

June 30, 2023

SHIP HEALTHCARE HOLDINGS, INC.

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The corporate governance of SHIP HEALTHCARE HOLDINGS, INC. (the “Company” or “we” or “us”) is described below.

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

1. Basic Views

The Company will always pursue the best corporate governance and will continuously work on its enhancement.

The Company is dedicated to the transparency and fairness of decision-making from the standpoint of achieving sustainable growth and medium- to long-term growth of corporate value. In addition, the Company believes that increasing the vitality of management by efficient use of management resources and quick and decisive decision-making is a key component of corporate governance. Numerous actions will be taken to enhance our corporate governance based on the following basic views.

1. To respect the shareholders' rights and secure the equality.
2. To consider the interest of stakeholders including shareholders, and cooperate with such stakeholders in proper manner.
3. To disclose the Company's information in appropriate manner, and secure transparency.
4. To establish the structure that the outside directors take material roles (composition of the Board of Directors, establishment of nomination advisory committee and remuneration advisory committee), and secure the efficient supervision function of business execution by the Board of Directors.
5. To conduct constructive dialogue with shareholders who have an investment policy consistent corresponding with the interests of medium- to long-term shareholders.

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

[Supplementary Principle 2.4.1] Ensuring Diversity in the Promotion of Core Human Resources
< Approach to securing diversity >

Diversity is essential for the sustainable realization of the group mission of “Creating environment for medical professionals.” In order to respond to the rapidly changing market environment and convert the diversity of human resources into the capabilities of an organization that can constantly create businesses with speed, the Group has adopted a diverse workforce, including mid-career hires, regardless of gender, nationality, or various work experience. While actively and continuously recruiting and appointing diverse human resources, we are promoting initiatives such as improving a work environment and education for management which maximizes each individual's characteristics and abilities.

< Voluntary and measurable targets for ensuring diversity >

In order to ensure diversity, although we are promoting managerial positions by comprehensively

considering their abilities and aptitudes, we have not yet set measurable goals at this time. However, there are the total 13 female officers (including executive officers) and 13 non-Japanese officers (including executive officers) in the group, especially in the Lifecare and Dispensing Pharmacy business, where women are more promoted. We will continue to work on this as a medium- to long-term issue, recognizing the importance of taking measures to the declining working population and reflecting diverse values.

[Supplementary Principle 3.1.3] Initiatives on Sustainability

With the group mission of "Creating environment for medical professionals" in mind, we are working toward the realization of a sustainable society where people can live better lives (Well-being). We identified material issues (materialities) and published the Sustainability Report 2023.

Please refer to our website and Sustainability Report for our initiatives for sustainability.

- Sustainability report from our corporate website: <https://www.shiphd.co.jp/en/sdgs/index.html>
- Sustainability report 2023 (Japanese only):

https://www.shiphd.co.jp/sdgs/pdf/sustainability_report_2023.pdf

As TCFD requires disclosure of information of climate change-related risks and impacts on the Company, we also aim to enhance disclosure by collecting and analyzing necessary data on risks and impacts related to climate change.

[Supplementary Principle 4.2.1] The Resolution of Remuneration System Design and Remuneration Amount through Objective and Transparent Procedure

With respect to directors' remuneration, the contents of the agendas and the individual remuneration amount submitted to shareholders meeting from the Board of Directors shall be determined after fair examination and counsel by remuneration advisory committee. Since the compensation linked to the Company's medium- to long-term performance functions as a solid incentive towards sustainable growth, it will be considered as needed in the future.

[Supplementary Principle 4.10.1] Establishment of Optional Independent Advisory Committee

Though the company has established nomination advisory committee and remuneration advisory committee, they are not the structure consisting of independent directors as main members (a system in which the majority of the members are independent directors). The committees advise the Board of Directors after asking for the opinion from independent directors. While fully recognizing the importance of evaluation that incorporates the opinions of independent directors in each committee, for the Group which has a high degree of expertise and complexity in its business, we believe that the qualitative as well as quantitative judgments considering business progress, results, and future growth strategies in each business area from a long-term and professional perspective are the most rational. Also, we will further deepen discussions from point of view about diversity of gender and skills, etc.

【Disclosure Based on the Principles of the Corporate Governance Code】

SHIP HEALTHCARE HOLDINGS resolved the constitution of "Basic Policy of Corporate Governance" in the Board of Directors held in December 2015, and it is disclosed on the following website. Disclosures required by Corporate Governance Code are disclosed in the basic policy. Please refer to the website (<https://www.shiphd.co.jp/en/>) for details.

[Principle 1.4] Cross-Shareholdings

The company may hold shares of listed companies that are our business partners, etc., for the purpose of enhancing our medium- to long-term corporate value by maintaining and strengthening business relationships with them. However, our basic policy is to reduce cross-shareholdings if the rationality of the holdings is not recognized after the Board of Directors held on regular basis, taking into consideration economic rationality and prospects including (1)risks associated with holding cross-shareholdings, including the risk of failing stock prices (2)expected returns from maintaining and strengthening business relationships (3)consistency with the Company's basic capital policy.

In addition, if a company that holds our shares as cross-shareholdings (cross-shareholders) expresses an intention to sell the shares, we will, in principle, respect that intention.

Regarding the exercise of voting rights, based on contributing to the sustainable growth and the improvement of corporate value over the medium to long term for both the Company and the business partners, we will comprehensively judge whether the agenda conforms to our holding policy and at the same time contributes to the efficient and solid management of our business partners and can be expected to improve corporate value for both sides.

[Principle 1.7] Related Party Transactions

The Company discloses Ethical Standards constituted in the Board of Directors so as to secure ethical behaviors of the directors, executive officers and employees at all times.

