

## CORPORATE GOVERNANCE

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Moriroku Holdings Company, Ltd.

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The status of the Company's corporate governance is as follows.

### **I Basic Approach to Corporate Governance, Capital Structure, Corporate Attributes and Other Basic Information**

#### **1. Basic Approach**

Our Management Philosophy is "Moriroku Group will create high value with its future-oriented creativity and advanced technologies, while contributing to the global society." By practicing this, the Moriroku Group's basic approach to corporate governance is to ensure transparency, fairness, and timeliness in management decision-making. The aim is to continuously increase its corporate value over the medium and long term, as well as to fulfill the Group's social responsibilities by maintaining close relations with all types of stakeholders, including customers, business partners, employees, local communities, and shareholders, in order to earn their trust.

[Reasons for not implementing Principles of the Corporate Governance Code]

The Company implements all the principles set in the Corporate Governance Code.

[Disclosure based on Principles of the Corporate Governance Code] **Updated**

[Principle 1-4: Strategic shareholding policy]

The Company acquires and holds shares for strategic purposes in accordance with the following policies.

- (i) The Company examines whether shares for strategic purposes will be able to help maintain and reinforce business relationships and realize sustainable growth and a medium- to long-term increase in corporate value and whether the holdings may cause risks, etc. Only in the case that rationality can be recognized does the Company decide to acquire and hold such shares.
- (ii) In the case of holding, the Board of Directors regularly verifies shareholdings based on quantitative evaluation such as transaction amounts and profit margin, and does a qualitative assessment on aspects such as future prospects, and then makes decisions on whether to continue holding. Based on the verification results, the Company sold 28 issues of shares

held for strategic purposes in FY2022.

- (iii) The Company shall, when exercising voting rights for listed shares held, consider whether to approve or disapprove each proposal, while comprehensively taking into account the impact of the proposal on the medium- to long-term corporate value of the investee companies.

[Principle 1-7: Transactions with related parties]

The Company shall execute transactions with its Directors or those with conflicts of interest after deliberation and approval by the Board of Directors.

In order to ensure the appropriateness of transactions with related parties, such as major shareholders and affiliated companies, the Company shall establish regulations for managing related party transactions, identify and manage transactions with related parties, and, if the transaction falls under the category of a related party transaction, confirm the necessity, economic rationality and appropriateness of the terms of the transaction, and then implement approval and decision-making procedures based on the established regulations.

[Supplemental Principle 2-4-1: Ensuring diversity in appointment of core personnel, etc.]

Based on the concept that Morioku cannot grow without the growth of diverse human resources, we are working to secure and promote diverse human resources. Recognizing diversity in the age, gender, nationality, disability, and values of each and every employee, demonstrate teamwork and utilize each other's strengths. We believe that this is what will lead to the realization of "Future-oriented creativity" as stated in our Management Philosophy.

<Appointment of women to management positions>

The ratio of women managers in the Company exceeded 10% in 2021, and female executive officers have been promoted internally at Group companies and female directors are active at overseas affiliates.

We aim the ratio of women managers in the Company to than 20% by 2025, and the ratio of women managers in the Group companies to than 5%.

The Company will maintain the ratio of new women graduates hired for career-track positions at 50%, while the Group companies will strengthen hiring with a target of 25%. In addition, we will increase the number of women managers by supporting the autonomous growth of our employees and continuously working to foster career awareness among women employees.

<Appointment of non-Japanese to management positions>

We are actively recruiting human resources regardless of nationality, and we currently have 18 non-Japanese employees in the Group companies, three of whom are active in management positions. In addition, at our overseas affiliates in Canada, the U.S., China, South Korea, Thailand, India, and the Philippines, non-Japanese employees are serving as Directors, and two of them are women.

We will continue to actively promote the training and appointment of non-Japanese employees, and plan to increase the number of non-Japanese employees appointed to the CEO position at overseas affiliates to three or more by 2025.

<Appointment of mid-career hires to management positions>

We are promoting the mid-career hiring of highly specialized personnel and personnel with the technology, experience, and skills necessary for the future business of the Group, and more than 30% of mid-career hires have been promoted to management positions in the Group companies.

We will continue to strengthen our diversity by hiring mid-career personnel to account for about 50% of new hires each year.

<Policies on human resource development and internal environment improvement to ensure diversity and their status>

We aim to create an environment and workplace where each employee can maximize their abilities and individuality and work with vigor and enthusiasm. To this end, we are creating a corporate culture that accepts and utilizes diverse values and new ideas, conducting training for managers to achieve this, and promoting flexible work styles regardless of where employees work, such as flextime system and telecommuting. In addition, through the diversity & inclusion promotion activities, we are actively working to create new systems and frameworks while envisioning how the activities of diverse human resources will lead to “Future-oriented creativity.”

[Principle 2-6: Functioning as an asset owner of corporate pension plan]

The Company formulates a strategic asset composition ratio for its defined-benefit pension funds and manages them through dialogue and consultation with investment institutions by personnel with relevant knowledge in the departments in charge of human resources, accounting and finance. In managing assets, we entrust the management of pension assets to investment institutions that have declared their acceptance of the Stewardship Code. In addition, we have established a structure under which the departments in charge of human resources and accounting and finance regularly monitor the investment status of the entrusted investment institutions, and review and revise the strategic asset composition ratio that has been established as necessary. Furthermore, by having the relevant department staff participate in external training and seminars, the Company strives to confirm market trends related to investment management and improve their knowledge. The Company manages conflicts of interest appropriately by entrusting the selection of individual investee companies and the exercise of voting rights to the investment trust management organization.

[Principle 3-1: Enhancement of information disclosure]

- (i) Management Philosophy, Management Strategies, and Management Plan

Management Philosophy: This is posted on the Company's website.

Management Strategies and Plan: The Company has formulated the medium-term management plan, the first year being FY2022, which is posted on the Company's website.

(ii) Basic Approach and Policy on Corporate Governance

It is described in "I. 1. Basic Approach" of this report.

(iii) Policies and procedures for the Board of Directors in determining remuneration of Senior Management and Directors

The amount of remuneration for Directors is determined by the Board of Directors within the scope of the remuneration resolved by the General Meeting of Shareholders after deliberation by the Nomination & Remuneration Advisory Committee. For details, please refer to [Directors' remuneration] in "II. 1. Matters Related to Institutional Structure & Organizational Management, etc." of this report.

(iv) Policies and procedures for the Board of Directors' election and dismissal of senior management and nomination of candidates for Directors and Audit & Supervisory Board Members

For the election of Directors and Audit & Supervisory Board Members, the Company elects talented persons who have a high sense of ethics and a strong law-abiding spirit with knowledge, experience, expertise, etc. considered to be necessary for the Board of Directors in light of the skill matrix, while paying attention to the balance and diversity of the Board of Directors as a whole. This process is intended to enable the Board of Directors to make decisions on execution of important business operations through full discussion between themselves and perform the appropriate functions of supervising and auditing execution of business operations at high levels. In respect of Outside Directors and Outside Audit & Supervisory Board Members, the Company elects persons with abundant experience in business management and advanced expertise, broad knowledge and experience in finance, accounting, legal affairs, etc. To elect a President and Representative Director, the Nomination & Remuneration Advisory Committee, a majority of whose members are independent Outside Directors, engages in repeated deliberations to clarify the election process and ensure objectivity, timeliness and transparency, thereby electing an appropriate talented person with a view in part to bringing the management philosophy and business strategy of the Company into reality.

In the case that any of the following events apply to any Director or Executive Officer, the Board of Directors will lose no time and deliberate on the dismissal of the Director or Executive Officer after receiving advice from the Nomination & Remuneration Advisory Committee.

- Cases where violations of laws and regulations, the Articles of Incorporation, etc. or other forms of malpractice are found
- Cases where a substantial hindrance occurs to the execution of duties

- Cases where there is an objective and reasonable reason for not fully fulfilling the role required for the job

With regard to the procedure for nominating candidates for Director and Audit & Supervisory Board Member, the Company establishes the Nomination & Remuneration Advisory Committee, chaired by an independent Outside Director, as an advisory body to the Board of Directors in order to ensure objectivity, timeliness and transparency in the functions concerning the nomination of Directors and Audit & Supervisory Board Members. The Nomination & Remuneration Advisory Committee provides advice on matters related to draft agenda for the General Meeting of Shareholders concerning the election and dismissal of Directors and Audit & Supervisory Board Members, the election and dismissal of Executive Directors, and their positions. Candidates for Audit & Supervisory Board Members are deliberated on by the Audit & Supervisory Board prior to deliberation by the Board of Directors, which is required to obtain the consent of the Audit & Supervisory Board.

