

## Corporate Governance

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NISSIN FOODS HOLDINGS CO., LTD.

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The corporate governance of NISSIN FOODS HOLDINGS CO., LTD. (the “Company”) is described below.

### I. Basic Concept on Corporate Governance, Capital Structure, Corporate Attributes and Other Basic Information

#### 1. Basic Concept [Updated]

While providing safe and worry-free foods, and promoting businesses to maximize benefits to all stakeholders including shareholders, consumers, employees, business partners, local communities, and local residents, the Company recognizes enhanced and strengthened corporate governance as one of the top priorities for management and strives for highly objective and transparent management. To achieve this objective, the Company has already appointed more than one Outside Director and Outside Audit & Supervisory Board Member, and has proactively incorporated the opinions of outside experts in management, thereby endeavoring to invigorate management and make it transparent. In particular, in regard to Directors, based on a resolution at the 68th Ordinary General Meeting of Shareholders held on June 28, 2016, we have reduced the number of Internal Directors by six, to three, and based on a resolution at the 74th Ordinary General Meeting of Shareholders held on June 28, 2022, we have further increased the number of Outside Directors by one, to six. By making Outside Directors the majority, the Company is further strengthening supervisory functions and promoting swifter decision-making.

As a company with an Audit & Supervisory Board, the Company has a system for monitoring the Directors’ execution of duties with three Audit & Supervisory Board Members (of which, two are Independent Outside Audit & Supervisory Board Members). Furthermore, the Company is striving to further enhance corporate governance by placing several staff specializing in assisting the operations of Audit & Supervisory Board Members, enhancing the Internal Auditing Division, which improves the efficiency of audits by cooperating with Audit & Supervisory Board Members, and reinforcing the internal control systems, etc.

The Company changed its trade name from “Nissin Food Products Co., Ltd.” to “NISSIN FOODS HOLDINGS CO., LTD.” on October 1, 2008, and made a transition to the holding company system effective the same date. The Company has structured a system in which the Company becomes a holding company, and instant noodle business, chilled foods business, and frozen foods business are respectively transferred to subsidiaries to be established through an incorporation-type company split to position them at the same level as other subsidiaries. The Company made this transition to the holding company system as we determined it necessary to build management structure to help further boost competitiveness of operating companies in order to lead the NISSIN FOODS Group (the “Group”) to achieve significant growth going forward. We aim to maximize corporate value of the entire Group in accordance with the Medium- to Long-Term Growth Strategy.

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

The Company complies with all of the principles of Japan’s Corporate Governance Code revised in June 2021.

[Principle 1-4]

##### ■ Policy on Reduction of Cross-Shareholdings in Listed Companies

In addition to obtaining dividends and capital gains, from a management strategy viewpoint, the Company holds shares in listed companies as deemed necessary for forming positive relationships with business partners

and enhancing corporate value over the medium to long term by promoting smooth operations through efficient and stable transactions, business alliances, etc.

Among these shares, the Company adopts a basic policy of selling shares whose grounds for holding have weakened as soon as practicable. Furthermore, at the Board of Directors meetings held annually in April, the Company comprehensively considers the economic rationality of each individual issue of shares, such as the contribution to business revenue and whether the actual returns exceed the earnings targets based on capital costs, the holding purpose, the status of transactions and other factors, and regularly verifies whether to continue holding the shares and the selling schedule.

On May 11, 2021, at the time of the full-year financial report for FY2020, the Company announced its policy to “make additional sales targeting ¥10 billion over approximately the next two years,” and by the end of March 2022, the Company had disposed of a total equating to ¥11,363 million based on the market value as of the end of FY2021, thus achieving the target of the said policy. As of March 31, 2016, the end of the fiscal year immediately after the establishment of the “Corporate Governance Code” by the Tokyo Stock Exchange on June 1, 2015, the Company had a balance of ¥92,496 million in cross-shareholdings. As a result of reductions in such shareholdings, the balance of cross-shareholdings at the end of March 2023 equated to 9.4% of total capital of ¥467,949 million at that time, and cross-shareholdings excluding overseas issues were equivalent to 8.5% of total capital at the end of March 2023. The number of cross-shareholdings as of the end of March 2023 was 57.

The Company intends to continue to reduce its cross-shareholdings in accordance with the above basic policy.

#### ■ Standards for Exercising the Voting Rights as to Cross-Shareholdings

In exercising voting rights of shares in listed companies held, the Company appropriately exercises them by evaluating overall factors including if such exercise contributes to enhancing its corporate value over the medium to long term and if it contributes to common interests of shareholders of the companies of which shares the Company holds.

[Principle 1-7]

#### ■ Transactions with Related-Parties

In the event of transactions between a Director and the Company (self-transactions and indirect transactions) or transactions between a principal shareholder (with 10% or higher holding) and the Company, the appropriateness of the contents and economic rationality of such transactions shall be discussed before their implementation at a meeting of the Board of Directors, and in addition, the Director who carried out said transaction shall be required to report said transaction at a meeting of the Board of Directors without delay after implementing said transaction. The Company has set forth these procedures in the Board of Directors Regulations and other internal company regulations.

[Supplementary Principle 2-4(1)]

#### ■ Basic concept on ensuring diversity

The Group proactively recruits and appoints human resources with a variety of strengths and specialization in order to become a “EARTH FOOD CREATOR (food culture creator group)” that adapts to changing times and also creates changes. Moreover, prohibition of discrimination and harassment based on race, ethnicity, nationality, religion, beliefs, place of birth, gender, sexual orientation, gender identity, age, disability, etc. is spelled out in the NISSIN FOODS Group Policy on Human Rights, which aims for a workplace where employees who hold various attributes and values can play an active role. In 2015, the Group established the “Diversity Committee” with internal volunteer members, and promoted diversity & inclusion by working closely together with the Human Resources Division.

<Female employees>

The Group puts effort into an employment system where it is easy to work while raising children as well as the reform of awareness internally in order to promote the active participation of female employees. As a result, the Group was selected as a “Platinum Kurumin (recognized in 2019)” and one of the “Semi-Nadeshiko Brands (recognized in 2019 and 2020).”

In addition to the ease of working, we have set numerical targets of 20% for the ratio of total female generalist employees and 10% for the ratio of female managers by the end of FY2025 so that we can increase the number of female employees actively participating in important positions. In addition, we support the

“Challenge to 30% by 2030\*” promoted by KEIDANREN (Japan Business Federation), and we are promoting the expansion and development of our human resource pool. (FY2021: 15% ratio of total female generalist employees, 6% ratio of female managers). In order to achieve targets, the Group promoted various aspects, such as the establishment of numerical targets for each department, implementation of a sponsor system where officers commit to training employees themselves, implementation of programs where supervisors learn management methods under an environment marked by diversity and programs where female employees develop leadership skills, and formation of networking between female employees.

(Note) Figures and measures are presented for core companies (NISSIN FOODS HOLDINGS CO., LTD., NISSIN FOOD PRODUCTS CO., LTD., NISSIN CHILLED FOODS CO., LTD., NISSIN FROZEN FOODS CO., LTD.)

\*Challenge to 30% by 2030: KEIDANREN’s initiative to increase the percentage of female officers to 30% or more by 2030.

#### <Mid-career employees>

The Group proactively recruits mid-career employees who have a variety of experience, wisdom and specialization for promoting challenges in new fields, such as globalization, DX, etc. Currently, there is active participation by many mid-career employees, with a recruitment ratio of full-time mid-career employees of 74%, employment ratio of 50% and ratio of mid-career employees in management positions of 32%. The Group works on initiatives, such as the implementation of a start-up program and internal network support, so that mid-career employees can quickly demonstrate their abilities.

Going forward, the Group intends to maintain the current employment ratio and create an organization conducive to innovation through the combination of “knowledge” from new graduates and mid-career employees.

(Note) Figures and measures are presented for core companies (NISSIN FOODS HOLDINGS CO., LTD., NISSIN FOOD PRODUCTS CO., LTD., NISSIN CHILLED FOODS CO., LTD., NISSIN FROZEN FOODS CO., LTD.)

#### <Foreign employees>

The Group continuously recruits and appoints human resources regardless of nationality with the policy of utilizing a various human resources to achieve the medium- to long-term growth strategy. Therefore, there are no numerical targets for foreign employees.

In particular, there are 33 foreign employees at core companies\*, and three of these employees are playing an active role in management. Moreover, out of the 11 overseas subsidiaries, three companies have Presidents from different countries playing active roles.

\* Core companies: NISSIN FOODS HOLDINGS CO., LTD., NISSIN FOOD PRODUCTS CO., LTD., NISSIN CHILLED FOODS CO., LTD., NISSIN FROZEN FOODS CO., LTD.

#### ■ Human resources development policy to ensure diversity, establishment of internal environment and the situation of such

The Group has implemented such programs that teach awareness of diversity & inclusion as well as knowledge and skills for management by launching the “DIVERSITY ACADEMY” in “NISSIN ACADEMY,” which is a human resources development group. Furthermore, the Diversity Committee, which was established in 2015, has launched multiple projects for different types of people, such as projects for female employees, members of the LGBTQ community, employees raising children and junior employees, and made internal proposals for the creation of an environment where it is easy for diverse human resources to demonstrate their abilities.

Moreover, the Group elicits a variety of individual initiatives, and creates a system even in the on-site work, which renders it is easy to realize growth through the implementation of the “challenge target system,” “1-on-1 meetings” and “growth realization meetings (human resource review meetings)” in order for on-site managers to support the growth of each and every member.

#### [Principle 2-6]

##### ■ Roles as Asset Owners of Corporate Pension Funds

To ensure that beneficiaries continue to receive stable pension benefits in the future, the Group formulated the composition ratio for plan assets, keeping in mind risks and returns. The management status of plan assets is regularly monitored and the composition ratio for plan assets is reviewed as necessary by the Asset

Management Committee, which is composed of members including the Company's finance and accounting division. The pension plan management institution is comprehensively evaluated and monitored taking into consideration information such as their management performance, management policy, management structure, and management process.

Nissin Food's Corporate Pension Fund declared that it accepted the Stewardship Code in September 2020. In its capacity as an institutional investor as an asset holder, the Group intends to monitor and engage in dialogue with the asset management trustees to whom it entrusts its asset management operations, fulfilling its stewardship responsibilities and seeking to enhance the corporate value of portfolio companies and promote their sustainable growth through dialogue with the companies in which it invests.

[Principle 3-1 (1)]

■ Nissin Foods Group's CSV management

We will achieve sustainable growth while solving environmental and social issues by becoming a "EARTH FOOD CREATOR (food culture creator group)," which keeps creating new food culture on a continuous basis.

- Mission: Enduring Values ("食足世平 Shoku-soku Se-hei," "食創為世 Shoku-so Isei," "美健賢食 Bi-ken Ken-shoku," and "食為聖職 Shoku-i Sei-shoku.")
- Vision: EARTH FOOD CREATOR
- Value: 4 important thoughts (Creative Unique Happy Global)

■ The Group Growth Story for the Medium- to Long-Term

The Company has formulated the "NISSIN FOODS Group Medium- to Long-Term Growth Strategy," a business plan that defines medium- to long-term growth strategies for FY2021 and beyond and growth targets over the next 10 years. Through the execution of this strategy, we will pursue the Company's CSV management.

(1) Strengthen the Cash-Generating Capacity of Existing Businesses

Pursue sustainable growth while making a significant shift of profit portfolios through aggressive growth of overseas business and non-instant noodles business.

(2) EARTH FOOD CHALLENGE 2030

Aim to extend the lifecycle of existing businesses significantly by working to utilize finite resources effectively and reduce the impact of climate change

(3) Pursue New Businesses

Aim to co-create foods of the future with food science and become a company that provides food and health solutions through technology

Specific details are posted on the Company's official website.

[https://www.nissin.com/en\\_jp/ir/management/strategies/](https://www.nissin.com/en_jp/ir/management/strategies/)

[Principle 3-1 (2)]

■ Basic Concept and Policies on Corporate Governance

While providing safe and worry-free foods, and promoting businesses to maximize benefits to all stakeholders including shareholders, consumers, employees, business partners, local communities, and local residents, the Company recognizes enhanced and strengthened corporate governance as one of the top priorities for management and strives for highly objective and transparent management. To achieve this objective, the Company has already appointed more than one Outside Director and Outside Audit & Supervisory Board Member, and has proactively incorporated the opinions of outside experts in management, thereby endeavoring to invigorate management and make it transparent. In particular, in regard to Directors, based on a resolution at the 68th Ordinary General Meeting of Shareholders held on June 28, 2016, we have reduced the number of Internal Directors by six, to three, and based on a resolution at the 74th Ordinary General Meeting of Shareholders held on June 28, 2022, we have further increased the number of Outside Directors by one, to six. By making Outside Directors the majority, the Company is further strengthening supervisory functions and promoting swifter decision-making.

