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CORPORATE GOVERNANCE

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Inabata & Co., Ltd.

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<https://www.inabata.co.jp>

The corporate governance of Inabata & Co., Ltd. (the “Company”) is described below.

I. Corporate governance (basic views), capital structure, corporate attributes, and other basic information

1. Basic views

The Company's Mission is to “contribute to the development of society based on the humanitarian spirit of ‘ai (love)’ and ‘kei (respect).’” Based on this Mission, we believe that in order to meet the expectations of our shareholders, business partners, employees, and all other stakeholders who support our corporate activities, and in order to enhance our corporate value in a sustainable manner, it is essential to develop and establish a strong corporate governance system that will ensure the transparency and fairness of the Company's management and provide a foundation for prompt and determined decision-making.

[Reasons for non-compliance with the principles of Japan's the corporate governance code]

The Company complies with all the principles of the corporate governance code.

[Disclosure based on the principles of Japan's corporate governance code] Updated

[Principle 1-4. Strategically held shares]

1. Policy on strategic holding of listed shares

(1) Basic views

Close business and cooperative relations with various companies are valuable assets to the Company, and the Company believes the establishment, maintenance and development of these relations improve the Company's corporate value in the medium and long term and lead to the benefit of shareholders and investors.

Also, as the Company believes the strategic holding of shares of such companies continues to be an effective way to establish, maintain and develop good cooperative relations, the Company owns strategically held shares.

(2) Policy related to holding and reducing strategically held shares

The Company forms a judgment concerning the pros and cons of strategically held shares based on whether holding them contributes to the establishment of cooperative relations, enhances the Company's corporate value in the medium and long term and leads to the benefit of shareholders and investors.

Specifically, at the meetings of the board of directors, the Company annually conducts a comprehensive review of the reasons backing the suitability of holding each stock, considering the financial status, liquidity of shares of investees, changes in trading volume and income from business with such investees or investee groups, as well as outlook thereof in the medium and long term, and economic rationality such as whether risk and return is proportionate to the capital cost and other qualitative information.

The Company follows a policy of reducing the shares that the holding of which is not considered significant, while considering timing and the effect on the market and the business.

Additionally, in the three-year mid-term business plan “NC2023” that will end in the fiscal year ending March 31, 2024, the Company set “Continuous review of asset holdings and further improvement of fund and asset efficiency” as the major priority measure. Specifically, in three years during the implementation of “NC2023,” we will reduce cross-shareholdings by 50% compared to the balance as of March 31, 2021. Furthermore, we added a new policy to continue to reduce cross-shareholdings by approximately 80% compared to the balance as of March 31, 2021 by March 31, 2027. Based on this policy, we will more strictly examine the significance of our holdings and promote further reduction.

2. Criteria for exercise of voting rights for strategically held shares

In principle, the Company exercises voting rights for all agendas in order to exercise its rights as a shareholder.

The Company reviews the merits and demerits of each agenda and exercises voting rights based on the judgment criteria of whether sustainable growth of the held company and improvement of its corporate value in the medium and long term can be expected.

[Principle 1-7. Related party transactions]

The Company shall obtain approval of the board of directors in accordance with the Rules of the Board of Directors when directors conduct a conflict-of-interest transaction or a competitive transaction. The Company judges that the board of directors is providing appropriate supervision through these operations. In addition, the Company annually reviews whether there is any related party transaction which involves directors.

Regarding any transaction with major shareholders, the Company determines a price and other terms and conditions in consideration of general transactions after individual negotiation and discloses details of such transactions in securities reports, etc.

[Principle 2-4. Ensuring diversity in companies, including active participation of women]

Supplementary Principle 2-4-1

As global competition intensifies, we recognize the importance of diverse values for the sustainable development of our business. Group employees come from a diverse range of backgrounds and are active on a global scale. We are focusing on implementing measures and enhancing systems to ensure fairness in recruitment, assignment, evaluation, treatment, and promotion regardless of race, religion, nationality, age, gender, sexual orientation, or disability so that each employee can fully demonstrate their abilities. We respect the individuality and abilities of each employee and strive to foster an organizational culture that embraces and makes the most of this diversity and allows employees to work together with a sense of unity.

We also recognize that human resources are our greatest asset, and human resource development is an important management issue. Our human resource and skills development is based on the humanitarian spirit of ‘ai (love)’ and ‘kei (respect)’ and our Mission. Our human resource development is simply to nurture human resources who share our IK Values and are able to realize our Vision.

We develop human resources with expertise and the ability to lead our organization and business both domestically and internationally by providing diverse work experiences and growth opportunities as well as implementing role-based training programs. The development of global human resources who can coexist with the international community and create new value from a global perspective, regardless of national borders, is an important issue for the Group conducting businesses on a global basis.

The Group's materiality is "fostering and strengthening of human capital that contributes to value creation," and we are promoting new work style reforms, diversity and inclusion, employee engagement, human resource and skills development, occupational health and safety, and other initiatives to further expand our systems and enhance our training among other efforts.

In the three-year mid-term business plan "New Challenge 2023" ("NC2023"), we recognized that human assets are the most important asset for the Group with the trading business serving as a core business. Therefore, we set "strengthening of efforts to utilize human capital" as one of our major priority measures.

We have formulated a General Employer Action Plan based on the Act on Promotion of Women's Participation and Advancement in the Workplace and the Act on Advancement of Measures to Support Raising Next-Generation Children and are actively promoting it in order to create work environments where women can more actively participate as well as to support the work-life balance of employees, such as by providing childcare and long-term care leave for both men and women. With regard to the promotion of women to managerial positions, we have set a goal of increasing the percentage of women in managerial positions (manager or higher) to 5% or more over the three-year period from April 1, 2021 to March 31, 2024. The percentage is 3.7% as of March 31, 2023, and we will continue our efforts to achieve this goal. We have set two goals for promoting the active participation of women over the same period: to maintain the percentage of women new college graduates hired for Staff positions at the current level of 20% or more, and to increase the ratio of women in Staff positions to 15% or more. As of March 31, 2023, these two goals were achieved with 33.3% and 16.7%, respectively.

We are also focusing on hiring mid-career employees and promoting them to managerial positions. We hired 31 mid-career employees in fiscal year ended March 31, 2023 and the ratio of mid-career hires among total permanent employees hired during the year was 54.4%. The ratio of mid-career employees among total employees is just over 30%, and the ratio of mid-career employees among managers is also just over 30%, and the number of appointments is progressing. In addition, mid-career hires account for three of the four executive directors, and five of the 16 general managers who are executive managers. We also appoint mid-career hires in senior management to ensure diversity.

We also consider the development of national staff at our overseas subsidiary and their promotion to managerial positions (general manager or higher) to be an important issue that we are working on. We intend to increase the percentage of national staff in managerial positions at our overseas subsidiary, but are reviewing specific figures based on the actual situation.

[Principle 2-6. Execution of function as asset owner of company pension]

The Company has set a policy for the operation of the pension assets and a basic policy regarding the operation of pension assets which focus on the management of all operational risks in order to secure payments of the company pension for the future.

The Company delegates all operation of the pension assets to third parties due to expertise required of such operations. All third parties operating the pension have accepted the stewardship code.

Decisions regarding the investees and the execution of voting rights are delegated to the third parties operating the pension assets. As a result, the pension operation liaison committee, which is comprised of responsible persons of the finance, accounting, and human resources departments, regularly discusses and verifies pension finance and the operation of the pension. The committee strives to maximize the interest of the beneficiaries and ensure proper management of transactions involving conflicts of interest.

[Principle 3-1. Enhancement of information disclosure]

- (i) With the Mission of contributing to the development of society based on the humanitarian spirit of "ai" (love) and "kei" (respect), which is the Corporate Principle, as the basis of corporate management, the Company operates its businesses with its Vision of continually evolving, serving clients and society through global operations, and meeting their changing needs. The Company discloses its Mission, management strategy and plan on the website and in securities report, etc.
- (ii) Based on the Mission, the Company establishes continuous improvement of corporate governance as its basic policy from the perspective of maintaining healthy corporate management and improving transparency as well as efficiency of operations, supported by the view that sustainable improvement of corporate value is important to all stakeholders.
- (iii) The board of directors determines remuneration of directors (excluding directors who are audit and supervisory committee members) within the total remuneration approved at a general meeting of shareholders. The Nominating and Remuneration Committee first reviews the details before the board of directors makes the decision. The board of directors works to ensure objectiveness, fairness and transparency by giving sufficient respect to its opinions. In addition, the Nominating and Remuneration Committee is chaired by the head independent outside director, and the majority of the members of the committee are independent outside directors. Remuneration for directors who are audit and supervisory committee members is determined upon deliberation of directors who are audit and supervisory committee members within the total remuneration approved at a general meeting of shareholders. Remuneration for directors is disclosed in [Incentives] and [Director remuneration] in this corporate governance report and in securities reports.
- (iv) When the board of directors elects executives and appoints candidates for directors and executive officers, the Nominating and Remuneration Committee takes measures, for instance, such as interviewing candidates, to examine credentials and aptitude which would contribute to the improvement of corporate value in the medium and long term and to ensure the objectivity, fairness and transparency of any decision the board of directors makes. The Company has the "criteria for independence of outside directors" independently in place for the election of independent outside directors and elects them in accordance with the criteria. When the board of directors dismisses executives, the matter is first deliberated by the Nominating and Remuneration Committee. Then, while giving adequate consideration to the results of the deliberations by the Nominating and Remuneration Committee, the board of directors will decide on the dismissal of the executives by resolution, working to ensure that objectiveness, fairness and transparency is reflected in this resolution. Decisions regarding the nomination of candidates for directors who are Audit and Supervisory Committee members are made by the board of directors after receiving consent from the Audit and Supervisory Committee based on the opinions of the Nominating and Remuneration Committee.
- (v) With respect to each of the reasons for the election or dismissal or nomination when carrying out election or dismissal of executives or nomination of candidates for directors, the reasons for the election or dismissal the board of directors makes in accordance with the principle mentioned in (iv) above are included in notices of convocation of general meeting of shareholders.

Supplementary Principle 3-1-3

In October 2021, the Group established the Sustainability Committee, chaired by the president and vice-chaired by the director in charge of sustainability, to address various issues surrounding the global environment and society such as climate change and human rights as important management matters. The committee members consist of directors and executive officers in charge of the four business segments and selected heads of administrative offices. The committee meets at least once a year (or more frequently if necessary) to formulate, authorize, and monitor the Group's sustainability policies and measures. Outside directors, non-executive directors, and audit and supervisory officers serve as observers of the Sustainability Committee. The observers monitor the fairness and effectiveness of the discussions at the committee and provide recommendations as necessary. By resolution of the Committee, the Sustainability Promotion Department, a body dedicated to promoting sustainability throughout the Group, and Sustainability Promotion Members, consisting of Staff from sales divisions and selected administrative offices, are also assigned to compile and gather information on matters related to sustainability in their respective divisions to facilitate the smooth operation of the Committee.

In November 2021, the Sustainability Committee formulated and published the Inabata Group Sustainability Basic Policy and the

Inabata Group Sustainability Code of Conduct. In the Code of Conduct, for each of the nine items such as “respect for human rights” and “environmental conservation,” individual guidelines are published. In March 2022, the Group formulated the Inabata Group Human Rights Policy on “business and human rights” that are of growing international concern by resolution of the board of directors.

In April 2022, the Group participated in the United Nations Global Compact, the world’s largest sustainability initiative.

In June 2022, the Group identified materiality (important issues) towards the Group’s sustainable growth, setting six kinds of materiality, three related to “sustainable value creation” and three related to the “base for business continuity.” For each kind of materiality, we will establish an indicator, goal and plan within the fiscal year ending March 31, 2024.

Also in June 2022, we announced the “Carbon Neutrality Declaration 2050” as a response to climate change, one of the most critical challenges facing the global community.

In addition, in the three-year mid-term business plan “NC2023,” which started in April 2021, the Group has set “strengthening of efforts to utilize human capital” as one of our major priority measures and is working on it as an important management issue. We also set “fostering and strengthening of human capital that contributes to value creation” in the materiality identified this time. Based on recognition that human assets are the most important asset for the Group with the trading business serving as a core business, we will further strengthen active use of human capital. Please refer to Principle 2-4 for our initiatives towards greater diversity for stronger human capital.

We position intellectual property as a complement to our trading business’s function and work to strengthen it, operating facilities for R&D in Japan and overseas.

The Group will provide timely and appropriate disclosure of information related to sustainability and maintain transparency and accountability. Comprehensive information related to sustainability, including performance data, is published on the Company’s website. (<https://www.inabata.co.jp/english/csr/>)

The Group also recognizes the importance of climate-related financial risk disclosure and endorses the recommendations issued in June 2017 by the Financial Stability Board’s Task Force on Climate-related Financial Disclosures (TCFD). We also appropriately identify and disclose the impact of climate change-related events on our own business activities.

The Inabata Group Sustainability Basic Policy, Inabata Group Sustainability Code of Conduct, Inabata Group Human Rights Policy, Inabata Group Materiality, and information disclosure based on TCFD recommendations are described in the latter part of this report.

[Principle 4-1. Roles and responsibilities of the board of directors (1)]

Supplementary Principle 4-1-1

The board of directors makes decisions about important matters related to foundation of management including formulation of a management plan and preparation of an annual budget in addition to matters to be decided by the board of directors stipulated by laws, regulations or the articles of incorporation. Decisions on execution of duties other than these shall be made by the representative director and other executives to the maximum extent that is appropriate in light of the actual business conditions, etc., of the Company.

In addition, the board of directors exercise its supervisory function over the company executives appropriately by stipulating matters that are required to monitor the executives’ decision-making and the execution of decided matters and receiving reports thereof.