Any transactions between the Company and officers, major shareholders or others (Related Party Transactions), and also the transactions that cause any conflict of interest Corporation Law determines, shall be conducted with the explanation of its contents etc. and approval by the Board of Directors. The status of such transactions shall be regularly reported to the Board of Directors even after the approval.

In case that the directors incur the issues that relate to conflict of interest about themselves (including potential issues), they shall report the issues promptly to the Board of Directors and receive the approval.

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

The Company adopts defined benefit and defined contribution corporate pension plans.

Regarding the defined benefit type corporate pension system, given that the management of corporate pension funds impacts stable asset formation for the employees and the Company's own financial standing, the department in charge will work with the outsourced investment institution and regularly monitor the investment status and stewardship activities, and report to the Board of Directors on a regular basis in order to realize proper management of conflict of interest between the corporate pension and the Company. Also, the Company provides ongoing support to employees in managing their pensions by, for example, explaining the defined contribution pension plan to them when they join the Company.

[Principle 3.1] Full Disclosure

(1) Group Philosophy, Strategies, Management Plan

The Company discloses financial information such as management performance of the Company timely and in appropriate manner together with Group philosophy, management strategies, management plan and other principles for the purpose of securing transparency and fairness of the management.

(2) Corporate Governance Policy and Basic Policy

We consider enhancing management capability by prompt and decisive decision-making sufficiently utilizing our management resources, and also securing transparency and fairness of decision-making so as to promote the Company's sustainable growth and medium- to long-term corporate value to be a material point of Corporate Governance. We will work on enhancement of information disclosure in accordance with the following basic policy.

- (i) To respect the shareholders' rights and secure the equality.
- (ii) To consider the interest of stakeholders including shareholders, and cooperate with such stakeholders in proper manner.
- (iii) To disclose the Company's information in appropriate manner, and secure transparency.
- (iv) To establish the structure that the outside directors take material roles (composition of the Board of Directors, establishment of nomination advisory committee and remuneration advisory committee), and secure the efficient supervision function of business execution by the Board of Directors.
- (v) To conduct constructive dialogue with shareholders who have an investment policy consistent with the interests of medium- to long-term shareholders.

(3) Policy and Procedures about the Resolution of Executive Remuneration

Executive remuneration shall be appropriate, fair and balanced that motivate the executives to maximize the long-term interest for shareholders and also the Company's corporate value.

The Company discloses timely and in appropriate manner the policy of executive remuneration (including the policy on the setting of share-related remuneration and other performance-linked remuneration percentages) decided by the Board of Directors based on the counsel from remuneration advisory committee. Remuneration for independent directors shall reflect the time and responsibility for their involvement in our business, and it excludes the element of share-related remuneration and other performance-linked remuneration.

In relation to the amount of directors' remuneration, the Board of Directors shall determine the contents of the agendas submitted to shareholders meeting and the individual remuneration amount through fair examination and counsel by remuneration advisory committee.

In case that remuneration advisory committee counsel on the directors' individual remuneration amount, appropriateness of the remuneration amount shall be judged by considering the industry and with the reference of remuneration standard of other companies to be properly compared to the Company. Remuneration advisory committee, in this case, consider the remuneration standard for other executive officers both of the Company and of the other companies within the corporate group we belong to.

(4) Appointment and Dismissal policy of the Officers and the Management Team, the Procedures, and the Reasons for the Individual Appointment and Dismissal

The number of board members of the Company shall not exceed 15 and more than two of them shall be independent directors. The number of auditors shall not exceed 5 and over half of them shall be outside auditors. The term of office of all of the Company's directors shall be 1 year and shall not prevent reappointment.

The officer of the Company shall have high sense of ethics together with upstanding personality, knowledge, ability, and rich experience. A person with appropriate experience, ability and required knowledge of finance, accounting, and legislation shall be elected to the auditors of the Company, and at least one of the auditors shall be the person with sufficient knowledge of finance and accounting.

The candidates for new officers (including alternate directors and auditors) shall be recommended

and determined by the Board of Directors after the fair, transparent, and rigid audit in nomination advisory committee and consulting with independent directors. In regard to the appointment of auditors, agreement from supervisory board shall be required.

The reasons for the appointment of each director and auditor is disclosed in “NOTICE OF THE 30TH ANNUAL GENERAL MEETING OF SHAREHOLDERS” which is on our website.

https://www.shiphd.co.jp/common/img/ir/event/meeting_shd/20230607.pdf

[Supplementary Principle 4.1.1] Board Decisions and Scope of Delegation

The Board of Directors make material business decisions and supervise the directors’ execution of duties. The Company delegate the right of decision-making in relation to the Company’s business execution save for the matters defined as resolution matters in the Board of Directors to management members including the CEO in accordance with the Board of Directors Regulations and Laws.

[Principle 4.9] Independence Standards and Qualification for Independent Directors

The Board of Directors shall formulate and disclose the standards of the independency for the Company, based on requirements of the Outside Board of Directors as stipulated in Corporation Law and the independency standard Financial Instrument Exchange prescribes. Please refer to the Company’s Corporate Governance Basic Policy

(<https://www.shiphd.co.jp/en/about/governance01.html>) for more details of the independency standards.

[Supplementary Principle 4.11.1]

The expertise of directors and corporate auditors (skill matrix) is described on the last page of the report.

[Supplementary Principle 4.11.2] Concurrent Status of Officers in Other Listed Companies

The Company shall not permit outside directors and outside auditors to concurrently serve as a director or an auditor in more than 3 listed companies other than the Company, and the concurrent positions held by officers shall be disclosed in Notice of General Meeting of Shareholders based on the Law.

[Supplementary Principle 4.11.3] Analysis and Evaluation in relation to Effectiveness of the Board of Directors

The Company conducts and discloses analysis and evaluation based on self-assessment of respective directors in relation to effectiveness of the entire the Board of Directors regarding matters that we consider to be important for the Board of Directors to fulfill its role and responsibilities. The evaluation of effectiveness of the Board of Directors in FY2022 was conducted and resulted as below.

