

### Supplementary Explanation Updated

[Status of Major Shareholders] Above is as of September 30, 2023. The Company holds 4,084 thousand shares of treasury stock in addition to those listed above. Each shareholding ratio is calculated excluding treasury stock. Reports of Possession of Large Volume with respect to the Company's shares were submitted as follows. However, they are not included in [Status of Major Shareholders] above because the number of actual shares that they hold as of September 30, 2023 cannot be confirmed.

- Company Name: Sumitomo Mitsui Trust Bank, Limited and two others. (as of November 30, 2020)  
Number of Shares Held : 6,271 thousand shares, Shareholding Ratio : 7.07%
- Company Name: Sprucegrove Investment Management Ltd. (as of May 12, 2022)  
Number of Shares Held : 9,294 thousand shares, Shareholding Ratio : 10.47%
- Company Name: Massachusetts Financial Services Company (as of July 15, 2022)  
Number of Shares Held : 3,910 thousand shares, Shareholding Ratio : 4.43%
- Company Name: MUFG Bank, Ltd. and three others. (as of September 12, 2022)  
Number of Shares Held : 4,510 thousand shares, Shareholding Ratio : 5.11%
- Company Name: Resona Asset Management Co., Ltd. and one other. (as of March 31, 2023)  
Number of Shares Held : 6,040 thousand shares, Shareholding Ratio : 6.85%

## 3. Corporate Attributes

Listed Stock Market and Market Section	Tokyo Stock Exchange, Prime Market
Fiscal Year-End	March
Type of Business	Electric Appliances
Number of Employees (consolidated) as of the End of the Previous Fiscal Year	More than 1,000



Sales (consolidated) as of the End of the Previous Fiscal Year	From 100 billion yen to less than 1 trillion yen
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	From 10 to less than 50

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

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

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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 an audit and supervisory committee
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**[Directors]**

Maximum Number of Directors Stipulated in Articles of Incorporation	17
Term of Office Stipulated in Articles of Incorporation	1 year
Chairperson of the Board	President
Number of Directors	11
Number of Outside Directors	4
Number of Independent Directors	4

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

Name	Attribute	Relationship with the Company*												
		a	b	c	d	e	f	g	h	i	j	k		
Kanako Muraoka	Attorney													
Hidemitsu Sasaya	Scholar						○							
Shigeru Kawatsuhara	From another company													
Kazuo Shimizu	CPA													

\* 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	Membership of Supervisory Committee	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
Kanako Muraoka		○	—	Ms. Kanako Muraoka is closely acquainted with corporate legal affairs as an attorney. The Company has appointed her as an outside director anticipating her objective and neutral advice, and her management supervision from an independent standpoint by applying her expertise and experience she has accumulated to date. The Company judged that there's no conflict of interest between general shareholders and her, so that the Company has designated her as an independent director.
Hidemitsu Sasaya		○	Mr. Hidemitsu Sasaya is currently the professor at Platform for Arts and Science, Chiba University of Commerce and the Company and the university have business transactions, but there was no transaction amount in FY2022. He is also a Representative Director of Office Sasaya Co., Ltd. and he delivered lectures on sustainability to executive officers and	Mr. Hidemitsu Sasaya had been engaged in corporate management as a corporate director and an executive officer and had mainly promoted ESG/SDGs after holding important positions in the area of public administration of agriculture, forestry and fisheries and environment. He is currently a professor at a university specializing in policy research on SDGs, etc. He has abundant knowledge and broad

Name	Membership of Supervisory Committee	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
			<p>employees of the Company. Disclosure is omitted because the Company considers that the amount of compensation paid to Office Sasaya, Co., Ltd. is unlikely to affect the judgment of shareholders and investors.</p> <p>The Company sets immateriality standards relating to attribute information that compensation (f) amounts less than ¥10 million for the current fiscal year, the amount of business transactions (h) accounts for less than 1 percent of the Company's consolidated revenue for the current fiscal year, and donation (j) amounts less than ¥10 million for the current fiscal year.</p>	<p>experience in industry, government and academia. The Company has appointed him as an outside director anticipating he will strengthen the role and function of the Board of Directors in the promotion of sustainability, and provide his objective and neutral advice and his supervision of management from an independent standpoint by applying his expertise and experience he has accumulated to date. The Company judged that there's no conflict of interest between general shareholders and him, so that the Company has designated him as an independent director.</p>
Shigeru Kawatsuhara	○	○	—	<p>Mr. Shigeru Kawatsuhara has abundant knowledge and broad experience as a management of a company. The Company has appointed him as an outside director serving as an Audit &amp; Supervisory Committee member anticipating his management audit and supervision from an independent standpoint by applying his expertise and experience he has accumulated to date. The Company judged that there's no conflict of interest between general shareholders and him, so that the Company has designated him as an independent director.</p>
Kazuo Shimizu	○	○	—	<p>Mr. Kazuo Shimizu has abundant knowledge and broad experience of finance and accounting as a Certified Public Accountant. The Company has appointed him as an outside director serving</p>