As a company with an Audit & Supervisory Board, the Company has a system for monitoring the Directors' execution of duties with three Audit & Supervisory Board Members (of which, two are Independent Outside Audit & Supervisory Board Members). Furthermore, the Company is striving to further enhance corporate governance by placing several staff specializing in assisting the operations of Audit & Supervisory Board

Members, enhancing the Internal Auditing Division, which improves the efficiency of audits by cooperating with Audit & Supervisory Board Members, and reinforcing the internal control systems, etc.

[Principle 3-1(3)]

■ Policies and Procedures in Determining the Remuneration

For details, please refer to “II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Supervision in Management/1. Organizational Composition and Operation/[Director Remuneration]/Disclosure of Policy for Determining Remuneration Amounts or Calculation Methods Thereof.”

[Principle 3-1(4)]

■ Policies and Procedures for Selection of Candidates for Directors and Audit & Supervisory Board Members

(Composition of the Board of Directors, Criteria for Selection of Candidates for Directors and those for dismissal of Directors)

In order to develop the Group’s operations in Japan and overseas under its philosophy, “EARTH FOOD CREATOR,” the Group selects candidates who possess extensive experience, deep insight, and advanced specialization, while comprehensively taking into account the balance of knowledge, experience, and capabilities; diversity in fields of specialization, gender and age, as well as race, ethnicity, nationality and country of birth; appropriateness of scale of the Board of Directors as a whole and other factors.

Candidates for Internal Directors are selected from among those people who are involved in Group management, such as Executive Officers, Chief Officers, Presidents of operating companies, and Chief Representatives in each area, in addition to President & Representative Director, CEO, Executive Vice President & Representative Director, COO.

Candidates for Outside Directors are selected from those who, as well as satisfy the standards of the Companies Act, are management executives, academic experts and the like, based on their deep insight and advanced specialization with extensive experience in domestic and overseas economics, finance, industry trends, corporate strategy, marketing, advanced research, etc., and who are capable of not only checking in the Board of Directors meetings from an objective standpoint the legality of management and the appropriateness of decision-making in the execution of duties, but also, the Group expects, providing advice leading to business activities that will enhance corporate value in the Board of Directors meetings, etc.

As for the procedures for the above, candidates are decided by the Board of Directors after the appropriateness of them is deliberated and verified by the Management Advisory Committee.

Candidates for the management team (hereinafter refers to Directors with special titles and Executive Officers with special titles) are selected from among persons selected as Director and from among the Executive Officers in principle who have past achievements, a strong ownership and sense of responsibility toward realization of the Group’s philosophy, and popularity from inside and outside the Company for exceptional capabilities in decision-making, reaching breakthroughs, winning peoples’ hearts and minds, and a clear sense of morals and values, as well as having broad experience and knowledge relating to corporate management, a keen spirit to acquire cutting-edge insight, and excellent business judgement. After the selected individuals are subjected to the deliberation and verification by the Management Advisory Committee, the Board of Directors judges whether these selected individuals are suitable persons as members of the management team.

Concerning dismissal of members of the management team, in addition to the annual examination carried out by the Management Advisory Committee based on performance results, in the event of circumstances arising suggestive of the individual meeting the criteria for dismissal (through (1) an action that violates the laws and regulations, the Articles of Incorporation, or internal rules such as the Code of Conduct and that has caused or has the risk of causing a significant loss or a hindrance of business in the Group, (2) a significant difficulty in execution of duties, and (3) revelation that the individual is lacking the various requirements stated in the criteria for selecting), the grounds for the dismissal shall be examined and verified at the Management Advisory Committee and the decision of dismissal will be made by the Board of Directors.

(Composition of the Audit & Supervisory Board and Criteria for Selection of Candidates for Audit & Supervisory Board Members)

Based on the Companies Act and other laws and regulations, as well as the Articles of Incorporation and other regulations, the Audit & Supervisory Board audits the process of decision-making by the Directors and the status of their execution of duties.

The number of the Audit & Supervisory Board Members is four or fewer, the majority of whom are Outside Audit & Supervisory Board Members.

The criteria for selecting candidates for Audit & Supervisory Board Members (internal) is to select people who can perform auditing and ensure management soundness from a perspective based on extensive operational experience in the Group.

The criteria for selecting candidates for Outside Audit & Supervisory Board Members is to select people who satisfy the standards of the Companies Act, and who have extensive experience and advanced specialization, which are necessary for audit.

As for the procedures for the above, candidates are decided by the Board of Directors after the appropriateness of them is deliberated and verified by the Management Advisory Committee and the approval of the Audit & Supervisory Board is obtained.

(Criteria for Assessing Externality and Independency of Independent Outside Directors and Independent Outside Audit & Supervisory Board Members)

The Company appoints Outside Directors and Outside Audit & Supervisory Board Members as independent directors and independent audit & supervisory board members in accordance with requirements for outside directors and outside audit & supervisory board members defined in the Companies Act and the criteria for independency defined by the Tokyo Stock Exchange.

[Principle 3-1(5)]

■ Reasons for Nominating Each Candidate for Directors and Audit & Supervisory Board Members

Reasons for nominating each candidate for Directors and Audit & Supervisory Board Members are stated on the Notice of the 75th Ordinary General Meeting of Shareholders posted on the Company's website.

[https://www.nissin.com/en\\_jp/ir/shareholder/meeting/](https://www.nissin.com/en_jp/ir/shareholder/meeting/)

[Supplementary Principle 3-1(3)]

■ Sustainability Initiatives, Etc.

Based on the four tenets of (“食足世平 Shoku-soku Se-hei,” “食創為世 Shoku-so Isei,” “美健賢食 Bi-ken Ken-shoku,” and “食為聖職 Shoku-i Sei-shoku”)” stated by the founder, the Group aims to become the embodiment of an “EARTH FOOD CREATOR,” which is the Group philosophy, by becoming a “food culture creator group” that continuously creates new food culture, and working for sustainable growth while solving environmental and social issues.

(1) Sustainability initiatives

The Group's management vision is to achieve sustainable growth while solving environmental and social issues as an “EARTH FOOD CREATOR” that constantly creates new food cultures through innovation. As the pioneer of instant ramen, the Group's mission is to not only provide safe and delicious food to people, but to promote the development of products that will solve environmental and social issues as well.

For details regarding the Company's initiatives, please refer to “III. Implementation of Measures for Shareholders and Other Stakeholders/3. Measures to Ensure Due Respect for Stakeholders/Implementation of Environmental Activities, CSR Activities, etc.” in this report as well as the Company's website ([https://www.nissin.com/en\\_jp/sustainability/](https://www.nissin.com/en_jp/sustainability/)).

(2) Investment, etc. into human capital and intellectual property

The Group aims to become the embodiment of an “EARTH FOOD CREATOR,” which is the Group philosophy, by becoming a “food culture creator group” that continuously creates new food culture, and working for sustainable growth while solving environmental and social issues. With “Human Resources to Support Our Strategies/Organizational Foundation Reform” as an important theme of the medium- to long-term growth strategy, the Group aims to realize an innovative organization that continues to execute strategies and create new food culture.

Furthermore, as a general food company group, the Group aims for the realization of a “branding corporation” that is made up of the top brands through constant creation and development of top brands within each category, and works to ensure and increase corporate value and the common interests of shareholders

while establishing an even more solid management foundation. The competitive advantage of the Company is its brand strength in marketing & innovation in addition to its competitiveness as a “Food Tech Company” based on the processing technologies cultivated over many years. This is supported by intellectual property (IP) such as patents and trademarks covering the entire Group’s product lineup. One of the three themes of our Medium- to Long-Term Growth Strategy announced in May 2021 is to create foods of the future with food science, and we aim to make further progress by making maximum use of our intellectual property.

Details concerning the medium- to long-term growth strategy as well as specific initiatives concerning human resources and R&D activities are presented in the materials below.

○Medium- to long-term growth strategy

- The Company’s website ([https://www.nissin.com/en\\_jp/ir/management/strategies/](https://www.nissin.com/en_jp/ir/management/strategies/))

○Human resource initiatives

- “Disclosure Based on the Principles of the Japan’s Corporate Governance Code/Supplementary Principle 2-4(1)” in this report
- The Company’s website ([https://www.nissin.com/en\\_jp/sustainability/social/employee/](https://www.nissin.com/en_jp/sustainability/social/employee/))

○R&D activities

Annual securities report

(3) Impact of risks and profit opportunities pertaining to climate change on the Company’s business activities, profit, etc.

The Company considers climate change as one of the most important management risks as the Group, which consists of companies that create food, is affected by various factors, such as soaring raw material costs and damage to manufacturing plants due to climate change in addition to changes to consumers’ purchasing activities.

Furthermore, the Company endorsed information disclosure related to “governance,” “strategy,” “risk management” and “metrics and targets” recommended by the “Task Force on Climate-related Financial Disclosures” (TCFD) established by the Financial Stability Board, and took part in the “TCFD Consortium,” which was founded in May 2019.

For details, please refer to the Company’s website ([https://www.nissin.com/en\\_jp/sustainability/environment/policy/risk/](https://www.nissin.com/en_jp/sustainability/environment/policy/risk/)).

[Supplementary Principle 4-1(1)]

■ Agenda for Deliberation at the Board of Directors

To implement the corporate strategy and achieve the target metrics of operating performance, the Board of Directors of the Company with attendance of Outside Directors engages in comprehensive and substantive deliberation over corporate strategy, medium- to long-term plans and business challenges. Accordingly, the Board of Directors determines certain important matters for the Company and the Group companies including M&A, organizational change, and a large amount of asset acquisition or disposal in accordance with these strategies. To ensure prompt execution of duties, the Board of Directors makes decisions based on the amount, etc. specified in the Approval Regulations and delegates any subjects that fall below the specified amount to such subordinate functions as the Management Committee; President & Representative Director, CEO; Executive Vice President & Representative Director, COO; Executive Officers; Chief Officers; and regional Chief Representatives.

[Supplementary Principle 4-1(3)]

■ Succession Plan for CEO

To develop perpetually as an “EARTH FOOD CREATOR,” the Group must strategically groom corporate managers who set forth a medium- and long-term mission and realize and execute the corporate philosophy.

When choosing the CEO successor, candidates are selected from among persons selected as Director and from among the Executive Officers in principle who have past achievements, a strong ownership and sense of responsibility toward realization of the Group’s philosophy, and popularity from inside and outside the Company for exceptional capabilities in decision-making, reaching breakthroughs, winning peoples’ hearts and minds, and a clear sense of morals and values, as well as having broad experience and knowledge relating to corporate management, a keen spirit to acquire cutting-edge insight, and excellent business judgement. After the selected individual is subjected to the deliberation and verification by the Management Advisory Committee, the Board of Directors judges whether the selected individual is suitable person as the successor.

[Supplementary Principle 4-3(4)]

• Utilization of Internal Audit Department

The establishment of internal controls and company-wide risk management systems ensures appropriate compliance and supports risk-taking. The Board of Directors appropriately establishes these systems, including for the entire Group, and supervises their operation while utilizing the Internal Audit Department. The Internal Auditing Division conducts internal audits with a focus on improving group governance, including upgrading the internal audit system and strengthening company-wide risk management systems.

[Principle 4-8]

■ Number of Independent Outside Directors and Ratio of Independent Outside Directors in the Board of Directors

The Board of Directors of the Company comprises nine Directors, of which four are Independent Outside Directors, and accordingly the ratio of Independent Outside Directors in the Board of Directors is greater than 1:3. In addition to the Independent Outside Directors, there are also two more Outside Directors. Including the four Independent Outside Directors, there are six Outside Directors in total. As a result, Outside Directors make up the majority of Directors under the existing system, and there is effective action being taken to make management more transparent and to strengthen the supervisory function.

[Principle 4-9]

■ Criteria for Externality and Independency of Independent Outside Directors

The Company appoints Outside Directors as independent directors in accordance with requirements for Outside Directors defined by the Companies Act and the independence standards set out by the Tokyo Stock Exchange.

[Supplementary Principle 4-10(1)]

■ Concept, Authority and Roles Related to Voluntary Nominating Committee and Remuneration Committee and Related to Independence of Committee Structure

The Company has established the “Management Advisory Committee,” which is chaired by an Independent Outside Director and the majority of which are Independent Outside Directors, in order to strengthen the supervisory functions of the Board of Directors and at the same time ensure transparency and fairness in management. Furthermore, in internal regulations, the Board of Directors is required to consult with the Management Advisory Committee prior to its deliberation and resolution of particularly important matters concerning the Company’s corporate governance system, such as nominations, remuneration, etc. related to management, including Directors. The Management Advisory Committee, which receives consultations, contributes to discussions by the Board of Directors by reporting these deliberation results to the Board of Directors. Moreover, the Board of Directors works to ensure fairness and transparency through the need to deliberate and resolve related matters, having respect for reports from the Management Advisory Committee and taking them into full consideration.