1, Method for the Analysis and Evaluation

The Company evaluated how effectively the Board of Directors functioned based on “questionnaire (Effectiveness evaluation of the Board of Directors)” for all directors and auditors including outside ones, after explaining the purpose of the evaluation.

The main items for which the evaluation was conducted are as follows. (i) Composition and frequency of the Board of Directors, the number of outside directors, etc. (ii) Operation method of the Board of Directors (iii) Securing shareholders’ rights and equality (iv) Appropriate cooperation

with stakeholders other than shareholders (vii) Communication and education for the directors and auditors.

2, Details of Analysis and Evaluation

We analyzed and evaluated that the board is effectively functioning on the whole as the Company's Board of Directors according to the results of the questionnaire by each director and auditor. The Board of Directors also is composed of the directors who have diverse knowledge and experiences, and the board has constructive discussion and opinion exchange without any disturbance.

However, we found that the board should be improved the following area, and we will work to improve the items as we are aware that there seem to be scope for improvement and ingenuity.

<The points to be improved that we recognized>

- Ensuring sufficient number of items for approval and sufficient deliberation time at Board of Directors meetings
- Providing training opportunities for the directors and auditors, etc.

[Supplementary Principle 4.14.2] Principle of Training for the Directors and Auditors

The Company may provide the opportunity to acquire knowledge regarding the business, finance, organization, etc. of the Company as needed so that the directors and auditors can properly fulfill each of their roles and responsibilities required at the timing of and after their assumption. Also, the directors and auditors of the Company shall voluntarily gather information and research in relation to the Company's financial situation, compliance, corporate governance and other subjects at all times in order to fulfill their roles.

[Principle 5.1] Principles regarding the Constructive Dialogue with Shareholders

The Company endeavors to improve the structure and work on initiatives so as to promote constructive dialogue with shareholders by following policies.

[Basic policy]

- (i) The Company place a director managing overall activities for the dialogue with shareholders and a department (IR department) to operate it.
- (ii) The Company establish a structure that enable IR department to cooperate other subsidiaries' relevant departments so as to promote the dialogue with shareholders such as financial results briefing and corporate briefing for investors, and provide correct information to them.
- (iii) The Company endeavors to realize close communication with shareholders on the basis of stock holding status and opinions of shareholders by means of financial results briefing, IR events, seminars, own showrooms, and facility tours
- (iv) IR department orders and analyzes the opinions and concerns we had from the dialogue with shareholders, and report them to the Board of Directors depending on their importance and nature.
- (v) The Company shall be careful enough not to create a substantial information gap between shareholders. In terms of material information to be disclosed, we disclose it at the right time and fairly, and we will strive to ensure information management so that we do not provide information to only some of our shareholders.

[Implementation status of dialogue with shareholders, etc. (FY2022)]

- Regular briefings for institutional investors: 2 times (May, November)
- Domestic conference: 2 times
- one on one meeting: 116 times (including communication with sale-side investors: 15 times)

• Main themes and matters of interest to shareholders: Changes in the market environment following the downgrade of the COVID-19 to category 5 infection disease.

[Actions to Achieve Management with Emphasis on Cost of Capital and Stock Price]

The company's average Return on Equity (ROE) over the past five years has been 11.1% (with a high of 12.0% and a low of 9.8%), consistently surpassing the shareholders' equity cost. We believe we have been achieving capital profitability that exceeds the shareholders' equity cost. Moving forward, we remain committed to enhancing capital profitability and increasing shareholder value over the medium to long term.

2. Capital Structure

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

Name / Company Name	Number of Shares Owned	%
Master Trust Bank of Japan, T.	15,579,600	16.51%
Kokko Co.	7,977,800	8.46%
CUSTODY BANK OF JAPAN, T.	6,659,200	7.06%
JP MORGAN CHASE BANK 380055	3,957,904	4.19%
Zenkyoren	3,112,000	3.30%
Kasuga Kosan LLC	2,800,000	2.97%
STATE STREET BANK AND TRUST COMPANY 505025	2,518,500	2.67%
Kunihisa Furukawa	2,473,600	2.62%
Koichiro Furukawa	2,460,000	2.61%
J.P. MORGAN BANK LUXEMBOURG S.A. 381572	1,698,900	1.80%

Controlling Shareholder (Except for Parent Company)	-
Parent Company	None

Supplementary Explanation

The above major shareholders are as of March 31, 2023.
The ratio is calculated based on the number of issued shares excluding treasury stock (7,319,175 shares).

3. Corporate Attributes

Listed Stock Market and Market Section	Tokyo, Prime
Fiscal Year-end	March
Type of Business	Wholesale Trade
Number of Employees (Consolidated) as of the End of the Previous Fiscal Year	More than 1000
Sales (Consolidated) as of the End of the Previous Fiscal Year	¥100 billion to ¥1 trillion
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	50 to 100 companies

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

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5. Other Special Circumstances which May Have a Material Impact on Corporate Governance

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

1. Organizational Composition and Operation

Organization Form	Company with Audit & Supervisory Board
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【Directors】

Maximum Number of Directors Stipulated in Articles of Incorporation	15
Terms of Office Stipulated in Articles of Incorporation	1 year
Chairperson of the Board	Chairman (Except in the case of concurrently serving as president)
Number of Directors	12
The State of Appointment of Outside Directors	Appointed
Number of Outside Directors	4
Number of Independent Directors	4

Outside Directors' Relationship with the Company (1)

Name	Attribute	Relationship with the Company*1										
		a	b	c	d	e	f	g	h	i	j	k
Seichiro Sano	From another company											
Toshio Imabeppu	From another company											
Fumiyo Ito	From another company											
Shinya Nishio	From another company											