Name	Membership of Supervisory Committee	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
				<p>as an Audit &amp; Supervisory Committee member anticipating his management audit and supervision from an independent standpoint by applying his expertise and experience he has accumulated to date.</p> <p>The Company judged that there's no conflict of interest between general shareholders and him, so that the Company has designated him as an independent director.</p>

### [Supervisory Committee]

#### Committee's Composition and Attributes of Chairperson

	All Committee Members	Full-time Members	Inside Directors	Outside Directors	Chairperson
Supervisory Committee	3	1	1	2	Inside Director

#### Appointment of Directors and/or Staff to Support the Supervisory Committee

Appointed

#### Matters Related to the Independence of Such Directors and/or Staff from Executive Directors

Full-time employees in the Audit & Supervisory Committee Secretariat assist with Audit & Supervisory Committee's duties. Based on its basic policy of internal control, personnel changes of the Audit & Supervisory Committee Secretariat shall require the consent of the Audit & Supervisory Committee. The Audit & Supervisory Committee Secretariat is independent from the directors' (excluding Audit & Supervisory Committee members) line of command when they work under the instruction of the Audit & Supervisory Committee.

#### Cooperation among Supervisory Committee, Accounting Auditors and Internal Audit Departments

- Cooperation between the Audit & Supervisory Committee & Accounting Auditor  
The Audit & Supervisory Committee cooperates closely with the Accounting Auditor by receiving explanation of auditing plans and quarterly audit results, exchanging opinions, and attending audits for main offices and subsidiaries in Japan and overseas conducted by the Accounting Auditor. The Audit & Supervisory Committee also shared information and exchanged opinions with the Accounting Auditors in the process of selecting the Company's key audit matters (KAM).

- Cooperation between the Audit & Supervisory Committee and Internal Auditing Department  
The Audit & Supervisory Committee meets regularly with the Internal Auditing Department (eleven members), an organization under the direct supervision of the president for exchanging information and enhancing cooperation. The Internal Auditing Department regularly verifies and evaluates the status of compliance, appropriateness and effectiveness of business operations as well as evaluating the effectiveness of internal control over financial reporting at the Company and its subsidiaries. The Internal Auditing

Department also verifies and evaluates management systems to identify and prevent situations in which fraud or errors may occur. The Internal Auditing Department makes recommendations for improvement, suggestions, and advice to the audited departments as necessary and reports the internal audit results to the president and the Audit & Supervisory Committee each time an internal audit is conducted. Internal audit results and progress of improvements are reported to directors and operating officers at the Board of Directors Meetings every quarter.

**[Voluntary Establishment of Nomination/Remuneration Committee]**

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	Nomination & Remuneration Committee	Nomination & Remuneration Committee
All Committee Members	3	3
Full-time Members	0	0
Inside Directors	0	0
Outside Directors	3	3
Outside Experts	0	0
Other	0	0
Chairperson	Outside Director	Outside Director

Supplementary Explanation

The Company has established a Nomination & Remuneration Committee voluntarily which has equivalent function to a Nomination Committee and a Remuneration Committee. The purpose of the Committee is to ensure a higher level of fairness, objectivity, and transparency in the decision-making process for the nomination and remuneration of the management in order to contribute to the sustainable development, and the improvement of profitability and productivity of the Company in the mid- to long-term. Currently, committee members consist of three members: Mr. Shigeru Kawatsuhara, Ms. Kanako Muraoka, and Mr. Kazuo Shimizu. Mr. Shigeru Kawatsuhara is the committee chair. The committee chair of the Nomination & Remuneration Committee is to be elected from among independent outside directors, and the majority of committee members are to be independent outside directors. The Committee Secretariat is the Human Resources Department.

The Nomination & Remuneration Committee deliberates the proposal of the candidates, the remuneration of directors and the succession plan in response to requests from the Board, and submits the proposals to the Board. The roles and responsibilities of the Committee are as follows:

Nomination of directors and operating officers:

In response to requests from the Board of Directors, the Nomination & Remuneration Committee deliberates on and submits to the Board of Directors proposals concerning the appointment and dismissal of directors, the appointment and dismissal of the Chief Executive Officer, and the selection and dismissal of the representative directors. It also deliberates on the policy for the appointment and dismissal of operating officers and confirms the procedures for the appointment and dismissal of each candidate for operating officer.

Remuneration of directors and operating officers:  
 In response to requests from the Board of Directors, the Nomination & Remuneration Committee deliberates on and proposes to the Board of Directors policies and detailed recommendations for determining the amounts and calculation methods of remuneration for directors. It also deliberates on the policies for determining the amount and calculation methods of remuneration for operating officers and confirms the procedures to be followed in determining remuneration for operating officers.

