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Corporate Governance Report

Last Update: April 3, 2024

Sumitomo Realty & Development Co., Ltd.

Kojun Nishima, Representative Director and President

Contact: Corporate Administration Department

Securities Code: 8830

<https://www.sumitomo-rd.co.jp/english/>

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

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

1. Basic Views

The Company is a comprehensive real estate enterprise of the Sumitomo Group which has a history of 430 years and inherits Sumitomo’s business philosophy of “Placing prime importance on integrity” and “Under no circumstances, shall it pursue easy gains.” The Company’s slogan, “Integrity and Innovation” expresses its corporate stance to all stakeholders including its employees, customers, business partners, creditors and shareholders. This includes the pride as a developer which values “Integrity” above all, and creates new corporate value with a pioneering spirit, without pursuing easy gains under any circumstances. Under this slogan, we have set forth our fundamental mission as to “Create even better social assets for the next generation,” and our basic management policy aims to contribute to addressing various social issues such as the environment, while maximizing corporate value through each business.

This fundamental mission also includes a reminder “Do not rest on seniors’ laurels and make the best efforts for a better company for the next generation.” At this point in time, we believe that the management of the Company should continue to be carried out by people mainly from within the Company who have inherited the strong will to sow the seeds of growth for the sake of the next generation. In doing so, we believe that employees will be able to maintain a high level of motivation to eventually participate in management.

In consideration of this basic stance, we are working to further strengthen and enhance corporate governance so as to contribute to the enhancement of the Company’s corporate value over the medium- to long-term, by working on collaboration and dialogue with all stakeholders including shareholders, improving the efficiency of decision-making, appropriate supervision of execution, and proper disclosure of information.

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

[Supplementary Principle 4.10.1] Voluntary Nomination Committee and Compensation Committee

As stated in the Basic Views, we believe that people from within the Company should be the core member of management and execution, and we are aiming to have a management system in which the Board of Directors, which is mainly composed of people from within the Company, assumes the responsibility for execution, and the corporate auditors are responsible for management supervision. Hence, we have not established voluntary committees, but we have established the following system to obtain appropriate involvement and advice from independent outside directors and outside corporate auditors in order to ensure independence and objectivity in the nomination and compensation of directors and executive officers.

Regarding nomination of candidates for directors and appointment of executive officers, persons with a wealth of experience, high-level insight and sophisticated expertise who will contribute to the Company’s sustainable growth and medium- to long-term enhancement of corporate value are narrowed down to candidates through multiple meetings of the Executive Committee. The final decision is then made by the Board of Directors based on thorough deliberation, reflecting independent and objective opinions of independent outside directors and outside corporate auditors. Independent outside directors and outside corporate auditors have opportunities to

know relevant information such as the background, insights and achievements of internal directors and executive officers at several occasions including meetings of the Committee of Outside Directors and Auditors, briefings for outside directors, and meetings of the Board of Corporate Auditors.

Regarding the compensation for directors and executive officers, the total amount of compensation is determined based on a clear linkage to business performance, and the policy for the determination of the breakdown of compensation, etc. for each individual (hereinafter referred to as the “determination policy”) is determined by a resolution of the Board of Directors, with the participation of independent outside directors and outside corporate auditors. In the determination policy, the compensation for each director and executive officer is fixed compensation only and the amount paid to each of them is determined upon agreement by the Chairman of the Board and Representative Directors, a total of four directors.

For details, please refer to [Disclosure Based on the Principles of the Corporate Governance Code], [Principle 3.1], (3) and (4).

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

[Principle 1.4] Strategic Shareholdings

The Company may acquire and hold shares of business partners, etc., if it is deemed to contribute to the Company’s sustainable growth and medium- to long-standing enhancement of corporate value primarily from the standpoint of establishing and strengthening stable and long-term business relationships with business partners, etc.

With regard to the reduction of strategic shareholdings, in the Ninth Management Plan, the Company has set a numerical target of reducing the ratio of the book value of listed shareholdings each year to 10% or less of shareholders’ equity by FY2030 at the latest, and it imposes a certain level of discipline on the balance of shareholdings. In the previous fiscal year, we sold six issues, with book value of approximately ¥7.0 billion in total, whose significance of our holdings had declined. As a result, the book value of listed shares decreased to ¥269.0 billion (down ¥3.0 billion from the preceding fiscal year), and the ratio to shareholders’ equity declined two percentage points to 16.6%. The Company will continue to examine the significance of the strategic holding of shares individually, and it will proceed to sell shares that are deemed to have lost their significance to continue holding as subject to reduction.

Among the strategic shareholdings, the Company assesses major stocks in terms of whether or not to hold each individual strategic shareholding, comprehensively taking into account the benefits and risks from each holding in light of the aforementioned purpose of holding at important meetings such as meetings of the Executive Committee in which directors and executive officers participate.

When exercising voting rights, the Company decides whether to approve or reject proposals individually, after deliberating such factors as the management policies and strategies of investee companies, comprehensively taking into consideration whether they contribute to the improvement of corporate value and the common interests of shareholders from a medium- to long-term perspective.

In addition, whether to approve or reject proposals that may have a significant impact on the common interests of shareholders is decided through dialogue with the investee companies.

[Principle 1.7] Related Party Transactions

Based on the disclosure requirements prescribed in the Accounting Standards Board of Japan’s Implementation Guidance, the Company periodically requests reporting and verification every year, and the Board of Directors monitors the appropriateness of those transactions.

[Supplementary Principle 2.4.1] Ensuring Diversity in the Promotion to Core Human Resources

For some time, we have been actively promoting diversity based on the recognition that the presence of diverse perspectives and values reflecting a variety of experiences, skills and attributes within the Company is an advantage that ensures the sustainable growth of the Company.

For more than 20 years, we have been actively hiring people with diverse careers at other companies as individuals who can be immediately effective in the Company. Today, mid-career hires with work experience at other companies account for 90% of our employees at Sumitomo Realty & Development, and are the source of the Company’s growth.

In addition, we believe that equal opportunity in promotion to managerial positions is the most important factor for increasing employees’ motivation, so we promote employees based solely on their enthusiasm, ability and achievements, regardless of gender or whether they were hired as new graduates or as mid-career workers. As a result, mid-career hires account for more than 60% of managerial personnel, thus ensuring diversity in the managerial positions.