For details related to the Management Advisory Committee, please refer to “II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Supervision in Management/1. Organizational Composition and Operation/[Directors]/Supplementary explanation.”

[Supplementary Principle 4-11(1)]

■ Views on the Balance of Knowledge, Experience and Capabilities, Diversity and Scale of the Board of Directors as a Whole

In order to develop the Group’s operations in Japan and overseas under its philosophy, “EARTH FOOD CREATOR,” the Group selects candidates who possess extensive experience, deep insight, and advanced specialization, while comprehensively taking into account the balance of knowledge, experience and capabilities; diversity in fields of specialization, gender and age, as well as race, ethnicity, nationality and country of birth; appropriateness of scale of the Board of Directors as a whole and other factors.

Based on the above policy, the Company clarifies the requirements, such as knowledge, experience, capabilities, etc., needed by officers of the Company in order to realize the management strategy, such as the medium- to long-term growth strategy. In addition, the “skill matrix,” which lists the reasons for selecting each of these requirements and the roles that each officer is particularly expected to play is posted on the Company’s website.



[\(https://www.nissin.com/en\\_jp/ir/governance/corporate-governance/framework/\)](https://www.nissin.com/en_jp/ir/governance/corporate-governance/framework/)

The policies and procedures for the selection of candidates for Directors are explained in [Principle 3-1(4)].

[Supplementary Principle 4-11(2)]

■ Status of Concurrent Positions of Directors and Audit & Supervisory Board Members with Other Listed Companies' Officers

The Company posts the status of concurrent positions of Directors and Audit & Supervisory Board Members every year in the Notice of Ordinary General Meeting of Shareholders.

[https://www.nissin.com/en\\_jp/ir/shareholder/meeting/](https://www.nissin.com/en_jp/ir/shareholder/meeting/)

[Supplementary Principle 4-11(3)]

■ Purpose of Evaluating the Effectiveness of the Board of Directors

In achieving the sustainable growth of the Group and enhancement of its corporate value over the medium to long term, the Company provides safe and worry-free foods, and promotes businesses to maximize benefits to all stakeholders including shareholders, consumers, employees, business partners, local communities, and local residents. The Company also recognizes enhanced and strengthened corporate governance as one of the top priorities for management, and is committed to achieving highly objective and transparent management. As part of these effort, the Company confirms whether the Board of Directors is fulfilling its role and evaluates its effectiveness annually to enhance the effectiveness of the Board of Directors.

■ Methods for Evaluating the Effectiveness of the Board of Directors

The evaluation method is determined every year based on the deliberations of the Management Advisory Committee and the Board of Directors, and evaluations are regularly carried out by a third party.

At the Management Advisory Committee meeting held in November 2022, as a result of deliberations regarding the plan for carrying out evaluations in FY2022, the Company decided that a third-party evaluation would be conducted.

The Company's Board of Directors and Management Advisory Committee will confirm the matters considered important for the effective fulfillment of their roles and responsibilities (e.g., composition and operation of the Board of Directors, deliberations on strategy, etc.). In addition, in relation to the need for "enhancement of deliberations on important matters to be discussed" identified in the evaluation for FY2021, the Company has decided to confirm matters such as how the diverse members of the Board of Directors should deliberate on important matters in a purposive manner. The Company has decided to utilize a third party for the fiscal year under review in order to conduct an evaluation that guarantees objectivity.

Process for Evaluating the Effectiveness of the Board of Directors in FY2022

- (i) The Management Advisory Committee deliberated the evaluation process and items to be evaluated, which were reported to the Board of Directors. Based on the details of the Management Advisory Committee's report, the Board of Directors deliberated and determined the method of evaluating effectiveness.
- (ii) The questionnaire was delivered to all Directors and Audit & Supervisory Board Members on a named basis, and a third party aggregated and analyzed the answers.
- (iii) A third party interviewed the Chairperson and Independent Outside Directors, focusing on the issues identified in the results of the questionnaire analysis, and summarized the results.
- (iv) The Management Advisory Committee assessed effectiveness of the Board of Directors based on the results of the third-party summary, deliberated any issues and reported the results to the Board of Directors.
- (v) The Board of Directors shared the assessment results and confirmed any issues to be addressed for the coming fiscal year.

■ Overview of Evaluation Results

The FY2022 evaluation confirmed the effectiveness of the entire Board of Directors is being ensured.

(i) Summary

The deliberations resulted in a very positive assessment of measures by the Board of Directors, including engaging officers with diverse perspectives, enabling open and frank discussions, making efforts to enhance the effectiveness of the Board of Directors and the Management Advisory Committee, including information sharing through Liaison Committee of Independent Outside Directors and Audit & Supervisory Board Members. The Board of Directors was evaluated as functioning effectively. Furthermore, the training of Directors, which had been highlighted as an issue in FY2021 was evaluated favorably.

(ii) Initiatives to address issues identified in FY2021

Among the issues identified in FY2021, "to enhance dialogue with shareholders", we have strengthened reporting on SR and IR activities. In addition, "to bolster training for Directors", we have expanded programs for newly appointed officers, improved post-appointment follow-up systems, and implemented on-site visits to production facilities. "To enhance deliberations on important matters to be discussed", we have continued to strengthen operations by adjusting the time required for each agenda item.

(iii) Issues to be addressed for further improvement of the evaluation

With a focus on the constructive deliberation and supervision of management that foster optimal forward-looking decision-making as expected of the Board of Directors, and from the perspective of making effective use of the time available for full-member discussions by a diverse range of directors, we have recognized the need to establish important deliberation items and to secure the required deliberation time for these items.

(iv) Policy on issues to be addressed

Among the important deliberation items, we intend to intensify discussions related to overseas expansion and human capital from a longer-term growth strategy perspective and to seek further improvement in the effectiveness of the Board of Directors.

[Supplementary Principle 4-13(3)]

• Ensuring Cooperation with the Internal Audit Department

The Internal Auditing Division is independent of the business execution divisions of the Company and maintains two reporting channels: the Representative Director and the Board of Directors. It makes regular reports to the Board of Directors four times a year and issues an annual summary report to the Board of Directors. In addition, when the Representative Director and the Board of Directors collaborate with the Internal Auditing Division, they not only receive reports, but can also give instructions for investigations and other activities. This system ensures the effectiveness of internal audits.

[Supplementary Principle 4-14(2)]

■ Policy on Training Directors and Audit & Supervisory Board Members

To ensure that management supervision and auditing functions are sufficiently conducted by the Directors and Audit & Supervisory Board Members, the Company provides information necessary to the execution of duties in an appropriate and timely manner. Furthermore, to ensure sufficient deliberation at Board of Directors meetings, Outside Directors and Outside Audit & Supervisory Board Members are provided in advance with Board of Directors meeting materials, explanations, and related information. In addition, when such Outside Directors and Outside Audit & Supervisory Board Members assume office, they are provided with orientations, dialogues with the management team, and other ongoing opportunities for understanding the Company's operations. Furthermore, the Company provides Directors and Audit & Supervisory Board Members with opportunities for training by third-party institutions, with the Company bearing the costs of such training.

[Principle 5-1]

■ Policy on Constructive Dialogue with Shareholders

For dialogues with our shareholders, the Company has assigned the General Affairs Division as contact point for individual investors and the IR Office for institutional investors.

For dialogues (interviews) with our shareholders, IR Office considers how to handle them with Representative Directors; the Director, CSO, and Managing Executive Officer; the Executive Officer and CFO; and other personnel, and takes appropriate actions.

The Company has the Finance Platform lead to work closely with PR Platform, General Affairs Platform, Legal Platform and other to exchange opinions based on their respective expertise in each division concerning disclosure and accountability of financial results, items subject to timely disclosure and the like.

The Company holds financial results meetings for institutional investors twice a year (the first half and the full year) and mainly President & Representative Director, CEO provides briefing. In addition, the Company arranges telephone conferences twice a year (the first quarter and the third quarter) where Directors and the Executive Officer and CFO provide briefing on the financial results. Other than this, the IR Office arranges opportunities to enhance dialogue by serving as a contact point for the appropriate carrying out of interviews with analysts and institutional investors, small meetings, etc.

For individual investors, the General Affairs Division takes the initiative in disclosing information on the Company's website. Additionally, the Company holds presentation meeting for individual investors as necessary. There is a dedicated point of contact in the General Affairs Division.

The IR Office and the General Affairs Division regularly collect opinions received from institutional investors and shareholders and share this information with the Representative Directors, officers, presidents of the Group companies, and other relevant divisions. In addition, this information is reported to the Board of Directors and at other meetings.

The Company obtains updated information on the shareholder composition from the register of shareholders as of March 31 and September 30 of every year, and performs research on substantial shareholders.

When engaging in dialogues with our shareholders and investors, the Company never communicates insider information (undisclosed material facts). The Company maintains "silent periods" from the date following the end of each quarter to the date of announcement of results, during which the Company refrains from communicating with our shareholders and investors concerning financial information.

## 2. Capital Structure

Foreign Shareholding Ratio	From 10% to less than 20%
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### [Status of Major Shareholders] [Updated]

Name	Number of Shares Owned (Shares)	Shareholding Ratio (%)
The Master Trust Bank of Japan, Ltd. (Account in Trust)	11,349,800	11.19
Ando Foundation	7,904,300	7.79
Mitsubishi Corporation	6,272,028	6.18
ITOCHU Corporation	5,400,000	5.32
Custody Bank of Japan, Ltd. (Account in Trust)	4,130,800	4.07
Ando International Co., Ltd.	3,945,500	3.89
Mizuho Bank, Ltd.	1,687,000	1.66
STATE STREET BANK WEST CLIENT – TREATY 505234	1,591,159	1.56
Nissin KYOEI-KAI	1,586,600	1.56
MUFG Bank, Ltd.	1,483,598	1.46

Controlling Shareholder (except for Parent Company)	—
Parent Company	N/A

Supplementary Explanation

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### 3. Corporate Attributes

Listed Stock Market and Market Section	Tokyo Stock Exchange Prime
Fiscal Year-End	March
Type of Business	Foods
Number of Employees (Consolidated) at End of the Previous Fiscal Year	1,000 or more
Net Sales (Consolidated) for the Previous Fiscal Year	From ¥100 billion to less than ¥1 trillion
Number of Consolidated Subsidiaries at End of the Previous Fiscal Year	From 50 to less than 100

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

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

NISSIN FOODS CO., LTD. (listed on the Main Board of the Hong Kong Exchanges and Clearing; hereinafter referred to as “Hong Kong Nissin”) and KOIKE-YA Inc. (hereinafter referred to as “KOIKE-YA”) are listed subsidiaries of the Company.

The Group is focusing on growing and expanding its overseas business to become an “EARTH FOOD CREATOR,” as set out in the Group Philosophy, and contribute to society and the earth by exploring various possibilities for food, creating dream-inspiring delicious tastes and providing the pleasures and delights of food globally. Based on this policy, Hong Kong Nissin has strengthened its corporate structure to speed up its decision-making capability and better respond to change, and in order to expand its presence in the Chinese market, it was listed on the Main Board of the Hong Kong Exchanges and Clearing on December 11, 2017.

Furthermore, after beginning a business and capital alliance in May 2011, the Company continually strengthened its relationship with KOIKE-YA, such as by acquiring shares in KOIKE-YA. The Company realized synergy through the establishment of specific collaborative relationships, such as collaboration in the product development and marketing field and the sales, logistics and material procurement field on the business front, and the starting up of joint ventures in overseas business. The corporate value of both the Group and KOIKE-YA will increase due to KOIKE-YA becoming a consolidated subsidiary in November 2020 and the further promotion of initiatives carried out thus far. KOIKE-YA is working to ensure an effective governance system, such as by increasing the transparency and objectivity of management as a company with an audit and supervisory committee where the supervisory function is executed by the audit and supervisory committee, a majority of which are outside directors.

Since Hong Kong Nissin and KOIKE-YA are listed subsidiaries, the Company respects the independence of the listed subsidiaries based on the understanding that properly protecting the interests of the listed subsidiaries and the shareholders of the listed subsidiaries other than the Company and other stakeholders will contribute to increasing the corporate value of the subsidiaries.