- (v) Explanation of individual elections and nominations when the Board of Directors elects and dismisses senior management and nominates candidates for Directors and Audit & Supervisory Board Members based on (iv) above

The reasons for each election and nomination are stated in the notice of convocation of the General Meeting of Shareholders.

[Supplemental Principle 3-1-3: Sustainability initiatives]

The Group aims to realize a sustainable society by engaging in business activities that respect all stakeholders and contributing to solving social issues, based on the "Moriroku Group Sustainability Policy."

For the promotion of sustainability, we have defined priority sustainability issues based on the Group's medium- to long-term vision, the demand from the international community and stakeholders, and the business environment. We are strengthening our efforts by sorting them out for all issues and for each measure in terms of "governance," "strategy," "risk management," and "indicators and targets."

In particular, we consider the response to climate change issues (including TCFD requirements) and the strengthening of human capital as our top priority issues. We have set key KPIs for resolving these issues and are accelerating efforts to achieve the targets.

Additionally, for investment in intellectual property (IP), the Group moves forward with expansion and utilization of intellectual property by integrating the three strategies of business, R&D, and IP, and takes measures to reduce risks of infringement on others' IP as well as respecting others' IP. This way, the Group makes efforts to build the Group's global IP structure, polish the skills of IP human resources, and strengthen business competitiveness.

Throughout the Group, we will continue to strive to "create shared values (social and economic)" through our business, and contribute to solving social issues through our business.

- The sustainability policy and promotion system of the Company are disclosed on the “Sustainability” page of the Company’s website.

<https://www.moriroku.co.jp/sustainability/management/index.html>

- The Company’s measures for priority sustainability issues are disclosed on the “Sustainability” page of the Company’s website.

<https://www.moriroku.co.jp/sustainability/index.html>

- For human capital investment, we are actively promoting diversity in appointment of personnel as described in the Supplemental Principle 2-4-1.

[Supplemental Principle 4-1-1: Matters to be resolved by the Board of Directors and scope of delegation to management]

The Board of Directors is responsible for making decisions on management policies and other important management matters, as well as important business operations that are required to be resolved by the Board of Directors under laws and regulations, the Articles of Incorporation, and the Board of Directors Regulations.

On non-Board of Directors agenda, the Company has established criteria for the President, officers in charge, etc. to make decisions, and they are set forth in the Administrative Authority Regulations.

[Principle 4-9: Criteria for determining the independence of independent Outside Directors and their qualities]

In accordance with the requirements for Outside Directors stipulated in the Companies Act and the independence criteria stipulated by the stock exchanges, the Company appoints independent Outside Directors on the premise that they have sufficient independence to perform their duties as Outside Directors from the Company's management, based on their background and relationship with the Company.

[Supplementary Principle 4-10-1: Establishment of Nomination Committee and Compensation Committee]

The current composition of the Board of Directors consists of six Directors, four of whom are independent Outside Directors.

With regard to the nomination and remuneration of Directors and Audit & Supervisory Board Members, the Company has established a voluntary Nomination & Remuneration Advisory Committee, chaired by an independent Outside Director, as an advisory body to the Board of Directors, as it is necessary to strengthen the independence, objectivity and accountability of the Board of Directors' functions.

The Nomination & Remuneration Advisory Committee consists of two Outside Directors and one inside Director, and the majority of members are independent Outside Directors to enhance the independence and objectivity of the committee.

[Supplemental Principle 4-11-1: Views on the balance of knowledge, experience and ability, diversity and size of the Board of Directors as a whole]

In order to ensure a high level of decision-making on important business operations through substantial discussions at the Board of Directors meetings, as well as supervision and auditing of appropriate business operations, the Company appoints people as Directors and Audit & Supervisory Board Members who have the knowledge and experience that the Company considers material for its Board of Directors. Independent Outside Directors include those who have management experience at other companies.

A skills matrix that summarizes the knowledge and experience of the Company's Directors and Audit & Supervisory Board Members is included as a reference for this report.

[Supplemental Principle 4-11-2: Concurrent Officer position held by Directors and Audit & Supervisory Board Members at other listed companies]

The Company discloses the status of important concurrent positions of Directors and Audit & Supervisory Board Members and their candidates (including Officers of other listed companies) every year through the Notice of Convocation of the General Meeting of Shareholders, Securities Report and Corporate Governance Report.

[Supplemental Principle 4-11-3: Effectiveness assessment of the Board of Directors]

The Company conducts self-evaluation and analysis of the effectiveness of the Board of Directors with the aim of improving the functions of the Board of Directors and enhancing its corporate value. Self-evaluation and analysis were conducted in the following ways while receiving advice from external organizations.

In January 2023, the Company conducted a questionnaire survey about all Directors and Audit & Supervisory Board Members, who are members of the Board of Directors. The Company secured anonymity by having respondents directly send their answers to an external organization. Based on reports of aggregate results from the external organization, the outcome of the questionnaire was reported at the Board of Directors meeting held in March 2023, and it has been confirmed that the effectiveness of the Board of Directors of the Company has remained generally secured.

In the previous effectiveness assessment, we recognized issues such as securing enough time for constructive discussion and the exchange of opinions. We worked on improvements such as ensuring distribution of materials in advance, and we have seen some results.

We recognize future issues, including the enhancement of discussions on management strategies, management resources, capital efficiency, etc., and follow-up on the progress of management plans. These are ongoing issues from the previous year, and we will work to further enhance our discussion.

Going forward, the Company will continue to make an effort to enhance the functions of the Board

of Directors by resolving issues detected in evaluating the effectiveness of the Board of Directors and push forward with management aimed at sustainable enhancement of corporate value.

[Supplemental Principle 4-14-2: Training Policy for Directors and Audit & Supervisory Board Members]

When internal Directors and Audit & Supervisory Board Members assume office, the Company requires them to attend training courses to learn the legal obligations to be observed and the roles and responsibilities to be fulfilled as Directors and Audit & Supervisory Board Members.

The Company also provides training after the appointment of Directors and Audit & Supervisory Board Members to ensure that they acquire and appropriately update the necessary knowledge and promote understanding of the roles and responsibilities they should fulfill.

[Principle 5-1: Policy on constructive dialogue with shareholders]

The Officer in charge of IR supervises all dialogue and strives to enhance dialogue in cooperation with other management members. The department in charge of IR makes an effort to promote people's understanding of the status of business of the Company and enhance dialogue through measures such as holding briefings on financial results and the medium-term management plan, holding briefings for individual investors, and disclosing information on the Company's website in addition to information disclosure required by laws and regulations. Opinions acquired through dialogue will be fed back to the Board of Directors and operational companies so as to help them make business judgments.

Regulations for the prevention of insider trading are established to prevent the leakage of insider information.

[Measures for realizing management mindful of capital cost and stock price] [English language disclosure available]

The Company is implementing initiatives to enhance corporate value after understanding our cost of equity capital. We explain our measures and their progress once a year.

• Documents on the Company's initiatives to improve its corporate value are disclosed in the explanatory materials for briefings on financial results on the "Investors" page of the Company's website.

<https://www.moriroku.co.jp/ir/library/presentation.html>

## 2. Capital Structure

Percentage of shares held by foreigners	Less than 10%
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### [Major shareholders]

Name	Number of Shares Held	(%)
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Custody Bank of Japan, Ltd. (Sumitomo Mitsui Trust Bank, Limited Re-trust account, Mitsui Chemicals, Inc. Pension Trust Account)	1,416,000	9.29
The Master Trust Bank of Japan, Ltd. (Trust Account)	1,265,100	8.30
Moriroku Employee Shareholding Plan	1,182,006	7.76
Shigeru Mori	976,060	6.40
Honda Motor Co., Ltd.	792,000	5.20
The Awa Bank, Limited	526,000	3.45
CHARLES SCHWAB FBO CUSTOMER	461,100	3.03
Custody Bank of Japan, Ltd. (Trust Account)	357,400	2.34
Toshiko Izome	276,476	1.81
Toyoko Mori	271,576	1.78

Controlling Shareholder (excluding Parent Company)	—
Parent Company	None

#### Supplementary Notes

The percentage of shares held is calculated by deducting the number of treasury stock (1,718,719 shares) and is rounded off to the second decimal place.