We are also actively working on the promotion of female participation and career advancement. Firstly, we have announced a numerical target for the ratio of female employees newly hired in sales and engineering positions that support our front line operations (25% in sales and 13% in engineering positions) in order to increase the number of female employees to be promoted in future by increasing the ratio of women in our workforce. Secondly, we are also working to support women's career development. For example, in 2022, we implemented reforms to apply personnel systems centered on job evaluation-based pay to all employees, and created a system that enables employees with medium- to long-term gaps in their career owing to life events such as childbirth and raising children to immediately assume positions of responsibility with no disadvantage after returning to work. In July 2023, we established Diversity Promotion Office to focus on the development of future executive candidates. We are also actively working on the appointment of female officers. As of the submission of this report, we have three female officers including one female executive officer we appointed in April 2024.

We believe that diversity in managerial positions should be ensured naturally as a result of fair employment policies, systems and appointments, such as those described above. We believe that setting a numerical target for diversity in managerial positions may distort equal opportunity in the appointment of managers and lower the morale of employees as a whole, and therefore we will not set such a numerical target.

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

The Company's retirement benefit plan consists of pension benefits of contract-type corporate pension plans and lump-sum payment plans.

The Company, as an asset owner, regularly verifies the management status of pension funds while entrusting the management to multiple institutions that have adopted the stewardship code. The Company also strives to enable the department in charge of corporate pension to perform appropriate activities such as monitoring of management institutions, by appointing personnel with necessary experience and qualities and training such personnel.

[Principle 3.1] Full Disclosure

(1) Management principles, management strategies and management plans

These are published on the Company website and in securities reports and integrated reports.

(2) Basic views and basic policy on corporate governance

These are described in "I.1. Basic Views" of this report.

(3) Basic policy and process on determination of compensation for directors and executive officers

The Company has a performance-based compensation system, which the total annual compensation for directors is set at just 1% of consolidated ordinary profit. As the Company introduced an executive officer system, which enables the appointment of officers comparable to directors necessary for business expansion, the compensation of executive officers is also to be paid from the aforementioned total amount of compensation for directors, with the agreement of all directors. (Hereinafter, directors and executive officers are collectively referred to as "directors, etc.")

The policy for the determination of the content of compensation, etc. for individual directors, etc. is established by resolution of the Board of Directors. Under the determination policy, compensation for each director, etc., consists only of fixed compensation, and the specific content (payment amount, timing of payment, payment method, etc.) of the compensation for individual directors is determined by agreement between the Chairman of the Board and Representative Directors, based on a resolution of authorization by the Board of Directors. When making this agreement, each director's duties and level of contribution to performance are considered.

(4) Policy and process on the nomination of candidates for directors and corporate auditors and the appointment and dismissal of executive officers

Regarding nomination of candidates for directors and corporate auditors, and appointment of executive officers, persons with a wealth of experience, high-level insight and sophisticated expertise who will contribute to the Company's sustainable growth and medium- to long-term enhancement of corporate value are narrowed down to candidates through multiple meetings of the Executive Committee. The final decision is then made by the Board of Directors based on thorough deliberation, reflecting independent and objective opinions of independent outside directors and outside corporate auditors. Independent outside directors and outside corporate auditors have sufficient opportunities to know relevant information such as the background, insights and achievements of internal directors, executive officers and internal corporate auditors at several occasions including meetings of the Committee of Outside Directors and Auditors, briefings for outside directors, and meetings of the Board

of Corporate Auditors.

Dismissal of executive officers is decided after thorough deliberation at the meetings of the Board of Directors, which are also attended by independent outside directors and outside corporate auditors.

- (5) For candidates for directors and corporate auditors resolved in (4) above, their background and the reasons for their nomination are individually described in the Notice of Convocation of General Meeting of Shareholders.

[Supplementary Principle 3.1.3] Initiatives for Sustainability

The Company is a comprehensive real estate enterprise of the Sumitomo Group, which succeeded the Sumitomo Honsha Ltd. and inherits “Sumitomo’s Business Philosophy” which has a history of 430 years. The Sumitomo Group is one of the longest-lasting corporate groups in the world, and its business philosophy — “Placing prime importance on integrity,” “Under no circumstances, shall it pursue easy gains,” “Benefit self and benefit others, private and public interests are one and the same,” etc. — has been handed down as a guiding principle throughout its history. In light of the wisdom of its predecessors, the Sumitomo Realty Group has developed its business based on a business philosophy of placing top priority on integrity, not pursuing easy gains, and creating not only its own economic value, but also lasting social value that will be needed for future generations.

Our corporate slogan “Integrity and Innovation” expresses such corporate stance. With this corporate slogan, we have set our code of conduct to create new values by placing top priority on relationships of trust with stakeholders, always setting higher goals, and pioneering with new approaches. Under this slogan, we have set forth our fundamental mission as to “Create even better social assets for the next generation,” and our basic management policy aims to address various social issues including environmental ones through each business while maximizing corporate value.

The real estate business has great social significance with a mission of enriching people’s daily lives by forming bases where people work, live and interact, as well as providing related services. In our redevelopment business centered on office buildings and condominiums, which is our main development approach, we have promoted urban development that contributes to solving issues facing the community. For example, in areas with high disaster risks, such as an area where wooden houses are densely built up, we integrate those houses into a robust fire-resistant building to greatly improve local disaster preparedness. In addition, by promoting projects jointly with landowners, we create hubs for community building and revitalization.

We have identified “Disaster Resistant,” “Environmentally Friendly,” “Together with the Community” and “People Friendly” as our four material issues and have been practicing “Sustainability Management” offering sustainable social assets for future generations.

For sustainability initiatives, please refer to the Company website and Integrated Report.