*1 Categories for "Relationship with the Company"

a. A management executive officer of the listed company or its subsidiary

- b. A management executive officer or non-management executive director of a parent company of the listed company
- c. A management executive officer of a subsidiary of a parent company of the listed company
- d. A person who has a significant business relationship with the listed company or who is a management executive officer of entity which has such significant business relationship
- e. A person with whom the listed company has a significant business relationship or who is a management executive officer of entity with whom the listed company has a significant business relationship
- f. A consultant, accounting expert or legal expert who receives significant remuneration or other assets from the listed company other than remuneration as a director or executive officer
- g. A principal shareholder of the listed company (if a principal shareholder is a legal entity, a management executive officer of such legal entity)
- h. A management executive officer of entity with whom the listed company has a business relationship (does not fall under d, e, and f) (only with respect to the person)
- i. A management executive officer of a company whose outside director assumes the post on a reciprocal basis with the listed company (only with respect to the person)
- j. A management executive officer of an entity to whom the listed company makes a donation (only with respect to the person)
- k. Others

*2 ○ indicates the relevant item that the person falls under as of “today or recently”. △ indicates the relevant item that the person falls under as of “previously.”

● indicates the relevant item that the person’s close family member falls under as of “today or recently”. ▲ indicates the relevant item that the person’s close family member falls under as of “previously”.

Outside Directors’ Relationship with the Company (2)

Name	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons for Appointment
Seiichiro Sano	○	Independent director of the Company	Seiichiro Sano has served in various positions including President of SANYO Electric Co., Ltd., as well as Senior Managing Executive Officer, Senior Audit & Supervisory Board Member, and Advisor of Panasonic Corporation, and possesses profound insight and extensive experience in corporate management. The Company reappoints Mr. Sano as Outside Director, expecting him to utilize his knowledge and experience for the Company’s management and participate in its management from a fair and neutral standpoint.
Toshio Imabeppu	○	Independent director of the Company	Although Toshio Imabeppu has no experience of being directly involved in corporate management, he has served in various positions including Director-General, Pharmaceutical and Food Safety Bureau, and Director-General, Statistics and Information Policy of Ministry of Health, Labour and Welfare, and possesses expertise and experience in social welfare, etc. The Company reappoints Mr.

			Imabeppu as Outside Director, expecting him to utilize his knowledge and experience for the Company's management and participate in its management from a fair and neutral standpoint.
Fumiyo Ito	○	Independent director of the Company	Although Fumiyo Ito has no experience of being directly involved in corporate management, she has served in various positions including Senior Nursing Specialist, National Hospitals Division, Health Policy Bureau of Ministry of Health, Labour and Welfare; General Manager, Nursing Department of National Cerebral and Cardiovascular Center; and General Manager, Nursing Department, Osaka Medical Center of National Hospital Organization, and possesses profound insight and extensive experience as a nursing manager. The Company reappoints Ms. Ito as Outside Director, expecting her to utilize her knowledge and experience for the Company's management and participate in its management from a fair and neutral standpoint.
Shinya Nishio	○	Independent director of the Company	Shinya Nishio has served in various positions including Representative Director and Deputy President of Daiwa Securities Group Inc., and possesses expertise and ample experience in the finance and securities industry. The Company reappoints Mr. Nishio as Outside Director, expecting him to utilize his knowledge and experience for the Company's management and participate in its management from a fair and neutral standpoint.

【Committee】

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

Committee Corresponding to Nomination Committee

The name of the committee	Nomination Committee
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All Committee Members	Full-time Members	Inside Directors	Outside Directors	Outside Experts	Other	Chairperson
6	5	5	1	0	0	Inside Director

Committee Corresponding to Remuneration Committee

The name of the committee			Nomination Committee			
All Committee Members	Full-time Members	Inside Directors	Outside Directors	Outside Experts	Other	Chairperson
6	5	5	1	0	0	Inside Director

Supplementary Explanation

Both of Nomination Committee and Remuneration Committee are composed of 6 members, Chairman Kunihisa Furukawa as Chairperson, Vice Chairman Hirotaka Ogawa, Vice Chairman Kenzo Konishi, President Futoshi Ohashi, Executive Director Hiroshi Yokoyama, and Outside Director Seiichiro Sano as committeemen. With regard to the proposals resolved by each committees, after the independent directors are asked for their opinions, counsel are made to the Board of Directors, and deliberation and resolution are concluded.

【Audit & Supervisory Board Members】

Establishment of Audit & Supervisory Board Members	Established
Maximum Number of Audit & Supervisory Board Members Stipulated in Articles of Incorporation	5
Number of Audit & Supervisory Board Members	4

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

Outside Auditors, Internal Audit Departments, and Full-time Auditors share information and conduct audit works. In addition, liaison meetings with accounting auditors are held as needed to grasp the status of audit work of accounting auditors and exchange information, as well as discuss effective execution of accounting audits.

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

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

Name	Attribute	Relationship with the Company* ¹													
		a	b	c	d	e	f	g	h	i	j	k	l	m	
Hiroyasu Oyama	From another company														
Nobuyuki Sano	From another company														
Koichi Minami	From another company							△							

*¹Categories for "Relationship with the Company"

- a. A management executive officer of the listed company or its subsidiary
- b. A non-management executive director or accounting advisor of the listed company or its subsidiary
- c. A management executive officer or non-management executive director of a parent company of the listed company
- d. An Audit & Supervisory Board Member of a parent company of the listed company
- e. A management executive officer of a subsidiary of a parent of the listed company
- f. A person who has a significant business relationship with the listed company or who is a management executive officer of entity which has such significant business relationship
- g. A person with whom the listed company has a significant business relationship or who is a management executive officer of entity with whom the listed company has a significant business relationship
- h. A consultant, accounting expert or legal expert who receives significant remuneration or other assets from the listed company other than remuneration as a director or executive officer
- i. A principal shareholder of the listed company (if a principal shareholder is a legal entity, a management executive officer of such legal entity)
- j. A management executive officer of entity with whom the listed company has a business relationship (does not fall under f, g, and h) (only with respect to the person)
- k. A management executive officer of a company whose outside director assumes the post on a reciprocal basis with the listed company (only with respect to the person)
- l. A management executive officer of an entity to whom the listed company makes a donation
- m. Others

*²○ indicates the relevant item that the person falls under as of "today or recently". △ indicates the relevant item that the person falls under as of "previously."