### 3. Corporate Attributes

Stock exchange listing and market classification	Tokyo Stock Exchange, Prime Section
Fiscal Year End	March
Industry	Chemical
Number of (consolidated) employees at previous fiscal year-end	1,000 or more
(Consolidated) net sales for previous fiscal year	100 billion yen or more but less than 1 trillion yen
Number of consolidated subsidiaries at previous fiscal year-end	10 companies or more but less than 50

### 4. Guidelines on Measures to Protect Minority Shareholders in Transactions with Controlling Shareholders, etc.

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### 5. Other Special Circumstances That May Have Material Impact on Corporate Governance

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## **II Status of Management Control Organization and Other Corporate Governance Structures Related to Management Decision-Making, Execution and Oversight**

### **1. Matters related to Institutional Structure & Organizational Management, etc.**

Form of organization	Company with Audit & Supervisory Board Members
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[Directors]

Number of Directors stipulated in Articles of Incorporation	9
Term of office of Directors stipulated in Articles of Incorporation	1 year
Chairperson of the Board of Directors	President
Number of Directors	6
Election of Outside Directors	Elected
Number of Outside Directors	4
Number of Outside Directors designated as Independent Officer	4

Relationship with the Company (1)

Name	Attribute	Relationship with the Company*										
		a	b	c	d	e	f	g	h	i	j	k
Koichiro Shibata	Lawyer											
Kenichi Hirai	From another company											
Ryo Otsuka	From another company											
Hitomi Yokote	From another company											

\* Selection items on the relationship with the Company

\* If each item applies to the person in the "present or recently," "○"; for in the "past," "△".

\* If each item applies to a close relative in the "present or recently," "●"; for in the "past," "▲".

a Executives of the listed company or its subsidiary

b Executives or non-executive Director of the parent company of listed company

c Executives of the affiliates of listed company

d A person whose major business partner is a listed company or Executive thereof

e Major business partner of a listed company or Executive thereof

f Consultants, accounting experts, or legal experts who receive a large amount of money or other assets from a listed company other than officer compensation

g Major shareholders of a listed company (if the major shareholder is a corporation, Executive

- thereof)
- h Executives (only the principal) of listed company's business partners (not falling under any of d, e and f)
- i Executives (only the principal) of a party in a relationship of mutual appointment as Outside Officer
- j Executives (only the principal) of a party to which a listed company has made a donation
- k Others

Relationship with the Company (2)

Name	Independent Officer	Supplementary Note on Conformity Items	Reason for Appointment
Koichiro Shibata	○	-----	<p>He has abundant experience and extensive knowledge as a lawyer. He is particularly well versed in the fields of legal affairs and risk management, and has led the Nominating and Compensation Advisory Committee as a member from an objective and professional standpoint.</p> <p>It is expected that he will continue to supervise the execution of the duties by Directors, etc. from an independent position, thereby reinforcing the function of the Company's Board of Directors. The Company therefore elected him as a candidate for Outside Director again. There are no personal or business relationships, etc., that fall under the items described in the independence criteria established by the financial instruments exchanges. He has been designated as Independent Officer based on the judgment that he can ensure sufficient independence to perform his duties as Outside Director from the Company's management.</p>
Kenichi Hirai	○	-----	<p>He has been involved in corporate management in the automotive and chemical industries and is well versed also in the industries of the Company. He has extensive knowledge and experience particularly in the fields of accounting and finance, and has provided appropriate advice and</p>

			<p>suggestions to the Nominating and Compensation Advisory Committee as a member from an objective and professional standpoint.</p> <p>It is expected that he will continue to supervise the execution of the duties by Directors, etc. from an independent position, thereby reinforcing the function of the Company's Board of Directors. The Company therefore elected him as a candidate for Outside Director again. There are no personal or business relationships, etc., that fall under the items described in the independence criteria established by the financial instruments exchanges. He has been designated as Independent Officer based on the judgment that he can ensure sufficient independence to perform his duties as Outside Director from the Company's management.</p>
Ryo Otsuka	○	-----	<p>He has been serving as Representative Director in a manufacturing company for many years and is also well versed in the industries of the Company.</p> <p>The Company expects that he will supervise the execution of the duties by Directors, etc. from an independent position by utilizing his abundant experience and extensive knowledge that he has accumulated to date in management in general, thereby reinforcing the function of the Company's Board of Directors. The Company therefore elected him as a candidate for Outside Director again.</p> <p>There are no personal or business relationships, etc., that fall under the items described in the independence criteria established by the financial instruments exchanges. He has been designated as Independent Officer based on the judgment that he can ensure sufficient</p>

			independence to perform his duties as Outside Director from the Company's management.
Hitomi Yokote	○	----	<p>She has abundant international experience including in negotiations with foreign governments and organizations, as well as experience and knowledge in a wide range of fields including management, as the executive director of NPOs, and human resource development. It is expected that she will supervise the execution of the duties by Directors, etc., from an independent position, thereby reinforcing the function of the Company's Board of Directors.</p> <p>The Company therefore elected her as a candidate for Outside Director. There are no personal or business relationships, etc., that fall under the items described in the independence criteria established by the financial instruments exchanges. She has been designated as Independent Officer based on the judgment that she can ensure sufficient independence to perform her duties as Outside Director from the Company's management.</p>

Any voluntary committee equivalent to Nomination Committee or Compensation Committee	Yes
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Status of establishment of voluntary committees, composition of members, and attributes of Chairperson

	Name of Committee	Number of Members	Full-time Member	Internal Director	Outside Director	Outside Expert	Others	Chair
Voluntary committee equivalent to Nomination Committee	Nomination & Remuneration Advisory Committee	3	0	1	2	0	0	Outside Director
Voluntary committee	Nomination & Remuneration	3	0	1	2	0	0	Outside Director

equivalent to Compensation Committee	Advisory Committee							
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#### Supplementary Notes

##### <Composition of committee members>

The Nomination & Remuneration Advisory Committee consists of up to five members appointed by resolution of the Board of Directors, the majority of whom are Outside Directors, and the Committee Chair is selected from Outside Directors. The current Nomination & Remuneration Advisory Committee consists of three members: Chaired by Koichiro Shibata (Outside Director) with members, Kenichi Hirai (Outside Director) and Takashi Kurita (Representative Director).

##### <Key deliberation items>

- Matters concerning the formulation of policies and procedures for nominating candidates for Directors and Audit & Supervisory Board Members
- Matters concerning the election of candidates for Directors and Audit & Supervisory Board Members
- Matters concerning succession planning
- Matters concerning the formulation of policies related to officers' remuneration
- Matters concerning the total amount of remuneration and proposed remuneration for each individual

#### [Audit & Supervisory Board Members]

Establishment of Audit & Supervisory Board	Established
Number of Audit & Supervisory Board Members stipulated in Articles of Incorporation	4
Number of Audit & Supervisory Board Members	3

#### Status of cooperation among Audit & Supervisory Board Members, Accounting Auditors and Internal Audit division

Audit & Supervisory Board Members exchange information regularly with the Internal Auditing Division, and also exchange opinions with the Accounting Auditor and the Internal Audit Dept. on their audit plans and results, etc., and conduct audits through mutual cooperation, while considering the independence of each.

Election of Outside Audit & Supervisory Board Members	Elected
Number of Outside Audit & Supervisory Board Members	2
Number of Outside Audit & Supervisory Board Members designated as Independent Officer	2

Relationship with the Company (1)

Name	Attribute	Relationship with the Company*													
		a	b	c	d	e	f	g	h	i	j	k	l	m	
Fujio Furukawa	Tax accountant														
Chiaki Tsuji	Lawyer														

\* Selection items on the relationship with the Company

\* If each item applies to the person in the "present or recently," "○"; for in the "past," "△".