[Supplementary Principle 4.1.1] Disclosure of Scope of Delegation to Management

The following matters shall be resolved by the Board of Directors:

- (1) Matters prescribed in the Companies Act and other laws and regulations
- (2) Matters prescribed in the articles of incorporation
- (3) Matters delegated by a resolution of the general meeting of shareholders
- (4) Other important management matters

The following matters shall be reported to the Board of Directors:

- (1) Status of execution of business and other matters prescribed in the Companies Act and other laws and regulations
- (2) Other matters deemed necessary by the Board of Directors

[Principle 4.9] Independence Standards and Qualification for Independent Outside Directors

The Company appoints outside directors who will be independent officers based on the requirements for outside directors prescribed in the Companies Act and the independence criteria set by the Tokyo Stock Exchange.

[Supplementary Principle 4.11.1] View on the Balance between Knowledge, Experience and Skills among the Board of Directors, as well as on Diversity and Size

The policy regarding the Board of Directors is to prioritize that the Board as a whole has knowledge, experience and skills necessary for corporate management, and to maintain the appropriate balance, diversity and size to allow prompt decision-making.

As stated in “I. 1. Basic Views,” we believe that the management of the Company should be carried out by people mainly from within the Company. Therefore, the Board of Directors is comprised of six directors from within the Company who are in charge of business execution as they are deeply familiar with the significance of

always looking resolutely forward and continuing to invest for sustainable growth, and three outside directors with experience as a chairman, a president or other management executives, who have superior character and insight and understand the Company's management principles.

The abilities expected of each director (skill matrix) are described in the Notice of Convocation of Ordinary General Meeting of Shareholders.

[Supplementary Principle 4.11.2] Disclosure of Concurrent Positions of Officers

Significant concurrent positions, etc. are described in the Notice of Convocation of the Ordinary General Meeting of Shareholders.

[Supplementary Principle 4.11.3] Evaluation of Effectiveness of the Board of Directors

Every year, the Company analyzes and evaluates the effectiveness of the Board of Directors to further improve its functions.

A survey to all of our directors and corporate auditors for evaluating the composition, operations, deliberations, and other aspects of the Board of Directors, showed improvements compared to the last survey with high evaluation. Based on this result, at the meeting of the Board of Directors held on March 28, 2024, analysis and evaluation of the structure and the operational status of the Board of Directors were performed, and it was confirmed that the effectiveness of the Board of Directors was secured appropriately.

[Supplementary Principle 4.14.2] Policy for Training Officers

The Company periodically briefs outside directors and outside corporate auditors on the industry to which the Company belongs, the Company's history, business overview, financial information, strategies, organizations, etc. and offers all officers, including outside directors and outside corporate auditors, opportunities for gaining information necessary for them to fulfill their roles and responsibilities.

[Principle 5.1] Policy for Constructive Dialogue with Shareholders

The Company strives to give an account of the Company's corporate management and business activities through general meetings of shareholders, financial results briefing sessions, individual meetings, and other opportunities for communication with shareholders and investors. If a shareholder requests a dialogue, the Company's policy is that the Investor Relations & ESG Section will respond to such request appropriately under the supervision of the responsible director, etc. depending on the objective of the dialogue, the method of communication, the number of shares held, the attributes, etc.

We hold more than 100 individual meetings each year with both domestic and foreign institutional investors to exchange views mainly on growth strategies, shareholder returns, capital efficiency, takeover defense measures, reduction of strategic shareholdings, and decarbonization initiatives.

Regarding dialogues with shareholders, we exercise due care concerning the handling of insider information, and share the contents of the dialogues, as necessary, at important meetings such as meetings of the Executive Committee attended by directors and executive officers in order to utilize them for the formulation of management plans and medium- to long-term outlook, etc.

[Principle 5.2] Establishing and Disclosing Business Strategies and Business Plans

In our mainstay real estate leasing and sales businesses, the process takes a minimum of two to three years from acquisition of land to completion of buildings and making a profit, and many large-scale development projects such as redevelopment projects require five years or more. We create three-year medium-term management plans instead of single fiscal-year plans as it may undermine the most important perspective of the real estate business, which is to maximize revenues by optimizing the value of the land we acquire. With top priority placed on achieving the objectives of the medium-term management plans we have formulated every three years, we have increased our corporate value as a result of the steady implementation of the plans. We have executed eight management plans, and have achieved increases in ordinary profit in 23 fiscal years, excluding the three fiscal years under the global financial crisis and the COVID-19 pandemic.

In the fiscal year ended March 31, 2023, the first year of the Ninth Management Plan which started in April 2022, we achieved record ordinary profit for the second consecutive year and record profit for the tenth consecutive year, making a good start toward achieving the goals for the cumulative three-year period of the medium-term management plan. For the fiscal year ending March 31, 2024, we aim to renew record-high profits with expecting higher profits in all business segments of the mainstay office building leasing (Leasing segment), condominium sales (Sales segment), housing (Construction segment) and Brokerage segment.

[Action to Implement Management that is Conscious of Cost of Capital and Stock Price] (Disclosed in English)

In the fiscal year ended March 31, 2023, we achieved high capital efficiency with ROE of 9.4%, well above the cost of capital. Going forward, in order to implement management that is conscious of cost of capital and stock price, we will continue to maintain ROE that exceeds the cost of capital while balancing financial stability, such as the shareholders' equity ratio, with enhanced profitability.

Please refer to the Company website for “Basic Management Strategy and Medium- to Long-term Outlook for Sustainable Growth,” released on May 11, 2023.

Japanese: https://www.sumitomo-rd.co.jp/uploads/release_20230511-1.pdf

English: https://english.sumitomo-rd.co.jp/sites/default/files/2023-06/20230511_release_basic_management_strategy_and_outlook.pdf

2. Capital Structure

Foreign Shareholding Ratio	More than 20% and less than 30%
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[Status of Major Shareholders]

Name/Company Name	Number of Shares Held (thousand)	Percentage (%)
The Master Trust Bank of Japan, Ltd. (Trust account)	69,681	14.70
Custody Bank of Japan, Ltd. (Trust account)	26,678	5.63
Custody Bank of Japan, Ltd. (Trust account 4)	11,027	2.33
Sumitomo Mitsui Banking Corporation	10,000	2.11
Taisei Corporation	9,550	2.02
Daikin Industries, Ltd.	8,367	1.77
Obayashi Corporation	8,090	1.71
Shimizu Corporation	7,500	1.58
Maeda Corporation	7,244	1.53
Takenaka Corporation	7,100	1.50

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

Supplementary Explanation

The status of major shareholders is as of September 30, 2023.