- indicates the relevant item that the person's close family member falls under as of "today or recently". ▲ indicates the relevant item that the person's close family member falls under as of "previously".

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

Name	Independent Audit & Supervisory Board Member	Supplementary Information	Reason for Appointment
Hiroyasu Oyama	○	Independent Officer of the Company	Hiroyasu Oyama has assumed various positions including Director and General Manager of Dojima Kanto Securities Co., Ltd. and possesses expertise and experience in finance and securities. The Company appoints Mr. Oyama as Outside Corporate Auditor, expecting him to utilize his knowledge and experience for the Company's management and audit its management from a fair and neutral standpoint.
Nobuyuki Sano	○	Independent Officer of the Company	As a Certified Public Accountant and Tax Accountant, Nobuyuki Sano possesses ample knowledge about finance and accounting. The Company appoints Mr. Sano as Outside Corporate Auditor, expecting him to utilize his professional expertise and experience for the Company's management and to audit its management from a fair and neutral standpoint.
Koichi Minami	○	<p>Independent Officer of the Company</p> <p>He used to serve as Senior Managing Director of a financial institution (Sumitomo Mitsui Banking Corporation), a major business partner of the Company, but he retired from this position in June 2013. At present, we concluded that there is no risk of a conflict of interest</p>	<p>Koichi Minami has served in various positions including Director and Senior Managing Executive Officer of Sumitomo Mitsui Banking Corporation and Standing Corporate Auditor of Sumitomo Mitsui Financial Group, Inc., and possesses expertise and experience in finance. The Company newly appoints Mr. Minami as an Outside Corporate Auditor, expecting him to utilize his knowledge and experience for the Company's management and audit its management from a fair and neutral standpoint.</p>

		between him and the shareholders and that he is considered independent.	
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【Independent Directors/Audit & Supervisory Board Members】

Number of Independent Directors/Audit & Supervisory Board Members	7
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Matters relating to Independent Directors/Audit & Supervisory Board Members

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【Incentives】

Incentive Policies for Directors	Not applicable
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Supplementary Explanation

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Recipients of Stock Options	
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Supplementary Explanation

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【Director Remuneration】

Disclosure of Individual Directors' Remuneration	Individual directors' remuneration is not disclosed.
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Supplementary Explanation

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

<p>① Matters concerning the decision policy regarding the content of individual remuneration for directors etc.</p> <p>Remuneration amounts for the directors of the Company shall be appropriate, impartial, and balanced that secure upstanding human resources, encourage the recipients to maximize the corporate value as well as linking to long-term interest for our shareholders. Specifically, the remuneration for executive directors consists of basic remuneration (monetary remuneration) as fixed remuneration, performance-linked remuneration, and non-monetary remuneration etc., for outside directors and corporate auditors, only basic remuneration will be paid for their duties. In addition, the basic remuneration for directors of the Company shall be a fixed monthly remuneration decided comprehensively taking into consideration the level of other companies, the performance of the Company, and the level of employee salary according to their position, responsibilities, and years of office.</p> <p>② Matters concerning delegation related to the determination of individual remuneration for</p>
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directors etc.

After deliberation by the Remuneration Advisory Committee, Kunihisa Furukawa, Chairman, decides on the specific amount of remuneration for each individual director considering the opinions of outside directors based on a resolution delegated by the Board of Directors. The chairman decides the amount of remuneration for each individual based on the deliberation of the Remuneration Advisory Committee and the opinions of outside directors. Since the amount of remuneration for each individual director has been determined through this procedure, the Board of Directors has determined that the substances are in line with the decision policy. The reason for delegating to the Chairman is that he is most familiar with the environment surrounding the Group and the management situation of the Group, etc., so that the Company has decided that he can comprehensively determine the amount of remuneration for directors.

【Supporting System for Outside Directors and/or Audit & Supervisory Board Members】

The Company has no special support system for Outside Directors and Outside Auditors.

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

< Board of Directors meeting >

The Board of Directors consists of 12 members, including 4 outside directors. In addition to the regular meetings of the Board of Directors held once a month, extraordinary meetings are held as necessary. Directors are appointed for each segment and for each region in the Kansai and Tokyo metropolitan areas. We have built a management system that enables directors with specialized knowledge of each business field and local conditions participate in management decision-making to ensure accurate management decision-making. Moreover, we have built a flat management system and have a dedicated team system organized for each project. As a result, we have clarified the division of duties and the locus of responsibility, and have realized faster decision-making and communication, and more efficient management. In addition, 4 outside directors are appointed among the 12 directors, and we are building a management system that appropriately supervise and monitor the decision-making of the board of directors by participating in management decision-making from a standpoint that has no conflict of interest with the Company. Furthermore, corporate auditors also participate in the Board of Directors and audit the decision-making and business execution status of the Board of Directors.

<Board of Auditors>

It consists of 4 members, including 3 outside auditors. As an independent organization entrusted by shareholders, it cooperates with the Internal Audit Office and the Accounting Auditor to audit the execution of duties by directors, aiming to contribute to the sound and fair management of the Company and to respond to the social credibility.

< Nomination Advisory Committee >

It consists of 6 directors, including 1 outside director, and examines the content of proposals regarding the appointment and dismissal of directors and executive officers before it is finalized, and make recommendation to the Board of Directors after seeking the opinions of independent outside directors. In addition, the committee make recommendations to the Board of Directors regarding the content of independence standards.