\* If each item applies to a close relative in the "present or recently," "●"; for in the "past," "▲".

a Executives of the listed company or its subsidiary

b Non-executive Director or Accounting Advisor of the listed company or its subsidiary

c Executives or non-executive Director of the parent company of listed company

d Audit & Supervisory Board Member of the parent company of listed company

e Executives of the affiliates of listed company

f A person whose major business partner is a listed company or Executive thereof

g Major business partner of a listed company or Executive thereof

h Consultants, accounting experts, or legal experts who receive a large amount of money or other assets from a listed company other than officer compensation

i Major shareholders of a listed company (if the major shareholder is a corporation, Executive thereof)

j Executives (only the principal) of listed company's business partners (not falling under any of f, g, or h)

k Executives (only the principal) of a party in a relationship of mutual appointment as Outside Officer

l Executives (only the principal) of a party to which a listed company has made a donation

m Others

Relationship with the Company (2)

Name	Independent Officer	Supplementary Note on Conformity Items	Reason for Appointment
Fujio Furukawa	○	-----	He served in important positions at the National Tax Agency for many years, is familiar with finance and accounting in addition to taxation, and has sufficient insight to supervise overall management, and we hope that he will utilize this

			<p>knowledge in auditing the Company.</p> <p>He has been designated as Independent Officer because he has no personal or business relationships with the Company that fall under the items described in the independence criteria established by the financial instruments exchanges, nor does he have any other special interests.</p>
Chiaki Tsuji	○	_____	<p>She has a wealth of experience and a high level of expertise gained as a lawyer in Germany as well as Japan. She has international experience and adequate insights to supervise the management in general. The Company has evaluated that she is capable of performing audits of management and execution of duties from an independent and fair position and has elected her as a candidate for Outside Audit &amp; Supervisory Board Member.</p> <p>She has been designated as Independent Officer because she has no personal or business relationships with the Company that fall under the items described in the independence criteria established by the financial instruments exchanges, nor does she have any other special interests.</p>

[Independent Officers]

No. of Independent Officers	6
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Other matters concerning Independent Officers

The Company has designated all Outside Directors and Outside Audit & Supervisory Board



Members who meet the qualifications for Independent Officer as Independent Officers.

[Incentives]

Implementation status of measures concerning provision of incentives to Directors	Introduction of performance-linked remuneration system
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Supplementary Note on Applicable Items

The performance-linked remuneration consists of bonuses and performance-linked stock-based remuneration, and the ratio of performance-linked remuneration to total remuneration shall be approximately 35%.

Bonuses are short-term incentive remuneration and are performance-linked monetary remuneration that fluctuates based on the company's performance for each fiscal year (consolidated net sales and consolidated operating income for the current fiscal year). The base amount of a bonus is determined by multiplying the basic remuneration amount by a coefficient set for each position according to the degree of target achievement, etc., and is paid at a certain time each year.

Stock-based remuneration is performance-linked, restricted stock-based remuneration as an incentive for medium- to long-term performance and enhancement of corporate value, and is subject to change based on corporate performance, management indicators, etc. It shall, in principle, be granted in the first year of the medium-term management plan. The granting of shares during the tenure of office aims to promote further value-sharing with shareholders. The number of shares to be granted is set as a percentage of the basic remuneration, and the financial indicator (consolidated net sales and consolidated operating income for the final year of the 13th Medium-term Management Plan) and the sustainability indicator (enhancement of the reduction ratio of GHG emissions and employee engagement) listed in the Medium-term Management Plan are used as the conditions for the lifting of the restrictions on transfer upon achievement of the indicators.

We expect Outside Directors to provide us with objective opinions and suggestions from an outside standpoint, and in light of their position, we have not introduced a performance-linked remuneration system and pay only fixed basic remuneration to them.

Persons eligible for stock options	
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Supplementary Note on Applicable Items

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[Directors' remuneration]

Status of disclosure (of individual Director remuneration)	Individual remuneration is not disclosed.
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Supplementary Note on Applicable Items

The Company discloses the total amount of remuneration to Directors and Audit & Supervisory Board Members in the Annual Securities Report and Business Report.

Any policy for determining the amount of remuneration or its calculation method	Yes
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Disclosure of the policy for determining amount of remuneration or its calculation method

The Company positions the remuneration system for its officers as "a mechanism to secure, maintain, and motivate human resources essential for sustainable growth, based on the Company's Basic Approach to Corporate Governance, in order to achieve sustainable enhancement of corporate value." In addition, the level of officers' remuneration is verified by comparison with that of major companies of the same size as the Company and other indicators, while considering the Company's business operations and environment.

The Company's remuneration for Directors (excluding Outside Directors) consists of fixed basic remuneration, bonuses and stock-based remuneration, and the total amount of remuneration is determined by the Board of Directors based on the report of the Nomination & Remuneration Advisory Committee within the scope of the total amount of remuneration approved by the General Meeting of Shareholders. In addition, the President and Representative Director has been delegated the authority to determine the fixed basic remuneration and bonuses for individual Directors. The President and Representative Director determines the amount of fixed basic remuneration for each Director and the amount of bonus based on the performance of each Director for the relevant fiscal year, in line with the report of the Nomination & Remuneration Advisory Committee. For stock-based remuneration, the Board of Directors will resolve the number of shares to be allocated to each Director based on the report of the Nomination & Remuneration Advisory Committee.

[Support Structure for Outside Directors (Outside Audit & Supervisory Board Members)]

1. Support Structure for Outside Directors  
To the Outside Directors, Directors and the Secretariat provide timely explanations, as necessary,

of the contents of proposals, etc. to be submitted to the Board of Directors.

## 2. Support Structure for Outside Audit & Supervisory Board Members

For information-sharing, the full-time Audit & Supervisory Board Members provide explanations to Outside Audit & Supervisory Board Members in advance regarding the contents of proposals, etc. to be submitted to the Board of Directors, and report the results of on-site inspections and other information obtained through daily audits to the Audit & Supervisory Board.

[Status of persons who have resigned as the President and Representative Director, etc.]

Name	Title and position	Duties	Work pattern and conditions	Date of resignation as the President, etc.	Term of office
Shigeru Mori	Advisor	Advice on matters consulted by management	Part-time, with compensation	2012/06/28	One year from June 22, 2023

Number of persons who have resigned as the President and Representative Director, etc.

1

## 2. Matters Related to Business Execution, Auditing and Supervision, Nomination, Remuneration Decision and Other Functions (Overview of Current Corporate Governance System)

[Board of Directors]

In order to enable substantive discussions at the Board of Directors meetings, the Articles of Incorporation of the Company stipulate that the number of Directors shall be nine or less.

In accordance with the Board of Directors Regulations, the Board of Directors holds regular meetings once a month and extraordinary meetings as necessary to make decisions on important management matters and supervise business execution. As of the date of submission of this report, there are six Directors, four of whom are Outside Directors, and all four have been registered with the financial instruments exchange as Independent Officer. In appointing Outside Directors who are Independent Officers, the Company has made judgments assuming that sufficient independence can be secured from the Company's management to enable them to perform their duties as Outside Officer, based on their career and relationships with the Company, in accordance with the requirements for Outside Directors stipulated in the Companies Act and the independence criteria stipulated by the financial instruments exchanges. The Company expects Outside Directors to supervise and assess the execution of duties by Directors and provide useful advice from a neutral

standpoint based on their expertise and experience, in order to ensure and improve the appropriateness and transparency of management decision-making.

Information related to the execution of duties by Directors is appropriately and reliably stored and managed, and is maintained in a condition where it can be viewed as necessary.

In FY2022, the Board of Directors met 17 times in total. Specific matters discussed by the Board of Directors include various management issues such as management policies, corporate governance, and sustainability, as well as priority business issues and matters related to business execution.

#### [Audit & Supervisory Board]

The Audit & Supervisory Board Members attend meetings of the Board of Directors and state their opinions as well as monitor the legality and soundness of management in the execution of duties by Directors based on audits by the Audit & Supervisory Board.

As of the date of submission of this document, we have three Audit & Supervisory Board Members, two of whom are Outside Audit & Supervisory Board Members, both of whom have been reported to the financial instruments exchange as Independent Officers. In appointing Outside Audit & Supervisory Board Members who are Independent Officers, the Company has made judgments assuming that sufficient independence can be secured from the Company's management to enable them to perform their duties as Outside Officer, based on their career and relationship with the Company, in accordance with the requirements for Outside Audit & Supervisory Board Members stipulated in the Companies Act and the independence criteria stipulated by the financial instruments exchanges. In order to strengthen the function of monitoring the management, we expect Outside Audit & Supervisory Board Members to ensure the adequacy and appropriateness of the decision-making of the Board of Directors from their professional perspective and from a more independent standpoint.