Percentage of shares held has been calculated by excluding treasury stock.

While the Large Shareholding Report (dated June 7, 2023) was submitted by Nomura International PLC and its joint holder, this is not included in the status of major shareholders above because it was not possible for the Company to confirm the actual number of shares as of the end of fiscal 2022.

3. Corporate Attributes

Listed Stock Market and Market Section	Prime Market, Tokyo Stock Exchange
Fiscal Year-End	March
Type of Business	Real Estate
Number of Employees (consolidated) as of the End of the Previous Fiscal Year	More than 1,000
Revenues (consolidated) as of the End of the Previous Fiscal Year	More than ¥100 billion and Less than ¥1 trillion
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	More than 10 and Less than 50

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

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

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

1. Organizational Composition and Operations

Organization Form	A Company with the Board of Corporate Auditors
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[Directors]

Maximum Number of Directors Stipulated in Articles of Incorporation	12
Term of Office Stipulated in Articles of Incorporation	2 years
Chairperson of the Board	Chairman of the Board
Number of Directors	9
Appointment of Outside Directors	Appointed
Number of Outside Directors	3
Number of Independent Directors	3

Outside Directors' Relationship with the Company (1)

Name	Attribute	Relationship with the Company*										
		a	b	c	d	e	f	g	h	i	j	k
Yozo Izuhara	From another company								△			
Nobumasa Kemori	From another company								△			
Chiyono Terada	From another company								△			

* Categories for "Relationship with the Company"

“○” when the director presently falls or has recently fallen under the category;

“△” when the director fell under the category in the past

“●” when a close relative of the director presently falls or has recently fallen under the category;

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

- a. An executive officer of the Company or its subsidiaries
- b. An executive officer or a non-executive director of a parent company of the Company
- c. An executive officer of a fellow subsidiary company of the Company
- d. A party whose major client or supplier is the Company or an executive officer thereof
- e. Major client or supplier of the Company or an executive officer thereof
- f. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a director/corporate auditor
- g. Major shareholder of the Company (or an executive officer of said major shareholder if the shareholder is a legal entity)
- h. An executive officer of a client or supplier company of the Company (which does not correspond to any of d, e, or f) (the director himself/herself only)
- i. An executive officer of a company, between which and the Company outside directors/corporate auditors are mutually appointed (the director himself/herself only)
- j. An executive officer of a company or organization that receives a donation from the Company (the director

himself/herself only)
k. Others

Outside Directors' Relationship with the Company (2)

Name	Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
Yozo Izuhara	○	Mr. Izuhara served as Director, Chairman of the Company's business partner Nippon Sheet Glass Co., Ltd. until June 2010. However, since the transaction amount between said company and the Company in the most recent fiscal year was small, accounting for less than 1% of sales for both companies, the Company deems there is no impact on independence.	Mr. Izuhara had served as President and Chairman of Nippon Sheet Glass Co., Ltd., and he has extensive knowledge on overseas business and M&A as a manager. The Company deems him to be suitable as an outside director.
Nobumasa Kemori	○	Mr. Kemori served as Director, Chairman of the Company's business partner Sumitomo Metal Mining Co., Ltd. until June 2017. However, since the transaction amount between said company and the Company in the most recent fiscal year was small, accounting for less than 1% of sales for both companies, the Company deems there is no impact on independence.	Mr. Kemori had served as President and Chairman of Sumitomo Metal Mining Co., Ltd., and he has extensive knowledge of the mining industry from a long-term perspective and overseas business as a manager. The Company deems him to be suitable as an outside director.
Chiyo Terada	○	Ms. Terada served as President and CEO of the Company's business partner Art Moving Company Co., Ltd. until December 2019. However, since the transaction amount between said company and the Company in the most recent fiscal year was small, accounting for less than 1% of sales for both companies, the Company deems there is no impact on independence.	Ms. Terada founded Art Hikkoshi Center and had served as its President and Chairperson, etc., and she has extensive knowledge and wide discernment as a manager. The Company deems her to be suitable as an outside director.

Voluntary Establishment of Committee(s) Corresponding to Nomination Committee or Compensation Committee	None
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[Corporate Auditors]

Establishment of Board of Corporate Auditors	Established
Maximum Number of Corporate Auditors Stipulated in Articles of Incorporation	N/A

Number of Corporate Auditors	4
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Cooperation among Corporate Auditors, Independent Auditors and Internal Audit Department

In addition to reporting the audit results to the Corporate Auditors and the Independent Auditors, the Internal Audit Department exchanges opinions with them as appropriate to enhance and improve the efficiency of audits.

Appointment of Outside Corporate Auditors	Appointed
Number of Outside Corporate Auditors	2
Number of Independent Corporate Auditors	2

Outside Corporate Auditors' Relationship with the Company (1)

Name	Attribute	Relationship with the Company*												
		a	b	c	d	e	f	g	h	i	j	k	l	m
Takashi Sakai	From another company										△			
Naoko Hasegawa	From another company	△												

* Categories for "Relationship with the Company"

“○” when the auditor presently falls or has recently fallen under the category;

“△” when the auditor fell under the category in the past

“●” when a close relative of the auditor presently falls or has recently fallen under the category;

“▲” when a close relative of the auditor fell under the category in the past

- An executive officer of the Company or its subsidiary
- Non-executive director or accounting advisor of the Company or its subsidiary
- An executive officer or non-executive director of a parent of the Company
- Corporate auditor of a parent of the Company
- An executive officer of a fellow subsidiary company of the Company
- A party whose major client or supplier is the Company or an executive officer thereof
- Major client or supplier of the Company or an executive officer thereof
- Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a corporate auditor
- Major shareholder of the Company (or an executive officer of said major shareholder if the shareholder is a legal entity)
- An executive officer of a client or supplier company of the Company (which does not correspond to any of f, g, or h) (the corporate auditor himself/herself only)
- An executive officer of a company, between which and the Company outside directors/corporate auditors are mutually appointed (the corporate auditor himself/herself only)
- An executive officer of a company or organization that receives a donation from the Company (the corporate auditor himself/herself only)
- Others