< Compensation Advisory Committee >

It consists of 6 directors, including 1 outside director. Policies regarding director remuneration (including selection of performance indicators for performance-linked remuneration and criteria for granting stock-related remuneration, etc.), the details of remuneration, etc. for each director, and after soliciting the opinions of independent outside directors, recommendations are made to the Board of Directors.

In addition, we have established the Management Committee, Internal Audit Office, and Internal Control/Compliance Committee as other organizations.

Based on the basic management policy decided by the Board of Directors, the Management Committee formulates specific policies and plans for business execution, and deliberates on other important matters related to consolidated accounting. The Internal Audit Office has been established as an organization under the direct control of the president to prevent risks such as scandals in the company, to conduct internal audits of all business activities, including the operational status of business sites, the effectiveness and accuracy of business operations and status of compliance with laws and regulations. It conducts internal audits on the status of compliance, etc., and provide specific advice and recommendations for improving operations. The Internal Control/Compliance Committee regularly holds internal control/compliance committee meetings to improve and maintain the compliance system.

<Accounting Auditor>

For accounting audits, we have appointed KPMG AZSA LLC as our accounting auditor. The names of the certified public accountants who performed the accounting audit and the composition of the assistants involved in the accounting audit are as follows.

- Name of the certified public accountant who performed the accounting audit Designated limited liability partner Engagement partner: Hiroyuki Matano, Norio Hanatani
- Composition of the main assistants involved in the accounting audit: 15 certified public accountants, 5 people who have passed the CPA exam, and 5 other people

< Limited Liability Agreement >

The Company has entered into agreements with Outside Directors and Outside Audit that limit liability for damages under Article 423, Paragraph 1 of the Companies Act to a certain extent. The liability limit based on the contract shall be the minimum liability limit stipulated in Article 425 Paragraph 1 of the Companies Act.

3. Reason for Adoption of the Current Corporate Governance System

The Company establishes a structure that integrates swift and appropriate business operation and discussion, recommendation, Internal Audit, and monitoring toward the former business operation by the directors who are familiar with respective business fields, outside directors with rich experiences, and auditors and outside auditors with expertise so that we realize fair and efficient corporate management.

III. Implementation of Measures for Shareholders and other Stakeholders

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

	Supplementary Explanation
Early Notification of General Shareholders Meeting	Dispatching 5 days before the legal due date Disclosing 7 days before the legal due date on the website
Allowing Electronic Exercise of Voting Rights	Website for the exercise of electronic voting rights (https://evote.tr.mufg.jp/)
Participation in Electronic Voting Platform	Participation in ICJ Platform
Providing Convocation Notice in English	Providing the Convocation Notices in English for foreign investors on the Company's website and ICJ Platform (Electronic medium only)
Other	Posting Notice of the General Meeting of Shareholders on the Company's website Web disclosure of Note List on Convocation Notices Adoption of Universal Font, an easily recognizable font for the Convocation Notices Visualization of index and cover of the Convocation Notices Adoption of bigger font for the Convocation Notices Colorization of convocation notices, use of photographs and charts

2. IR Activities

	Supplementary Explanation	Explanation from Representative
Periodic Briefing for Individual Investors	Holding Company briefing and IR seminar	Yes
Periodic Briefing for Analysts and Institutional Investors	Convening briefing (approximately twice a year) and small meeting (as demand) for institutional investors in Tokyo and Osaka by mainly the Chairman, Vice Chairman, President, and Executive Director	Yes
Periodic Briefing for Analysts and Foreign Investors	Holding Company briefing approximately once or twice a year	Yes
Disclosure of IR Documents on the Website	Disclosing Financial Briefing, other timely disclosed materials, Notice and Resolution Notices of the General Meeting of Shareholders, Investors' Note, Securities Report, and Quarterly Report (https://www.shiphd.co.jp/en/)	
IR Related Divisions (Personnel)	Secretary Office and Corporate Planning Department (2 Officers and 4 staffs)	

3. Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanation
	Volunteer activities (twice a year), Adopt Road Momoyamadai,

Environmental Activities, CSR Activities etc.	Adopt Forest, Adopt light, Establishment of Medical technician training school in Asian countries (Bangladesh and Myanmar) Membership of Kansai SDGs Platform, Membership of NIKKEI ESG Management Forum Membership of OSAKA Zero Carbon Foundation Disclosure of SDGs activities on the Company's website
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IV. Matters Related to the Internal Control System

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

1) Structure for securing compliance of execution of the business by Directors with laws, regulations and the Articles of Incorporation

1. The Company shall, in order to realize fair and proper management in accordance to Corporate Ethics Compliance Code of Conduct, enact regulations for structure of compliance including compliance rule; and, seeking the opinions of outside experts as needed, shall prevent breach of laws, regulations and the Articles of Incorporation beforehand.

2. Directors of the Company shall lead compliance of Corporate Ethics all over the Company Group in accordance with laws, regulations, the Articles of Incorporation, the Regulation of the Board of Directors as well as Corporate Ethics. With regard to the state of execution of business by Directors, the Company shall strengthen the Governance Structure receiving audit of Corporate Auditors.

2) Structure for storage and control of the information relating to execution of business by Directors

Regarding information relating to execution of business by Directors, the Company shall endeavor to store and control in a proper state with high search ability. With regard to storage period and other control structure of documents, the Company shall store them for a necessary period of time in a state of available for viewing in accordance with the Regulation on Document Control.

3) Regulation on management of risk of loss and other structure

1. In order to prevent incurrence of risk as much as possible, the Company shall prepare several regulations on risk management for different types of risks. In particular, as for important items and others, the Company shall establish a structure that allows receipt of professional advice from counsel law firms and audit firms, etc., and endeavor to secure compliance, public interest and ethics in corporate activities.