The Company intends to maximize the corporate value of the entire Group by establishing a group governance system for the Group, including the listed subsidiaries, based on the “Basic Policy on Construction of Internal Control Systems,” etc. determined by the Company while ensuring the independence of the listed subsidiaries’ management based on the above policy.

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

### 1. Organizational Composition and Operation

Organization Form	Company with an Audit & Supervisory Board
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#### [Directors]

Maximum Number of Directors Stipulated in Articles of Incorporation	15
Term of Office Stipulated in Articles of Incorporation	1 year
Chairperson of the Board	President
Number of Directors	9
Appointment of Outside Directors	Appointed
Number of Outside Directors	6
Number of Independent Directors Designated from among Outside Directors	4

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

Name	Attribute	Relationship with the Company*										
		a	b	c	d	e	f	g	h	i	j	k
Ken Kobayashi	From another company					○						
Masahiro Okafuji	From another company					○						
Masato Mizuno	From another company								△			
Yukiko Nakagawa	Academic											
Eietsu Sakuraba	Other											
Yuka Ogasawara	From another company											

\* Categories for "Relationship with the Company"

“○” indicates that the Director presently falls or has recently fallen under the category;

“△” indicates that the Director fell under the category in the past;

“●” indicates that a close relative of the Director presently falls or has recently fallen under the category; and

“▲” indicates that a close relative of the Director fell under the category in the past

a. Executive (a person who executes business; hereinafter, the same) of the Company or its subsidiary

b. Non-executive director or executive of a parent company of the Company

c. Executive of a fellow subsidiary of the Company

d. Party whose major business partner is the Company or an executive thereof

e. Major business partner of the Company or an executive thereof

f. Consultant, accounting professional or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a director

g. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a corporation)

h. Executive of a business partner of the Company (which does not correspond to any of d., e., or f.) (the Director himself / herself only)

i. Executive of a corporation to which outside directors are mutually appointed (the Director himself / herself only)

- j. Executive of a corporation that receives a donation from the Company (the Director himself / herself only)  
k. Other

Outside Directors' Relationship with the Company (2) [Updated]

Name	Designation as Independent Directors	Supplementary Explanation of the Relationship	Reasons for Appointment
Ken Kobayashi		The Group is engaged in transactions including sales of products and procurement of materials with Mitsubishi Corporation where Mr. Ken Kobayashi serves as Corporate Advisor.	<p>Since joining Mitsubishi Corporation, Mr. Ken Kobayashi has serviced senior roles, the post of President and CEO from June 2010 to March 2016, then Chairman of the Board from April 2016 to March 2022, chairing the Board of Directors, and assumed the post of Corporate Advisor in April 2022. As such, he has abundant business experience in Mitsubishi Corporation and excellent insight based on his achievements as a management executive of a general trading company. From November 2022, he has been serving as Chairman of The Tokyo Chamber of Commerce and Industry and Chairman of The Japan Chamber of Commerce and Industry and has a wide range of insight into economics. Accordingly, the Company has determined that he is a necessary resource to increase the Group's corporate value going forward, and the Company has appointed him as Outside Director.</p> <p>Due to the standpoints stated above, the Company expects him to fulfill the role of an overseer and supervisor of the execution of Directors' duties and to form opinions and make judgments from an objective standpoint especially when making management decisions, from his viewpoint of the head of corporate management.</p>

Name	Designation as Independent Directors	Supplementary Explanation of the Relationship	Reasons for Appointment
Masahiro Okafuji		<p>The Group is engaged in transactions including sales of products and procurement of materials with ITOCHU Corporation where Mr. Masahiro Okafuji serves as Chairman &amp; Chief Executive Officer.</p>	<p>Since joining ITOCHU Corporation, Mr. Masahiro Okafuji has served primarily in textile business, assuming posts of President of Textile Company, President of ITOCHU Corporation from April 2010 to March 2018, and the current post of Chairman &amp; Chief Executive Officer since April 2018. He has superior knowledge acquired through his abundant experience at ITOCHU Corporation and his achievements as a management executive of a general trading company. Accordingly, the Company has determined that he is a necessary resource to increase the Group's corporate value going forward, and the Company has appointed him as Outside Director.</p> <p>Due to the standpoints stated above, the Company expects him to fulfill the role of an overseer and supervisor of the execution of Directors' duties and to form opinions and make judgments from an objective standpoint especially when making management decisions, from his viewpoint of the head of corporate management.</p>



Name	Designation as Independent Directors	Supplementary Explanation of the Relationship	Reasons for Appointment
Masato Mizuno	■	<p>Although there were dealings between MIZUNO Corporation, at which he serves as Senior Corporate Advisor, and the Group in FY2020, the amount of those dealings was less than 0.01% of the net sales of either party, and there have been no special dealings since FY2021. Thus, the Company has determined that there is no risk of a conflict of interest with the shareholders in general.</p>	<p>Mr. Masato Mizuno has extensive experience and superior knowledge gained through managing MIZUNO Corporation for more than 30 years since joining this company. Accordingly, the Company has determined that he is a necessary resource to increase the Group's corporate value going forward, and the Company has appointed him as Outside Director.</p> <p>Due to the standpoints stated above, the Company expects him to fulfill the role of an overseer and supervisor of the execution of Directors' duties and to form opinions and make judgments from an objective standpoint especially when making management decisions, from his viewpoint of the head of corporate management and from his track record in leading discussions as Chairperson of the Management Advisory Committee, an advisory body to the Board of Directors of the Company.</p> <p>There are no special dealings between the Group and MIZUNO Corporation, at which he serves as Senior Corporate Advisor. Thus, the Company has determined that there is no risk of a conflict of interest with the shareholders in general.</p>

Name	Designation as Independent Directors	Supplementary Explanation of the Relationship	Reasons for Appointment
Yukiko Nakagawa	■	No items to report.	<p>Dr. Yukiko Nakagawa has been holding teaching positions at educational institutions in Japan and overseas as a doctor of commercial science. In such ways and others, she has accumulated many years of business experience as an expert in human resource management as well as those of human resource development on a global scale, insight and knowledge as an academic. Accordingly, the Company has determined that she is a necessary resource to increase the Group's corporate value going forward, and the Company has appointed her as Outside Director.</p> <p>Due to the standpoints stated above, although she has no experience of direct involvement in corporate management, the Company expects her to fulfill the role of an overseer and supervisor of the execution of Directors' duties by carrying out roles of overseeing corporate management, providing advice and the like in an appropriate manner from an objective viewpoint based on her high level of expertise and knowledge, while retaining independence and fairness. In addition, the Company expects her to assertively state her opinions and make judgments especially as an expert in international human resource management as well as human resource development on a global scale and from her track record in leading discussions to support the Chairperson of the Management Advisory Committee, an advisory body to the Board of Directors of the Company, as Deputy Chairperson.</p> <p>There are no special dealings between the Group and Toho Zinc Co., Ltd., at which she serves as Outside Director. Although there are dealings between the Group and Macromill, Inc., at which she serves as Outside Director, the amount of those dealings is less than 0.4% of the net sales of either party. Thus, the Company has determined that there is no risk of a conflict of interest with the shareholders in general.</p>

Name	Designation as Independent Directors	Supplementary Explanation of the Relationship	Reasons for Appointment
Eietsu Sakuraba	■	No items to report.	<p>Mr. Eietsu Sakuraba has served as Director-General of the Food Industry Bureau and in other senior roles in the Ministry of Agriculture, Forestry and Fisheries, and as the Special Advisor to the President at Takasaki University of Health and Welfare, in addition to providing advice on cooperation among the worlds of academia, industry, and finance, he has worked on agricultural diversification at the Faculty of Agriculture. He has extensive experience as mentioned above and superior knowledge as an expert of food safety, reliability and environmental issues in the area of food. Accordingly, the Company has determined that he is a necessary resource to increase the Group's corporate value going forward, and the Company has appointed him as Outside Director. Due to the standpoints stated above, although he has no experience of direct involvement in corporate management, the Company expects him to fulfill the role of an overseer and supervisor of the execution of Directors' duties by carrying out roles of overseeing corporate management, providing advice and the like in an appropriate manner from an objective viewpoint based on his high level of expertise and knowledge, while retaining independence and fairness. In addition, the Company expects him to assertively state his opinions and make judgments especially as an expert of food safety, reliability and environmental issues in the area of food.</p> <p>There are no special dealings between the Group and Eco-friendly Plastic Packaging Association, at which he serves as Chairman, and the Group and Takasaki University of Health and Welfare, at which he serves as Special Advisor to the President and Visiting Professor. Thus, the Company has determined that there is no risk of a conflict of interest with the shareholders in general.</p>

Name	Designation as Independent Directors	Supplementary Explanation of the Relationship	Reasons for Appointment
Yuka Ogasawara	■	No items to report.	<p>Ms. Yuka Ogasawara has more than 20 years of business experience in activities that pursue profits while generating social impact (impact investment, etc.), covering a variety of administrative, private and public sectors. These include international financial operations at a government financial institution, private-sector work at a foreign consulting company, overseas assistance operations at Japan International Cooperation Agency, and impact investment at a general foundation, and she continues to engage in activities that make use of this experience in the area of management and policy consulting. From this experience she has also developed a high level of advanced knowledge in relation to sustainability management, which the Company has determined makes her a necessary resource to increase the corporate value of the Group going forward, and the Company has appointed her as Outside Director.</p> <p>Due to the standpoints stated above, the Company expects her to fulfill the role of an overseer and supervisor of the execution of Directors' duties by carrying out roles of overseeing corporate management, providing advice and the like in an appropriate manner from an objective viewpoint based on her expertise and knowledge, while retaining independence and fairness. In addition, the Company expects her to assertively state her opinions and make judgments especially as an expert of sustainability management.</p> <p>There are no special dealings between the Group and Rennovater, Co. Ltd., at which she serves as Outside Audit &amp; Supervisory Board Member, and the Group and Fujimura Research and Consulting, Co. Ltd., at which she serves as Director. Thus, the Company has determined that there is no risk of a conflict of interest with the shareholders in general.</p>

**[Voluntary Committees]**

Voluntary Establishment of Committee(s) Equivalent to Nominating Committee or Remuneration Committee	Established
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Committee's Name, Composition, and Chairperson's Attributes
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	Committee Equivalent to Nominating Committee	Committee Equivalent to Remuneration Committee
Committee's Name	Management Advisory Committee	Management Advisory Committee
Total Committee Members	6	6
Full-time Members	0	0
Internal Directors	2	2
Outside Directors	4	4
Outside Experts	0	0
Other	0	0
Chairperson	Outside Director	Outside Director

Supplementary Explanation [Updated]
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[Purpose]

The "Management Advisory Committee," which is chaired by an Independent Outside Director and the majority of which are Independent Outside Directors, has been established in order to strengthen the supervisory functions of the Board of Directors and at the same time ensure transparency and fairness in management.

[Duties]

The "Management Advisory Committee" meets three times a year in principle, as an advisory body to the Board of Directors, to deliberate the following matters, reports the result to the Board of Directors and thereby contributes to deliberation and resolution by the Board of Directors.

1. Selection and dismissal of members of the management team

The Committee deliberates policies and criteria for the selection or dismissal of members of the management team, including candidates for Director. In addition, the Committee deliberates and supervises a series of the procedures.

2. Remuneration of Directors

The Committee deliberates and supervises the policy for determining remuneration, etc. to individual Directors and the validity of the determination process from the viewpoint of transparency and fairness of management and the like.

3. Other items regarding corporate governance

In addition to the above, the Committee raises and deliberates agenda items necessary for further improving the governance system of the Company as appropriate. Specifically, the Committee considers the evaluation of management of the Board of Directors, company's organizational structure, Chief Executive Officer (CEO) succession plan and other matters.

[Composition] (As of June 28, 2023)

The Committee consists of four Independent Outside Directors and two Internal Directors, and an Independent Outside Director is appointed as chairperson. In addition, three board members (one Director and two Independent Outside Audit & Supervisory Board Members) participate as observers with the aim of increasing the transparency of the deliberation process of the Management Advisory Committee and invigorating discussions. The Committee is held three times a year in principle. The office is established in the Company's General Affairs Division.

	Name	Position at the Company
Committee member	Koki Ando	President & Representative Director, CEO
Committee member	Noritaka Ando	Executive Vice President & Representative Director, COO
Chairperson	Masato Mizuno	Outside Director/Independent Director
Deputy Chairperson	Yukiko Nakagawa	Outside Director/Independent Director
Committee member	Eietsu Sakuraba	Outside Director/Independent Director
Committee member	Yuka Ogasawara	Outside Director/Independent Director
Observer	Yukio Yokoyama	Director, CSO, and Managing Executive Officer
Observer	Naohiro Kamei	Outside Audit & Supervisory Board Member/Independent Audit & Supervisory Board Member
Observer	Ayumi Michi	Outside Audit & Supervisory Board Member/Independent Audit & Supervisory Board Member

[Activities]

The Committee met four times during the fiscal year ended March 31, 2023, and the attendance of the Committee members at the meetings is as follows.