Outside Corporate Auditors' Relationship with the Company (2)

Name	Independent Auditor	Supplementary Explanation of the Relationship	Reasons of Appointment
Takashi Sakai	○	Mr. Sakai served as Representative Director, Executive Vice-President of the Company's business partner Osaka Gas Co., Ltd. until March 2013. However, since the transaction amount between said company and the	Mr. Sakai has served as Executive Vice-President of Osaka Gas Co., Ltd. and President of Honshu-Shikoku Bridge Expressway Company Limited, and he has extensive knowledge and wide discernment as a manager. The

		Company in the most recent fiscal year was small, accounting for less than 1% of sales for both companies, the Company deems there is no impact on independence.	Company deems him to be suitable as an outside corporate auditor.
Naoko Hasegawa	○	Ms. Hasegawa worked for the Company's subsidiary Sumitomo Fudosan Fitness Co., Ltd. (currently Sumitomo Fudosan Esforta Co., Ltd.) from April 1987 to October 2002. However, since more than 20 years have passed since she resigned from said company and she has not been involved in execution of business of said company after her resignation, the Company deems there is no impact on independence.	Ms. Hasegawa has served as Executive Officer and Chief Business Ethics Officer of The Prudential Life Insurance Company, Ltd. and she has extensive experience and wide discernment in corporate management and corporate ethics. The Company deems her to be suitable as an outside corporate auditor.

[Independent Directors/Corporate Auditors]

Number of Independent Directors/Corporate Auditors	5
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Matters Relating to Independent Directors/Corporate Auditors

All independent officers qualify as independent officers and are designated as independent officers.

[Incentives]

Incentive Policies for Directors	Performance-based Compensation
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Supplementary Explanation

At the Ordinary General Meeting of Shareholders held on June 29, 2004, a resolution was passed to set the total annual compensation for all directors at just 1% of consolidated ordinary profit for the previous consolidated fiscal year. On April 1, 2020, the Company introduced an executive officer system, which enables the appointment of officers comparable to directors necessary for business expansion, with the aim of the further broadening the scope of business and enhancing employee morale. Accordingly, with the agreement of all directors, the compensation of executive officers is also to be paid from the aforementioned total amount of compensation for directors.

Recipients of Stock Options	
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Supplementary Explanation

[Director Compensation]

Disclosure of Individual Directors' Compensation	Selected Directors
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Supplementary Explanation

Compensation for Board of Directors and Board of Corporate Auditors in fiscal 2022 was as follows:

(1) Compensation etc. for Each Category of Officers

Amount Paid to Each Director and Executive Officer

Category	Amount Paid (Million Yen)	Amount by Type of Compensation (Million Yen)				Number of Officers Eligible (Persons)
		Basic Compensation	Stock Options	Bonus	Retirement Benefit	
Directors (excluding Outside Directors)	730	730	—	—	—	8
Executive Officers	420	420	—	—	—	9
Outside Directors	48	48	—	—	—	2
Total	1,198	1,198	—	—	—	19

Note: Whereas the total annual amount of compensation for directors including outside directors for fiscal year ended March 31, 2023 is fixed at 2,213 million yen, the full amount has not been paid to the individual directors and executive officers in the same fiscal year, and 1,014 million yen, the difference from the above-mentioned amount paid, has been retained as provision for future use such as their retirement benefits and supplementation of declines in their compensation due to future downturns in business performance, etc. Regarding the retained amount, the timing of payment and the amount for individual officers cannot be determined, and thus, the retained amount will become subject to calculation of compensation etc. of individual officers upon payment in the future or upon confirmation of future payment.

Total Amount of Compensation etc. for Each Category of Officers and Number of Officers Eligible

Category	Total Compensation (Million Yen)	Amount by Type of Compensation (Million Yen)				Number of Officers Eligible (Persons)
		Basic Compensation	Stock Options	Bonus	Retirement Benefit	
Directors (excluding Outside Directors)	2,165	2,165	—	—	—	8
Corporate Auditors (excluding Outside Corporate Auditors)	32	32	—	—	—	2
Outside Directors/Outside Corporate Auditors	74	74	—	—	—	4
Total	2,272	2,272	—	—	—	14

Notes: 1. With the agreement of all directors, a portion of the amount of directors' compensation has been allocated to the nine executive officers.

2. The breakdown of total amount of compensation etc. for outside directors and outside corporate auditors is 48 million yen for outside directors and 26 million yen for outside corporate auditors.

(2) Total Amount of Compensation of Persons with Total Compensation of 100 Million Yen or More

Name	Category		Amount by Type of Compensation (Million Yen)				Total Compensation (Million Yen)
			Basic Compensation	Stock Options	Bonus	Retirement Benefit	
Kenichi Onodera	Director	Company submitting report	150	—	—	—	150
Kojun Nishima	Director	Company submitting	150	—	—	—	150

		report					
Masato Kobayashi	Director	Company submitting report	120	—	—	—	120

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

The policy for the determination of the content of compensation, etc. for individual directors, etc. (hereinafter referred to as the “determination policy”) is established by resolution of the Board of Directors. Under the determination policy, compensation for each director, etc., consists only of fixed compensation, and the specific content (payment amount, timing of payment, payment method, etc.) of the compensation for individual directors is determined by agreement between the Chairman of the Board and Representative Directors, based on a resolution of authorization by the Board of Directors. When making this agreement, each director’s duties and level of contribution to performance are considered. Whereas the total annual amount of directors’ compensation is set at 1% of consolidated ordinary profit for the previous fiscal year, the full amount is not paid to the individual directors, etc., in the current fiscal year, and part of directors’ compensation is retained without fixing the amount per director, etc., for future use as retirement benefits for directors, etc., and supplementation of declines in the compensation of directors, etc., due to downturns in business performance, etc.

[Supporting System for Outside Directors (Outside Corporate Auditors)] [Updated]

The Corporate Planning Department supports outside directors and outside corporate auditors to perform their roles.