2. The Company shall also endeavor to improve business process by perfecting education of risk management, conduct periodical audit and guidance in order to monitor the status of improvement, and set up a Disaster Management Committee for safety management as a structure relating to other risk management.

4) Structure for securing efficient execution of business by Directors

1. The Company shall hold a meeting of the Board of Directors periodically once a month and extra meetings at any time whenever necessary. As for important items relating to business policy and strategy, the Company shall discuss it at the Business Policy Committee, and determine its execution after deliberation at the Committee.

2. In order to secure efficient execution of business by Directors, the Company shall clarify a role of Directors by Regulation on Organizational Division of Duty, Regulation on Assignment of Duties, Regulation of Official Authority, shall review continuously rationalization, digitization, acceleration, etc. of business, and shall secure a structure to perform business properly and

efficiently.

5) Structure for securing compliance of execution of the business by employees with laws, regulations and the Articles of Incorporation

1. The Company has established administration system for compliance internally, distributes “Standards and Outline of Compliance” to all company staff and employees as a basis for compliance system, and endeavors to perfect compliance and to disclose the information.
2. The Company has established the Internal Control and Compliance Committee under management meeting and holds a meeting of the Internal Control and Compliance Committee regularly in order to develop and maintain the compliance system.
3. When a Director finds an important fact relating to serious breach by the Company with laws and regulation or other compliance, he/she shall immediately report the fact to Corporate Auditors, and discuss and deal with it without delay at the Management Policy Committee.
4. A Corporate Auditor shall express his/her opinion and ask preparation of improvement plan when he/she recognizes any problem in the structure in compliance of laws and regulations and the compliance system of the Company.

6) Structure for securing proper business performance in the company group consisting of the Company and its subsidiary companies

1. In order to secure proper business performance in the Company Group and to perform effective control of corporate governance, the Company conducts business management according to its business strategy based on the Control Procedure of Affiliated Companies. The Company, at the Board of Directors, resolves and approves important items relating to the business of the Company group, and further reports on business execution of the Company Group.
2. The Company periodically exchanges information with its affiliated companies, conducts audit of affiliated companies whenever necessary, and endeavors to grasp compliance issues and problems.

7) Structure relating employees assisting proper performance of the duty of Corporate Auditors and Matters relating to Independence of such employees from Directors

1. When the Board of Corporate Auditors requests placement of employees assisting performance of the duty of Corporate Auditors, the Board of Directors promptly shall respond to the request by arranging personnel, and shall have such personnel assisting Corporate Auditors take charge of the duty as Secretariat of the Board of Corporate Auditors. Such employees assisting the audit shall not receive any order or instruction from Directors.
2. As for the employees assisting audit of Corporate Auditors, the Board of Directors shall resolve its personnel change such as appointment and rotation after confirming intention of the Board of Corporate Auditors.

8) Structure for reporting to Corporate Auditors by Directors and employees, structure for reporting to Corporate Auditors by others, and structure for securing effective performance of audit by Corporate Auditors

1. Directors and employees shall from time to time report to Corporate Auditors important items influencing on the business or performance of the Company. Corporate Auditors may at any time call for reporting from Directors and employees as needed. The Board of Corporate Auditors shall hold a meeting for exchanging opinions with Representative Director, Internal Audit Office, and Accounting Firm respectively.
2. Internal reporting terms for the facts connecting to the violation of law and other compliance are established and operated for the whole group as a structure of internal reporting. All the reports shall be informed to the Auditors by the person who receive them. Also, the Company provides the provisions that protect the whistleblowers from suffering a loss caused by making the report.

3. The board of Corporate Auditors may as needed utilize legal and accounting specialists in conducting audits to make an independent statement, and the cost will be borne by the Company.

9) Structure for preventing involvement of anti-social forces in the business activities and damage from such forces

1. The Company shall not have any relationship with anti-social forces. In order to respond to unjust requests from anti-social forces throughout the organization, the Company shall, based on the Ethical Code and other regulations of the Company, take legal measures from both civil and criminal sides, and refuse any unjust request. The Company shall also engage in education of its staff and employees through internal training.

2. Any person is required to report immediately to his/her superior when he/she has contact with anti-social forces or forces suspected to be anti-social forces; and the superior shall report it to a Person Responsible for Prevention of Unjust Request; who shall report to the Board of Directors about the beginning, progress, and results, etc. relating to the response to the unjust request from anti-social forces. If there is a risk of incurring damage or if damage has been incurred, the Person Responsible for Prevention of Unjust Request shall share the information and coordinate with police, securities agent, legal firm and other professional agent, and shall implement legal measures maintaining the safety of the Company and other persons concerned.

10) Structure for securing reliability of financial reporting

In order to secure reliability of financial reporting, the Company shall establish an internal control system aiming at effective and proper submission of the Internal Control Report based on the Financial Instruments and Exchange Act, continuously evaluate the system's proper function and make necessary revisions.

11) Operational Status of the System securing appropriateness of business

1. The Company has a system in place to ensure the appropriateness of our business. The outline of the operation situation in the current fiscal year is as follows.

The Board of Directors is held 16 times, and outside directors who have no interest with the Company attend all of the meetings so as to secure legality and enhance fairness and efficiency of the directors' business execution. Other meetings, Supervisory Board is held 13 times, and Compliance Committee is held 12 times.

2. Auditors conduct auditing duties toward the Company and material subsidiaries. Also, the auditors carry out an audit in cooperation with Internal Audit Department, and regularly hold liaison meeting with accounting auditors to share information.

3. Internal Audit Department conducts business audit on business execution of the Company's respective departments and subsidiaries, and carries out internal control audit, based on internal audit plan.