Matters to be decided by the board of directors and matters that must be reported by the executives are designated clearly in the Rules of the Board of Directors.

[Principle 4-9. Criteria for independence and qualification of independent outside directors]

The Company has the “criteria for independence of outside directors” independently in place and posts them on its website (https://www.inabata.co.jp/themes/english@inabata/pdf/company/independence_20220622.pdf). In electing an independent outside director, the Company aims to appoint a candidate who has abundant experience and knowledge of corporate management, the ability to oversee decision-making and business execution of the board of directors of the Company conducting businesses on a global basis, and the ability to provide appropriate advice from an objective perspective.

[Principle 4-10. Use of optional approach]

Supplementary Principle 4-10-1

In order to ensure objectivity, fairness and transparency when appointing and removing senior management, nominating candidates for director and executive officer and resolving remuneration, etc. for directors, the Company has established the voluntary Nominating and Remuneration Committee, which is chaired by the head independent outside director, and the majority of the members of the committee are independent outside directors. In appointing executives and determining remuneration for directors, the Nominating and Remuneration Committee deliberates prior to the decision of the board of directors. The board of directors works to grant objectiveness, fairness and transparency by giving sufficient respect to the opinions (including succession plans and the perspective of diversity and skills) of the Nominating and Remuneration Committee. The Nominating and Remuneration Committee is described in the section titled [Voluntary committees].

[Principle 4-11. Prerequisite for securing viability of the board of directors]

Supplementary Principle 4-11-1

There are twelve incumbent directors, of whom seven are independent outside directors. Four of independent outside directors have management experience at other companies.

The Company elects directors after considering matters of diversity and appropriate scale in order to produce a board that is balanced in terms of knowledge, experience, and ability. In electing a new candidate for director, the board of directors makes a decision after discussion by the Nominating and Remuneration Committee while considering the knowledge, experience and views of each candidate.

The Company’s view on knowledge, experience, and abilities of the Board of Directors (skill matrix) is described in the Notice of Convocation of the 162nd Ordinary General Meeting of Shareholders on pages 16-18.

(https://www.inabata.co.jp/themes/english@inabata/investor/event/shareholder_meeting/file/notification_en_162.pdf)

[Our way of thinking about the skill matrix]

Management philosophy of Inabata & Co., Ltd. is “People come first, based on the spirit of “love (ai)” and “respect (kei),” and together we strive towards contributing to the development of society,” and our vision is “To continually evolve, serving clients and society, through global operations and meeting their changing needs.” In addition, with around 2030 in mind, we have set “IK Vision 2030” as a long-term vision that envisions our future status, and have positioned the mid-term business plan “NC2023” as a step toward that long-term vision.

In identifying the skills expected of directors, we have decided from the viewpoint of the kind of skills that are required to build systems that enable the Board of Directors of the Company to fulfill the functions relating to decision-making and the supervisory of business execution, as we expand globally, based on this management philosophy, vision, the long-term vision “IK Vision 2030,” and the mid-term business plan “NC2023.” From this point of view, we have specifically identified the following skills and formulated a skill matrix.

(Global Management)

We are expanding our business globally, and in particular, in our long-term vision “IK Vision 2030,” we anticipate that the overseas business ratio will be 70% or greater. From this point of view, in order to plan the future growth of Inabata & Co., Ltd., we believe that it

is extremely useful to appoint those who have knowledge of global corporate management as directors. Therefore, especially when inviting outside directors, we make sure to include managers of companies that are developing business globally, especially top management, or those with equivalent experience. The Global Management item in the skill matrix is based on top management of a company that is developing business globally or whether the candidate has experience equivalent to this.

(Business Strategy/Industry Knowledge)

In managing a specialized trading firm like ours, first and foremost, vast expertise and experience in each business field is indispensable. In particular, regarding executive directors who are in charge of business execution, it is extremely important in practice to the development of the business of a trading firm like ours to hold a wide range of knowledge, experience and personal connections in each of our business fields, and when appointing executive directors, we give consideration to balance among those who have knowledge of the Company's business fields.

When inviting outside directors, we give consideration to the broad knowledge and experience in various business fields, and aim to include individuals capable of providing supervision and opinions on business strategies from an objective perspective.

(Finance and Accounting)

Financial strategy (corporate finance) in corporate management is of course important, and we believe that we need someone among executive directors who is responsible for financial strategy and can lead efforts to improve corporate value through various dialogues with investors. In addition, in order to strengthen the supervisory function for business execution, we believe that it is useful to include those who are familiar with finance and accounting among directors who are audit and supervisory committee members.

(Legal/Risk Management/Internal Control)

In a trading firm like ours, which is expanding its business globally, there are various risks such as credit risk of business partners, risk related to business investment, country risk associated with overseas business, foreign exchange risk, and the product market fluctuation risks. Therefore, risk management is extremely important for management. In addition, we are committed to management that emphasizes compliance above all else, and in order to strengthen the supervisory function for business execution, we believe it is useful to include those who are familiar with the law among directors who are Audit and Supervisory Committee members without fail.

We have chosen to be a company with an audit and supervisory committee with the aim of expediting management decision-making and strengthening the supervisory function for business execution. Companies with an audit and supervisory committee are required to make effective use of the company internal control system to conduct systematic audits. From this point of view, we believe that it is essential to include those who have specialized knowledge and experience in internal control and auditing among directors who are Audit and Supervisory Committee members.

(HR/Labor)

In a trading firm like ours, human resources are our greatest asset, and human resource development is an important management issue in the medium to long term. In the mid-term business plan "NC2023," we are strengthening our efforts to further enhance the system for global human resource development and diversity improvement, employee engagement, and new work style reforms. From this point of view, we believe it desirable for directors to include those who have experience and skills in HR and labor, and we place great importance on this perspective when inviting outside directors.

(IT/Digital)

Knowledge of IT and digital is indispensable for promoting DX (digital transformation). In addition, threats to information security have been increasing year by year, and we believe that IT/digital skills are necessary to strengthen countermeasures against these.

(ESG)

Inabata & Co., Ltd. established the Sustainability Committee in October 2021 and considers the promotion of sustainability to be an important management issue. We also consider improving the external evaluation of ESG as an important issue. From this point of view, we believe that it is necessary to include those who have knowledge of sustainability and ESG in corporate management among directors, and we take these points into consideration when inviting outside directors.

Supplementary Principle 4-11-2

The approval of the board of directors shall be obtained in accordance with the Rules of the Board of Directors when an internal director of the Company serves concurrently as a director or an audit & supervisory board member of another company.

In electing an outside director, the Company checks concurrent positions each candidate holds and focuses on whether it is realistically possible for each candidate to perform the functions and duties required as an outside officer of the Company.

The Company discloses the status of significant concurrent positions directors hold in securities reports [Company Officers], etc.

Supplementary Principle 4-11-3

Based on the idea that enhancement of effectiveness of the board of directors is important, the Company annually conducts board of directors evaluation utilizing an outside consultant. An outline of the board of directors evaluation is posted on the Company's website (https://www.inabata.co.jp/themes/english@inabata/investor/library/governance/file/evaluation202304v2_en.pdf). Going forward, the Company's policy will be to take appropriate response based on the self-evaluation results and to continuously implement such evaluation of the board of directors.

[Principle 4-14. Training of directors]

Supplementary Principle 4-14-2

When an internal director assumes their posts, the Company provides opportunities to them to understand the legal obligations and roles and responsibilities that they are required to follow as director. For outside directors, the Company provides opportunities to them to have meetings with general managers of each internal department and for overseas visits/site visits as appropriate so that they can fully understand the businesses of the Group.

The Company provides opportunities to directors for training after they assume their posts so that they can acquire the required knowledge and further understand their roles and responsibilities. The Company reimburses any director for any required expenses for training.

The implementation status of training of directors is reported once a year to the board of directors.

[Principle 5-1. Policy on constructive dialog with shareholders]

The Company actively holds a dialog with shareholders and investors to contribute to sustainable growth of the Company and improvement of the medium- and long-term corporate value.

The policy on development of a system which facilitates a constructive dialog with shareholders and investors and relevant efforts are as follows:

(1) IR system

- Under the IR system of the Company, the president serves as the responsible person, and the director in charge of IR has also been appointed. In principle, the president and the director in charge of IR lead a dialog with shareholders and investors.
- There is a section dedicated to IR (IR Department) within Financial Management Office which serves as a contact point for shareholders and investors.

Type of business	Wholesale trade
Number of employees (Consolidated) at the end of the previous fiscal year	1,000 or more
Net sales (Consolidated) for the previous fiscal year	From ¥100 billion to less than ¥1 trillion
Number of consolidated subsidiaries at the end of the previous fiscal year	From 10 to less than 50

4. Policy for measures to protect minority shareholders in conducting transactions with controlling shareholder

5. Special circumstances which may have material impact on corporate governance

Outside directors' relationship with the Company (2)

Name	Designation as audit and supervisory committee member	Designation as independent officer	Supplementary explanation of the relationship	Reasons for appointment
Takako Hagiwara		○	—	<p>Takako Hagiwara has served as representative director of Sony Hikari Corp. and Sony Kibou Corp. (now Sony Kibou/Hikari Corp.) and director of Green House Co., Ltd. She currently serves as representative director of DDD Corp. and outside director of TWINBIRD CORPORATION and NEC Capital Solutions Limited.</p> <p>She held positions of responsibility for many years in the human resources division of a major electronics manufacturer with a global presence in multiple businesses, such as audiovisual equipment, games, movies, and music, in addition to which she has also served in management, and accordingly has extensive knowledge and experience. The Company considers she has sufficiently fulfilled the role that the Company expects at the board of directors and appointed her once more as outside director. The Company expects that she will provide advice in such areas as the Company's human resources strategy, and on the promotion of diversity.</p> <p>As she satisfies the requirements of the independence standards stipulated by the Tokyo Stock Exchange as well as the "criteria for independence of outside directors" separately established by the Company, the Company appoints her as independent officer.</p>
Osamu Chonan		○	—	<p>Osamu Chonan has served as representative director, president and chief executive corporate officer of Kewpie Corporation. He currently serves as chairman of the Kewpie Mirai Tamago Foundation.</p> <p>He held positions of responsibility for many years in the sales division of a food manufacturer with a global presence centered in China and Southeast Asia, in addition to which he has also served in management, and accordingly has extensive knowledge and experience.</p> <p>Based on the above, the Company considers him suitably qualified as an outside director of the Company and appointed him as outside director.</p> <p>The Company expects that he will use his abundant experience and extensive knowledge as a manager to provide oversight and advice in relation to the Company's execution of duties from an objective perspective.</p> <p>As he satisfies the requirements of the independence standards stipulated by the Tokyo Stock Exchange as well as the "criteria for independence of outside directors" separately established by the Company, the Company appoints him as independent officer.</p>
Kenji Hamashima	○	○	—	<p>Kenji Hamashima has served as representative director and senior executive vice president and president and chief executive officer of USHIO INC. He currently serves as special adviser of the same company and outside director of Nichirei Corp.</p> <p>He has global and abundant experience and extensive knowledge as a member of the management of a manufacturer which produced applied optics products such as industrial light sources, and industrial machinery. The Company has determined that he can be expected to provide accurate auditing and supervision for overall management of the Company, and appointed him as outside director who is an audit and supervisory committee member.</p> <p>As he satisfies the requirements of the independence standards stipulated by the Tokyo Stock Exchange as well as the "criteria for independence of outside directors" separately established by the Company, the Company appoints him as independent officer.</p>
Satoshi Tamai	○	○	—	<p>Satoshi Tamai serves as Representative of Satoshi Tamai Certified Public Accountant Office, and Outside Auditor of Toho Lamac Co., Ltd. and PC Depot Corp.</p> <p>Although he has no direct experience of being involved in corporate management in any form other than as an outside officer, he has knowledge as an accounting expert and extensive insight as he has experience working at a large trading company, is qualified as a certified accountant and has served as a representative partner at a major domestic audit corporation, as well as serving as an outside audit and supervisory board member of multiple companies. The Company has</p>

Name	Designation as audit and supervisory committee member	Designation as independent officer	Supplementary explanation of the relationship	Reasons for appointment
				<p>determined that he can be expected to provide accurate auditing and supervision for overall management of the Company, and appointed him as outside director who is an audit and supervisory committee member.</p> <p>As he satisfies the requirements of the independence standards stipulated by the Tokyo Stock Exchange as well as the "criteria for independence of outside directors" separately established by the Company, the Company appoints him as independent officer.</p>
Minoru Sanari	○	○	—	<p>Minoru Sanari has served as General Counsel of the Legal section, General Administration Department and Executive Officer (in charge of Governance) of Tokyo Gas Co., Ltd. He currently serves as Senior Adviser of the Company.</p> <p>He has specialized knowledge as an attorney and abundant experience in corporate legal affairs and corporate governance for many years at the largest city gas company. Based on this, the Company has determined that he can be expected to provide accurate audit and supervision for the overall management of the Company and appointed him as outside director who is an audit and supervisory committee member.</p> <p>As he satisfies the requirements of the independence standards stipulated by the Tokyo Stock Exchange as well as the "criteria for independence of outside directors" separately established by the Company, the Company appoints him as independent officer.</p>
Tomokazu Fujisawa	○	○	—	<p>Tomokazu Fujisawa has served as Full-time Audit & Supervisory Board Member and Director who are Audit & Supervisory Committee Member of Astellas Pharma Inc.</p> <p>He has extensive insight and abundant experience, having worked as the director of planning for a business department of a global pharmaceutical company that engages in pharmaceutical businesses around the world, as well as having work experience at said company's overseas subsidiary. After engaging in audit work, he also served as a full-time audit & supervisory board member of the company and a director who is an audit and supervisory committee member, and accordingly has high level of knowledge and abundant experience. Based on this, the Company has determined that he can be expected to provide accurate audit and supervision for the overall management of the Company and appointed him as outside director who is an audit and supervisory committee member.</p> <p>As he satisfies the requirements of the independence standards stipulated by the Tokyo Stock Exchange as well as the "criteria for independence of outside directors" separately established by the Company, the Company appoints him as independent officer.</p>
Noriya Yokota	○	○	—	<p>Noriya Yokota has served as director of the board and senior executive officer of Kirin Holdings Company, Limited, director of the board of Kirin Business System Company, Limited, and director of the board of Kirin Brewery Company, Limited.</p> <p>He has served as a factory manager and head of the production department at a manufacturer that manufactures and sells alcoholic beverages, beverages, and pharmaceuticals around the world, and after serving as manager of an overseas subsidiary of the company, he has been in charge of human resources, finance, IT, and management strategy as an executive officer, and has a great degree of insight and extensive experience. Based on this, the Company has determined that he can be expected to provide accurate audit and supervision for the overall management of the Company and appointed him as outside director who is an audit and supervisory committee member.</p> <p>As he satisfies the requirements of the independence standards stipulated by the Tokyo Stock Exchange as well as the "criteria for independence of outside directors" separately established by the Company, the Company appoints him as independent officer.</p>