(Attendance of Each Committee Member)

Meeting attendance from April 2022 through March 2023 was as follows.

	Name	Attendance
Committee member	Koki Ando	4/4 (100%)
Committee member	Noritaka Ando	4/4 (100%)
Chairperson	Masato Mizuno	4/4 (100%)
Deputy Chairperson	Yukiko Nakagawa	4/4 (100%)
Committee member	Eietsu Sakuraba	4/4 (100%)
Committee member	Yuka Ogasawara	2/2 (100%)

[Audit & Supervisory Board Member]

Establishment of Audit & Supervisory Board	Established
Maximum Number of Audit & Supervisory Board Member Stipulated in Articles of Incorporation	4
Number of Audit & Supervisory Board Member	3

Cooperation among Audit & Supervisory Board Member, Financial Auditor and Internal Audit Department  
[Updated]

In order for the Company to ensure a tripartite audit, Internal Auditing Division, which is under the direct control of President & Representative Director, CEO, is engaged in internal audits, in addition to audits conducted by Audit & Supervisory Board Members and Financial Auditor. The three parties hold meetings once every two months in principle with the aim of improving effectiveness of the audit, exchange opinions over observation of the audit and relevant information, and also discuss ways to enhance governance and corporate value.

Appointment of Outside Audit & Supervisory Board Member	Appointed
Number of Outside Audit & Supervisory Board Member	2
Number of Independent Audit & Supervisory Board Member Designated from among Outside Audit & Supervisory Board Member	2

Outside Audit & Supervisory Board Member's Relationship with the Company (1) [Updated]

Name	Attribute	Relationship with the Company*												
		a	b	c	d	e	f	g	h	i	j	k	l	m
Naohiro Kamei	From another company													
Ayumi Michi	Lawyer													

\* Categories for "Relationship with the Company"

"○" indicates that the Audit & Supervisory Board Member presently falls or has recently fallen under the category;

"△" indicates that the Audit & Supervisory Board Member fell under the category in the past;

"●" indicates that a close relative of the Audit & Supervisory Board Member presently falls or has recently fallen under the category; and

"▲" indicates that a close relative of the Audit & Supervisory Board Member fell under the category in the past

- a. Executive (a person who executes business; hereinafter, the same) of the Company or its subsidiary
- b. Non-executive director or accounting advisor of the Company or its subsidiary
- c. Non-executive director or executive of a parent company of the Company
- d. Audit & Supervisory Board Member of a parent company of the Company
- e. Executive of a fellow subsidiary of the Company
- f. Party whose major business partner is the Company or an executive thereof
- g. Major business partner of the Company or an executive thereof
- h. Consultant, accounting professional or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as an Audit & Supervisory Board Member
- i. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a corporation)
- j. Executive of a business partner of the Company (which does not correspond to any of f., g., or h.) (the Audit & Supervisory Board Member himself / herself only)
- k. Executive of a corporation to which outside audit & supervisory board members are mutually appointed (the Audit & Supervisory Board Member himself / herself only)
- l. Executive of a corporation that receives a donation from the Company (the Audit & Supervisory Board Member himself / herself only)
- m. Other

Outside Audit & Supervisory Board Member's Relationship with the Company (2) [Updated]

Name	Designation as Independent Audit & Supervisory Board Member	Supplementary Explanation of the Relationship	Reasons for Appointment
Naohiro Kamei	■	No items to report.	<p>Mr. Naohiro Kamei has many years of experience in serving in the financial industry through positions in The Fuji Bank Limited (current Mizuho Bank, Ltd.) and Mizuho Securities Co., Ltd., and also is well-versed in corporate management from his previous and current posts such as President &amp; Representative Director of Mizuho Capital Partners Co., Ltd. (current MCP Partners Co., Ltd.), Director of Cobalt Investments Co., Ltd. and Outside Corporate Auditor of KYORIN Holdings, Inc. (current KYORIN Pharmaceutical Co., Ltd.). Accordingly, the Company has determined that his insight as a professional in finance and accounting as well as extensive experience as management executive can be leveraged in the Group's auditing, and the Company has appointed him as Outside Audit &amp; Supervisory Board Member.</p> <p>In view that it has been more than thirteen years since he retired from Mizuho Securities Co., Ltd. that the Group has transactions with, the Company has determined that there is no risk of a conflict of interest with shareholders in general.</p>



Name	Designation as Independent Audit & Supervisory Board Member	Supplementary Explanation of the Relationship	Reasons for Appointment
Ayumi Michi	■	No items to report.	<p>In addition to corporate law in the fields of finance, manufacturing, media, and retail, Ms. Ayumi Michi has worked on numerous civil cases including claims for damages and on domestic relations cases. In her work on bar associations, she has been involved in human rights protection on the Tokyo Bar Association and as the Chairwoman of the Committee Concerning Sexual Equality of the Japan Federation of Bar Associations. During her study abroad at a U.S. law school (LL.M.), she also specialized in this field. Thereafter, she served in multiple positions on bar associations, responsible for legal support in international fields and for local governments and companies. During her time in these positions, she gained experience in organizational management (labor, human relations, various risk management, etc.), and in her most recent position, she serves as Outside Director at SBI Shinsei Bank, Limited. Accordingly, the Company has determined that her extensive experience as a professional in legal affairs can be leveraged in the Group's auditing, and the Company has appointed her as Outside Audit &amp; Supervisory Board Member.</p> <p>Although she has no experience of direct involvement in corporate management, she is well-versed in legal affairs including civil affairs and commercial affairs as a lawyer. From the reasons stated above, the Company has determined that she can carry out her duties as Outside Audit &amp; Supervisory Board Member in an appropriate manner.</p> <p>There are no special dealings between the Group and Waseda University Legal Clinic Corporation, to which she belongs, and the Group and SBI Shinsei Bank, Limited, at which she serves as Outside Director. Thus, the Company has determined that there is no risk of a conflict of interest with the shareholders in general.</p>

**[Independent Directors / Audit & Supervisory Board Members]**

Number of Independent Directors / Audit & Supervisory Board Members	6
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Matters relating to Independent Directors / Audit & Supervisory Board Members

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**[Incentives]**

Implementation of Measures to Provide Incentives to Directors	Performance-Based Pay
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Supplementary Explanation [Updated]

At the 74th Ordinary General Meeting of Shareholders held on June 28, 2022, a resolution was passed to abolish the previous remuneration-type stock option remuneration framework and introduce a “Board Benefit Trust (BBT),” a new performance-linked and share-based remuneration plan, for Directors and Executive Officers of the Company and some of the Directors of eligible subsidiaries, for the purpose of enhancing the medium- to long-term corporate value of the Company, improving the motivation and morale of Directors to contribute, and to align their interests with shareholders in the value of the Company’s shares. For details of the performance-linked and share-based remuneration plan “Board Benefit Trust (BBT),” please refer to “II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Supervision in Management/1. Organizational Composition and Operation/[Director Remuneration]/Disclosure of Policy for Determining Remuneration Amounts or Calculation Methods Thereof” of this report.

For the remuneration-type stock options that were in place until June 2022, no new stock acquisition rights will be granted as remuneration-type stock options going forward. However, regardless of the abolishment of said remuneration framework, of the stock acquisition rights granted as remuneration-type stock options to Directors (excluding Outside Directors), Executive Officers and some employees, as well as to certain Directors of the Company’s subsidiaries as compensation for the execution of their duties prior to June 2022, any unexercised stock acquisition rights shall remain exercisable.

Recipients of Stock Options	
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Supplementary Explanation

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**[Director Remuneration]**

Disclosure of Individual Directors’ Remuneration	Selected Directors
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Supplementary Explanation

The total amounts by type of remuneration for each classification of Directors, Audit & Supervisory Board Members, and Outside Directors and Outside Audit & Supervisory Board Members are reported in annual securities report.

Policy for Determining Remuneration Amounts or Calculation Methods Thereof [Updated]	Established
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**(1) Details and decision-making procedure of policy on determining the amount of remuneration, etc. for Directors and Audit & Supervisory Board Members and calculation method thereof**

The Company provides policy on determining the amount of remuneration, etc. for Directors and Audit & Supervisory Board Members and calculation method thereof.

Remuneration for Directors consists of the “basic remuneration” paid according to position and role importance of the Directors as well as corporate performance and individual performance and the “performance-linked and share-based remuneration” for the purpose of enhancing the medium- to long-term corporate value, improving the motivation and morale of Directors to contribute, and aligning their interests with shareholders regarding the value of the Company’s shares. “Basic remuneration,” paid monthly in cash, consists of a fixed portion based on the position and role of the Director and a performance-linked portion that is linked to the Company’s business performance and the degree of individual performance. For the “performance-linked and share-based remuneration,” a number of shares linked to performance is calculated every three fiscal years, the aggregate of which is to be provided at the time of retirement or death. Furthermore, in consideration of the characteristics of the duties of Outside Directors and of the auditing operations of the Audit & Supervisory Board members, the performance-based element has been excluded from remuneration, and they are paid only the fixed portion of “basic remuneration.”

The Company has formulated the Determination Standard for Director Remunerations as the policy to determine the details of the remuneration, etc. for each Director that provides the composition of remuneration, etc., the level of remuneration for each position and role, selection of performance indicators and the method of reflecting such indicators in the remuneration, etc. The Determination Standard for Director Remunerations was formulated aiming at increasing the Company’s medium- to long-term corporate value, boosting Director morale and the desire to contribute to improving the Company’s business performance. All such contents are deliberated by the Management Advisory Committee that serves as an advisory body to the Board of Directors, the majority of which is comprised of Independent Outside Directors. With the consent of the “Management Advisory Committee,” the details are determined through a resolution by the Board of Directors.

Through a resolution by the Board of Directors, the Company is delegating the determination of part of the contents of the remuneration, etc. for each Director to President & Representative Director, CEO, Koki Ando. The authority is delegated to determine the contents of the basic remuneration for each Director in accordance with the Determination Standard for Director Remunerations, within the limit of the remuneration for Directors (basic remuneration) that is adopted by a resolution of the General Meeting of Shareholders. When the authority is exercised it is exercised in accordance with the Determination Standard for Director Remunerations which has been deliberated and consented by the Management Advisory Committee, ensuring appropriate exercise of such authority. The Company deems that it is best to delegate individual Directors’ evaluations, from the standpoint of the degree of contribution to company-wide businesses and business performance, to the Representative Director.

The levels of remuneration have been decided referencing statistical levels of a group of benchmark companies of the same scale and industry and after an evaluation of the validity of the levels by the Management Advisory Committee. The composition ratio of performance-linked and share-based remuneration based on the new system to total remuneration has also been set based on trends in a group of benchmark companies of the same scale and industry. The ratio of basic remuneration to performance-linked and share-based remuneration, after the transition to the new system, is designed to fall within the range of approximately 80-87% for basic remuneration and approximately 13-20% for performance-linked and share-based remuneration.

The “basic remuneration,” provided monthly, consists of a fixed portion based on the position and the role of the Director and a performance-linked portion that is linked to the Company’s business performance and the degree of individual performance. The performance-linked portion is designed to vary within the range of up to 20% of the base amount depending on the actual results of “consolidated performance indicators” of the Company and also within the same range for the results of “individual

performance evaluation,” within the range of up to 40% both indicators combined, and will be reflected in the performance-linked portion of the “basic remuneration” for the following fiscal year.

From the standpoint of simplicity and in the interest of contributing to increased short-term revenue, the consolidated performance indicators use the degrees of achievement toward plans for “revenue,” representing the earning power of core businesses among the Company’s overall performance, and “profit attributable to owners of the parent” signifying the ultimate responsibility to shareholders.

To evaluate individual performance, based on a belief that the individual performance accomplished through business execution is tied to the business performance of the Company, the Company clarifies the individual responsibility and contribution, and evaluates the degree of accomplishment towards the plans and year-on-year variance.

The “performance-linked and share-based remuneration,” by linking Directors’ remuneration to the Company’s stock price and sharing interest with shareholders, aims to increase the Company’s medium- to long-term corporate value and boost Director morale and the desire to contribute to improved results. In the share-based remuneration system, based on the Share Delivery Regulations for Officers, each Director is granted Provisional Points based on their position, and for every performance measurement period of three fiscal years, the number of points is adjusted using a performance coefficient decided based on the achievement ratio of consolidated performance indicators during the period in question, to be granted as Confirmed Points. Then, when the Director in question retires or dies, a number of the Company’s shares acquired through the Trust, based on the number of Confirmed Points, will be delivered. However, where conditions stipulated in the Share Delivery Regulations for Officers are met, for a certain portion of the Company’s shares to be granted, cash corresponding to the market price of the Company’s shares may be granted instead.