In order to ensure that the audits by Audit & Supervisory Board Members are conducted effectively, we have established a system that allows Audit & Supervisory Board Members to conduct interviews with Directors and employees about the execution of their duties, to inspect Approval Requests (*ringisho*) and other material documents related to the execution of business, and to promptly report upon request to report on the execution of business.

#### [Executive Officer System]

The Company has introduced an Executive Officer System in order to divide the roles of management supervision and business execution functions.

As of the date of submission of this document, Executive Officers is currently five, including one who concurrently serve as a Director.

#### [Nomination & Remuneration Advisory Committee]

With regard to the nomination and remuneration of Directors and Audit & Supervisory Board Members, the Company has established a voluntary Nomination & Remuneration Advisory Committee, chaired by an independent Outside Director, as an advisory body to the Board of Directors, as it is necessary to strengthen the independence and objectivity, and accountability of the Board of Directors' functions.

As of the date of submission of this report, the Nomination & Remuneration Advisory Committee consists of three members, two of whom are Outside Directors, and the majority of members are Outside Directors to enhance the independence and objectivity of the Committee.

In FY2022, the Nomination & Remuneration Advisory Committee met eight times in total. Specific matters discussed by the Nomination & Remuneration Advisory Committee include the development and operation of succession plans and important matters related to the nomination and remuneration of officers.

[Accounting Audit]

The Company is audited by KPMG AZSA LLC.

Certified public accountants who performed the accounting audit of the Company are as follows:

- Shinya Mikami
- Atsushi Nagata

[Outline of Contracts for Limitation of Liability]

Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company, each Director (excluding those who are Executive Directors, etc.) and each Audit & Supervisory Board Member have entered into an agreement to limit their liability for damages as provided for in Article 423, Paragraph 1 of the same Act.

The maximum amount of liability for damages under the said agreement shall be the higher of either 1 million yen or the amount stipulated by laws and regulations.

### **3. Reasons for Selecting Current Corporate Governance System**

The Company's Board of Directors, including four Outside Directors, makes important management decisions and supervises the execution of duties by each Director. As a company with the Audit & Supervisory Board, our Audit & Supervisory Board Members, including two Outside Audit & Supervisory Board Members independent of the Board of Directors, and the Audit & Supervisory Board audits the execution of duties by each Director.

We believe that the supervision and auditing of business execution is functioning properly under the current system, and that the current system is optimal.

## **III Implementation Status of Measures Concerning Shareholders and Other Interested Parties**

### **1. Status of Initiatives to Revitalize General Meeting of Shareholders and Facilitate Exercise of Voting Rights**

	Supplementary Notes
Early dispatch of convocation notices for General Meeting of Shareholders	The Company has made efforts to send out the convocation notice early and also post it on the Company's website.
Exercise of voting rights by electromagnetic means	The Company has implemented the exercise of voting rights through electromagnetic methods.
Participation in the Electronic Voting Platform and other enhancements for institutional investors to exercise their voting rights	The Company has participated in a voting rights platform for institutional investors operated by ICJ, Inc.
Provision of Convocation Notice (Summary) in English	The Company has prepared an English translation of the Convocation Notice (Summary) and posted it on the Company's website.

## 2. Status of IR Activities

	Supplementary Notes	Explanation by Representative
Preparation and publication of disclosure policy	The Company has prepared its IR policy and posted it on the "Investors" page of the Company's website.	
Periodic briefings for individual investors	We are currently refraining from participating in events and briefings for individual investors due to the status of COVID-19.	None
Periodic briefings for analysts and institutional investors	The Company holds briefings on financial results twice a year: for the full fiscal year and the second quarter (planned), and explanatory materials are posted on the Company's website. Additionally, the Company holds individual meetings with institutional investors upon request.	Yes
Periodic briefings for overseas investors	Although we do not hold briefings at present, we have translated our financial results, medium-term management plan, and corporate governance reports into English and posted them on our website. We will continue to make efforts to enhance the distribution of information for overseas investors.	
Posting of IR materials on the	Summary of financial results, business	

website	forecasts, and other timely disclosure documents, Annual Report, and Convocation Notice of General Meeting of Shareholders are posted on our website. (For details, please refer to <a href="https://www.moriroku.co.jp/ir/index.html">https://www.moriroku.co.jp/ir/index.html</a> )	
Establishment of IR department (person in charge)	The IR Department is responsible.	

### 3. Status of Initiatives on Respect for Stakeholder Position

	Supplementary Notes
Stipulation of respect for stakeholder position in internal rules, etc.	In order to respond to the demands of our stakeholders, we have established the "Moriroku Group Conduct Guidelines" as a guideline for actions to be taken by each and every officer and employee of the Group.
Implementation of activities for environmental conservation, CSR, etc.	In the business domains of Moriroku and its major operating companies, we have set objectives and targets and are working to reduce the environmental impact of our operations. We are also striving to earn the trust of society by raising the environmental awareness of all employees through education and communication activities, and by actively participating in local environmental activities.(For details, please refer to <a href="https://www.moriroku.co.jp/sustainability/environment/index.html">https://www.moriroku.co.jp/sustainability/environment/index.html</a> )
Others	<p>[Expanding support system for work-life balance] We have established an environment in which employees with individual restrictions, such as childcare and nursing care, can work with peace of mind and continue their careers. We have also implemented measures to support employees in balancing work and family life, such as paid child nursing care leave and short-term care leave, which exceed the legal standard (unpaid by legal standard).</p> <p>[Work style reform] We are working to create an environment where employees can increase their productivity and fully demonstrate their abilities, regardless of where they work, by promoting flexible work styles, such as the introduction of a flextime system and promotion of telecommuting.</p>

## **IV Matters related to Internal Control System, etc.**

### **1. Basic Approach to Internal Control System and Status of Its Development**

The Group, consisting of the Company and its subsidiaries, recognizes that internal controls are an important factor for strengthening corporate governance, and is developing and operating an internal control system in accordance with the basic policies set by the Board of Directors of the Company.

1. A structure to ensure that the execution of duties by Directors and employees complies with laws and regulations and the Articles of Incorporation

[Basic Policy]

- (1) We shall formulate the "Moriroku Group Conduct Guidelines" regarding compliance with laws and regulations, internal rules, corporate ethics, etc. as conduct guidelines to be applied to officers and employees of the Group, and shall ensure thorough dissemination.
- (2) We shall establish and operate a "Compliance Consultation Desk" independent from the business execution line as a contact point for reporting and consultation regarding compliance with laws and regulations, internal rules, corporate ethics, etc. in the Moriroku Group.
- (3) We shall monitor the status of compliance with laws and regulations, internal rules, corporate ethics, etc. in the Group, and shall take the necessary corrective measures for any problems identified as a result of such monitoring.
- (4) Regarding the Group's internal control system, our Internal Auditing Division shall conduct internal audits on the status of development and operation of the system, and Audit & Supervisory Board Members shall monitor and verify the content of resolutions of the Board of Directors and the status of development and operation by Directors.

[Summary of development and operation status]

- (1) We have formulated the "Moriroku Group Conduct Guidelines" to be applied to officers and employees of the Group, and have prepared and distributed a booklet on the Conduct Guidelines to ensure thorough dissemination.
- (2) The Company and its subsidiaries conduct compliance training on a regular basis to raise compliance awareness.
- (3) As a contact point for reporting and consultation regarding compliance with laws and regulations, etc. in the Group, we have set up the "Moriroku Group Internal Whistleblower Hotline" both internally and externally, and regularly disseminate information on its establishment and take action on matters reported or consulted.
- (4) The Internal Auditing Division and Legal & Intellectual Property Division conduct audits or monitor the status of compliance with laws and regulations, etc. in the Group, and take the necessary corrective measures for any problems identified as a result of such audits or monitoring.
- (5) Regarding the Group's internal control system, the Internal Auditing Division audits the status



of internal control promotion operations by the divisions in charge of internal controls, and Audit & Supervisory Board Members verify the content of resolutions of the Board of Directors and the status of development and operation of the internal control system.