Committees composition and chairperson's attributes

	Total committee members	Full-time members	Internal directors	Outside directors	Chairperson
Audit and supervisory committee	5	0	0	5	Outside director
Appointment of directors and/or employees to support duties of the audit and supervisory committee		Appointed			

Matters related to the independence of such directors and/or employees from executive directors

The Company established the Audit and Supervisory Committee Office as a dedicated organization to support the duties of the Audit and Supervisory Committee and appoints an appropriate appointee who is independent from directors (excluding directors who are audit and supervisory committee members). Persons who belong to the Audit and Supervisory Committee Office shall perform their duties under the direction of the Audit and Supervisory Committee. Taking into account the important role that constitutes one part of the audit function, the General Manager of the Audit and Supervisory Committee Office shall be an Audit and Supervisory Officer who takes responsibility to support the duties of the Audit and Supervisory Committee. In addition, the Appointment, dismissal and merit rating of the persons who belong to the Audit and Supervisory Committee Office shall be determined after obtaining the approval of the Audit and Supervisory Committee. When selecting the persons who belong to the Audit and Supervisory Committee Office, ample consideration shall be given to that person's experience, knowledge and leverage. The directors (excluding directors who are audit and supervisory committee members) and employees shall not unreasonably restrict the execution of duties of the Audit and Supervisory Committee Office.

Cooperation among audit and supervisory committee, accounting auditor and the internal audit

The Audit and Supervisory Committee, the accounting auditor and the Internal Audit Office collaborate with one another on a regular basis through reporting of audit results and consultation.

When investigating operations and assets of the Company and performing other audit duties, the Audit and Supervisory Committee strives to audit systematically and efficiently in close cooperation with the Internal Audit Office. The Audit and Supervisory Committee receives reports on the audit plan and audit results from the Internal Audit Office on a regular basis, requests an investigation when necessary, and instructs specifically on its duties.

While the Audit and Supervisory Committee and the Internal Audit Office hold meetings periodically with the accounting auditor for reporting of financial audits and quarterly reviews and receive reports on the audit in a timely manner and when required, they work to collaborate with the accounting auditor by sharing information that is recognized as useful for or as having an influence on the auditing of the accounting auditor.

The Internal Audit Office shall give reports on audit results to the Audit and Supervisory Committee and follow requests to conduct an investigation or any specific instructions from the Audit and Supervisory Committee. If instructions from the President are inconsistent with those of the Audit and Supervisory Committee, the Internal Audit Office shall respect the instructions of the Audit and Supervisory Committee.

[Voluntary committees]

Voluntary establishment of committee(s) equivalent to nominating committee or remuneration committee	Established
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Committee's name, composition, and chairperson's attributes

	Committee's name	All committee members	Full-time members	Internal directors	Outside directors	Outside experts	Other	Chairperson
Committee corresponding to nominating committee	Nominating and Remuneration Committee	4	0	1	3	0	0	Outside director
Committee corresponding to remuneration committee	Nominating and Remuneration Committee	4	0	1	3	0	0	Outside director

Supplementary explanation

When the board of directors resolves to elect or dismiss executives, appoint candidates for directors and executive officers, or determine the remuneration for directors (excluding directors who are audit and supervisory committee members) or other matters, the resolution shall first be deliberated by the Nominating and Remuneration Committee, which is chaired by the head independent outside director, and the majority of the members of which are independent outside directors.

The board of directors works to ensure objectiveness, fairness and transparency by giving sufficient respect to the deliberations (including succession plans and the perspective of diversity and skills) of the Nominating and Remuneration Committee.

At present, the Nominating and Remuneration Committee consists of three independent outside directors and one internal director as below.

Outside director	Takako Hagiwara (Chairman of the Nominating and Remuneration Committee, head independent outside director)
Outside director	Osamu Chonan
Outside director, audit and supervisory committee member	Kenji Hamashima
Director, President	Katsutaro Inabata

[Independent officers]

Number of independent officers 7 officers

Other matters related to independent officers

The Company designates all outside officers who satisfy the requirements of independent officers as such.

[Incentives]

Incentive policies for directors Performance-linked remuneration system

Supplementary explanation

The Company has established fixed remuneration for each position held by directors (excluding directors who are audit and supervisory committee members, outside directors and non-executive directors), and based on this, a performance-linked remuneration system according to each level, such as profit before income taxes (excluding gains on some strategically held shares), profitability of invested capital (Return on Invested Capital (ROIC) and Return on equity (ROE)) and stock prices, and ESG scores provided by external evaluation agencies (FTSE Russell and MSCI).

Directors (excluding directors who are audit and supervisory committee members, outside directors and non-executive directors), are responsible for all business activities, such as sales and financial activities of the entire Group, including group companies. The Company expects the results to be shown as consolidated profit before income taxes and designated this as an indicator. In addition, the Company uses ROIC as an indicator because we set "Intensification of investment targeting future growth" as one of our key initiatives in the mid-term business plan "NC2023" and believe that capital efficiency and investment yield should be considered based on the demands of capital markets and the trends in listed companies. In addition, as part of our measures to realize management conscious of cost of capital and share prices, we have decided to use ROE and share price (specifically, the difference between the year-on-year growth rate of TOPIX and the year-on-year growth rate of our share price) as new indicators. Furthermore, since we recognize addressing sustainability as an important management issue, we use the ESG scores provided by external evaluation agencies as an indicator.

Furthermore, the Company has introduced a Board Benefit Trust (BBT) as a performance-linked share-based remuneration system in order to further clarify the linkage of the remuneration for directors (excluding directors who are audit and supervisory committee members, outside directors and non-executive directors), the Company's business performance, and the stock value, and enhance their motivation to contribute to the improvement of the Company's business performance in the medium and long term and to boost corporate value by sharing not only the benefit of the rise in stock prices but also the risks of a decline in stock prices with the Company's shareholders.

Board Benefit Trust (BBT) is a system in which directors earn points during their term which are exchanged for shares and cash upon resignation. The calculation method for points granted to directors is as follows:

(The calculation method for points to be granted to directors)

Half of the basic points established by role are continuous service points (fixed points). These, along with performance points (continuous service points x performance coefficient), make up the yearly granted points.

(Yearly granted points = continuous service points + continuous service points x performance coefficient)

The performance coefficient is determined by the consolidated sales target achievement rate and the consolidated operating income target achievement rate. Target achievement rate is the performance compared to the publicly released mid-term business plan.

Individual remuneration for directors (excluding directors who are audit and supervisory committee members) does not consider qualitative factors, but is rather designed to be calculated automatically according to established standards and the multiple. The Human Resource Office of the Company calculates this according to these standards. The results of this calculation are deliberated by the Nominating and Remuneration Committee, which is chaired by the head independent outside director, and the majority of the members of which are independent outside directors. The board of directors determines remuneration for directors (excluding directors who are audit and supervisory committee members) while giving sufficient respect to the deliberation results of the Nominating and Remuneration Committee.

Through these procedures, the Company ensures that objectiveness, fairness and transparency are reflected in decisions on individual remuneration for directors (excluding directors who are audit and supervisory committee members), and the decisions regarding individual remuneration, etc. are not delegated to specific directors, etc.

The Company has not established a guideline on deciding the payment ratio between performance-linked remuneration and other forms of remuneration for directors (excluding directors who are audit and supervisory committee members).

Recipients of stock options

Supplementary explanation

[Director remuneration]

Disclosure of individual directors' remuneration No disclosure of individual remuneration

Supplementary explanation

Total remuneration paid to directors of the Company during the fiscal year ended March 31, 2023 is as follows.
Directors (excluding audit and supervisory committee members): 357 million yen
Remuneration breaks down into 162 million yen in fixed remuneration, 128 million yen in performance-linked remuneration, and 67 million yen in Board Benefit Trust (BBT).

The Company transitioned to a company with an audit and supervisory committee per resolution at the 161st Ordinary General Meeting of Shareholders held on June 22, 2022. The audit and supervisory committee consists of five directors (all of whom are outside directors), and audits the execution of business by directors in accordance with the audit policy, audit plan, etc. established by the audit and supervisory committee.

The directors who are audit and supervisory committee members possess expertise in finance, accounting and laws, etc., and a high degree of independence. Outside director Satoshi Tamai, an audit and supervisory committee member, is a certified public accountant and has considerable knowledge of finance and accounting.

Specific efforts for enhancement of the functions of the Audit and Supervisory Committee are described in sections titled "Cooperation among the Audit and Supervisory Committee, accounting auditor and the internal audit," "Appointment of outside directors," and "Supporting system for outside directors" within this report.

[Internal audits]

The Company has established an Internal Audit Office under the direct control of the president. The Internal Audit Office is staffed with 8 personnel as of the date of submission, including certified internal auditors, certified public accountants, certified fraud examiners, and other qualified professionals. The Internal Audit Office is responsible for compliance with the internal control reporting system related to financial reporting based on the Financial Instruments and Exchange Act, audits to improve group governance of the Company's domestic and overseas group companies, and audits compliance with the "Act on Securing Quality, Efficacy and Safety of Products Including Pharmaceuticals and Medical Devices" and economic security-related laws and regulations, etc. The results of audits conducted by the Internal Audit Office are reported not only to the president, but also to the board of directors and the audit and supervisory committee.

[Accounting auditor]

The accounting auditor of the Company is KPMG Azsa LLC. Certified public accountants who performed account closing operations for the fiscal year ended March 31, 2023 are Koji Yasui (designated limited partner) and Yoshinori Nishi (designated limited partner). There are 15 certified public accountants, 6 people who have passed the certified public accountants examination, etc. and 21 staff members serving as assistants for audit work. Fees (less consumption tax) for the work stipulated by Article 2, paragraph 1 of the Certified Public Accountants Act (Act No. 103 of 1948) paid to KPMG Azsa LLC total 79 million yen and all other fees (less consumption tax) total 2 million yen.

[Summary of the Liability Limitation Agreement]

The Company has concluded an agreement that limits the total amount of liability for damages prescribed by Article 423, paragraph 1 of the Companies Act in accordance with Article 425, paragraph 1 of the Companies Act if each of the directors (excluding executive directors) have acted in good faith and without gross negligence in performing their duties

3. Reasons for adoption of current corporate governance system

The Company believes that the functions to oversee executives have strengthened as we established the audit and supervisory committee and comprised the majority of the board of directors of independent outside directors who have extensive knowledge and experience as well as high expertise and independence, and that the speed of decision-making for corporate management has improved by authorizing executive officers to decide on important business execution. In addition, we ensure objectiveness, fairness and transparency for important decision-making, including the nomination of officers and determination of remuneration, by establishing the Nominating and Remuneration Committee, which is chaired by the head independent outside director and the majority of whose members are independent outside directors. The Company believes that the most suitable corporate governance system has been established through these efforts.

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 explanation
Early notification of general meeting of shareholders	The Company annually sends a notice of convocation approximately three weeks prior to the date of a general meeting of shareholders. For the 162nd Ordinary General Meeting of Shareholders held on June 21, 2023, the Company sent the notice of convocation on May 30, 2023.
Scheduling general meeting of shareholders avoiding the peak day	The Company avoids the peak day when setting a date for its general meeting of shareholders to allow constructive dialog with shareholders by enabling a greater number to attend the meeting. From the perspective of promoting dialog with shareholders and preventing the spread of infection, the Company held the Hybrid Virtual Shareholder Meetings for the 162nd Ordinary General Meeting of Shareholders.
Allowing electronic exercise of voting rights	Voting rights of the Company may be exercised via the internet through a computer, smartphone, or tablet.
Efforts for improvement of environment for exercise of voting rights by institutional investors such as participation in the platform for electronic exercise of voting rights	The platform for electronic exercise of voting rights for institutional investors managed by Investors Communications Japan, Inc. is available.
Providing notice of convocation (summary) in English	The Company prepared an English translation of the summary of the Notice of Convocation of the 162nd Ordinary General Meeting of Shareholders and posted on its English website (https://www.inabata.co.jp/themes/english@inabata/investor/event/shareholder_meeting/file/notification_en_162.pdf), as well as on the websites of Japan Exchange Group, Inc. and the platform for electronic voting, on May 23, 2023.
Others	Prior to the sending of the Notice of Convocation of the 162nd Ordinary General Meeting of Shareholders on May 30, 2023, the Company posted it on its Japanese website (https://www.inabata.co.jp/themes/inabata/investor/event/file/notification_162.pdf), as well as on the websites of Japan Exchange Group, Inc. and the platform for electronic voting, on May 23, 2023.