2. Matters on Functions of Business Execution, Auditing and Oversight, Nomination, Compensation Determination, etc. (Overview of Current Corporate Governance System) [Updated]

(1) Corporate Governance System

• Role and Structure of the Board of Directors

The Board of Directors promotes the sustainable growth of the Company and the enhancement of corporate value over the medium- to long-term, improves profitability and business efficiency, and prevents fraud before it occurs. In order to do so, it is responsible for deliberating and deciding important matters for the Company such as basic management policy and management strategy, as well as supervising the execution of duties by each director and executive officer.

The maximum number of directors in the Board stipulated in the Articles of Incorporation is 12. The Board of Directors is comprised of six directors from within the Company who are in charge of business execution as they are deeply familiar with the significance of always looking resolutely forward and continuing to invest for sustainable growth, and three outside directors with experience as a chairman, a president or other management executives, who have superior character and insight and understand the Company’s management principles.

• Executive Officer System

Due to the limited number of directors, we have introduced an executive officer system comparable with directors so that we can appoint officers necessary for business expansion, and we have appointed 15 executive officers who do not concurrently serve as directors. Compensation for executive officers who are non-concurrent directors is not an employee salary, but is to be paid from the total compensation for directors, which is clearly based on the Company’s performance set at 1% of consolidated ordinary profit for the previous fiscal year, because they are considered to be comparable with directors.

• Role and Structure of the Board of Corporate Auditors

Corporate auditors are responsible to supervise whether directors are performing their duties properly by using the powerful authority endorsed by law.

The Board of Corporate Auditors consists of four corporate auditors, half of whom are the two outside corporate auditors.

- Cooperation among Internal Audit Department, Independent Auditor, and Corporate Auditors

We have established the Internal Audit Department to check the business execution status of each Department of the Group and the operational status of internal controls, to prevent fraud and errors, and to make proposals for operational improvement. The Internal Audit Department reports the results of its internal audits to, and exchanges views as appropriate with, corporate auditors and the independent auditor in an effort to forge closer collaboration between the three parties and increase the quality and efficiency of individual audits.

(2) Initiatives to Strengthen Corporate Governance

• Steps Taken to Strengthen Corporate Governance

June 2002	Appointed two outside corporate auditors, making half of the four corporate auditors outside members
April 2004	Reformed the management system, reducing the number of directors from 23 to 12
June 2004	Introduced a fully performance-based compensation system for officers Abolished the retirement benefit and bonus system for officers
June 2015	Appointed two outside directors Established a Committee of Outside Directors and Auditors and began holding briefings for outside directors on a regular basis to strengthen the supervision function of outside directors and outside corporate auditors
April 2020	Introduced an executive officer system
June 2020	Appointed one female officer (outside corporate auditor)
June 2023	Increased the number of outside directors to three Appointed one female director

- Roles of Outside Directors and Outside Corporate Auditors

As part of its initiatives to strengthen corporate governance, the Company appointed two outside corporate auditors in 2002 and two outside directors in 2015. The number of outside directors has been increased to three, including one female, in 2023.

Corporate auditor is a system that has taken root in Japan for a long time. Corporate auditors use the strong investigative power granted by the law to audit whether the directors are conducting their duties appropriately. Although full-time corporate auditors from within the Company are familiar with the Company's internal affairs and have excellent information-gathering skills, they might become somewhat lenient, albeit unconsciously, when it comes to auditing their colleagues. Therefore, the Company ensures that at least half of the corporate auditors are outside members to add an objective perspective and thereby ensure the effectiveness of audits.

Likewise, it is undeniable that the Board of Directors may become narrow-minded if it consists only of people from within the Company, and it is possible that the Board may find itself left behind by the changes in the world. Therefore, the Company has appointed outside directors who have excellent character and insight, who understand its management philosophy, and who have experience as a chairman, a president or other management executives, in order to have them advise the management team and monitor the officers by utilizing their wide range of knowledge and insight based on their experience in corporate management.

- Efforts to Strengthen the Supervision Function

The Company has three outside directors and four corporate auditors for a total of seven persons, which accounts for over half of the 13 attendees of the Board of Directors meeting, responsible for the management supervision function. In order to ensure that outside directors and outside corporate auditors can fully perform their roles, in fiscal 2022 the Company (i) held eight briefings for outside directors in which they were briefed on the agendas for the Board of Directors meetings, the content of discussions at Executive Committee, and other issues; and (ii) convened 14 meetings of the Board of Corporate Auditors wherein they received reports from the independent auditor and the Internal Audit Department and conducted interviews about the operating situation with the heads of each department.

In addition, (iii) we have established a Committee of Outside Directors and Auditors, comprised only of outside directors and outside corporate auditors. The Committee of Outside Directors and Auditors directly hears from each officer about the execution status of the duties of which he or she is in charge and the issues they are aware of, as well as giving appropriate advice. In the event of a whistleblowing report on officers, outside corporate auditors receive a report directly and share the information at the Committee of Outside Directors and Auditors.

Through these initiatives, we believe that the Company's corporate governance has achieved a certain level of quality.

3. Reasons for Adoption of Current Corporate Governance System

Under the Companies Act of Japan, companies may adopt one of the following three forms of organizational structure: (i) a company with corporate auditors, in which the Board of Directors assumes executive responsibility, while corporate auditors are in charge of the monitoring of management; (ii) a company with a nominating committee, etc., wherein the Board of Directors is tasked with the management monitoring function and the Board of Executive Officers assumes executive responsibility; and (iii) a company with an audit and supervisory committee, in which the management monitoring function of corporate auditors is incorporated into the functions of the Board of Directors. In this way, companies may select the optimum governance structure that best suits their circumstances.

As stated in the Basic Views above, in order for the Company to continue growing, we believe that people from within the Company who are deeply familiar with the significance of continuing to invest, always looking resolutely forward even in difficult times, should be the core members of management and execution, and the motivation of juniors, who will acquire experience in the real estate business and eventually join the management team, should be maintained; hence we have a structure as a company with corporate auditors, where the Board of Directors bears responsibility for execution, and corporate auditors take on the management supervision function.