## 2. A structure for storage and management of information related to the execution of duties by Directors

### [Basic Policy]

Information related to the execution of duties by Directors shall be prepared, stored and managed in the form of documents or electromagnetic records in accordance with the "Board of Directors Regulations" and other internal rules related to document and information management, and a structure shall be established and operated to enable Directors and Audit & Supervisory Board Members to view such information as necessary.

### [Summary of development and operation status]

In accordance with the "Board of Directors Regulations" and other internal rules related to document and information management, information related to the execution of duties by Directors is appropriately stored and managed by each department in charge, and is available for inspection by Directors and Audit & Supervisory Board Members as necessary.

## 3. Regulations and other systems for managing risk of loss

### [Basic Policy]

- (1) We shall establish and operate rules and systems to manage risks related to the Group's business activities.
- (2) We shall establish and operate a system to respond quickly and appropriately to accidents and disasters that may have a significant impact on the Company or its subsidiaries.
- (3) In response to changes in the internal and external business environment, we shall assess risks and review the systems and operations for risk management and accident/disaster response.

### [Summary of development and operation status]

- (1) We have established the "Moriroku Group Risk Management Basic Policy" and "Moriroku Group Risk Management Regulations," and each company identifies, assesses and responds to risks, periodically reviews risk assessment and priority risks, and periodically confirms the status of response to priority risks at each company accordingly.
- (2) In order to respond quickly and accurately to accidents and disasters, we have established the "Domestic Crisis Management Regulations," "Overseas Crisis Management Regulations," and other internal regulations and guidelines for crisis management, and responds to accidents and disasters accordingly. In addition, safety confirmation drills are conducted on a regular basis every year.

4. A structure to ensure efficient execution of duties by Directors, etc.

[Basic Policy]

- (1) We shall establish and operate rules and systems concerning the division of duties, authority, and decision-making for appropriate and efficient business execution in the Group.
- (2) We shall formulate policies concerning business operations, including management policies, medium-term plans, and annual plans for the Company and the Group, and ensure that these policies are thoroughly communicated.

[Summary of development and operation status]

- (1) The Company has established the "Administrative Authority Regulations," "Table of Administrative Authorities," and "Division of Duties Regulations," and efficient decision-making and execution of duties are conducted accordingly.
- (2) A three-year medium-term plan for the Group and annual business plan for each Group company have been established, and based on these plans, each company and department have formulated and been executing specific business promotion plans accordingly.

5. A structure to ensure proper operations of the corporate group consisting of the Company and its subsidiaries

[Basic Policy]

- (1) Regarding the execution of business by our subsidiaries, we shall organize contracts and operate rules and systems that mandate prior approval by and reporting to the Company.
- (2) We shall establish and operate a reporting system to promptly identify and respond to important issues, compliance problems, etc. in our subsidiaries.

[Summary of development and operation status]

- (1) Affiliated companies shall report to the Company as necessary on matters stipulated in the "Affiliated Company Management Regulations" and shall obtain the Company's approval on important matters, thereby establishing a cooperation structure within the Morioku Group.
- (2) The Company and its major subsidiaries have adopted an Audit & Supervisory Board system and are working to enhance the effectiveness of the system by having Audit & Supervisory Board Members audit the execution of duties by Directors. Audit & Supervisory Board Members attend meetings of the Board of Directors and other important meetings, and audit the execution of duties by Directors in accordance with the audit policy and audit plan.
- (3) Our Internal Auditing Division, in accordance with the "Internal Audit Regulations," oversees or conducts audits, including on affiliated companies, and works to establish cross-sectional risk management and compliance systems to ensure proper operations in an integrated manner.
- (4) In order to identify and respond to important issues and compliance problems at affiliated companies at an early stage, we have established a reporting system in the "Morioku Group Basic Regulations for Internal Controls" and receive reports from affiliated companies on a regular and timely basis accordingly.

## 6. A structure to ensure appropriateness and reliability of financial reporting

### [Basic Policy]

We shall establish basic policies for internal controls over financial reporting in the Group, and develop, operate, and assess the system necessary to ensure appropriateness and reliability of the financial reporting.

### [Summary of development and operation status]

We have established the "Moriroku Group Basic Policy for Internal Controls over Financial Reporting" and the "Moriroku Group Basic Regulations for Internal Controls over Financial Reporting," and are developing, operating and assessing the system that is necessary to ensure appropriateness and reliability of the financial reporting accordingly.

## 7. Matters concerning employees that Audit & Supervisory Board Members request to assist them in their duties

### [Basic Policy]

When requested by Audit & Supervisory Board Members, the Company shall assign Audit & Supervisory Board Member staff to assist Audit & Supervisory Board Members in their duties.

### [Summary of development and operation status]

The Company has assigned one member of the Audit & Supervisory Board Member staff, who performs duties under the direction and orders of Audit & Supervisory Board Members.

## 8. Securing independence of employees who are to assist the duties of Audit & Supervisory Board Members from Directors and ensuring the effectiveness of instructions to such employees

### [Basic Policy]

(1) Audit & Supervisory Board Member staff who are to assist Audit & Supervisory Board Members in their duties shall perform such assistance work under the direction and orders of Audit & Supervisory Board Members, and shall not be subject to the direction and orders of officers and employees of the Company.

(2) Personnel change, evaluation, and disciplinary action regarding Audit & Supervisory Board Member staff shall be determined with the prior consent of Audit & Supervisory Board Members.

### [Summary of development and operation status]

The Audit & Supervisory Board Member staff performs their duties under the direction and orders of Audit & Supervisory Board Members, and any personnel change, evaluation, and disciplinary action will be decided with the prior consent of Audit & Supervisory Board Members.

## 9. Reporting system to Audit & Supervisory Board Members

### [Basic Policy]

- (1) Officers and employees of the Group shall report matters related to the execution of the Group's business operations in accordance with internal rules or at the request of Audit & Supervisory Board Members.
- (2) We shall ensure that Audit & Supervisory Board Members have the opportunity to attend important meetings and shall grant them the authority to inspect the agenda materials, minutes and other meeting documents.
- (3) Our Internal Auditing Division shall report the internal audit results of the Company and its subsidiaries to Audit & Supervisory Board Members.
- (4) We shall establish and operate a system to ensure that those who report to Audit & Supervisory Board Members are not treated disadvantageously for the reason that they made such reports.

[Summary of development and operation status]

- (1) Officers and employees of the Group report matters related to the execution of business operations in accordance with internal rules or at the request of Audit & Supervisory Board Members.
- (2) The Company ensures that Audit & Supervisory Board Members have opportunities to attend meetings of the Board of Directors and the Board of Executive Officers, and grants them the authority to inspect the agenda materials, minutes, and other meeting documents.
- (3) Our Internal Auditing Division reports the internal audit results of the Company and its subsidiaries to Audit & Supervisory Board Members.
- (4) The Company has established internal regulations to ensure that officers and employees who have made whistle-blowing reports are not treated unfavorably on the basis of such reports, and operates accordingly.

#### 10. Matters concerning treatment policy on expenses and debts arising from execution of duties by Audit & Supervisory Board Members

[Basic Policy]

We shall process expenses and debts arising from the execution of duties by Audit & Supervisory Board Members, except in cases where it is recognized that such expenses and debts are not necessary for the execution of Audit & Supervisory Board Members' duties.

[Summary of development and operation status]

Expenses incurred in the execution of duties by Audit & Supervisory Board Members are budgeted in the amount deemed necessary by Audit & Supervisory Board Members, and the Company bears the actual expenses incurred.

#### 11. Other structures to ensure effective audits conducted by Audit & Supervisory Board Members

[Basic Policy]

- (1) The President and Representative Director and other Directors shall hold meetings with Audit & Supervisory Board Members as necessary to ensure smooth communication.

- (2) We shall establish and operate a system to ensure mutual cooperation between Audit & Supervisory Board Members, our Internal Auditing Division and Accounting Auditor, such as exchanging information on audit results.

[Summary of development and operation status]

- (1) Audit & Supervisory Board Members hold meetings with the President and Representative Director and other Directors as necessary to foster communication.
- (2) Audit & Supervisory Board Members hold monthly meetings with our Internal Auditing Division and quarterly meetings with the Accounting Auditor to exchange information and promote mutual cooperation.