2. IR activities

	Supplementary explanation	Explanation by representative
Preparation and announcement of disclosure policy	The Company has a policy on information disclosure in place and has posted it on its website (https://www.inabata.co.jp/english/csr/governance/).	
Regular investor briefings for individual investors	The Company provided one briefing on company information via online distribution for the fiscal year ended March 31, 2023.	Established
Regular investor briefings for analysts and institutional investors	The Company provides financial results meetings for analysts and institutional investors via online distribution twice a year in the second quarter and at fiscal year-end.	Established
Regular investor briefings for overseas investors	The Company holds individual meetings online and in-person for overseas investors in Europe, the United States, and Asia.	Established
Posting of IR materials on website	The Company posts IR materials on its website (https://www.inabata.co.jp/english/investor/) such as financial results, information subject to timely disclosure other than financial results, operation overview/shareholder news, securities reports, semiannual reports, quarterly reports, integrated report and company brochure.	
Establishment of department and/or person in charge of IR	IR Department of Financial Management Office is in charge of IR at the Company.	

3. Measures to ensure due respect for stakeholders

	Supplementary explanation
Formulation of policies for provision of information to stakeholders	The Company has a policy on information disclosure in place and is posted on its website (https://www.inabata.co.jp/english/csr/governance/).

IV. Matters related to internal control system

1. Basic views on internal control system and the progress of system development

(Basic views on internal control system and the progress of system development)

The Company sets forth the following basic policy on development and improvement of the internal control system based on the Companies Act and the Ordinance for Enforcement of the Companies Act. As partial amendments to the Articles of Incorporation were resolved at the 161st Ordinary General Meeting of Shareholders held on June 22, 2022, the Company made the transition to a company with an audit and supervisory committee on the same date.

The basic policy for the establishment of the framework for the internal control system below was revised through a resolution at the board of directors meeting held on June 22, 2022 after the transition to a company with audit and supervisory committee.

1. System to ensure that performance of duties by directors and employees complies with laws and regulations as well as the articles of incorporation

- (1) Corporate Principle, Management Philosophy/Mission, Vision, and IK Values shall be established.
- (2) Executive directors or executive officers shall be appointed as persons in charge of internal control and the Internal Control Committee shall be established.
- (3) Executive directors or executive officers shall be appointed as persons in charge of compliance and the Compliance Committee shall be established.
- (4) Executive directors or executive officers shall be appointed as persons in charge of internal audits and Internal Audit Office shall be established.
- (5) Executive directors or executive officers shall be appointed as persons in charge of privacy and a system to ensure compliance with the Act on the Protection of Personal Information shall be established.
- (6) An internal whistleblowing system shall be established, reports shall be received on incidents of violations of compliance, and a system to protect internal whistleblowers shall be established.
- (7) A director who has discovered an incident of a violation of compliance shall report to the board of directors and the Audit and Supervisory Committee in an immediate manner.
- (8) The Audit and Supervisory Committee, when it has recognized problems with the operation of compliance system or internal whistleblowing system, shall state opinions and request improvements.
- (9) Matters relating to office regulations and disciplinary action shall be established in the rules of employment, and measures shall be taken to ensure the execution of duties by employees comply with laws and regulations and the articles of incorporation.

2. System to store and manage information on performance of duties by directors of the Company

For performance of duties by directors, reports are made at the meetings of the board of directors, and the contents are recorded in the minutes of such meeting, which are properly stored and managed. Moreover, other records concerning the performance of duties are properly stored and managed in accordance with the rules for document management.

3. System including rules for management of the risk of loss of the Company

For the risk of loss of the Company, the rules for the management of each risk (including systems) are established and appropriately implemented by the office in charge of supervising matters relating to the risk of loss for each risk category (risks such as finance, legal affairs, environment, quality, credit and natural disaster, etc.).

4. System to ensure that duties are performed efficiently by directors of the Company

- (1) The meetings of the board of directors will be held regularly, in principle once a month and ad hoc meetings shall be held as necessary.
- (2) The Management Council and the *shinsa kaigi* (organization which reviews credit and individual important cases) consisting of executive directors and specific executive officers discuss important matters for the Company's management policies and strategies prior to submitting such matters to the board of directors.
- (3) The omission of resolutions at the meetings of the board of directors (approval by documents) is provided for in the articles of incorporation to promote efficiency.
- (4) The Company may, by resolution of the board of directors, delegate all or part of decisions on execution of important duties to directors.
- (5) Decision criteria are established to promote efficiency of performance of duties by directors by delegating authority.

5. System to ensure appropriateness of operations of Inabata Group (the Group)

- (1) Efforts shall be taken for all officers and employees of the Group to familiarize themselves with Corporate Principle, Management Philosophy/Mission, Vision, and IK Values of the Company.
- (2) Executive directors and employees of the Company shall be dispatched to subsidiaries as necessary as officers.
- (3) Subsidiaries shall be under obligation to report sales results, financial position and other important information to the Company on a regular basis in accordance with the rules for group company management. Moreover, concerning important matters arising at subsidiaries, subsidiaries shall be under obligation to seek permission from the Company beforehand and receive approval for the matter.
- (4) An organization to oversee subsidiaries shall be established, and such organization shall have a system established to supervise and guide the subsidiaries' management.
- (5) Internal audits of the subsidiaries shall be conducted in accordance with the rules for internal audits.
- (6) The internal whistleblowing system of the Company shall have a system established to enable whistleblowing by officers or employees of subsidiaries.

6. Matters relating to directors and employees assisting the Audit and Supervisory Committee's duties

- (1) The Company establishes the Audit and Supervisory Committee Office as a dedicated organization to support the duties of the Audit and Supervisory Committee and appoints an appropriate appointee who is independent from directors (excluding directors who are audit and supervisory committee members).
- (2) Persons who belong to the Audit and Supervisory Committee Office shall perform their duties under the direction of the Audit and Supervisory Committee.
- (3) Appointment, dismissal and merit rating of persons who belong to the Audit and Supervisory Committee Office shall be determined after obtaining the approval of the Audit and Supervisory Committee.
- (4) When selecting the persons who belong to the Audit and Supervisory Committee Office, ample consideration shall be given to that employee's experience, knowledge and leverage.
- (5) Directors (excluding directors who are audit and supervisory committee members) and employees shall not unreasonably restrict the execution of duties of the Audit and Supervisory Committee Office.

7. System for report to the Audit and Supervisory Committee

To provide a system for reporting to the Audit and Supervisory Committee, internal company rules providing for the following content will be established and appropriately put into operation.

- (1) Officers and employees of the Group shall make prompt and appropriate reports when the Audit and Supervisory Committee of the Company has requested a report on matters relating to the execution of business.

- (2) Officers and employees of the Group shall provide reports to the Audit and Supervisory Committee of the Company whenever deemed appropriate when the Group has incurred significant loss or is at risk thereof.
 - (3) Departments inside the Group that have the management responsibility for internal audits, compliance, risk management, subsidiary management, and so forth shall conduct report meetings at the Audit and Supervisory Committee of the Company on a regular basis or as deemed necessary.
 - (4) The department in charge of the internal whistleblowing system of the Company shall report to the Audit and Supervisory Committee of the Company on a regular basis on the status of whistleblowing incidents from officers or employees of the Group.
 - (5) Officers and employees of the Group shall be forbidden from treating a person who reported information to the Audit and Supervisory Committee of the Company disadvantageously because of such action.
8. Other systems to ensure that audits by the Audit and Supervisory Committee are conducted effectively
- (1) The representative director shall hold meetings with the Audit and Supervisory Committee on a regular basis, and at such meetings, opinions shall be exchanged on management policies, issues that require the Company's action, major risks surrounding the Company, the status of establishment and operation of internal controls in the Group, the provision of environments for audits, etc., and important issues concerning audits
 - (2) When the Audit and Supervisory Committee requests the assistance of a lawyer, certified accountant or other outside professional to assist in the execution of his/her duties, or claims for the cost required to commission investigations, appraisals, or other professional services, the Company shall not be in a position to refuse these requests except in cases when the costs related to the aforesaid claims are deemed not to be necessary for the Audit and Supervisory Committee's execution of duties.
 - (3) In order to make audits by the Audit and Supervisory Committee systematic and efficient, a system to ensure the Audit and Supervisory Committee has close cooperation with the Internal Audit Office shall be established. The Internal Audit Office shall give reports on audit results to the Audit and Supervisory Committee and follow requests to conduct an investigation or any specific instructions from the Audit and Supervisory Committee.
If the instructions of the President are inconsistent with those of the Audit and Supervisory Committee, the Internal Audit Office shall respect the instructions of the Audit and Supervisory Committee.
 - (4) Appointment, dismissal and merit rating of the General Manager of the Internal Audit Office shall be determined after obtaining the approval of the Audit and Supervisory Committee.

(Outline of operational status of internal control system)

Based on the basic policy of establishing an internal control system, the Company operates as follows.

1. System to ensure that performance of duties by directors and employees complies with laws and regulations as well as the articles of incorporation

The Company has taken steps to ensure that it can rapidly become aware of information relating to compliance and deal with it, setting up subcommittees (for compliance, information security, privacy, and management of pharmaceuticals, etc.) within the Compliance Committee chaired by the president. In addition, the Company has set up an internal whistleblowing system consisting of two separate routes: The "compliance hotline" is primarily for reporting violations of laws and regulations, such as bribery and other types of corrupt activities, and incidents of serious breaches of compliance, including organizational fraud. The "counseling desk" provides mediation and coordination to help employees resolve issues related to the work environment and work relationships.

Furthermore, the Company has established principles including Inabata Declaration of Compliance and the compliance guideline and conducts related initiatives on a company-wide basis. At the same time, it works to enhance its internal control, having set up the Internal Control Committee to establish, maintain, and promote the internal control system. It has also taken steps to ensure that the Internal Audit Office conducts assessments and operational audits of internal control, that internal control is conducted to a higher standard, and that corporate governance requirements are observed at all times.

The details on the internal whistleblowing system are described in the last page of this report.

2. System to store and manage information on performance of duties by directors of the Company

With regard to performance of duties by directors, related reports are made at the meetings of the board of directors, and the contents are recorded in the meeting minutes. The minutes of meetings of the board of directors and other records concerning the performance of duties are properly stored and managed in accordance with the rules for document management and their detailed provisions.

3. System including rules for management of the risk of loss of the Company

With regard to the risk of loss, the Company has set up subcommittees (for compliance, information security, privacy, and management of pharmaceuticals, etc.) within the Compliance Committee, and has also set up an internal whistleblowing system. In addition, rules for the management of each risk are established and appropriately implemented by Risk Management Office, Business Process Management Office, Financial Management Office, and General Affairs Office.

4. System to ensure that duties are performed efficiently by directors of the Company

After the transition to a company with an audit and supervisory committee, the board of directors comprises eleven directors, including six outside directors, and it met 13 times during the fiscal year ended March 31, 2023. The Management Council or the shinsa kaigi (organization which reviews credit and individual important cases), etc. consisting of executive officers in positions of managing executive officer or higher, discuss important matters relating to the Company's management policies and strategies first, and following their deliberations, the board of directors makes decisions on the performance of duties.

The Company has set rules and regulations on decision-making authority, such as rules for request for approval and regulations on divisional decision-making, to promote efficiency in directors' performance of their duties by delegating authority.

Prior to the transition to a company with an audit and supervisory committee, the board of directors comprised nine directors, including three outside directors, and met three times.

5. System to ensure appropriateness of operations of the Group

The Group's subsidiaries report sales results, financial position and other important information to the Company on a regular basis in accordance with the rules for group company management. Moreover, subsidiaries seek permission from the Company and receive approval before executing important matters.

While executive directors and employees of the Company are dispatched to subsidiaries as officers, Financial Management Office supervises and provides guidance. Internal audits including audits of internal control are conducted throughout the entire Group, including subsidiaries.

Subsidiaries have been made aware of the Company's internal whistleblowing system, enabling whistleblowing from subsidiaries to the Company.

6. Matters relating to directors and employees assisting audit and supervisory committee duties

The Company established the Audit and Supervisory Committee Office and appoints appropriate persons who are independent from directors (excluding directors who are audit and supervisory committee members) and subject to the direction of the audit and supervisory committee. The appointment of the members of the Audit and Supervisory Committee Office is subject to the consent of the audit and supervisory committee.

7. System for report to audit and supervisory committee

The Company has established rules on reports to audit and supervisory committee, which it implements appropriately.

Audit and supervisory committee works to gather information, communicating with directors, executive officers, Internal Audit Office, and other employees. Directors who are audit and supervisory committee members attend meetings of the board of directors, and receive reports from directors, executive officers, employees, and others regarding the performance of their duties, requesting explanations as necessary. The General Manager of the Audit and Supervisory Committee Office attends important meetings such as the Management Council and the *shinsa kaigi* (organization which reviews credit and individual important cases) and reports the contents of such meetings to the audit and supervisory committee. With regard to subsidiaries, the Company's audit & supervisory committee members also communicate and exchange information with their directors, audit & supervisory board members, and others, receiving business reports from subsidiaries as necessary.

The department in charge of the Company's internal whistleblowing system reports to the audit and supervisory committee as appropriate regarding contact or requests for advice received via the internal whistleblowing system.

8. Other systems to ensure that audit by the audit and supervisory committee is conducted effectively

The representative director holds meetings on a regular basis with audit and supervisory committee, to exchange opinions.

The Company reimburses audit and supervisory committee members if they claim for reimbursement of costs required for performance of their duties.

The Internal Audit Office reports audit results to the audit and supervisory committee.

The appointment of the head of the Internal Audit Office is subject to the consent of the audit and supervisory committee.