Succession plan:  
 The Nomination & Remuneration Committee deliberates on the policies and details of fostering successors to the Chief Executive Officer and other executives, and submits the proposals to the Board.

In FY2022, the Nomination & Remuneration Committee was held eight times and the attendance rate of all members (Mr. Shigeru Kawatsuhara, Ms. Kanako Muraoka, and Mr. Kazuo Shimizu) was 100%.

### [Independent Directors]

Number of Independent Directors	4
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#### Matters relating to Independent Directors

The Company registers all outside directors who meet the independence criteria as independent directors. The Company appoints outside directors who meet the independence criteria set by the Tokyo Stock Exchange and have a wealth of knowledge and experience in their fields, and can provide advice and supervise the management from their objective and neutral position.

### [Incentives]

Incentive Policies for Directors	Introduction of a performance-based compensation system, Other
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#### Supplementary Explanation

Remuneration of directors (excluding directors serving as Audit & Supervisory Committee members and outside directors) shall consist of bonuses as performance-based compensation reflecting short-term business performance and restricted stock remuneration as an incentive to continuously improve the Company's corporate value over the mid- to long-term.

Performance-based bonuses shall reflect key performance indicators (KPI) to raise awareness of the need to improve the Company's business performance in each fiscal year. The target performance indicators and their values shall be in line with the medium-term business plan and set at the time of the formulation of the plan. The FY2022 performance indicator selected as the basis for calculating the amount of performance-based compensation is operating income. Amounts of performance-based compensation are calculated based on the degree of achievement of the operating income target as well as individual evaluation according to each director's area of responsibility, and the variable payment rate is 0% to 200%.

Recipients of Stock Options	None
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#### Supplementary Explanation

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### [Director Remuneration]

Disclosure of Individual Directors' Remuneration	No Individual Disclosure
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## Supplementary Explanation

The Company discloses the total amount of the directors' remuneration in the Convocation Notice and the Annual Securities Report.

The amount paid to eight directors excluding directors serving as Audit & Supervisory Committee members and outside directors was 340 million yen (fixed compensation of 221 million yen, performance-based compensation of 84 million yen, and restricted stock remuneration of 35 million yen).

The amount paid to one director serving as an Audit & Supervisory Committee member excluding outside directors was 25 million yen.

The amount paid to five outside directors was 43 million yen.

- The number of directors receiving restricted stock remuneration is six. (One non-resident of Japan is not eligible for payment).

- The 65<sup>th</sup> general shareholders meeting held on June 28, 2016 approved the following: i) with respect to the amount of remuneration to directors of the Company excluding directors serving as Audit & Supervisory Committee members, total amount shall be within the limit of 400 million yen (including the amount of remuneration to outside directors which shall be within the limit of 30 million yen), ii) with respect to the amount of remuneration to Audit & Supervisory Committee members, total amount shall be within the limit of 80 million yen.

- The 69<sup>th</sup> general shareholders meeting held on June 25, 2020 approved the following: The maximum amount of monetary compensation receivables to be paid to directors (excluding directors serving as Audit & Supervisory Committee members and outside directors) in respect of restricted stock shall be within the limit of 100 million yen.

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

The Company has established the policy on determining the amounts and methods of calculation of directors' remuneration which would further link with performance and shareholder value as well as aiming at the transparency of management and ensuring growth and profitability in mid- to long-term.

Remuneration of directors shall be linked to shareholder value so as to function effectively as an incentive for continuously improving the Company's corporate value. Remuneration of each director shall be determined at an appropriate level based on their respective responsibilities.

Remuneration of directors (excluding Audit & Supervisory Committee members and outside directors) shall consist of a base salary as fixed monthly compensation, bonuses as performance-based compensation reflecting short-term business performance, and restricted stock remuneration as an incentive to continuously improve the Company's corporate value over the mid- to long-term. Remuneration of Audit & Supervisory Committee members and outside directors, who are responsible for supervisory functions, shall consist of the fixed monthly compensation only.

The fixed monthly compensation shall be determined based on the director's position, responsibilities, and years served as director, comprehensively taking into consideration the level of other companies, the Company's business performance, and the level of employee salaries.

Performance-based bonuses shall reflect key performance indicators (KPI) to raise awareness of the need to improve the Company's business performance in each fiscal year. The target performance indicators and their values shall be in line with the medium-term business plan and set at the time of the formulation of the plan.

The target values shall be reviewed as appropriate in accordance with the report of the Nomination & Remuneration Committee in response to environmental changes. The degree of achievement of the target values shall be used as a common evaluation index for all directors. Individual evaluations shall be conducted according to each director's area of responsibility. The amount of bonuses shall be calculated based on a variable payment rate of 0% to 200% and the bonuses shall be paid at a fixed time each year.