2. Preparation towards Elimination of Antisocial Forces

Preparation towards elimination of antisocial forces is as described above.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures

Not adopted

Supplementary Explanation

[Redacted]

2. Other Matters Concerning to Corporate Governance System

【Outline of timely disclosure】

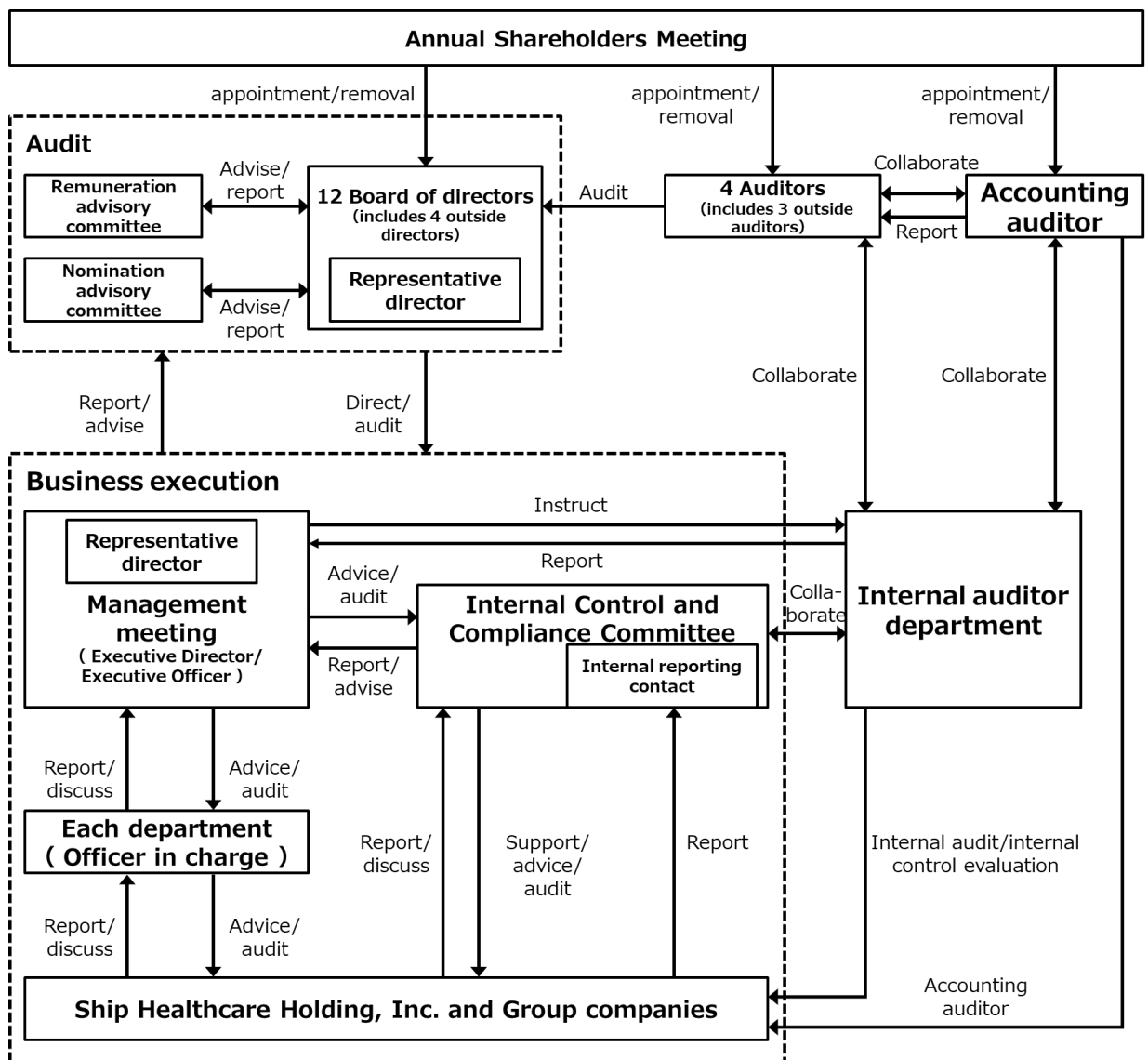
1. Basic policy on timely disclosure

The Company will comply with relevant laws and regulations such as the Financial Instruments and Exchange Act, and will timely disclose important information based on the timely disclosure rules stipulated by Tokyo Stock Exchange such as decision facts, occurrence facts, and financial results information, which affect investors' investment decisions.

2. The system of timely disclosure

The Company has set up the Corporate Planning Department, which is in charge of disclosure operations, as a supervising department for collecting information related to timely disclosure. As a general rule, the facts of decision and financial statements will be notified to the stock exchange after the resolution of the Board of Directors, and the facts of occurrence will be notified to the stock exchange without delay.

【Corporate Governance Structure】



Skill Matrix

Position	Name		Particular areas expected by the Company (up to 3 areas)						
			Corporate management	Industry knowledge & medical policy	Sales & marketing	Finance & accounting	IT & technology	Human resources & Human resources development	Legal affairs, risk management & compliance
Directors		Kunihisa Furukawa	●	●	●				
		Kenzo Konishi	●	●	●				
		Hiroataka Ogawa	●	●		●			
		Futoshi Ohashi	●	●			●		
		Hiroshi Yokoyama		●				●	●
		Atsushi Umino		●	●	●			
		Shoji Shimada		●	●		●		
		Yoshio Yasuda				●	●		●
		Seiichiro Sano	Outside	●				●	
		Toshio Imabeppu	Outside		●				●
		Fumiyo Ito	Outside		●			●	
	Shinya Nishio	Outside	●			●		●	
Corporate Auditors		Narushige Toda		●	●				●
		Hiroyasu Oyama	Outside			●			●
		Nobuyuki Sano	Outside	●		●			●
		Koichi Minami	Outside	●		●			●