Six directors, from within the Company, who are deeply familiar with the business content, are in charge of management and execution, while three outside directors and four corporate auditors for a total of seven persons, which accounts for over half of the 13 attendees of the Board of Directors meeting, are responsible for the management supervision function. In order to fully demonstrate the supervisory function, we have built a system to accurately grasp the management condition and issues and to cooperate with each other as stated in “Matters on Functions of Business Execution, Auditing and Oversight, Nomination, Compensation Determination, etc. (Overview of Current Corporate Governance System)” above.

III. Implementation of Measures for Shareholders and Other Stakeholders

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

	Supplementary Explanations
Early Notification of General Meeting of Shareholders	Notice of Convocation is sent out three weeks before the General Meeting of Shareholders.
Allowing Electronic Exercise of Voting Rights	The exercise of voting rights via the Internet is available.
Participation in Electronic Voting Platform and Other Initiatives to Improve Environment for Exercise of Voting Rights for Institutional Investors	The Company has participated in the Electronic Voting System Platform for institutional investors operated by ICJ, Inc.
Provision of (Summarized) Notice of Convocation in English	The Company creates English-language translation of Notice of Convocation.
Other	Notice of Convocation is posted on the Company website.

2. IR Activities [Updated]

	Supplementary Explanations	Explanation by Representative
Regular Investor Briefings for Analysts and Institutional Investors	Financial results briefings are held twice each fiscal year for analysts and institutional investors, and the President and officers in charge, etc. present earnings reports.	Yes
Posting of IR Materials on Website	Financial results, securities reports, integrated reports and other information for investors is posted on the Company website. (https://www.sumitomo-rd.co.jp/english/ir/)	
Establishment of IR-related Department (Manager)	The Company has established Investor Relations & ESG Section within Corporate Administration Department.	

3. Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanations
Stipulation of internal rules etc. for respecting the position of stakeholders	<p>We recognize the importance of co-creating value based on relationships of trust with diverse stakeholders in order to achieve our basic management policy of "aiming to address various social issues through business while maximizing corporate value." We have established a "Multi-Stakeholder Policy" to respect the position of our stakeholders, including giving back to our employees, making consideration for our business partners, and making efforts for our customers and the communities.</p> <p>In particular, with regard to consideration for our business partners, we have established "Declaration of Partnership Building," which sets forth items that we focus on in order to form a new partnership through cooperation and mutual prosperity with our business partners.</p>
Other	Regarding the Company's management, the Company believes that not only fully respecting the position of our stakeholders such as our employees, customers, business partners, creditors and shareholders, but also aiming at maximizing corporate value while contributing to addressing various social issues including the environment through each business, will lead to the interests of all stakeholders.

IV. Matters related to the Internal Control System

1. Basic Views on Internal Control System and the Progress of System Development [Updated]

Basic Policy

Based on Sumitomo's Business Philosophy and Management Philosophy, the Company and its subsidiaries (hereinafter referred to as the "Group") practice "Sustainability Management" under the slogan of "Integrity and Innovation" with fundamental mission of "Creating even better social assets for the next generation." In conducting its business activities, it follows the Code of Conduct established as guidelines to govern all its officers and employees in order to maximize the Group's corporate value.

Also, the Company considers that establishment of internal control systems is one of the important management issues concerning the improvement of corporate value and sustainable development of the Group as a whole. With regard to the matters listed below, the Company shall establish systems in which roles and responsibilities of the Group's directors, executive officers and employees are clarified, and through operation and appropriate review of such systems, the Company shall strive to establish appropriate systems for governance of the Group.

- (1) Systems for ensuring that the execution of duties of the Group's directors, etc. and employees complies with laws and regulations and with the Articles of Incorporation

Based on laws and regulations as well as the Articles of Incorporation, the Company has established a general meeting of shareholders, Board of Directors, corporate auditors, Board of Corporate Auditors, and independent auditors, as an organization of the Company. In addition, multiple independent outside directors and outside corporate auditors are appointed and entrusted with the business management supervision function. In order to strengthen this function, we also (i) hold briefings for outside directors in which they are briefed on the agendas for the Board of Directors meetings, the content of discussions at Executive Committee, and other issues, and we have (ii) established a Committee of Outside Directors and Auditors with only outside directors and outside corporate auditors as members. The Committee of Outside Directors and Auditors conducts interviews with individual directors, etc. and gives appropriate advice about the execution status of their duties, as well as issues they recognize. In the event of a whistleblowing report toward directors, etc., outside corporate auditors receive the report directly from the internal reporting desks that received the whistleblowing and share the information within the Committee of Outside Directors and Auditors.

The Board of Directors discusses and votes on necessary issues based on Board of Directors rules that comply with laws and regulations. The representative directors and executive directors report on business to the Board of Directors. In addition, important management issues are discussed at meetings of the Executive Committee

based on our organizational rules, and policies regarding such issues are determined. Furthermore, to enhance and strengthen the Group's internal control, the Company has established a Sustainability Committee based on its Sustainability Committee rules. The Sustainability Committee is chaired by the Company's president, and supervises the Group. In order to ensure the effectiveness of this committee, the following three subordinate organizations have been established: (i) BCP Council (chairman: Head of Corporate Planning Division, administrative office: Administration Department), (ii) Internal Control Meeting (chairman: Head of Corporate Planning Division, administrative office: Internal Audit Department), and (iii) Sustainability Promotion Council (chairman: Head of Corporate Planning Division, administrative office: Corporate Administration Department). Duties to monitor the status of risk response in the Group are divided among the above organizations.

Further, the Internal Audit Department, which reports directly to the President, performs internal audits of the Group, and several contacts for whistleblowing are established within and outside the Company in order to detect and prevent any misconduct or illegal acts.

(2) Systems for retention and management of information concerning the execution of duties of the Company's directors, etc.

Minutes of meetings of the Board of Directors of the Company, requests for managerial decision, and other documents (including electromagnetic records) are prepared, and these documents are retained and managed by the respective responsible departments in accordance with the Criteria for Document Retention Periods and the Information Management Rules.

(3) Rules and other systems related to management of risks of losses of the Group

Among the risks of the Group, the risks associated with the business, such as investment risk and market risk, are monitored and addressed by the respective departments and subsidiaries properly, and important issues are discussed and determined at meetings of the Company's Board of Directors and meetings of the Executive Committee.