## 12. A structure to eliminate antisocial forces

[Basic Policy]

In order to cut off all relations with antisocial forces, we shall formulate, develop and operate a basic policy for dealing with antisocial forces in the Group.

[Summary of development and operation status]

The Company has formulated the "Moriroku Group Basic Policy on Antisocial Forces" and the "Regulations for Dealing with Antisocial Forces," and is developing and operating a system to deal with antisocial forces accordingly.

## 2. Basic Approach to Elimination of Antisocial Forces and Status of Its Development

### 1. Basic approach to eliminating antisocial forces

We have established the "Moriroku Group Basic Policy on Antisocial Forces" as follows: (1) We shall cut off all relations, including transactions, with antisocial forces.

- (2) We shall not provide any funds or conduct any backroom transactions with antisocial forces.
- (3) We shall establish a system to deal with antisocial forces, and the entire organization will take action.
- (4) We shall take appropriate measures against antisocial forces in cooperation with the police and other external specialized organizations.
- (5) We shall take legal action, both civil and criminal, against unreasonable demands from antisocial forces.

### 2. Developing a structure to eliminate antisocial forces

The Company has established the "Regulations for Dealing with Antisocial Forces" and takes the following measures:

- (1) Respond as an organization to unreasonable demands, etc. from antisocial forces, by appointing a Director in charge of general affairs as a chief officer to supervise the response to antisocial forces, and assigning the general affairs division as the main department in charge

of managing the response to antisocial forces, as well as to assign a manager for preventing unreasonable demands at each base.

- (2) Investigate new business partners at the commencement of transactions and ongoing business partners on a regular basis to ensure that they do not fall under the category of antisocial forces, and conclude a contract or memorandum to the same effect that includes a clause to eliminate antisocial forces when concluding a transaction contract.
- (3) Investigate employees to be hired to ensure that they do not fall under the category of antisocial forces, and obtain a written pledge that includes a clause to eliminate antisocial forces upon joining the company.

## **V Others**

### **1. Introduction of Takeover Defense Measure**

Introduction of Takeover Defense Measure	None
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Supplementary Note on Applicable Items

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### **2. Other Matters Concerning Corporate Governance System, etc.**

[Timely disclosure system]

The Group Management Philosophy and Conduct Guidelines uphold the following six principles: Compliance, Respect for life and dignity, Customer satisfaction, Contribution to society, Progressive spirit, and Total cooperation. We comply with domestic and international laws and regulations, and aim to be a trusted corporate group through fair and impartial corporate activities. Based on the Philosophy and Guidelines, we have established and are operating an internal system to appropriately disclose corporate information in a prompt, accurate and fair manner, and will continue to strengthen the system.

The officer in charge of IR and the IR Department shall be responsible for handling information as Information Controller and Information Controlling Department, respectively, develop an internal information communication and management system, and assess information, prepare materials, and conduct timely disclosure. They shall do so in close cooperation with the Corporate Planning Division, Human Resources Division, Administrative Division, Accounting & Finance Division, Information System Division, Legal & Intellectual Property Division, Sustainability Promotion Division, Corporate Communications Division, and administrative divisions of affiliated companies.

1. Information related to decision-making facts and financial information, etc.

(1) Information on decision-making facts

The IR Department shall obtain in advance the agenda items of the Board of Directors' meetings and other important meetings, and obtain the meeting minutes without delay after the completion of the meetings. In addition, the Division consolidates information on matters for approval, investigates whether or not there are any decision-making facts regarding the Company and its affiliates that are subject to timely disclosure, reports the results to the Information Controller or Representative Director, and, if applicable, immediately prepares materials for timely disclosure on the Timely Disclosure Network (TDnet) and the Company's website.

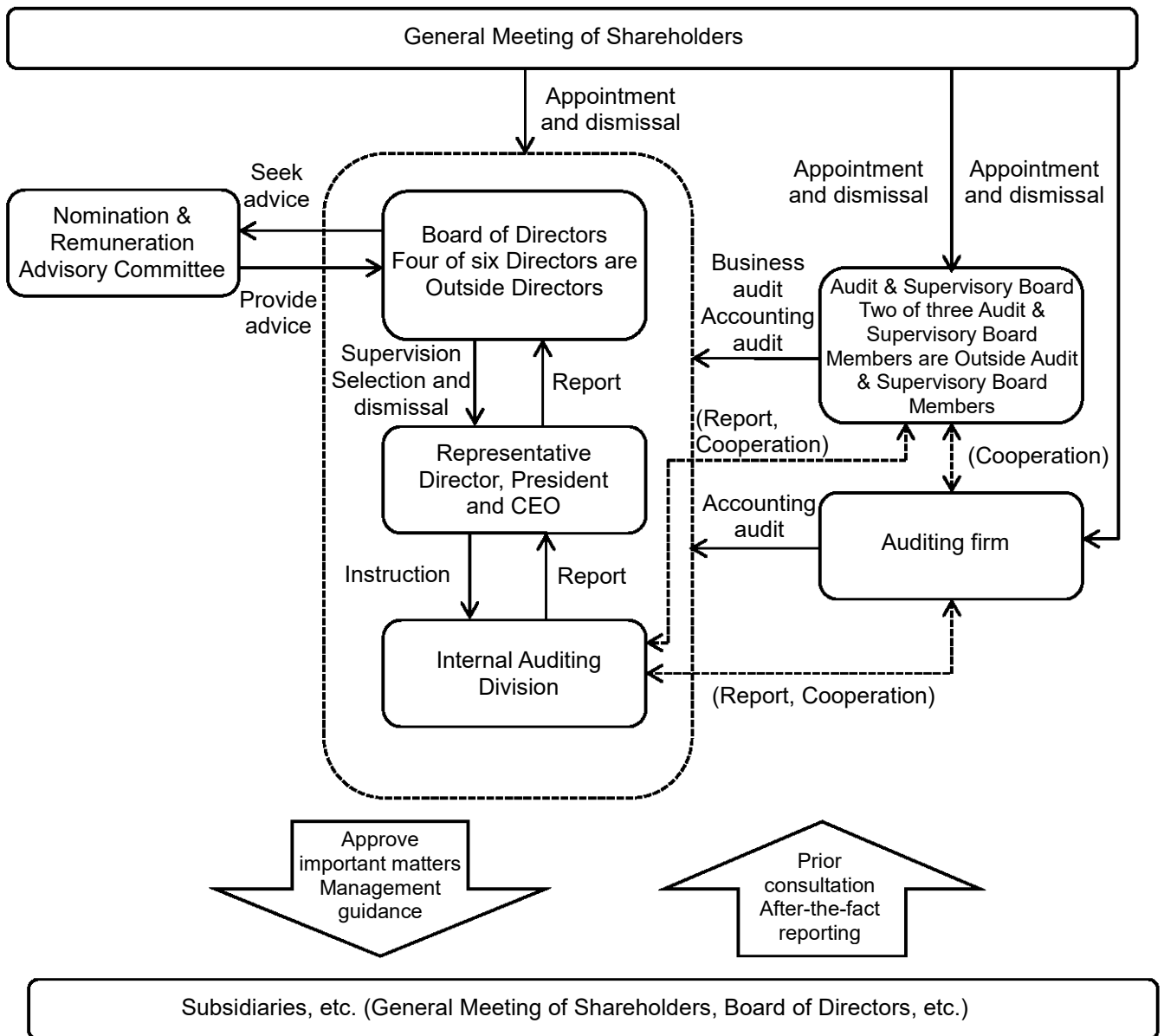
(2) Information on financial results

The IR Department, led by the Accounting & Finance Division, prepares financial disclosure materials (financial statements and quarterly summary of financial statements) jointly with the Human Resources Division, Administrative Division, Legal & Intellectual Property Division, Internal Auditing Division, and administrative divisions of affiliated companies. The results of such information are reported to the Information Controller or Representative Director, and the IR Department shall disclose the information on TDnet and the Company's website in a timely manner basically after a resolution by the Board of Directors.