(Status of development and improvement of risk management system)

Of risks which may affect the Company, credit risk of business partners and risk for legal regulations are monitored and overseen by Risk Management Office. In order to avoid risk for legal regulations, the Company appropriately receives advice from eight lawyers with whom the Company signs an advisory contract.

2. Basic views on eliminating anti-social groups and the progress of related efforts

In Inabata Declaration of Compliance, the Company declares that "We never give in to antisocial groups, we refuse unreasonable demands and avoid easy monetary compromises." In addition, in order to work on the elimination of anti-social groups on a company-wide basis, the Company posts the Inabata Declaration of Compliance as well as the compliance guideline on its internal website and holds training sessions on compliance to keep officers and employees of the Company informed about the importance of eliminating anti-social groups.

General Affairs Department of General Affairs Office is in charge of handling responses to anti-social groups and a manual is established to respond to a situation. In addition, the Company collects information on anti-social groups in collaboration with the anti-organized crime section of Metropolitan Police Department and Tokuboren (association of special violence prevention measures) under the authority of Metropolitan Police Department.

Inabata Declaration of Compliance is available on its website

(<https://www.inabata.co.jp/english/csr/governance/>).

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures -

Supplementary Explanation

2. Other matters related to corporate governance system Updated

The Company is ISO9001 and ISO14001 certified to improve customer satisfaction, and is making efforts for its maintenance and management.

In addition to improvement of customer satisfaction, the Company has made efforts on a company-wide basis for BPR (business process reengineering) activities which fundamentally review and redesign all business processes of the Company in order to dramatically reinforce the risk management capabilities and improve efficiency of operations.

From now on, the Company will work to develop and enhance the corporate governance system in order to improve satisfaction of all stakeholders through establishment, maintenance and improvement of the internal control system responding to the internal control reporting system based on the Companies Act and the Financial Instruments and Exchange Act.

(Overview of timely disclosure system)

1. Internal system for timely disclosure of Company information

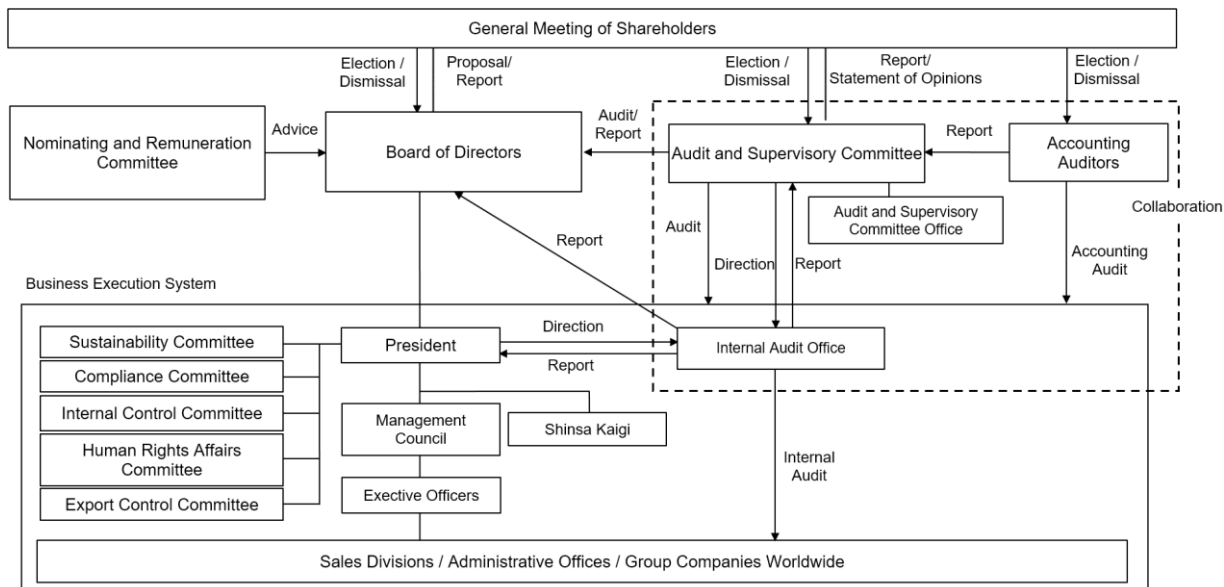
The Company discloses matters required by law and company information to stakeholders, including shareholders and investors, on a timely basis via its website and other means of communication including various printed materials. The means for information communication are as follows.

Financial Management Office collects requests for approval (matters presented based on the rules for request for approval) presented by each division (including subsidiaries), matters presented and approved by the *shinsa kaigi* (organization which reviews credit and individual important cases) and the Management Council and significant facts reported by various reports, and determines whether such items are subject to disclosure. When such items are subject to disclosure, the person responsible for information disclosure formulates a plan for the disclosure statement. Subsequently, the president submits an original proposal of disclosure statement to the board of directors, the approval body, to obtain approval, and then Financial Management Office discloses information.

2. Check function of internal system for timely disclosure

Legal Department of Risk Management Office (office in charge), General Affairs Office and Financial Management Office (main consulted parties) check requests for approval and reports presented, and verify their accuracy. For matters presented to the *shinsa kaigi* and the Management Council, Legal Department of Risk Management Office (office in charge) and General Affairs Office, as well as the *shinsa kaigi* and the Management Council check the accuracy.

The chart of the corporate governance system of the Company is as below.

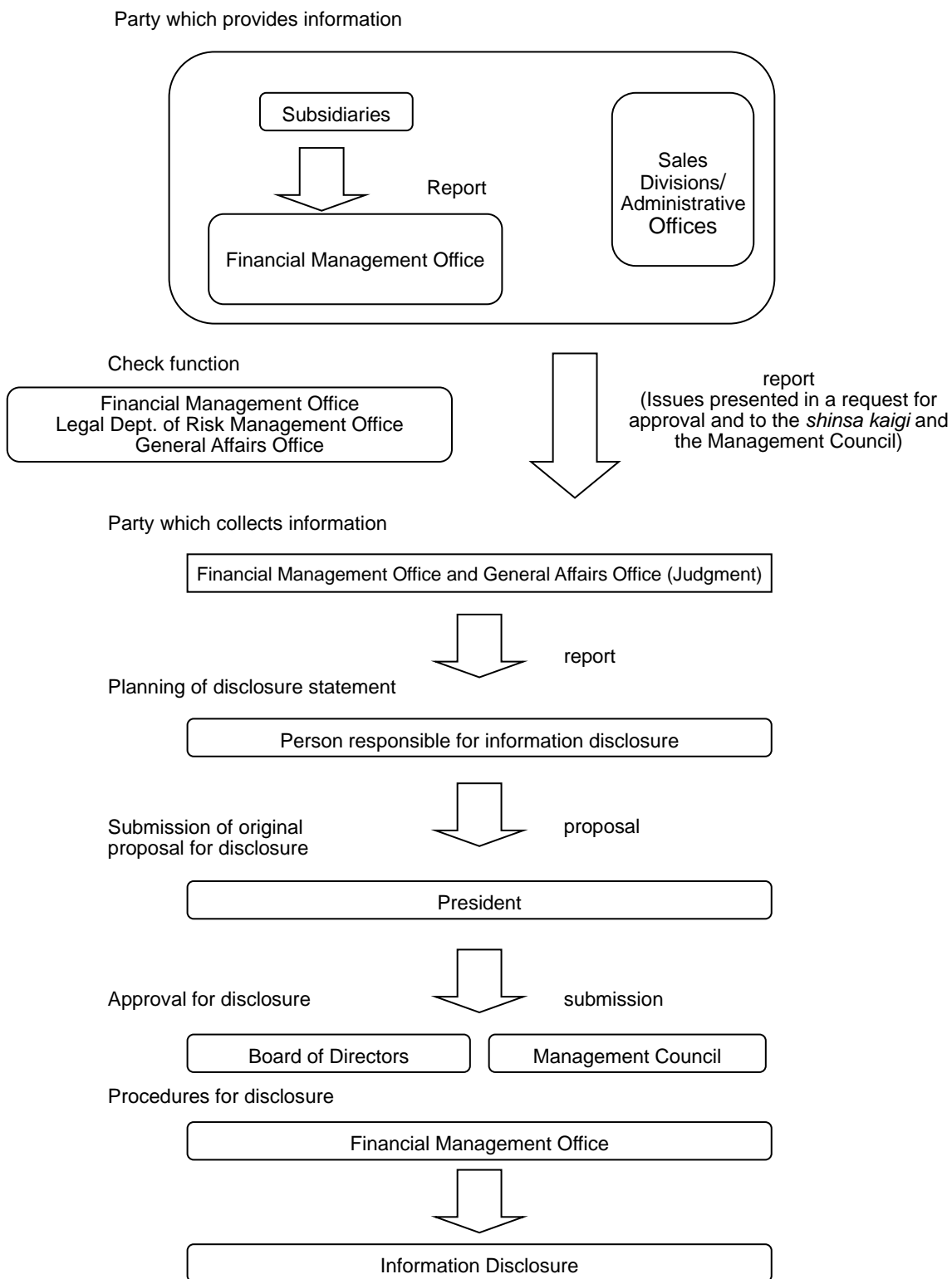


Board of Directors: Of the 12 directors, 7 directors are outside directors.

Audit and Supervisory Committee: Of the 5 directors who are audit and supervisory committee members, 5 directors are outside directors.

Nominating and Remuneration Committee: Of the 4 directors, 3 directors are outside directors.

The chart of the timely disclosure system of the Company is as below.



Inabata Group Sustainability Basic Policy

The Inabata Group's corporate mission is to value people and contribute to society with a spirit of *love* and *respect*. Under this mission, we will also make it a management priority to address various environmental and social issues.

We will continue to respond to society's evolving needs in all the Group's business activities, as we aim to enhance our long-term corporate value and contribute to building a sustainable society.

Inabata Group Sustainability Code of Conduct

1. Respect for Human Rights

We will respect human rights and adhere to international norms that protect them. We will not tolerate any human rights infringement, including discrimination or harassment concerning race, nationality, ethnicity, religion, beliefs, gender, age, disabilities, social status, or sexual orientation. Nor will we tolerate inhumane acts, such as forced labor, child labor, and slavery.

We will conduct human rights due diligence to ensure that our business activities avoid causing or contributing to infringements on human rights.

2. Healthy, Safe, and Secure Working Conditions

We will strive to maintain a working environment where all employees can continue to work in healthy, safe, and secure conditions. We will actively seek to identify and eliminate all conditions that could negatively impact the health and safety of our employees.

We will respect the rights of workers and comply with all labor laws and regulations in each of the countries where we do business.

3. Fostering an Open Culture for Active Participation by Diverse Staff

We will continually provide opportunities for all employees to pursue their interests and develop their strengths according to their capabilities. We will create a working environment that encourages interaction, where diverse people respect each other's unique characteristics and abilities and feel a sense of unity as they work. Our goal is to foster a culture of open and active participation.

4. Environmental Conservation

We will earnestly address climate change and other environmental issues and take active steps to protect the environment. Recognizing that our business activities affect the environment, we are implementing a comprehensive range of protective measures. These measures include reducing greenhouse gas emissions and other steps to respond to and mitigate climate change, managing energy usage, using resources efficiently, reducing waste, preventing pollution, managing chemical substances, conserving water resources, and preserving biodiversity.

We utilize an environmental management system to ensure that we comply with all environmental laws and regulations and take steps to appropriately monitor and manage the environmental impact of our activities.

We will contribute to environmental conservation through our business activities, such as by developing and selling products that help reduce the environmental footprint of our customers and society.

5. Crisis Management

The fundamental objectives of our crisis management are first and foremost to protect people's lives and then to ensure business continuity and reestablish normal operations as quickly as possible in the event of a natural disaster, such as a major earthquake, typhoon, or flood, as well as a pandemic, terrorist action, accident or incident, cyber attack, or security incident. We regularly review our business continuity plan to confirm that it is up to date. When a crisis event occurs, the plan ensures that we can quickly resume operations to minimize the impact on our customers and suppliers, which is essential to maintaining trust in our company.

In the event of a major disaster, our business sites will participate in the restoration and reconstruction efforts of local communities.

6. Constructing a Sustainable Supply Chain

We will construct a sustainable supply chain by working together with all of our supply chain's stakeholders to address environmental issues such as climate change, as well as human rights and other social issues. We will share our Supply Chain CSR Action Guidelines with our suppliers, and based on those guidelines, we will communicate closely with them and strive to strengthen our partnerships.

We will endeavor to be just and equitable in our business transactions, and we will not abuse our dominant bargaining position. We will conduct fair business in compliance with each country or entity's regulations governing fair competition and transactions, including antitrust laws.

7. Compliance

We will engage in fair and honest business practices that comply with all laws and regulations on business activities. We will implement thorough anti-bribery and corruption measures to avoid conflicts of interest and to ensure the appropriate handling of information. In addition, the Inabata Declaration of Compliance sets high ethical standards for the behavior of everyone working in the company.

We will maintain an internal whistleblowing system through which we accept and respond to anonymous and confidential reports of non-compliance issues.

We will continue to strengthen the Group's risk management and compliance systems through regularly scheduled internal audits as well as those conducted by Audit & Supervisory Committee.

8. Collaboration with External Stakeholders

We will engage in ongoing dialogue through various platforms with stakeholders, including customers, suppliers, shareholders, investors, industry groups, and local communities to discuss and understand underlying issues and communicate our corporate policies and intentions.

We will use information obtained through that dialogue to improve our business efficiency, enhance our corporate value, and form action strategies to address environmental and social issues. We will also work with stakeholders when implementing our strategies to improve their effectiveness.

We will fulfill our duty as a good corporate citizen by actively contributing to the development of the local community.