As regards restricted stock remuneration, the Company shall, in principle, allot shares of the Company's common stock every year, after concluding an agreement on allotting restricted stock between the Company and each director (excluding Audit & Supervisory members and outside directors). The number of shares of restricted stock to be allotted shall be determined based on the position of the allottee. To encourage the sharing of value with shareholders over the mid- to long-term, the transfer restriction period shall be from the grant date of the restricted stock to the date when each director retires from the position of director or operating officer.

The ratio by types of compensation for directors (excluding Audit & Supervisory Committee members and outside directors) shall be reviewed by the Nomination & Remuneration Committee, based on the remuneration levels of benchmark companies whose business scale is similar to the Company. The weighting of performance-based compensation shall be higher for the higher positions. While respecting the report by the Nomination & Remuneration Committee, the Board of Directors shall determine the details of remuneration for each director within the range of the ratio by types of compensation indicated in the report. The amount of remuneration shall be determined by resolution of the Board of Directors, which shall have the authority to determine the amount of basic salaries for each director as well as the evaluation and allocation of performance-based compensation based on the performance of the business for which each director is responsible. The Board of Directors shall consult the Nomination & Remuneration Committee on the draft remuneration plan and obtain a report from the Committee to ensure that the Board exercises its authority appropriately. The Board of Directors shall also resolve the number of shares to be allocated to each director as restricted stock remuneration based on the report of the Nomination & Remuneration Committee.

In determining the content of remuneration for each director (excluding Audit & Supervisory Committee members), the Nomination & Remuneration Committee shall conduct a multifaceted review of the draft remuneration plan, including consistency with the Decision Policy. As a general rule, the Board of Directors shall defer to the report of the Nomination & Remuneration Committee and determine that the proposed remuneration complies with the Decision Policy.

The remuneration of Audit & Supervisory Committee members shall consist of fixed monthly compensation only from the perspective of placing importance on the independence and objectivity of management. The amount of remuneration for each director is determined by consultation among the Audit & Supervisory Committee members.

#### **[Supporting System for Outside Directors]**

The Corporate Strategy Division and Audit & Supervisory Committee Secretariat are in charge of supporting outside directors by assisting in their duties and communications. The Company provides periodic information such as monthly business reports of departments and Group companies to outside directors. When the Company holds the meeting of the Board or the Management Council, the Corporate Strategy Division delivers related materials to them and explains agenda items of the meetings to them in advance.

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

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

Name	Job title/ position	Responsibilities	Employment terms (Full/part time, with/without compensation, etc.)	Date when former role as president/ CEO ended	Term
Kazuo Ogino	Honorary Chairman	External business activity (not involved in management)	Full time with compensation	June 25, 2015	One year (one year contract at the time of renewal)

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

1



Others

The date when former role of Kazuo Ogino ended is the date of retirement of the Representative Director and Chairman of the Board.

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

### i) Overview of Current System

#### The Board of Directors :

The Board consists of a total of eleven directors (including one female director); eight directors excluding Audit & Supervisory Committee members (including two outside directors) and three Audit & Supervisory Committee members (including two outside directors). The Board has monthly meetings in order to resolve the matters pursuant to the Companies Act and makes decisions on the execution of important business for the Nihon Kohden Group as well as supervise directors' performance of their duties. The Board of Directors was held eighteen times in FY2022. Each director's attendance is as follows:

Hirokazu Ogino 18/18 (100%)	Born in May 1970/Joined the Company in April 1995
Takashi Tamura 18/18 (100%)	Born in March 1959/Joined the Company in April 1983
Tadashi Hasegawa 18/18 (100%)	Born in June 1959/Joined the Company in April 2014
Fumio Hirose 18/18 (100%)	Born in March 1960/Joined the Company in April 1982
Eiichi Tanaka 18/18 (100%)	Born in July 1962/Joined the Company in April 1985
Yasuhiro Yoshitake 18/18 (100%)	Born in March 1966/Joined the Company in April 1988
Hiroyuki Satake 13/13 (100%) (after appointment as a director on June 28, 2022)	Born in April 1958/Joined the Company in April 1984
Kanako Muraoka 18/18 (100%)	Born in April 1965/ Appointed as Outside Director of the Company in June 2020
Hidemitsu Sasaya 13/13 (100%) (after appointment as a director on June 28, 2022)	Born in May 1953/ Appointed as Outside Director of the Company in June 2022
Shigeru Hirata 18/18 (100%)	Born in May 1961/Joined the Company in April 1985
Shigeru Kawatsuhara 18/18 (100%)	Born in February 1952/ Appointed as Outside Director of the Company in June 2016
Kazuo Shimizu 18/18 (100%)	Born in May 1959/ Appointed as Outside Director of the Company in June 2020