The calculation method for points and the consolidated performance indicators that form the basis of the performance coefficient are as follows:

A. Calculation method for points

- Points granted in each performance measurement period =  $\frac{\text{Cumulative provisional points over three fiscal years}}{\text{Performance coefficient}}$  × Performance coefficient
- Where there are changes to the position of an eligible party during their term as Director, the number of provisional points granted is determined by dividing the number of provisional points based on each position by twelve and then multiplying each by the number of months that the Director held that position.
- Where an eligible party retires from their position as Director during their term, a number of provisional points will be granted in proportion to the length of their term.

B. Consolidated performance indicators

- For indicators linked to consolidated performance, from the standpoint of facilitating medium- to long-term growth and shared interests with shareholders, the Company is using the three-year average of multiple indicators chosen by the Management Advisory Committee out of indicators such as “core operating profit growth rate for existing businesses” and “relative TSR” for their appropriateness in light of the intent of the share-based remuneration system. In the three-year performance measurement period starting in FY2022, the three-year average core operating profit growth rate for existing businesses and the three-year relative TSR have been used as the basis of evaluation, with each carrying a 50% evaluation weight.

The maximum amount of remuneration for Directors and Audit & Supervisory Board Members (basic remuneration) that was adopted by resolution of the General Meeting of Shareholders (not including employee equivalent salaries paid to Director who is also an employee) is not more than ¥1,450 million per year (of which ¥150 million or less for Outside Director; adopted by resolution of the 75th Ordinary General Meeting of Shareholders held on June 28, 2023) for Director, and not more than ¥100 million per year for Audit & Supervisory Board Member (adopted by resolution of the 75th Ordinary General Meeting of Shareholders held on June 28, 2023). The maximum amount of the performance-linked and share-based remuneration plan for Directors (Outside Directors are not eligible for payment) is ¥1,860 million (of which ¥930 million is for the Company’s Directors) per fiscal year, in principle, as funds to acquire shares corresponding to each performance measurement period starting every fiscal year

(resolved at the 74th Ordinary General Meeting of Shareholders held on June 28, 2022).

**(2) Organization and procedures for determining remuneration, etc. for Directors in the fiscal year under review**

A resolution was passed at a meeting of the Board of Directors to delegate the determination of the specific contents of the basic remuneration for each Director for FY2022 under review to President & Representative Director, CEO, Koki Ando. The authority is delegated to determine the contents of the basic remuneration for each Director in accordance with the Determination Standard for Director Remunerations, within the limit of the remuneration for Directors (basic remuneration) that is adopted by the resolution of the General Meeting of Shareholders. The Company judges that it is best to delegate individual Directors' evaluation to be performed by the Representative Director from the viewpoint of the degree of contribution to businesses and business performance of the Company across the board. The Board of Directors has resolved that the Management Advisory Committee shall deliberate on the contents of the Determination Standard for Director Remunerations to ensure that this delegated authority is properly exercised, and President & Representative Director shall determine the contents of the basic remuneration for each Director in accordance with the Determination Standard for Director Remunerations approved by the Management Advisory Committee.

**[Supporting System for Outside Directors and / or Audit & Supervisory Board Member]**

The Company believes it is important to build an environment where it is made easier for Outside Directors and Outside Audit & Supervisory Board Members to conduct their activities to supervise the management team highly effectively from an objective standpoint.

Accordingly, the Company delivers documents containing agenda items in advance and provides opportunities of giving explanations as necessary prior to the holding of any Board of Directors meeting with the aim of promoting understanding of the items and invigorating the discussion by the Board of Directors.

The Company provides newly appointed Directors and Audit & Supervisory Board Members with opportunities to receive training by persons responsible for each area concerning the industry trend surrounding the Company, the status of each business of the Group and future strategies to promote their understanding of the Company's business. In addition, the Company provides periodic seminars and training for Directors and Audit & Supervisory Board Members as appropriate with the aim of ensuring solid deliberation by the Board of Directors. On top of the foregoing, the "Liaison Committee of Independent Outside Directors and Audit & Supervisory Board Members," a meeting of Independent Outside Directors and Audit & Supervisory Board Members, is held on an as-needed basis to promote information sharing and smooth cooperation between them.

While we do not place staff dedicated to assisting the operations of Outside Directors, staff of the General Affairs Division that serves as the office for the Board of Directors and employees of other relevant divisions perform supporting duties for information sharing among Directors including distribution of materials in advance and sending meeting results to ensure smooth execution of Outside Directors' duties. In addition, for Outside Audit & Supervisory Board Members, several dedicated staff members for Audit & Supervisory Board Members (Full-time) perform supporting duties to ensure smooth execution of Outside Audit & Supervisory Board Members.

**[Status of Persons Who Have Retired from a Position Such as President & Representative Director]**

Name	Title/ Position	Responsibilities	Working Form and Conditions (Full-time/Part-time, Paid/Unpaid, etc.)	Date of Retirement from Position Such as President	Term of Office
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Total Number of Retired President & Representative Directors, etc. Holding Advisory or Any Other Position in the Company

0

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

The Company has nine Directors (of which, six are Outside Directors) and they attend “regular meetings of the Board of Directors” that are held on a regular basis and “extraordinary meetings of the Board of Directors” held on an as-needed basis to deliberate and resolve matters to be resolved by the Board of Directors as stipulated in the laws and regulations, the Articles of Incorporation and various other regulations. Also, the Directors monitor other Directors’ execution of their duties upon receiving reports on the status of execution of duties by Directors. Besides meetings of the Board of Directors, the Directors also attend meetings of the Management Committee (consisting of Directors (excluding Outside Directors), Executive Officers with special titles and Audit & Supervisory Board Members (Full-time)) that are regularly held, to take part in decision-making and monitoring other Directors on execution of their duties.

The Company has three Audit & Supervisory Board Members (of which, two are Outside Audit & Supervisory Board Members). Each Audit & Supervisory Board Member attends important meetings including the meetings of the Board of Directors in compliance with the Audit Standards of Audit & Supervisory Board Members predefined by the Audit & Supervisory Board, and in accordance mainly with the audit policy and audit plans for the fiscal year under review. Each member also collects information from Directors and Executive Officers regarding the status of execution of their duties through interviews, inspects important approval/decision documents, and performs on-site inspections at the head office and other principal business locations. They also perform audits by monitoring or verifying the status of the internal control systems in regard to which the Board of Directors made a resolution.

With regard to nomination of candidates for Directors and Audit & Supervisory Board Members, and decisions on remunerations, etc., following deliberations and verifications over the appropriateness by the Management Advisory Committee, they are deliberated and determined by the Board of Directors for Directors, while for the Audit & Supervisory Board Members, the decision on nomination is subject to consent of the Audit & Supervisory Board and the decision on their remunerations is also delegated to the Audit & Supervisory Board.

Pursuant to the approval from the shareholders at the 61st Ordinary General Meeting of Shareholders held on June 26, 2009, the Company appointed Deloitte Touche Tohmatsu (Converted to a limited liability company and changed its name to Deloitte Touche Tohmatsu LLC on July 1, 2009) as Financial Auditor with an audit contract signed, and has commissioned it to perform audits in accordance with the Companies Act and Financial Instruments and Exchange Act.

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

The Company has adopted the structure of a company with an Audit & Supervisory Board instead of a company with committees or a company with an audit and supervisory committee, thereby appointing Outside Directors and Outside Audit & Supervisory Board Members who monitor execution of the Company’s business operation from an independent and fair standpoint, and ensuring transparency of the business management under the executive officers system introduced to build a mechanism allowing prompt execution of business operations.

With the aim of strengthening governance, based on a resolution at the 68th Ordinary General Meeting of Shareholders held on June 28, 2016, we have reduced the number of Internal Directors by six, to three, and based on a resolution at the 74th Ordinary General Meeting of Shareholders held on June 28, 2022, we have further increased the number of Outside Directors by one, to six. By making Outside Directors the majority, the Company is further strengthening supervisory functions and promoting swifter decision-making.

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

#### 1. Measures to Energize General Meetings of Shareholders and Smooth Exercise of Voting Rights [Updated]

	Supplementary Explanation
Early Notification of General Meeting of Shareholders	To ensure that our shareholders are provided with time to sufficiently review information on the convocation notice, the Company now sends out the convocation notice three weeks in advance starting from the 59th Ordinary General Meeting of Shareholders held in June 2007.
Scheduling OGMs Avoiding the Peak Day	The Ordinary General Meeting of Shareholders for June 2023 was held on June 28.
Allowing Electronic or Magnetic Exercise of Voting Rights	The electronic or magnetic exercise of voting rights has been adopted since the 58th Ordinary General Meeting of Shareholders held in June 2006.
Participation in Electronic Voting Platform and Other Efforts to Enhance the Voting Environment for Institutional Investors	The Company has participated in the electronic voting platform for institutional investors operated by Investor Communications Japan Inc. (ICJ, Inc.) since June 2007.
Providing Convocation Notice in English (Translated Fully or Partially)	The Company provided an English version (summary translation) of the convocation notices every year starting from the General Meeting held in June 2007. The Company has provided a full English version of the convocation notices since the General Meeting held in June 2016, by posting them on the Company's website, the ICJ platform and other platforms.
Other	The contents of the convocation notices are posted on the Company's website one week before the notice is sent out. The English version of the convocation notices is posted on the website and also on TDnet for viewing pursuant to request from Tokyo Stock Exchange.

#### 2. IR Activities [Updated]

	Supplementary Explanation	Explanation by Representative
Creation and Publishing of the Disclosure Policy	The policy concerning the status of information disclosure is posted on the Company's official website stated below. <a href="https://www.nissin.com/en_jp/ir/disclosure/">https://www.nissin.com/en_jp/ir/disclosure/</a>	
Regular Briefings for Individual Investors	The Company holds company briefings for individual investors on a regular basis. In addition, in December 2022, an online company briefing was held for individual shareholders and individual investors. A video message from the President & Representative Director, CEO is shown at the company briefing.	Provided

Regular Briefings for Analysts and Institutional Investors	The Company holds financial results meetings twice a year on the dates of announcement for the year-end financial results and the second quarter-end financial results at the Tokyo Head Office where President & Representative Director, CEO; Executive Vice President & Representative Director, COO; the Director, CSO, and Managing Executive Officer; and the Executive Officer and CFO as presenters report the results. On the day of each announcement of financial results, the Company holds an online financial results briefing for analysts and institutional investors, with the Executive Officer and CFO as presenter. Other than this, the IR Office arranges opportunities to enhance dialogue by serving as a contact point for the appropriate carrying out of interviews with analysts and institutional investors, small meetings, etc.	Provided
Regular Briefings for Overseas Investors	The Company regularly provide opportunities for dialogue for investors in Europe, the United States and Asia. For example, the Company actively participate in IR conferences for overseas investors, the Company also set up opportunities for interviews with a broad range of overseas investors.	Not provided
Posting of IR Materials on Website	Convocation notice of general meeting of shareholders, reporting documents attached thereto, Financial Statements, supplementary documents for financial results meeting, Financial Data Book, quarterly reports, VALUE REPORT (Integrated Report), VALUE CREATION BOOK, Sustainability Report, corporate governance reports, various press releases and the like are posted.	
Establishment of Department and/or Manager in Charge of IR	IR Office is responsible for the investor relations (phone: +81-3-3205-5027).	