In order to address risks of large-scale disasters, etc. affecting business continuity of the Group, the BCP Council, a subordinate organization of the Sustainability Committee, determines specific policies to manage BCP measures for the Group and monitors the status of such management. The results are then reported to the Sustainability Committee at the discretion of the Sustainability Committee chairman.

In addition, the Internal Control Meeting, a subordinate organization of the Sustainability Committee, monitors compliance promotion status of the Group, and then reports the result to the Sustainability Committee at the discretion of the Sustainability Committee chairman.

Furthermore, in order to address issues and risks greatly affecting corporate activities of the Group, including environmental problems, climate change, and human capital problems, the Sustainability Promotion Council, a subordinate organization of the Sustainability Committee, determines the Group's policies for implementing environmental preservation activities, responding to climate change risks, and addressing human capital problems, and monitors their status. The results are then reported to the Sustainability Committee at the discretion of the Sustainability Committee chairman.

(4) Systems for ensuring that the execution of duties of the Group's directors, etc. is performed efficiently

The Group's directors direct and supervise business operations of the respective departments and subsidiaries in accordance with the Company's management plan formulated by the Board of Directors. In addition, executive officers appointed by the Board of Directors are entrusted with important duties, such as those of division heads, general managers, and subsidiary presidents, and handle business execution.

Furthermore, to achieve the Company's management plans, the Company establishes the headquarters and other necessary organizations based on its organizational rules, and determines the authorization of the person in charge of each organization based on the Company's approval criteria, and thereby ensures a system enabling efficient execution of the Company's business.

(5) Systems for ensuring appropriateness of business operations of the corporate group consisting of the Group and systems related to reporting of matters concerning the execution of duties to the Company

For a subsidiary to make decisions for important management issues, we have established systems, under which the issues are discussed and their policies are determined at meetings of the Company's Board of Directors, meetings of the Executive Committee, and other important meetings. In addition, the Company periodically receives reports from its subsidiaries on the execution of duties, such as the status of business execution and financial conditions, and provides advice and guidance concerning business operations properly, depending on the nature of the matter in question.

Moreover, the Company’s corporate auditors and the Company’s Internal Audit Department audit its subsidiaries, as necessary.

(6) Matters related to employees, in cases where the Company’s corporate auditors request the appointment of the employees to assist them with their duties

Persons with concurrent positions are appointed as administrative office staff for the Board of Corporate Auditors. When the Company’s corporate auditors make a request for an employee to assist them with their auditing work, the Company will actively cooperate. In this case, the employee assisting with the auditing work will receive direct instructions from the Company’s corporate auditors and will not be subject to any command and order of directors or other employees.

(7) Systems for reporting to the Company’s corporate auditors by the Group’s directors, etc. and employees or by persons who received reports from such persons and other systems related to reporting to the Company’s corporate auditors

In cases where directors, etc. or other employees of the Company, directors, etc., corporate auditors, or employees of a subsidiary, or persons who receive a report from the above persons report to the Company’s corporate auditors or receive a request to report to the corporate auditors, those persons must report promptly. In addition, the Internal Audit Department, which reports directly to the president, monitors that the reporter does not suffer from any disadvantage as a result of reporting to the Company’s corporate auditors. If such case is identified, it is reported to the Board of Corporate Auditors by the Internal Audit Department.

Moreover, the independent auditor and the Company’s Internal Audit Department shall report to the Company’s corporate auditors concerning the audit status properly.

(8) Particulars related to policies concerning the procedures for advance payment or reimbursement of expenses that arise with regard to the execution of duties of the Company’s corporate auditors or any other processing of expenses or obligations that arise with regard to the execution of duties

When, concerning the execution of duties, a corporate auditor of the Company requests advance payment or reimbursement, etc. of expenses in accordance with the Companies Act, the Company shall process such expenses or obligations, excluding any cases deemed unnecessary for the execution of duties of the said corporate auditor.

(9) Other systems for ensuring that audits by the Company’s corporate auditors are performed effectively
 Opportunities are ensured for the Company’s corporate auditors to attend meetings of the Board of Directors and other important meetings so that they can comprehend the Group’s important issues, etc., and state opinions, as necessary.

2. Basic Views on Eliminating Anti-Social Forces and the Progress of Development

The Company shall take a resolute attitude toward antisocial forces that threaten social order and safety, and have no relationships with such antisocial forces. Designating the Administration Department as a division in charge of countermeasures against antisocial forces, the Company has appointed a person responsible for the prevention of unjust claims. Furthermore, the Company collects and manages information concerning antisocial forces by collaborating with the police and other relevant institutions, and shares such information internally along with cautionary notices.

V. Other

1. Adoption of Takeover Defense Measures

Adoption of Takeover Defense Measures	Adopted
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Supplementary Explanation

“Policy for Takeover Defense Measures Against Purchase Proposals That Undermine the Corporate Value of the Company (Policy on Large-Scale Purchase of Shares of the Company)” (hereinafter referred to as the “Policy”) was adopted based on the decision of the meeting of its Board of Directors dated May 17, 2007 as a means to prevent malicious takeover proposals that undermine corporate value. Subsequently, it was continued or renewed upon receiving approval from shareholders at the 74th, the 77th, the 80th, the 83rd, the 86th and the 89th ordinary

general meetings of shareholders. The term of the Policy will expire upon the conclusion of the 92nd ordinary general meeting of shareholders scheduled to be held in late June 2025.

For details of the Policy, please refer to the Company website.

2. Other Matters Concerning the Corporate Governance System, etc.

The Company considers that it is important to ensure soundness and transparency of management by means of timely and appropriate information disclosure.

In accordance with this basic policy, the Company has put in place systems that enable swift reporting to the responsible department at the head office and implementation of appropriate information management measures, if a material fact that may have an impact on investors’ investment decisions arises at the Company’s departments or at subsidiaries.

Upon emergence of a material fact and reporting thereof, the responsible department, the Administration Department, the Corporate Planning Department, and other relevant departments, discuss whether there is need for timely disclosure, and if it is judged that disclosure is necessary, timely disclosure is performed without delay following the necessary internal procedures. Subsequently, the disclosure materials are posted on the Company website for thorough information disclosure.