#### Audit & Supervisory Committee :

The Audit & Supervisory Committee consists of three directors, including two outside directors and one full-time member. Each Audit & Supervisory Committee member conducts audit activities in accordance with the audit policy, audit plan, and division of duties which were formulated by the Audit & Supervisory Committee. Each Audit & Supervisory Committee member attends the important meetings such as the Management Council. Each Audit & Supervisory Committee member audits the performance of the directors' duties by investigating the conduct of business operations and status of assets at the Company's main offices through office visits or web meetings as well as by investigating reports on audit results from the Internal Auditing Department. The Audit & Supervisory Committee cooperates with the Accounting Auditor and the Internal Auditing Department as described in the [Supervisory Committee] section in this report. The full-time member of the Audit & Supervisory Committee has many years of experience in finance and accounting departments and possesses a considerable degree of knowledge about finance and accounting.

#### Management Council:

Meetings of the Management Council, at which directors and operating officers attend, are held once or twice a month in order to undertake the management activities based on the policy approved by the Board as well as aiming at prompt decision making and flexible business operation. The Company has introduced an operating officer system that provides a clear segregation between managerial decision making and supervisory functions on the one hand and the execution of operations on the other.

**Nomination & Remuneration Committee:**

The Company has established a Nomination & Remuneration Committee, which is a voluntary advisory committee under the Board, to ensure transparency and objectivity of the management. The Committee consists of three outside directors and the committee chair is also appointed from outside directors.

The Company registered four outside directors as independent directors, who have no conflict of interest between general shareholders and them, to the Tokyo Stock Exchange. Outside directors attend the important meetings such as the Management Council as necessary. They provide opinions from an objective and neutral standpoint if necessary and supervise the Company's management.

ii) Measures to strengthen the function of Audit & Supervisory Committee

Please check [Supervisory Committee] above in this report

iii) Accounting auditor

The Company has appointed Crowe Toyo & Co. as an Accounting Auditor. The continuous audit period is forty seven years. Engagement partners of the firm are Ms. Yuko Suzuki and Mr. Takashi Miura. Eight certified public accountants and five other persons in the firm assist the auditing of the Company.

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

The Company has adopted a Company with Audit & Supervisory Committee structure to achieve the following: enhancement of supervisory function through possession of voting rights at the meeting of the Board by Audit & Supervisory Committee members, improvement of soundness and transparency of management by increasing ratio of outside directors, and acceleration of management decision making by having options to delegate the authorities for the business execution. The Company takes measures such as appointment of independent outside directors and introduction of an operating officer system as well as cooperation among the Audit & Supervisory Committee, Internal Auditing Department and Accounting Auditor. The Company believes the management monitoring functions work sufficiently.

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

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

	Supplementary Explanations
Early Notification of General Shareholders Meeting	The Company strives to send notices as early as possible by streamlining related work. The Company sent Convocation Notice regarding the 72nd Ordinary General Meeting of Shareholders four days earlier than the statutory due date. The Company disclosed Convocation Notice electronically on the Company website on May 29, 2023, and on Timely Disclosure Network (TDnet) operated by the Tokyo Stock Exchange on May 30, 2023.
Scheduling AGMs Avoiding the Peak Day	The 72nd Ordinary General Meeting of Shareholders was held on June 28, 2023.
Allowing Electronic Exercise of Voting Rights	The Company adopted electronic exercise of voting rights since the 65th Ordinary General Meeting of Shareholders held on June 28, 2016.
Participation in Electronic Voting Platform	The Company adopted electronic voting platform since the 65th Ordinary General Meeting of Shareholders held on June 28, 2016.
Providing Convocation Notice in English	The Convocation Notice in English (summary) was posted on the Company website on May 31, 2023, and on Timely Disclosure Network (TDnet) on June 1, 2023.
Other	The Convocation Notice, extraordinary reports (the results of the exercise of the voting rights on the items for resolution), and chairperson's presentation video have been posted on the Company website.