### 3. Measures to Ensure Due Respect for Stakeholders [Updated]

	Supplementary Explanation
Provisions to Ensure Due Respect for Stakeholders in Internal Rules, etc.	They are provided in the “NISSIN FOODS Group Code of Ethics,” which all officers and employees are obliged to comply with.
Implementation of Environmental Activities, CSR Activities, etc.	<p>The Group’s management vision is to achieve sustainable growth while solving environmental and social issues as an “EARTH FOOD CREATOR” that constantly creates new food cultures through innovation. The Group’s mission is not only to provide safe and delicious food to people as the pioneer of instant noodles, but also promote the development of products that solve environmental and social issues. The Group is working to realize a sustainable society and increase corporate value by establishing the “Sustainability Committee,” which is chaired by President &amp; Representative Director, CEO. Furthermore, from the fiscal year ended March 31, 2022, the Group established the “Sustainability Advisory Board,” which primarily consists of external experts, positioned it as an advisory body to the Board of Directors and the Sustainability Committee, and utilized investors’ opinions and international trends in its management.</p> <p>The Group is working to realize its vision and achieve sustainable growth. One theme for the medium- to long-term growth strategy is “EARTH FOOD CHALLENGE 2030,” which is the Group’s own medium- to long-term strategy concerning the environment. We see the resolution of global environmental and social issues as an opportunity for growth, and we will address two main issues: “finite resources” and “climate change.” As for the resource-related issues, the Group is aiming for “earth-friendly procurement,” the “saving of earth resources” and a “waste-free earth,” has set numerical targets for them, and will work to effectively utilize finite resources through procurement with a low environmental impact and the reduction of waste.</p> <p>With regard to the climate change issue, we aim to reduce CO2 emissions through the use of “green electricity,” “green food ingredients,” and “green packaging materials.” We are working to procure renewable energy and to switch raw materials used for containers, packaging, and food ingredients to those with less environmental impact.</p> <p>These ESG initiatives have been evaluated, and the Group was selected as one of the constituent stocks of the “World Index (DJSI World)” in the “Dow Jones Sustainability Indices,” which are global ESG investment indices, for the third consecutive year (from 2020 to 2022). In addition, the Group was selected as one of the constituent stocks of the “Asia/Pacific Index” for the fifth consecutive year (from 2018 to 2022).</p> <p>For details concerning the Company’s initiatives, please refer to the URL below as the information has been posted on the Company’s website.  <a href="https://www.nissin.com/en_jp/sustainability/">https://www.nissin.com/en_jp/sustainability/</a></p>

Other	<p>(Progress on Measures for Health and Productivity Management)</p> <p>The Company considers one of the most important management issues is to ensure that in its business operations, all employees maintain and promote their physical and mental health and demonstrate their capabilities to the maximum extent possible based on “美健賢食 Bi-ken Ken-shoku (Eat wisely for beauty and health),” one of the elements that make up Enduring Values. In 2018, the Company formulated the “NISSIN FOODS Group’s Declaration of Health and Productivity Management” and worked to strategically promote health management.</p> <p>Specifically, health checkups that exceed the number of test items on statutory health checkups are conducted for early detection and early treatment of lifestyle-related diseases. In addition, presenteeism (working while sick) and engagement surveys are regularly conducted in cooperation with industrial physicians and nurses to quantitatively assess employees’ physical and mental condition at work and their work performance levels, measures are taken to enable each employee to fully demonstrate their abilities. Furthermore, in addition to enhancing health guidance by in-house medical specialists and industrial physicians and expanding its industrial health system, including health consultation services, the Company established a Well-being Promotion Office at NISSIN FOODS in April 2022 to create an environment for employees to achieve good mental and physical health as well as a sense of growth.</p> <p>In recognition of these efforts, the Company was selected as one of the companies in the large enterprise category (White 500) of the “2023 Certified Health and Productivity Management Organization Recognition Program” for a fifth consecutive year (from 2019 to 2023).</p> <p>(Promotion of Active Participation by Female Human Resources)</p> <p>The Company considers the “promotion of diversity, equity, and inclusion” as one of the important policies in the management strategy, and the CEO explains its importance to employees at morning meetings and on various other occasions. The Company is particularly focused on the promotion of active participation by female human resources as a first step toward achieving this goal, and is engaged in multifaceted efforts to this end. All officers set targets for active participation by female human resources (ratio of female managers and ratio of total female generalist employees), which are monitored on an annual basis, and progress is discussed at annual meetings with the CEO. In addition, the Company has implemented a sponsor program where all officers become sponsors and commit to training and promoting female managers and candidates for managerial positions. Diversity management training is provided for managers to teach them the concepts necessary to enable people with diverse backgrounds to demonstrate their abilities without being restricted by their backgrounds. Catalyst training is offered to female employees to develop leadership skills among candidates for management positions, and career training is provided to younger employees to support them to be active in their own way. The Diversity Committee, a cross-organizational group of volunteers, conducts a variety of activities to foster a corporate culture, including support for networking among female employees, career lectures by senior female employees, 1-on-1s, and support for skill development.</p> <p>As support for balancing career and child-rearing, since 2015, the Company has been putting efforts into the “promotion of the work style reform” and “support for balancing career and family life.” In addition to introducing a teleworking system that allows flexible work styles and working hours and a flextime system with no core hours, we have implemented various measures such as providing employees on childcare</p>
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	<p>leave with opportunities to learn about work styles and career development after returning to work. The Company has been recognized for such multi-faceted efforts to promote active participation by female human resources and support for the child-rearing needs of employees, and it received “Platinum Kurumin” certification from the Tokyo Labour Bureau and was selected as a “Semi-Nadeshiko Brand” under “Nadeshiko Brands” for the second consecutive year (2019 and 2020).</p>
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#### IV. Matters Related to Internal Control System

##### 1. Basic Concept on Internal Control System and Progress of System Development [Updated]

(1) Basic policy of business operation

Officers and employees of the Company and its subsidiaries (hereafter collectively referred to as the “NISSIN FOODS Group”) shall make efforts to be deeply aware of corporate social responsibility, to comply with the relevant laws and regulations, and to commit acting conforming with social ethics when executing their daily duties pursuant to the “NISSIN FOODS Group Code of Ethics” and “NISSIN FOODS Group Rules of Compliance.”

(Basic Philosophy)

- i) Objective of our work is to place customer satisfaction first and to provide products and services which bring happiness to people’s lives.
- ii) We shall make efforts to be aware of corporate social responsibility, comply with laws and regulations and fair business practice, and enhance business activities with transparency.
- iii) We shall be aware that we are corporate citizens, fostering high ethical standards and following common sense.

(Code of Conduct)

- i) Employees shall maintain fair, impartial and transparent relations with consumers, employees and workers, business partners, shareholders and all other stakeholders.
- ii) Employees shall support internationally recognized human rights protection standards and respect the basic human rights of all people. They shall not conduct any actions that impair the dignity of any individual.
- iii) Employees shall not discriminate against anyone on such grounds as nationality, ethnicity, religion, gender, age, social status, disability or the like.
- iv) Employees shall not engage in harassment based on the status, authority, gender or any other factor.
- v) Employees shall strive to create and develop products and services that give priority to the health and safety of people.
- vi) Such products and services must not endanger the health or property of consumers and Employees shall take sincere and swift actions to settle any problems arising from their quality.
- vii) In pursuing profit in the course of carrying out their duties, Employees must not make decisions or conduct themselves in a manner that is at odds with the social conscience.
- viii) Employees must break off all ties with any anti-social forces or groups that pose a threat to civic social order and security.
- ix) Employees shall behave in a way that prevents contradictions between personal interests and corporate interests.
- x) Employees shall commit to the disclosure activity of corporate information and shall not engage in insider-trading or use non-disclosed information to provide benefits or favors to any third party.
- xi) Employees shall tightly control such information as pertains to corporate secrets and must not disclose or divulge such information to others outside the Company, either during their tenure or thereafter.
- xii) Employees shall strive to maintain and secure intellectual property rights while respecting the intellectual property rights of others.
- xiii) Employees shall maintain fair and free competition and shall not engage in unfair competition.
- xiv) Employees shall work to prevent any form of corruption, including extortion based on abuse of a dominant bargaining position and bribery aimed at gaining or retaining business benefits.
- xv) Employees shall take the utmost care to ensure that their business activities do not adversely affect the global environment.
- xvi) Employees shall endeavor to collaborate and work closely with the local community and to work to make active contributions to the local community.
- xvii) In the event of making a donation or other monetary contribution, Employees shall comply with the laws and ordinances as well as internal regulations.
- xviii) In such case that a problem not addressed herein should arise, Employees must judge and act on such problem in accordance with the general principles of this Code.
- xix) Employees shall observe the code of conduct set out in this section and shall, in the event of discovering any conduct in breach of the Code, immediately submit a report in accordance with the whistle-blowing system set forth separately.

(2) System ensuring the execution of duties of Directors and employees comply with the laws and regulations and the Articles of Incorporation / System ensuring the reliability of financial reporting

- i) For the purpose of compliance with the laws and regulations and the “Articles of Incorporation” and the like, the Company shall develop “NISSIN FOODS Group Code of Ethics” and “NISSIN FOODS Group Rules of Compliance” and shall ensure that officers and employees of NISSIN FOODS Group understand.
- ii) “Compliance Committee” shall be set up with one of the Directors serving as chairman to make efforts to have officers and employees comply with the laws and regulations, “Articles of Incorporation,” and various regulations alike. Furthermore, “Compliance Group” shall be established within the Legal Division to strengthen measures.
- iii) Each division of NISSIN FOODS Group shall consult with outside specialists including lawyers as necessary upon carrying out its duties for the purpose of avoiding risks of non-compliance with the laws and regulations, “Articles of Incorporation,” and various regulations alike.
- iv) Internal Auditing Division which is under direct control of President & Representative Director, CEO shall audit major business offices of NISSIN FOODS Group on a regular basis and confirm if the laws and regulations, “Articles of Incorporation,” and various regulations alike are being complied.
- v) The Company shall establish “NISSIN FOODS Group Rules on Internal Whistleblowing ” as a reporting system when violation of laws and regulations, “Articles of Incorporation,” and various regulations alike occur, or is about to occur, and shall ensure that officers and employees of NISSIN FOODS Group thoroughly understand. NISSIN FOODS Group shall not dismiss or treat disadvantageously the person who has made the reporting in question on the grounds of that reporting.
- vi) Audit & Supervisory Board Members shall audit the appropriateness of the execution of duties of Directors pursuant to “Audit & Supervisory Board Regulations,” “Audit Standards of Audit & Supervisory Board Members,” and the like.
- vii) Human resources shall be appropriately placed to develop and promote the construction and administration of internal control systems for the purpose of ensuring the reliability of financial reporting.

(3) System relating to storage and management of information in regard to the execution of duties of Directors

The Company shall record legal documents including minutes of General Meeting of Shareholders and Meeting of the Board of Directors and the like, in addition to important information in regard to the execution of duties of Directors such as written approvals, to paper documents or electromagnetic media. It shall appropriately store and manage the information pursuant to the laws and regulations and the “Document Management Regulations,” shall, to the extent necessary, verify the status of storage and management, respond to the request of inspection given by the Directors and Audit & Supervisory Board Members, and review the regulations as appropriate.

(4) Regulations and other systems relating to risk management of losses

- i) The Company shall set up a “Comprehensive Risk Management Committee” with Executive Vice President & Representative Director, COO serving as chairman to prevent, identify, manage, and address against various risks in regard to NISSIN FOODS Group.
- ii) NISSIN FOODS Group shall set up “Audit Standards of Food Safety” and develop a system primarily conducted by NISSIN Global Food Safety Institute to investigate and verify the safety of food products ranging from raw materials to products, based on its awareness that the most important issue is to constantly ensure safe and worry-free food products.
- iii) NISSIN FOODS Group, based on the “NISSIN FOODS Group Code of Risk Management,” shall position product accidents, BCP (Business Continuity Plan), compliance, and information security as the Group’s key risks, set up committees, and address said risks.
- iv) The Company shall set up an organization under the “Sustainability Committee” to address environmental risks. In the event a material accident occurs in environmental aspects, pursuant to the manual, it shall be immediately responded, stabilized, and resolved. In addition, the Company shall review various manuals including “Industrial Waste Treatment Manual” as necessary and confirm the status of the operation on a regular basis.