9. Sustainability Information Disclosure

We will provide timely and appropriate disclosure of information related to sustainability and maintain transparency and accountability. We will actively monitor and act on international sustainability initiatives, including disclosing information in accordance with the recommendations of the Task Force on Climate-related Financial Disclosures. We believe these are essential for us as a company to maintain our stakeholders' trust and fulfill their expectations.

Inabata Group Human Rights Policy

The Inabata Group's management philosophy reflects our founding spirit of love (ai) and respect (kei) for all people, and the Inabata Group Human Rights Policy was formulated based on our Sustainability Basic Policy and Sustainability Code of Conduct. We fulfill our responsibility to promote human rights in our business activities by respecting the human rights of stakeholders affected by our activities and by addressing the negative impacts on human rights caused by our business activities.

1. Policy scope

The Human Rights Policy applies to all Inabata Group officers and employees, including contractors and temporary employees. We also encourage our business partners and all stakeholders to respect human rights and expect them to act in accordance with the policy.

2. Accepting and respecting international norms and legal compliance

Inabata has declared its support of the Ten Principles of the United Nations Global Compact, which includes human rights. We accept and respect international norms on human rights, including the International Bill of Human Rights, International Labor Organization (ILO) Declaration on Fundamental Principles and Rights at Work, and the United Nations Convention on the Rights of the Child. We also implement measures aligned to the United Nations Guiding Principles on Business and Human Rights. We also comply with the laws and regulations of the countries and regions where we conduct our business activities. If a national law conflicts with international principles on human rights, we will seek ways to honor the principles of internationally recognized human rights.

3. Policy application

All departments work together to build a system for following the policy, with the board of directors and Human Rights Affairs Committee responsible for overseeing implementation of the policy.

4. Significant human rights issues

As a company conducting sustainable business activities in a diverse society, we recognize the following human rights issues as significant to our business.

- Prohibition of human trafficking, forced labor, and child labor
- Ensuring mental and physical health and safety
- Prohibition of prejudice and discrimination based on race, skin color, nationality, language, religion, thought, age, sex, sexual orientation, gender identity, with or without disabilities, wealth, form of employment, etc.
- Prohibition of all types of harassment, bullying, and unfair treatment
- Freedom of association of workers and respect for collective bargaining rights
- Ensuring minimum wages and managing appropriate working hours
- Protection of personal information and privacy

5. Human rights due diligence

Inabata will build a system for human rights due diligence based on the United Nations Guiding Principles on Business and Human Rights. We seek to identify and prevent or mitigate the negative impacts on human rights caused by our business activities. Inabata will engage in dialogues and consultations with our stakeholders to address adverse human rights impacts.

6. Remedy and corrective action

We maintain an appropriate and effective grievance mechanism for stakeholders inside and outside the company to report concerns related to our business activities. In the event that our activities have been found to have caused or contributed to the negative impacts on human rights, we will provide remedy and take corrective action through appropriate procedures.

7. Education and awareness

To ensure that the policy is fully understood and effectively implemented, we take steps to educate and raise the awareness of all Inabata Group officers and employees about human rights issues.

8. Information disclosure

Inabata reports on its activities related to respect for human rights through the corporate website, integrated reports, and other means of communication.

March 2022

Inabata Group Materiality



Overview

	Materiality	Key points
Creating Sustainable Value	Contributing to a decarbonized and circular society, sustainable use of natural capital	We will focus on environment-related businesses, such as environmental load-reducing products, in areas including renewable energy, alternative fuels, recycling, and electric vehicles to build a decarbonized and circular society. We will also promote the sustainable use of natural capital in our businesses related to building materials and food. We will take steps based on our environmental management system to reduce GHG emissions, reduce waste and increase the reuse of resources, prevent pollution, and conserve water resources and biodiversity to conserve the environment.
	Contributing to safety, security, and well-being	We will provide solutions that contribute to safety, security, and well-being through our mobility, food, and life science businesses. Chemicals are fundamental to a wide range of industries. We will maintain a high awareness of the responsibility associated with chemical substance management, product safety, and quality.
	Providing value through resilience in procurement and supply functions	Providing flexible and optimal dealings is an important function of Inabata Group as a trading company. In an uncertain, unpredictable society, the functions of the Inabata Group provide even greater value as a solution provider for changing customer and social needs. We will deliver value through resilience in procurement and supply functions by strengthening our supply chain management. To achieve this, we will use our global network and leverage our multifaceted functions as a trading company, such as product development, partnerships, and logistics expertise.
Strengthening the Foundation for Business Continuity	Respecting human rights in the spirit of love (ai) and respect (kei) and growing together with local communities	We respect the human rights of stakeholders associated with Inabata Group activities based on our core value of respecting people with the spirit of love (ai) and respect (kei). We will share value with the people and to develop and grow with the local communities where we do business around the world.
	Fostering and strengthening the human capital driving the value creation	People driving the creation of new value are the Group's greatest asset. People trusted by our clients to become their best partners by demonstrating high ethics, passion, and providing solutions from a global perspective are the source of sustainable value creation. The resourcefulness of our employees is what enables us to continuously produce value. We believe that an organizational culture that recognizes diversity and values free and open discussions and teamwork will have high employee satisfaction and will support ongoing sustainable growth for both employees and the Company. We will continue to promote new workstyles, diversity & inclusion, employee engagement, human resource education and skill development, and occupational safety and health.
	Enhancing governance and risk management	We maintain a strong corporate governance system as a fundamental element of our continuous efforts to enhance corporate value. The system ensures management transparency and fairness provides a foundation for swift and decisive decision-making. We are also strengthening group governance in Japan and overseas and are fortifying our risk management, which encompasses compliance, corruption prevention, business continuity management, and information security.

Materiality and the Business Segments

		Information & Electronics	Chemicals	Life Industry	Plastics	
Creating Sustainable Value	Contributing to a decarbonized and circular society	Renewable energy	★	★		
		Alternative fuels	★			
		Recycling	★	★		★
		Electric vehicles	★	★		★
	Sustainable use of natural capital	Building materials		★		
		Food			★	
	Contributing to safety, security, and well-being	Mobility	★	★		★
		Food			★	★
		Life Science			★	

Information Disclosure Based on TCFD Recommendations



Climate change is one of the most pressing issues facing global society. It is a highly urgent issue that seriously impacts people's lives and the natural environment as seen in the unprecedented extreme weather events that are already occurring with greater frequency and intensity around the world. The Paris Agreement, an international treaty on climate change measures, aims to hold the increase in the global average temperature to well below 2°C above pre-industrial levels and pursue efforts to limit the temperature increase to 1.5°C above pre-industrial levels, and states that this requires achieving a balance between anthropogenic greenhouse gas (GHG) emissions and removals by the second half of this century.

The Inabata Group fully recognizes the effects of climate change and the need for countermeasures, and has made it clear that the Group strives to conserve the global environment through business activities in its Sustainability Basic Policy, Sustainability Code of Conduct, and Declaration of Compliance. When we announced materiality in June 2022, we highlighted “contributing to a decarbonized and circular society” and identified global environmental problems, including climate change, as one of the key issues for management.

We consider climate change a risk to the Group, but one that also presents business opportunities. Therefore, as well as taking steps to reduce GHG emissions, we seek to provide products and solutions that contribute to a decarbonized society.

Having endorsed the recommendations issued in June 2017 by the Financial Stability Board's (FSB) Task Force on Climate-related Financial Disclosures (TCFD),* we work to develop appropriate understanding of the impact of climate change on our business activities and disclose the details of such impact.

* The TCFD was launched in 2015 at the request of the Group of Twenty (G20). Recognizing the significant impact that climate change will have on financial markets, the Final Report (Recommendations of the TCFD) released in 2017 called on companies and other entities to disclose information on the risks and opportunities presented by climate change.

■ TCFD’s core elements of recommended climate-related financial disclosures and a summary of responses by the Inabata Group

Core elements	Description	Inabata Group response
Governance	Disclose the organization’s governance around climate-related risks and opportunities.	<p>Sustainability issues, including climate change, are deliberated and examined at the Sustainability Committee, which is chaired by the president.</p> <p>The Regulations of the Board of Directors require the director in charge of sustainability to report to the Board of Directors on the status of initiatives to address sustainability issues. The content of deliberations and examinations at the Sustainability Committee is also reported and escalated appropriately to the Board of Directors as part of the abovementioned process.</p>
Strategy	Disclose the impacts of climate-related risks and opportunities on the organization’s businesses, strategy, and financial planning.	<p>Regarding the 4°C scenario, whereas the Group’s bases in Japan and overseas are assumed to suffer damage due to intensifying extreme weather events, the risk is not estimated to be so great as to significantly impact business operations. In terms of opportunities, demand for products adapted to rising temperatures and changing weather patterns is expected to increase. Accordingly, it is concluded that the Group will be able to maintain its resilience.</p> <p>Regarding the 1.5°C scenario, we identify the increase in operating costs due to carbon pricing introduction and steep rises in the electricity price as a risk. However, the risk is projected to be more than offset by gaining revenue opportunities from future growth in technologies and products that contribute to low-carbon economy and reduced environmental impact. We recognize once again the great relevance of expanding sales of products that reduce environmental load—which is part of our multi-faceted approach to markets with potential for future growth and steady monetization efforts, a key initiative under the New Challenge 2023 medium-term business plan—to our growth in the decarbonized society of the future.</p>
Risk Management	Disclose how the organization identifies, assesses, and manages climate-related risks.	<p>At the Group, the Sustainability Committee manages climate-related risks. The committee deliberates risks identified and examined from both qualitative and quantitative perspectives based on scenario analysis, and reports to the Board of Directors as necessary.</p> <p>The Board of Directors oversees Group-wide risks of high importance in an integrated manner, taking into account reports from the Sustainability Committee as well as other risks reported by the Risk Management Office, the Financial Management Office, the Compliance Committee, and other units.</p>

<p>Metrics and Targets</p>	<p>Disclose the metrics and targets used to assess and manage relevant climate-related risks and opportunities.</p>	<p>To commit to achieving the global goal of limiting the increase in temperatures to 1.5°C as stated in the Paris Agreement, the Inabata Group has set the long-term goal of carbon neutrality by FY2050 (covering Scopes 1 and 2 emissions of the consolidated Group). Since FY03/2022, we have calculated Scope 3 emissions in order to understand emissions for our entire supply chain. In the future, we will expand the scope of calculations and consider medium-term targets to achieve the long-term goal.</p>
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Governance

In October 2021, the Inabata Group set up the Sustainability Committee, chaired by the president, to promote Group-wide initiatives further that address sustainability issues including climate change.

The committee members are the senior managing executive officer in charge of sustainability who serves as the vice-chair, two directors and one executive officer in charge of the four business segments, and six selected heads of administrative offices. In addition, seven outside directors, one non-executive director, and one audit and supervisory officer also participate as observers to verify fair and effective discussions and make recommendations as necessary.

Convened at least once a year (plus extraordinary meetings as needed) in principle, the committee formulates, authorizes, and monitors the Group’s sustainability policies and measures.

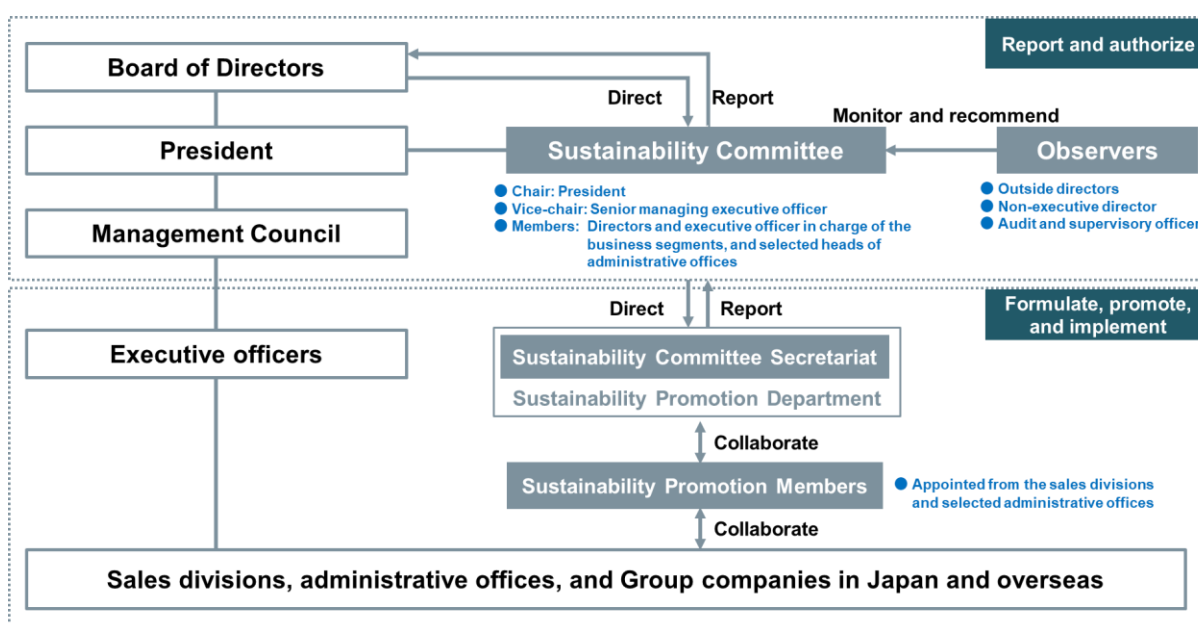
The Regulations of the Board of Directors require the director in charge of sustainability to report to the Board of Directors at least once a year on the status of initiatives to address sustainability issues (such as considerations for climate change and other global environmental issues, respect for human rights, considerations for employee health and working environment, fair and reasonable treatment of employees, fair and reasonable transactions with business partners, and crisis management for natural disasters). In addition, the status of these initiatives is reported to the Board of Directors through the quarterly reports on business execution. The content of deliberations and examinations at the Sustainability Committee is also reported and escalated to the Board of Directors as part of the abovementioned process.