## 2. IR Activities

	Supplementary Explanations	Explanations by representative directors
Preparation and Publication of Disclosure Policy	Disclosure policy has been established and disclosed on the Company website: <a href="https://www.nihonkohden.com/ir/policy.html">https://www.nihonkohden.com/ir/policy.html</a>	
Regular Investor Briefings for Individual Investors	The Company holds company briefings organized by securities companies and explains its management strategy and business operations. The meeting presentation materials and summary of Q&A have been posted on the Company website for enhancing information disclosure. In FY2022, the Company held one in-person meeting and two online meetings with individual investors. The Company also updated videos of company introductions on its website.	No
Regular Investor Briefings for Analysts and Institutional Investors	The Company holds briefings to explain financial results to institutional investors and analysts, which speaker is the president, in the 2nd quarter and 4th quarter. The Company also organizes conference calls in the 1st quarter and 3rd quarter, which speaker is the general manager of the Corporate Strategy Division. From May 2020, all financial results briefings were held by conference calls or online.	Yes
Regular Investor Briefings for Overseas Investors	The Company visits overseas shareholders and institutional investors to explain the financial results and its management strategy. In FY2021, the Company held each meeting online.	Yes
Posting of IR Materials on Website	The Company website ( <a href="https://www.nihonkohden.co.jp/">https://www.nihonkohden.co.jp/</a> ) carries a host of information, including earnings releases, timely disclosure materials, the Annual Securities Reports, presentation materials of financial results, Convocation Notice, reports for shareholders, overview of corporate governance, and Integrated Report. English translations of the summaries of quarterly financial results, Annual Securities Reports, presentations of financial results, corporate governance reports, Convocation Notices (including business reports), results of exercise of voting rights at the Shareholders Meeting and other materials are also available on the website.	
Establishment of Department and/or Manager in Charge of IR	The Corporate Strategy Division is in charge of IR. The general manager of the Corporate Strategy Division has been appointed as person in charge of information disclosure.	

## 3. Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanations
Stipulation of Internal Rules for Respecting the Position of Stakeholders	It is stated in the Nihon Kohden Charter of Conduct, which codifies the basic criteria for business conduct, and the Nihon Kohden Code of Ethics and Conduct, which stipulates the way of conduct to be observed from the point of view of compliance with laws.
Implementation of Environmental Activities, CSR Activities etc.	Nihon Kohden's Management Philosophy is "we contribute to the world by fighting disease and improving health with advanced technology, and create a fulfilling life for our employees" as a medical electronics manufacturer. Nihon Kohden's sustainability activities are based on realizing its philosophy and the implementation of the Nihon Kohden Charter of Conduct. The Company's sustainability activities have been posted on its website and described in Integrated Report.

Development of Policies on Information Provision to Stakeholders	It is stated in the Nihon Kohden Charter of Conduct, which codifies the basic criteria for business conduct, and the Nihon Kohden Code of Ethics and Conduct, which stipulates the way of conduct to be observed from the point of view of compliance with laws.
Other	<p>In order to encourage women’s career development, we are providing a mentor program, trainee program which provides short-term experience of work in other departments, exchange meetings for female employees, and a seminar for managers. These initiatives will provide opportunities to support female managers, build female employee networks, and raise awareness of female participation for the next generation. As a result of encouraging women’s career development through relevant seminars and training courses, as of April 2023, the ratio of female managers was 8.0% in the parent company, which was a decrease of 60 basis points from the previous year. The ratio decreased because the Company changed the scope of its management positions in accordance with the introduction of a new personnel system in April 2023. One female outside director was appointed in June 2020, and two female operating officers were appointed in April 2021. As of June 30, 2023, the ratio of female directors and operating officers is 11.5%. As a result of advancing the development of a workplace where women can play an active role, the Company has obtained the Women’s Participation Promotion Act certification mark called Eruboshi from the Minister of Health, Labour and Welfare in FY2021. In the Plan of Action newly formulated in FY2021, the Company set a target of increasing the ratio of female managers to at least 12% and the ratio of male employees taking childcare leave to at least 30% by the end of March 2026. As a result of promoting awareness and penetration of various systems to support childcare, the ratio of male employees who took childcare leave in FY2022 was 38.9%, exceeding the Company’s target. In addition, 81.4% of male employees took childcare leave or used paid leave for childcare purposes. The Company will continue to develop an environment where any employee who wishes to take childcare leave can do so, regardless of their workplace or job category.</p> <p>The Company has developed an environment where employees can balance work with childcare and it has obtained the right to use the next-generation certification mark called Kurumin from the Minister of Health, Labour and Welfare, in recognition of the Company’s efforts to support employees’ childcare needs. In FY2022, the Company expanded systems such as the teleworking system and flextime system to promote flexible work styles. The Company also introduced a system where the Company subsidizes a part of an employee’s wages for the first month of childcare leave, in addition to childcare leave benefits from unemployment insurance. The Company will continue to actively promote women’s participation and career advancement in the workplace and provide support for balancing work with family and childcare.</p>

## IV. Matters Related to the Internal Control System

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

The Company shall work to improve the internal control system in accordance with the following basic policy for establishment of internal control system.

#### 1. System to Ensure Compliance by Directors and Employees of the Company Group with Laws and the Articles of Incorporation in the Execution of Their Duties

In order to ensure fair and appropriate corporate activities, the Company has thoroughly notified Nihon Kohden Charter of Conduct, which codifies the basic criteria for business conduct, and Nihon Kohden Code of Ethics and Conduct, which stipulates the way of conduct to be observed from the point of view of compliance with laws, to directors and employees by training and promotion activities.