- (5) System ensuring the efficiency of execution of duties of Directors / System ensuring the execution of duties of employees comply with the laws and regulations and the Articles of Incorporation
- i) The Company shall hold “regular meetings of the Board of Directors” on a regular basis and “extraordinary meetings of the Board of Directors” as appropriate when necessary. The meetings shall consist of Directors and Audit & Supervisory Board Members who shall discuss and decide on important matters pursuant to the laws and regulations, “Articles of Incorporation,” and “Board of Directors Regulations.” Furthermore, the members of the meetings shall receive reports in regard to the execution of duties of Directors, and conduct supervision and the like.
  - ii) The Company shall hold a meeting of the “Management Committee” twice every month in principle to improve management efficiency. The Committee consists of Directors (excluding Outside Directors), Managing Executive Officers and Audit & Supervisory Board Members (Full-time). The Committee shall discuss matters which are to be resolved by the “Board of Directors,” and shall discuss and decide matters which authorities are delegated to the Committee by the “Board of Directors” pursuant to the “Approval Regulations,” as well as execute business operations.
  - iii) The Company shall hold a “Group Company Strategic Presentation” every year. Reports, proposals, and confirmations in regard to strategies (products, finance, human resource and the like) shall be made by each president of the major subsidiaries and each overseas regional Chief Representative, and status of execution of duties of subsidiaries shall be supervised.
  - iv) The Company shall hold a “Chief Officer Strategy Presentation” every year in principle, and the Presentation shall consist of chief officers. Strategies shall be proposed by each chief officer, and status of execution of platform duties shall be supervised.
  - v) As a preliminary discussion body of the “Board of Directors” and “Management Committee,” the Company shall hold a meeting of the “Investment and Financing Committee” every month in principle. The Committee shall consist of members summoned from each platform. The Committee shall perform screenings and reviews of important investment and financing and the like in advance.
  - vi) As a preliminary discussion body of the “Board of Directors” and “Management Committee,” the Company shall hold a meeting of the “Personnel Committee” every month in principle and the Committee shall consist of chief officers and the like. Human resource strategy of the Group shall be reviewed.
  - vii) The Company holds a meeting of the “Management Advisory Committee,” an advisory body to the “Board of Directors,” composed of the majority of which are Independent Outside Directors, to meet three times a year in principle, in order to ensure transparency and fairness in nomination, remuneration, and governance.
  - viii) The Company shall hold meetings of the “Sustainable Committee” and the “Sustainability Advisory Board,” an advisory body to the “Board of Directors,” to raise its medium to long term of corporate value and its sustainable growth by working to address the environmental and social issues through business activities with a contribution on the establishment of sustainable society.
  - ix) The Company shall hold meetings of the “Liaison Committee of Independent Outside Directors and Audit & Supervisory Board Members” comprising Independent Outside Directors and Audit & Supervisory Board Members on an as-needed basis where Audit & Supervisory Board Members and Outside Directors share the recognition concerning priorities for management.
  - x) The Company shall establish regulations such as “Administrative Authorities Regulations” and “Division of Responsibilities Regulations” to ensure that appropriate and efficient duties of Directors and employees are executed in order that the authority and responsibility of each officer shall be made clear.
  - xi) The term of office of Directors shall be one (1) year, for the purpose of clarifying their management responsibility, and allowing quick actions to be taken in response to the changes in management environment.
- (6) System ensuring the appropriateness of operations of the corporate group consisting of the Company and its subsidiaries
- i) “NISSIN FOODS Group Code of Ethics” and “NISSIN FOODS Group Rules of Compliance” shall be the ethical and operational guideline for business operations in the NISSIN FOODS Group.
  - ii) The department in charge in the Company shall be the contact department and shall receive reports on a regular basis in regard to business performance of the NISSIN FOODS Group. Furthermore, pursuant to the “Approval Regulations,” important matters shall be approved by the in-house approving authorities

or, if a given matter involving a subsidiary exceeds the scope of their authority, by the “Board of Directors” and the like of the Company.

iii) Audit & Supervisory Board Members and the Internal Auditing Division shall conduct periodical audits including visiting audits to confirm if operations of NISSIN FOODS Group are complying with the laws and regulations, “Articles of Incorporation” and various regulations alike.

(7) Matters relating to employees assisting Audit & Supervisory Board Members in the event the Audit & Supervisory Board Members request the placement of employees to assist their duties

The Company set up an Audit & Supervisory Board Office directly under the “Audit & Supervisory Board” and placed several dedicated employees as ones to assist the duties of the Audit & Supervisory Board Members. The “Audit & Supervisory Board” has expressed its opinion that assistance is sufficient.

(8) Matters regarding independence of employees assisting the duties of Audit & Supervisory Board Members from Directors, and the procurement of effectiveness of such instruction

i) Matters regarding personnel such as appointment and transfers of employees assisting the duties of the Audit & Supervisory Board Members shall be decided conditional on consent from the Audit & Supervisory Board Members (Full-time) in advance. The performance management shall be conducted by the Audit & Supervisory Board Members (Full-time).

ii) For the purpose of ensuring the effectiveness of instructions given by the Audit & Supervisory Board Members, employees assisting the duties of the Audit & Supervisory Board Members shall not additionally hold duties relating to the business execution of the Company, and shall carry out the duties under the directions of the Audit & Supervisory Board Members.

(9) Reporting system by Directors and employees to Audit & Supervisory Board Members, and other reporting systems to Audit & Supervisory Board Members

i) In the event facts that may cause significant damages to the NISSIN FOODS Group are discovered, Directors of the NISSIN FOODS Group shall immediately report the facts concerned to the “Audit & Supervisory Board” of the Company.

ii) In addition to matters prescribed by the laws and regulations, facts that may cause material impact in finance and operations of NISSIN FOODS Group, the decisions and the like shall be immediately reported by Directors and employees of NISSIN FOODS Group to the Company’s Audit & Supervisory Board Members.

iii) NISSIN FOODS Group shall not treat ones who have reported the aforementioned two items disadvantageously on the grounds that such reporting was made.

iv) If expenses necessary to request advice from lawyers, certified public accountants, and other outside specialists, to outsource investigation, analysis and other administrations for the purpose of conducting audit are requested by the Audit & Supervisory Board Members or the “Audit & Supervisory Board,” Directors, Executive Officers, and employees shall not refuse such requests, except in cases where the expenses under such requests are determined to be unnecessary in the execution of duties of the Audit & Supervisory Board Members.

(10) Other systems ensuring the effectiveness of audits conducted by the Audit & Supervisory Board Members

i) “Regular meetings of the Audit & Supervisory Board” in which all Audit & Supervisory Board Members attend shall be held on the day before the “meeting of the Board of Directors” or on the day of the meeting in principle, and “extraordinary meetings of the Audit & Supervisory Board” shall be held as necessary. Ideas shall be exchanged in regard to Audit & Supervisory Board Members’ opinions and important issues upon auditing between the Audit & Supervisory Board Members and the results shall be reported on a regular basis to the “Board of Directors” as an Audit & Supervisory Board Report.

ii) Directors or employees shall report monthly performance and financial situations on a regular basis to the “Board of Directors” and the “Management Committee” and the like. Various minutes, written approvals and other important documents relating to business operations shall be circulated to, and be read through

by, the Audit & Supervisory Board Members (Full-time). Furthermore, if requested by the Audit & Supervisory Board Members, sufficient explanations shall be provided.

iii) Audit & Supervisory Board Members, while closely working with Internal Auditing Division and Financial Auditor on a steady basis, shall hold regular meetings with them once every two (2) months in principle to exchange information, establishing a system where audits are carried out effectively by the Audit & Supervisory Board Members.

(11) Basic concept toward elimination of antisocial forces and the status toward such elimination

The Basic policy of NISSIN FOODS Group upon conducting corporate activities is based on the idea that “Any relationships with antisocial forces and organizations that threaten the order and security of civil society shall be severed.” The policy is stated clearly in the Code of Conduct under the “NISSIN FOODS Group Code of Ethics” and the Company shall ensure that it is thoroughly understood.

The Company shall place General Affairs Division as its supervisory department to handle antisocial forces. The General Affairs Division plays a key role in continuously gathering information from government bodies and outside specialized organizations, developing a system which will be able to address unexpected situations with prompt cooperation.

## **2. Basic Concept Toward Elimination of Antisocial Forces and Status Thereof**

Basic concept toward elimination of antisocial forces and the status toward such elimination

The Basic policy of NISSIN FOODS Group upon conducting corporate activities is conventionally based on the idea that “Any relationships with antisocial forces and organizations that threaten the order and security of civil society shall be severed.” The policy is stated clearly in the Code of Conduct under the “NISSIN FOODS Group Code of Ethics” formulated in June 2002.

Within the Company, the General Affairs Division, which is the Company’s supervisory department to handle antisocial forces, plays a key role in continuously gathering information from government bodies and outside specialized organizations, developing a system which will be able to address unexpected situations with prompt cooperation.



## V. Other

### 1. Adoption of Takeover Defense Measures

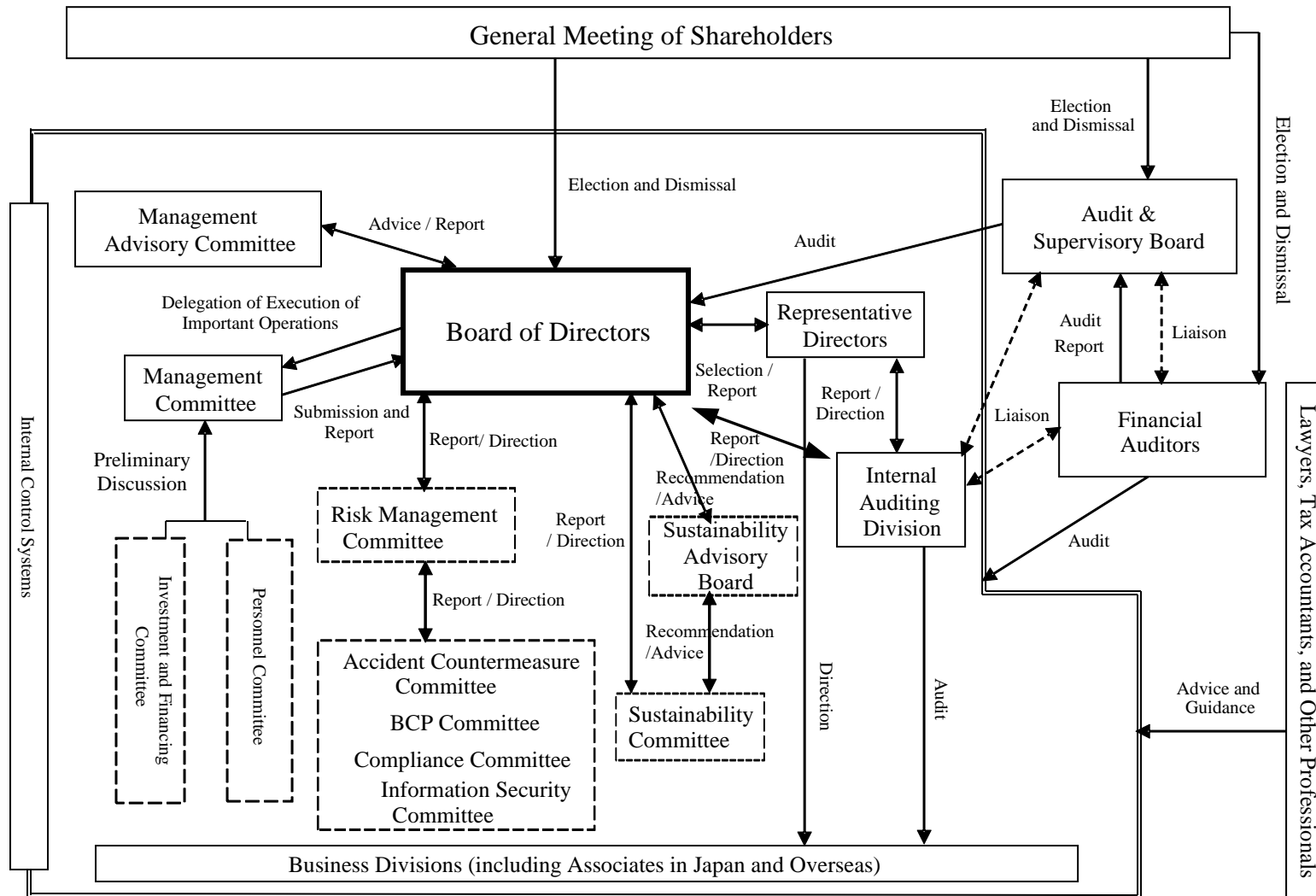
Adoption of Takeover Defense Measures	Not adopted
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Supplementary Explanation

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### 2. Other Matters Concerning Corporate Governance System [Updated]

- (1) In preparation for a contingency in which the number of serving Audit & Supervisory Board Members falls below the number required by laws and regulations, the Company has taken steps to prevent interruption of the audit system by appointing one Substitute Audit & Supervisory Board Member (Outside) in advance following approval at the Ordinary General Meeting of Shareholders held in June 2006, and thereafter the Company re-appointed the same Substitute Audit & Supervisory Board Member every two years. Said individual was re-appointed the member again at the 75th Ordinary General Meeting of Shareholders held on June 28, 2023.
- (2) As part of the initiatives to establish our internal control systems, the Company revised “NISSIN FOODS Ethics Regulations” to “NISSIN FOODS Group Code of Ethics,” and “NISSIN FOODS Internal Reporting Regulations” to “NISSIN FOODS Group Rules on Internal Whistleblowing ” in March 2008 respectively. The Company at the same time established “NISSIN FOODS Group Rules of Compliance” and “NISSIN FOODS Group Insider Trading Management Regulations” to reinforce its compliance framework.
- (3) Following additional appointment of one Outside Director (Independent Director) in June 2016 to have five Outside Directors among the Board members, the Company further appointed another one Outside Director (Independent Director) in June 2022 to bring the number of Outside Directors to six.



[Chart of the In-house Structure for Timely Disclosure of the Company's Information]