Since the Inabata Group recognizes that addressing sustainability is an important management issue, it has set environmental, social, and governance (ESG) scores by multiple external evaluation organizations (FTSE Russell and MSCI) as the indicators for performance-linked remuneration* for directors to enhance the effectiveness of the Board’s approach to sustainability issues. To promote sustainability activities across the Group, matters resolved by the Board of Directors and the Sustainability Committee are implemented and managed through collaboration between the dedicated Sustainability Promotion Department and the Sustainability Committee Secretariat that comprises members appointed from selected administrative offices.

To support meaningful discussions at the Sustainability Committee, the Sustainability Promotion Department collates and provides Group-wide sustainability information, working together with Sustainability Promotion Members appointed from the sales divisions and selected administrative offices.

* With the fixed remuneration for each position as the basis, we calculate performance-linked remuneration by applying a coefficient according to net income before taxes and other adjustments (excluding proceeds from sales of some cross-shareholdings), profitability in relation to capital (ROIC, ROE), stock price, and each level of ESG scores from multiple external evaluation organizations (FTSE Russell and MSCI).

■ Sustainability promotion system



■ Main climate-related matters reported to the Board of Directors in the past

FY03/2022	Establishment of Sustainability Basic Policy and Code of Conduct
FY03/2023	Participation in the United Nations Global Compact
	Carbon Neutrality Declaration 2050
	Identification of materiality
	Information disclosure in accordance with TCFD recommendations
	Status of evaluations by FTSE Russell and MSCI
	Progress on calculation of GHG emissions (Scopes 1, 2, and 3) and TCFD-compliant scenario analysis

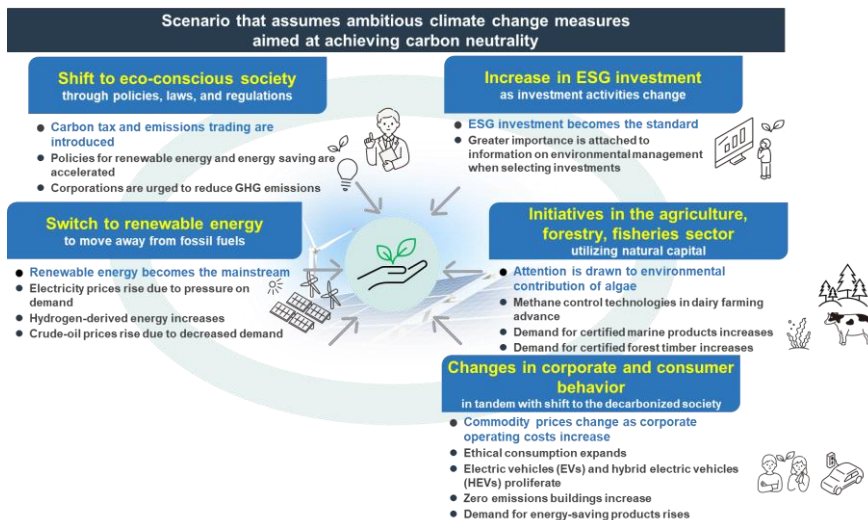
Strategy

The Inabata Group strives to understand the business risks and opportunities arising from the transition risks and physical risks of climate change, and to reflect this in the formulation of climate change countermeasures and business strategies.

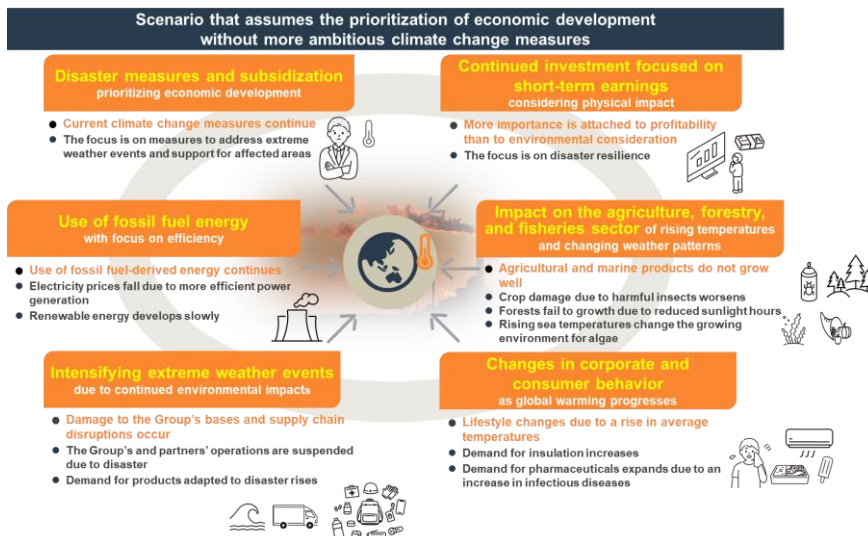
In addition to 2030, which is the year for achieving our long-term vision IK Vision 2030, the scenario analysis below assumes 2050, which is the year for achieving our carbon neutrality target. We consider both qualitative and quantitative aspects with reference to the 4°C scenario, which assumes no implementation of more ambitious climate change measures and intensifying extreme weather events, and the 1.5°C scenario (partly combined with the 2°C scenario), which assumes implementation of more ambitious climate change measures aimed at decarbonization.

■ Future forecasts based on climate-related scenarios

➤ The world envisioned in the 1.5°C scenario



➤ The world envisioned in the 4°C scenario



Reference scenarios

- 4°C scenario: Stated Policies Scenario, International Energy Agency (IEA); and Representative Concentration Pathway (RCP) 8.5 scenario, Intergovernmental Panel on Climate Change (IPCC).
- 2°C scenario: Sustainable Development Scenario, IEA; and RCP2.6 scenario, IPCC.
- 1.5°C scenario: Net Zero Emissions by 2050 Scenario, IEA.

The Inabata Group operates in a wide range of businesses, with trading at the core. There are shared risks and opportunities, as well as different risks and opportunities, for each of the four business segments: Information & Electronics, Chemicals, Life Industry, and Plastics. Therefore, we have examined the relevance of climate-related issues to each business segment. The findings are summarized in the table below.

⊙: Significant impact ○: Impact
 △: Minor impact ×: No direct impact expected

		Information & Electronics	Chemicals	Life Industry	Plastics
		Display components, semiconductor materials, internet of things (IoT) products, etc.	Functional chemicals, coating materials, construction materials, etc.	Pharmaceuticals, home products, agricultural products, processed marine products, etc.	Plastic compounds, film, sheets, etc.
Policies and regulations	Introduction of carbon pricing	○	○	○	○
	Plastics regulations	○	△	△	⊙
	Recycling regulations	○	⊙	○	⊙
	Regulations on use of renewable energy	⊙	○	△	○
	Energy-saving regulations	⊙	△	△	△
Tech	Diffusion of renewable energy technologies	⊙	△	×	×
	Diffusion of low-carbon technologies	⊙	⊙	△	○
Market	Change in energy costs	△	△	△	△
	Change in raw materials costs	○	○	○	⊙
	Change in demand for important products	⊙	○	○	⊙
	Change in customer behavior	○	○	○	○
Reputation	Change in the Group's reputation among customers	○	○	○	○
	Change in the Group's reputation among investors	△	△	△	△

4°C

		Information & Electronics	Chemicals	Life Industry	Plastics
		Display components, semiconductor materials, IoT products, etc.	Functional chemicals, coating materials, construction materials, etc.	Pharmaceuticals, home products, agricultural products, processed marine products, etc.	Plastic compounds, film, sheets, etc.
Acute problem	Intensifying extreme weather events	○	○	○	◎
Chronic problems	Rise in average temperatures	△	○	◎	○
	Changes in rainfall and weather patterns	△	○	○	△
	Decline in biodiversity	×	×	○	×
	Poor growth of raw materials	×	○	○	×
	Changing ocean environment	×	×	○	△
	Proliferation of harmful insects	×	△	○	△
	Increase in infectious diseases	×	×	◎	△
Reputation	Change in the Group's reputation among customers	○	○	○	○
	Change in the Group's reputation among investors	△	△	△	△

■ Results of scenario analysis and key responses for each business segment (qualitative)

➤ 1.5°C scenario

	Information & Electronics	Chemicals	Life Industry	Plastics
Projected business environment	Green transformation (GX) and eco-friendly products will progress in a wide range of fields. In particular, advances in renewable energy and energy-saving technologies, including electrified vehicles (xEVs) and hydrogen technology, will lead to significant market expansion.	GX and eco-friendly products will progress in a wide range of fields, resulting in increased demand for new products and technologies.	Local production for local consumption will be more needed to reduce GHG emissions from transport. Laws and regulations will be adopted to reduce food loss and waste. GHG emissions from livestock will be deemed problematic. Poor growth and insufficient yields of agricultural and marine products will occur due to changing weather patterns.	The distribution volume of plastics derived from fossil fuels will be regulated from an eco-friendly perspective. There will be a gradual shift to biomass or recycled plastics (post-consumer, post-industrial, and chemically recycled plastics) and biodegradable plastics.
Main risks	<ul style="list-style-type: none"> Introduction of carbon pricing Gradual reduction of existing products derived from fossil fuels resulting in less demand for related products Rising raw materials prices due to shift to decarbonized society Damage to supply chain due to increased frequency of extreme weather events 	<ul style="list-style-type: none"> Operating costs up due to rising electricity prices 	<ul style="list-style-type: none"> Costs incurred to respond to energy-saving regulations at the Group's bases for related products Increased disclosure of climate-related information 	
Main opportunities	<ul style="list-style-type: none"> Proliferation of xEVs leading to increased demand for related products Higher demand for domestically produced raw materials as need for local production for local consumption, and ethical consumption, grow Increased demand for products related to renewable energy and energy-saving technologies Diffusion of DX and hydrogen technologies resulting in higher demand for related products 	<ul style="list-style-type: none"> Proliferation of xEVs leading to increased demand for related products Increased demand for non-fossil and recycling technologies 	<ul style="list-style-type: none"> Higher demand for domestically produced raw materials as need for local production for local consumption, and ethical consumption, grow 	<ul style="list-style-type: none"> Proliferation of xEVs leading to increased demand for related products Increased demand for biomass or recycled plastics, and biodegradable plastic materials
Responses	<ul style="list-style-type: none"> Shift to renewable electricity at high-emission manufacturing bases Electrification and switch to more energy-efficient equipment at manufacturing bases Introduction of power consumption systems Pass-through of higher raw materials prices to selling prices Enhancement of resilience to extreme weather events, such as by drawing up business continuity plans (BCPs) and diversifying suppliers Preemptive development of new and alternative low-carbon technologies, and formation of partnerships Fulfillment of orders with stock and management of multi-location inventory by leveraging financial resources Gathering of information about alternative low-carbon technologies, new low-carbon materials and services, etc. Preemptive development of low-carbon and decarbonized businesses including mergers and acquisitions <p>Construction and operation of biomass power plant in Sakaminato City, Tottori Prefecture (planning to go into operation in May 2026)</p>		<ul style="list-style-type: none"> Actively considering the purchasing of non-fossil certificates Responses to requests from CDP and other organizations Phased shift of head offices and branches to eco-friendly buildings Greater localization, such as by outsourcing processing locally <p>Formation of partnerships to develop domestically made products with the aim of reducing transport CO₂ emissions through local production for local consumption</p>	<ul style="list-style-type: none"> Planning to obtain biomass certification from the International Sustainability and Carbon Certification

➤ 4°C scenario

	Information & Electronics	Chemicals	Life Industry	Plastics
Projected business environment	Some renewable energy markets (e.g., solar and biomass) will not grow due to a decrease in sunlight hours as a result of changing weather patterns and continued use of fossil fuel-derived energy.	Trees will not grow well due to changes in weather patterns. Meanwhile, demand for products adapted to climate change will increase in a wide range of fields due to rising temperatures.	Poor growth and insufficient yields of agricultural and marine products will occur due to changing weather patterns. Rising temperatures and changing rainfall patterns will also lead to fewer opportunities for consumers to go out and more hot spots for malaria and other infectious diseases.	The Group's resin compound manufacturing business bases will be hit by intensifying extreme weather events and forced to shut down. Meanwhile, demand for products adapted to climate change will increase in the agricultural sector due to changing weather patterns.
Main risks	<ul style="list-style-type: none"> The Group's bases hit by intensifying extreme weather events Losses due to business shutdowns Increased disclosure of physical resilience information Damage due to supply chain disruptions Sharp rise in fire insurance premiums Intensifying competition over the sale and procurement of products adapted to climate change Transport costs up due to sharp rise in fossil fuel prices 			
	Higher prices and lower quality of active ingredients and raw materials due to poor tree growth		<ul style="list-style-type: none"> Higher procurement costs caused by poor growth and insufficient yields of agricultural and marine products Decline in the food service industry due to fewer opportunities for consumers to go out Fewer hospital visits by people with minor illnesses due to the spread of infectious diseases 	
Main opportunities	<ul style="list-style-type: none"> Increased demand for products adapted to climate change 			
	Increased demand for insulated glass and other products adapted to rising temperatures		<ul style="list-style-type: none"> Higher demand for frozen foods, take-out meals, and other products adapted to the trend of consumers having fewer opportunities to go out Increased demand for pharmaceuticals due to the spread of infectious diseases 	<ul style="list-style-type: none"> Increased demand for greenhouses and other products that help farms control the quality of agricultural products Increase in processing contracts at the resin compound manufacturing business bases due to advances in BCP measures by plastic manufacturers
Responses	<ul style="list-style-type: none"> Development and expansion of products and services adapted to climate change Enhancement of resilience to extreme weather events, such as by drawing up BCPs and diversifying suppliers Review of raw materials, and diversification of, and strengthening of relationships with, suppliers Fulfillment of orders with stock and management of multi-location inventory by leveraging financial resources Greater localization, such as by outsourcing processing locally 			
			Expansion to upstream businesses (cultivation and aquaculture) to stably secure agricultural and marine resources	Expansion to upstream businesses (cultivation and aquaculture) to stably secure agricultural and marine resources

■ Financial impact estimates

We have estimated the financial impact based on predicted values for the future.