The Compliance Committee and compliance officers at departments and Group companies promote the implementation of compliance.

The Company has established an internal compliance hotline for reporting and consultation in order to find and cure unfair practices as early as possible.

The Company stands against antisocial forces that threaten the order and safety of civil society, and has no relationship with them.

#### 2. System for Storing and Managing Information Related to the Execution of Duties by Directors

Information related to the execution of duties by directors are stored and managed appropriately during the storage period set for each information in accordance with Standards for Procedures for Requesting Deliberations and Making Decisions. Documents are stored and made available for inspection depending on recording media.

#### 3. Risk Management of Possible Losses

The Company has established the risk management system for managing risks associated with overall operations of the Company Group in accordance with Risk Management Rules in order to ensure the sound and appropriate business operations. The Company shall work to improve the effectiveness of the system.

The risk management department implements group-wide risk management, assigning responsibility for each risk associated with operational execution to specific departments.

In the event of an emergency, such as a natural disaster, emergency response measures shall be implemented with regard to internal rules such as BCP.

#### 4. System to Ensure Efficient Business Execution by Directors

Meetings of the Management Council, at which directors and operating officers attend, are held once or twice a month aiming at prompt decision making and flexible business operation.

The Company has introduced an operating officer system that provides a clear segregation between managerial decision making and supervisory functions on the one hand and the execution of operations on the other.

The Company will endeavor to ensure the effective business execution by establishing internal rules to clarify the allocation of duties, authority, responsibility and execution procedures of each director, operating officer and council.

#### 5. System to Ensure Proper Business Execution of the Company Group

The Company has established the management system to ensure the proper business execution of the Company Group in accordance with the internal rules, assigning responsibility for the appropriate management of each Group company to specific departments, receiving the periodic report regarding the business performance and other important matters from each Group company, and requiring Group companies to obtain prior approval from the Company before conducting important matters.

The Internal Auditing Department is in charge of auditing the Company and Group companies.

The Company has established the internal control system to ensure the reliability of financial statements under the Financial Instruments and Exchange Act and will assess and improve the system continuously.

6. Matters concerning directors and employees assisting the Audit & Supervisory Committee, the independence of such directors and employees from other directors, excluding Audit & Supervisory Committee members, and ensuring the effectiveness of instructions from the Audit & Supervisory Committee to such directors and employees.

The Audit & Supervisory Committee Secretariat assists with the Audit & Supervisory Committee's duties when the Audit & Supervisory Committee requests or instructs.

Personnel changes of the Audit & Supervisory Committee Secretariat shall require prior consent of the Audit & Supervisory Committee.

The Audit & Supervisory Committee Secretariat is independent from the directors', excluding Audit & Supervisory Committee members, line of command when they work under the instruction of the Audit & Supervisory Committee.

7. System for Reporting to the Audit & Supervisory Committee by Directors, excluding Audit & Supervisory Committee members, and Employees of the Company Group

Directors, excluding Audit & Supervisory Committee members, and employees of the Company Group shall promptly report to the Audit & Supervisory Committee concerning matters that may cause serious damage to the Company Group, material violations of laws and the Articles of Incorporation, unfair practices as well as results of internal audit.

The Audit & Supervisory Committee may request reports of directors, excluding Audit & Supervisory Committee members, and employees of the Company Group as necessary.

Directors, excluding Audit & Supervisory Committee members, or employees who report to the Audit & Supervisory Committee will not be subjected to disadvantageous treatment because of such report.

The Audit & Supervisory Committee audits the performance of the directors', excluding Audit & Supervisory Committee members, duties by attending the important meetings such as the Management Council.

8. System to Ensure Effective Audit by the Audit & Supervisory Committee

Representative directors have periodic meetings with the Audit & Supervisory Committee and exchange opinions regarding challenges that the Company should deal with, the audit environment of the Audit & Supervisory Committee, and other important audit issues.

The Audit & Supervisory Committee shall maintain close contact and share information with the Accounting Auditor and Internal Auditing Department in order to ensure effective audit of the Company and Group companies.

The Company will promptly reimburse expenses invoiced by Audit & Supervisory Committee members that are deemed necessary for the execution of their duties in accordance with Auditing Standards Conducted by the Audit & Supervisory Committee.

## 2. Basic Views on Eliminating Anti-Social Forces

- i) Basic Views on Eliminating Anti-Social Forces

The Company stands against antisocial forces that threaten the order and safety of civil society, and has no relationship with them as described in basic policy for establishment of internal control system.