2. Information on the fact of event

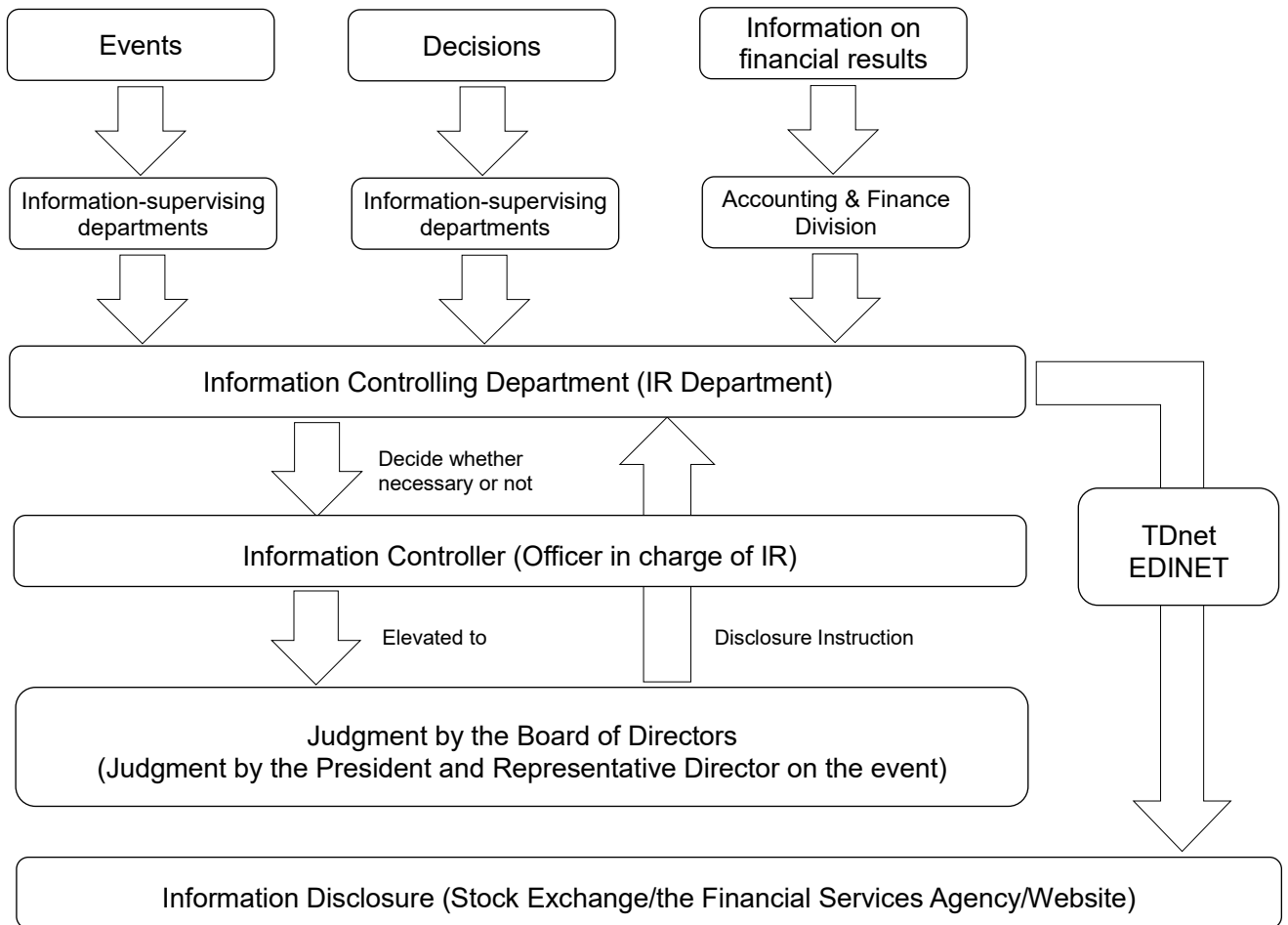
Accidents, disasters, and other incidents that occur at the Group companies are reported from the department in charge of the Group and the plant or other business office where the incident occurred to the Human Resources Division, Administrative Division, Accounting & Finance Division, Information System Division, Legal & Intellectual Property Division, Sustainability Promotion Division, Corporate Communications Division, or administrative divisions of affiliated companies. Such information is consolidated by the IR Department, which investigates whether or not there are any events that are subject to timely disclosure by the Company and its affiliates, reports the results to the Information Controller or Representative Director, and if applicable, immediately prepares materials for timely disclosure on TDnet and the Company's website.

[Diagram: Reference Document]





[Diagram: Overview of Timely Disclosure System]

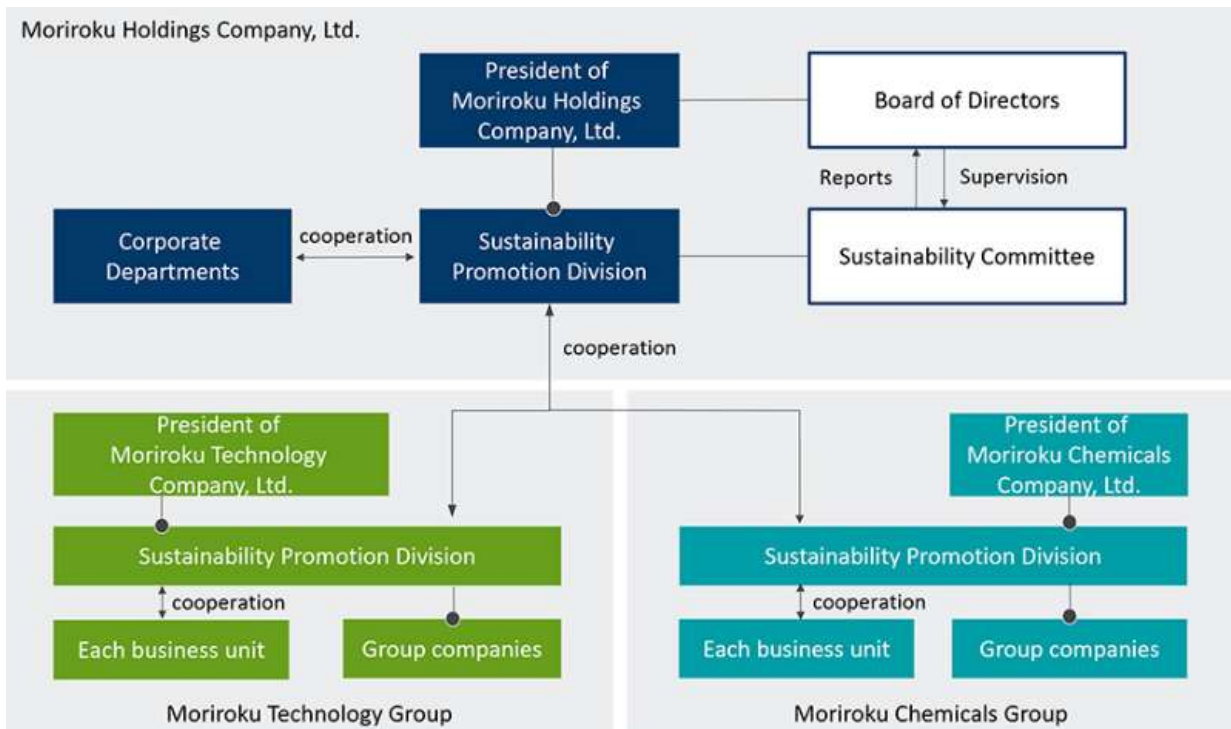


[Knowledge and experience of the Company's Directors and Audit & Supervisory Board Members]

		Knowledge and Experience of Officers								
	Name		Corporate Management	Legal & Risk Management	Finance & Accounting	Global	Technology & Development	Sales & Planning	Production & Quality	Sustainability
Directors	Takashi Kurita		○	○		○	○	○		○
	Hidehito Monji		○			○		○		
	Koichiro Shibata	Outside Independent		○						○
	Kenichi Hirai	Outside Independent	○	○	○	○				○
	Ryo Otsuka	Outside Independent	○			○		○	○	○
	Hitomi Yokote	Outside Independent	○			○				○
Audit & Supervisory Board Member	Koichi Tada			○	○	○				
	Fujio Furukawa	Outside Independent		○	○					
	Chiaki Tsuji	Outside Independent		○		○				

Note: The above list does not represent all the knowledge and experience of Directors and Audit & Supervisory Board Members.

[Sustainability promotion system]



## Moriroku Group's Key Sustainability Issues (Materiality Matrix)

: Most important tasks

● Business (product and technology) issues ● Social issues ● Environmental issues ● Issues related to strengthening the management base