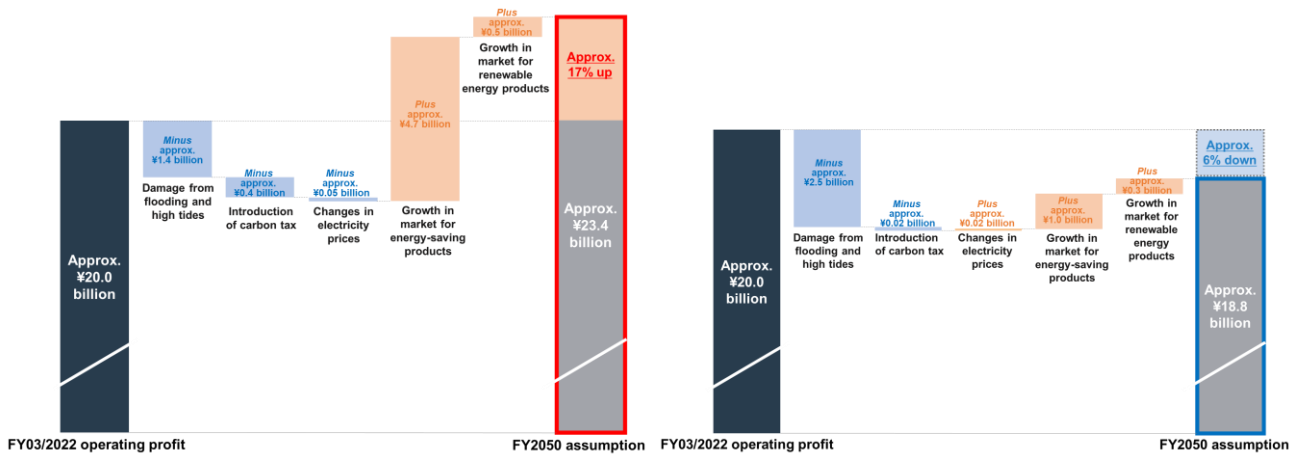
Note that these financial impact estimates were obtained by narrowing down the scope of the analysis and establishing hypothetical situations based on the limited information and data available at this point in time.

Reference: Formula for the estimates

- Carbon tax
Estimates based on GHG emissions by the Inabata Group and future CO₂ prices.^{*1}
(*1. Refer to values under the Net Zero Emissions by 2050 Scenario in the IEA's *World Energy Outlook 2021*)
- Electricity prices
Estimates based on power consumption by the Inabata Group and future electricity prices.^{*2}
(*2. Refer to values under the Stated Policies and Sustainable Development Scenarios in the IEA's *World Energy Outlook 2019*)
- Diffusion of renewable energy and energy-saving products
Estimates based on projections of the Group's related product sales as well as of future electrical capacity and market size for clean energy technologies.^{*3}
(*3. Refer to Stated Policies, Sustainable Development, and Net Zero Emissions by 2050 Scenarios in the IEA's *World Energy Outlook 2021*)
- Physical damage from flooding and high tides
Estimates of amounts of disaster damage at each Group base by reference to *Manual for Economic Evaluation of Flood Control Investment* by the Ministry of Land, Infrastructure, Transport, and Tourism. Damage information (rates of damage and number of days of business stoppage) for each base specified using the hazards map.

➤ 1.5°C scenario

➤ 4°C scenario



■ Scenario analysis results

Regarding the 4°C scenario, whereas the Group’s bases in Japan and overseas are assumed to suffer damage due to intensifying extreme weather events, the risk is not estimated to be so great as to significantly impact business operations. In terms of opportunities, demand for products adapted to rising temperatures and changing weather patterns is expected to increase. This has made us recognize anew the potential to contribute to society by helping society as a whole adapt to global warming while maintaining the Group’s resilience.

Regarding the 1.5°C scenario, we identify the increase in operating costs due to carbon pricing introduction and steep rises in electricity prices as a risk. However, the risk is projected to be more than offset by gaining revenue opportunities from future growth in technologies and products that contribute to low-carbon economy and reduced environmental impact. We recognize once again the great relevance of expanding sales of products that reduce environmental load—which is part of our multi-faceted approach to markets with potential for future growth and steady monetization efforts, a key initiative under the New Challenge 2023 medium-term business plan—to our growth in the decarbonized society of the future.

Reference: Fields of products the Group sells that reduce environmental load and net sales for FY2021

Field	Main items	Net sales	
		FY03/2022	FY03/2023
Energy & Power	Renewable energy- and battery-related items	¥13.5 billion	¥17.5billion
Resources & Environment	Sustainable raw materials, recycling, and water-related items	¥4.2 billion	¥7.5billion
Materials & Chemicals	Low-carbon materials and environmental pollutant reduction	¥0.7 billion	¥1.5billion
Agriculture & Food	Food waste reduction and soil improvement	0	0
Transportation & Logistics	EV charging and green logistics	0	0
Environmental certification	Certifications by the Forest Stewardship Council, the Programme for the Endorsement of Forest Certification, the Marine Stewardship Council, and the Aquaculture Stewardship Council	¥0.3 billion	¥0.3 billion
Total (simple sum)		¥18.7 billion	¥26.9billion

Notes:

- Scope: Inabata Group (domestic and overseas consolidated companies).
- No sales for the Agriculture & Food and Transportation & Logistics fields in FY2021.
- In FY2023, we revised and partly reclassified items for each field, and recalculated net sales for FY03/2022 accordingly. As a result, the field-based values that had already been published on our corporate website and in our integrated reports changed, but the total figures remain unchanged.

Risk Management

At the Inabata Group, climate-related risks are managed by the Sustainability Committee as we believe that traditional risk management methods alone are insufficient to manage long-term impacts that include elements of uncertainty. The committee discusses risks identified and examined from both qualitative and quantitative aspects based on scenario analysis, monitors the progress, and reports to the Board of Directors as required.

Regarding Group-wide risk management, the Risk Management Office, the Financial Management Office, the Compliance Committee, and other units implement risk management by applying their individual expertise to analyze and evaluate risks related to partners, products, import and export, financial management, compliance, and so forth. Important matters are reported to the Board of Directors as needed.

The Board of Directors oversees Group-wide risks of high importance in an integrated manner, taking into account reports from the Sustainability Committee as well as other risks reported by abovementioned expert units.

In addition, each risk is assessed from the dual perspectives of assumed impact on performance and probability, as part of the annual Board of Directors effectiveness evaluation.

■ Main risks as assessed in the FY03/2023 Board of Directors effectiveness evaluation

Impact on performance ↑	Big		(2) Risk of fluctuations in commodities markets	(1) Business partners' credit risk (3) Risks inherent in overseas operations	
		Medium	(6) Risk related to business restructuring (7) Environment-related risks	(8) Risks related to information systems and security (10) Risks related to quality	(4) Risks related to business investment (5) Risk of exchange rate fluctuations (9) Risk of interest rate fluctuations
		Small	(13) Risk related to laws and regulations (14) Risk of fluctuations in retirement benefit obligations	(12) Risk of natural and other disasters	(11) Risk of decline in market value of securities held
		Low	Medium	High	Probability →

In June 2022, we identified materiality (key issues) for sustainable growth at the Inabata Group. Contributing to a decarbonized and circular society was once again identified as important materiality.

When identifying materiality, it is essential to identify the items that are important for the Group’s growth by narrowing down wide-ranging, comprehensive content from multiple internal and external perspectives. To do so, we followed the process outlined below.

■The Process of Identifying Materiality

Step 1: List social issues

Refer to international guidelines (e.g., Global Reporting Initiative standards, Sustainability Accounting Standards Board standards, United Nations Sustainable Development Goals, ISO 26000, and United Nations Global Compact’s Ten Principles).

Refer to external evaluations and requests (e.g., environmental, social, and governance surveys by FTSE Russel and MSCI, and investor requests).

Step 2: Extract issues and evaluate importance

Narrow down issues and evaluate their importance through discussion by the Sustainability Committee Secretariat and the Sustainability Promotion Members.

Deliberate on tentatively identified materiality issues at a Sustainability Committee meeting.

Step 3: Verify validity from an external perspective

Hold stakeholder dialogues with external experts.

Step 4: Decide at the management level

Discuss candidate issues selected based on external opinions and make the final decision at a Sustainability Committee meeting.

■Inabata Group Materiality



Metrics and Targets

In June 2022, the Inabata Group set the long-term goal of carbon neutrality by FY2050* in order to commit to achieving the global goal of limiting the increase in temperatures to 1.5°C as stated in the Paris Agreement.

Climate change is one of most pressing issues facing global society. There are calls for climate action worldwide, and moves towards decarbonization are accelerating in Japan and abroad. The Inabata Group's Carbon Neutrality Declaration 2050 responds to global calls for climate action and declares that the Group will further accelerate climate change measures.

While we have already established an environmental management system compliant with ISO 14001 and have been implementing energy management and other initiatives, we will further strengthen decarbonization initiatives going forward to achieve carbon neutrality. We are also focusing our business activities on providing various products and solutions that contribute to a decarbonized society.

Since FY2021, we have calculated Scope 3 emissions in order to understand emissions for our entire supply chain. In the future, we will expand the scope of calculations and consider medium-term targets to achieve the long-term goal.

* Covers GHG emissions from the business activities of the consolidated Group (Scopes 1 and 2).

■ Inabata supply chain emissions (FY03/2022)

Inabata supply chain emissions		FY03/2022	
		GHG emissions (tons-CO ₂ eq)	Ratio of total (%)
Scope 1 ¹		747	0.03%
Scope 2 ²		36,930	1.50%
Scope 3 ³		2,423,453	98.47%
Total for Scopes 1, 2, and 3		2,461,130	100.00%

Scope 3 breakdown by category			GHG emissions (tons-CO ₂ eq)	Scope 3 ratio (%)
Upstream	Category 1	Purchased goods and services	1,827,367	75.403%
	Category 2	Capital goods	1,394	0.058%
	Category 3	Fuel- and energy-related activities not included in Scope 1 or Scope 2	4,129	0.170%
	Category 4	Upstream transportation and distribution	52,547	2.168%
	Category 5	Waste generated in operations	52	0.002%
	Category 6	Business travel	888	0.037%
	Category 7	Employee commuting	218	0.009%
	Category 8	Upstream leased assets	Not applicable since the category is included in Scopes 1 and 2.	—
Downstream	Category 9	Downstream transportation and distribution	Excluded from calculations since it is difficult to ascertain actual conditions and make reasonable estimates for the wide variety of products sold and of transportation destinations.	—
	Category 10	Processing of sold products	Excluded from calculations since it is difficult to ascertain actual conditions and make reasonable estimates for the wide variety of products sold and of transportation destinations.	—
	Category 11	Use of sold products	Not applicable since there are no activities in this category.	—
	Category 12	End-of-life treatment of sold products	536,788	22.150%
	Category 13	Downstream leased assets	70	0.003%
	Category 14	Franchises	Not applicable since there are no activities in this category.	—
	Category 15	Investments	Not applicable since there are no activities in this category.	—

Scope of calculations

Scopes 1 and 2: Inabata & Co., Ltd., seven domestic consolidated subsidiaries, and seven overseas resin compound manufacturing business bases.

Scope 3: Inabata & Co., Ltd.

- *1. Scope 1: Direct GHG emissions from Inabata's own sources (burning fuel and manufacturing processes).
- *2. Scope 2: Indirect emissions from the use of electricity, heat, and steam provided by other companies, calculated based on market standards.
- *3. Scope 3: Indirect emissions other than Scopes 1 and 2 (emissions at other companies related to Inabata's business activities).

Please consult [this page](#) for past performance data.

■Internal Whistleblowing System

Inabata's internal whistleblowing system consists of two separate routes. The "compliance hotline" is primarily for reporting violations of laws and regulations, such as bribery and other types of corrupt activities, and incidents of serious breaches of compliance, including organizational fraud. The "counseling desk" provides mediation and coordination to help employees resolve issues related to the work environment and work relationships.

Inabata operates its internal whistleblowing system in accordance with the Internal Whistleblowing Rules. As regulations common to the above two whistleblowing routes, the rules clearly stipulate that persons engaged in responding to whistleblowing are obliged to keep the provider anonymous, and that any attempts to identify the provider or any adverse treatment of the provider or those who cooperate with the investigation are strictly prohibited, ensuring that employees who use the system to provide information do not suffer consequences for whistleblowing.

The compliance hotline also allows for anonymous reporting to an external contact, specifically a designated lawyer or an English or Chinese speaking specialist, all of whom are independent of company management, or to an internal contact, including the general manager of the Audit and Supervisory Committee Office who supports the Audit and Supervisory Committee's performance of duties.

The rules stipulate that in the case of the whistleblowing route where the general manager of the Audit and Supervisory Committee Office is serving as an internal contact, an outside officer or independent specialist may be designated to act as an investigating body to investigate matters, such as a conflict of interest concerning an executive director, for which the Audit and Supervisory Committee determines that Inabata's standard investigative procedures would be unsuitable.

When information is received, the rules provide clear procedures for communicating and verifying the information promptly and appropriately. The president of Inabata, who chairs the Compliance Committee, regularly reports the operational status of the internal whistleblowing system to the board of directors.