- ii) Status of Eliminating Any Relationships with Anti-Social Forces

The Company stands against antisocial forces that threaten the order and safety of civil society, and has no relationship with them. This is stipulated in the Nihon Kohden Charter of Conduct and thoroughly notified to the management and employees. The General Affairs Department is in charge of handling of anti-social forces and assigns a person responsible for preventing undue claims and collecting relevant information from police and companies in community. The Company has also built a system to take prompt action in cooperation with police, attorneys and other outside expert organizations if such cases occur.

## V. Other

### 1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	None
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Supplementary Explanation

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

The status of the company system for the timely disclosure of corporate information of the Company is as follows:

#### i) Basic stance on information disclosure

The Company Group stands committed to broadly engaging its shareholders as well as society as a whole. In this regard, the company discloses corporate information in a responsible and fair manner and adheres to highly transparent management practices as outlined in the Nihon Kohden Charter of Conduct. In accordance with this commitment and as stated in its Information Disclosure Policy, information related to the Nihon Kohden Group is disclosed in a timely, responsible, fair and clear manner in order to deepen the understanding and trust of all stakeholders, including customers, shareholders and local communities, and to attain a reasonable valuation from financial markets.

#### ii) Internal system for timely disclosure

1) The Company conducts timely disclosure in accordance with the "Rules on Timely Disclosure of Corporate Information by Issuer of Listed Securities and the Like" set out by the Tokyo Stock Exchange and its "Information Disclosure Rules." The Company has established the Information Disclosure Committee as well as rules and systems for timely disclosure, which it properly oversees and manages.

2) The general manager of the Corporate Strategy Division has been appointed as person in charge of information disclosure. The Corporate Strategy Division controls material information when a decision or event that affects investment judgments occurs. The Accounting department controls financial information. Both departments have always cooperated to control related information.

3) Timely disclosure information is released by person in charge of information disclosure after it is approved by the Board or the Management Council or confirmed by the president.

The Board convenes once a month to fulfill its managerial decision making and supervisory functions. The Management Council is held once or twice a month to decide important issues relating to business executions based on the policy approved by the Board. An extraordinary meeting is held as needed in the Board Meeting or Management Council.

4) Information is released to the public through the Timely Disclosure Network (TDnet) operated by the Tokyo Stock Exchange. Information made public through TDnet is also posted on the Company website promptly and distributed to the press club as necessary.

#### Information Disclosure Policy

##### i) Basic Policy

The Company Group stands committed to broadly engaging its shareholders as well as society as a whole. In this regard, the company discloses corporate information in a responsible and fair manner and adheres to highly transparent management practices as outlined in the Nihon Kohden Charter of Conduct. In accordance with this commitment, information related to the Company Group is disclosed in a timely, responsible, fair and clear manner in order to deepen the understanding and trust of all stakeholders, including customers, shareholders and local communities, and to attain a reasonable valuation from financial markets.

##### ii) Information Disclosure

The Company discloses information in compliance with Japan's Companies Act, Financial Instruments and Exchange Act, other related laws, and the disclosure rules of the Tokyo Stock Exchange. Information that is beneficial to fostering greater understanding of the Company, but which is not subject to these laws and rules, is also proactively and fairly disclosed to every extent possible. Material information which is subject to fair

disclosure rules is managed appropriately, and is not disclosed selectively to certain securities market professionals.

iii) Internal Framework

The Company has established an Information Disclosure Committee as well as rules and systems for timely disclosure, which it properly oversees and manages.

iv) Information Disclosure Methods

Information which is subject to timely disclosure rules is released to the public through the Timely Disclosure Network (TDnet) operated by the Tokyo Stock Exchange. Information made public through TDnet is also promptly posted on the Company website. Information that is deemed important but which is not subject to timely disclosure rules is also disclosed in a timely, responsible and fair manner through press releases issued to media outlets and publications on the Company website. If the Company determines that its director or employee has unintentionally disclosed material, nonpublic information to a securities market professional, such information is promptly disclosed on the Company website (If such information is deemed to be subject to timely disclosure rules, public disclosure will be made through TDnet). If the Company determines that it is not appropriate to disclose such information, the Company may take action such as withholding public disclosure on condition that the party who received such information agrees to bear obligations of confidentiality and non-trading of the Company's shares until such information can be publicly disclosed.

v) Forward-Looking Statements

Information provided by the Company may contain future outlooks and strategies, such as earnings forecasts appearing in financial statements released in accordance with timely disclosure rules. Actual performance may differ from initial forecasts because this information contains uncertainties and risks related to economic trends, industry trends and exchange rates, among other factors.

vi) Quiet Period

The Company has adopted a quiet period in which it will not respond to comments or questions from the day after the closure of its accounting period to the date it presents its financial statements in order to prevent information leaks of financial information (including both annual and quarterly) and to ensure fairness in its information disclosure practices. However, in the event that the Company's earnings forecast is found to greatly deviate from initial projections during this quiet period, the company will disclose such information in compliance with timely disclosure rules.



