(Translation)

JVCKENWOOD Corporate Governance Policy

Established on December 1, 2015

Chapter 1 General Provisions

(Purpose)
Article 1

JVCKENWOOD Corporation (the "Company") has set out its Corporate Governance Policy to establish a corporate governance system with the aim of achieving sustainable growth and enhancing corporate value over the medium to long term.

Chapter 2 Ensuring the Rights of Shareholders and Dialogue with Shareholders

(General Meeting of Shareholders)
Article 2

1 The Company regards the General Meeting of Shareholders as its supreme decision-making body, and shall take appropriate measures to ensure the rights of shareholders and shall develop an environment for shareholders to exercise their rights in an appropriate manner.
2 The Company shall secure sufficient time for shareholders to review the meeting's proposals through early disclosure and distribution of the notice of the General Meeting of Shareholders.
3 The Company shall develop an environment for all shareholders, including individual shareholders and institutional investors, to exercise their voting rights through diversified methods for this purpose, that is, a voting form in writing for the exercise of voting rights, adoption of an electronic voting system via the Internet for the exercise of voting rights, and participation in the platform for the exercise of voting rights for institutional investors.
4 The Company shall regard the General Meeting of Shareholders as one of the forums for dialogue with shareholders, to the extent that it schedules the date of the meeting in consideration of a time that is convenient for shareholders to attend as well as securing sufficient time for shareholders to review proposals.
5 The Company shall prepare an English translation of the notice of the General Meeting of Shareholders and post it on the Company's website, as well as make it available through other means.
6 If there is a proposal by the Company that was resolved but opposed by a significant number of shareholders, the Board of Directors shall conduct a survey and an analysis of the result, refer such information to the Company's management, and reflect the findings of the survey and analysis in the Company's dialogues with shareholders, and in other activities, as necessary.

(Constructive Dialogue with Shareholders)

Article 3

The Company holds constructive dialogue with shareholders with the aim of achieving sustainable growth and enhancing corporate value over the medium to long term. Through such dialogue, the Company shall clearly convey its management policy to shareholders and endeavor to gain their understanding, providing the Company's management and the Board of Directors with feedback concerning the opinions and concerns of the shareholders obtained through dialogue, in the Company's efforts to enhance corporate value.

(Policy for Constructive Dialogue with Shareholders)

Article 4

1 The Chairman of the General Meeting of Shareholders shall serve as a supervisor who watches over the Company's overall efforts to achieve constructive dialogue with shareholders, with the Director in charge also sharing the responsibility.
2 The Corporate Communication Division shall serve as the secretariat for holding dialogues between the Company and its shareholders. The Corporate Communication Division shall exchange information regularly with the supervisor, Directors, the Finance & Accounting Division, and other related parties, who are engaged in constructive dialogue with shareholders. The Corporate Communication Division shall also exchange opinions regarding disclosure and the explanation of financial results and other matters, based on expertise in their respective fields, and work in cooperation to assist in the dialogue between the Company and its shareholders.
3 The Company shall endeavor to obtain the shareholders' understanding of management strategy and the business environment through financial results briefings, the disclosure of information on the Company's website, and other means.
4 Feedback concerning the dialogue between the Company and its shareholders shall be provided to the Board of Directors in a timely and appropriate manner, and actively utilized in the Company's medium- and long-term business development, and other matters.
5 The Company shall be well aware of the handling of insider information when holding dialogues with its shareholders, and shall conduct proper management and other treatment of insider information in accordance with the "Regulations for Timely Disclosure," "Administrative Regulations for Insider Information," and "Confidential Information Management Rules," prescribed separately. [Principle 5-1 Information to Be Disclosed]

(Basic Capital Policy)

Article 5

The Company shall increase its investment in growth-leading businesses in line with its investment plan and adopt a financial plan that pursues an optimal capital structure towards the improvement of return on capital. In addition, the Company shall consider a balance between the reduction of net interest-bearing debt and investments in growth-leading businesses, and pursue optimization of sufficient consolidated working capital. Moreover, the Company shall focus on maintaining a balance between stable shareholder returns through stable dividend payments and securing funds for investment in growth-leading businesses.

(Policy on Strategic Shareholdings)

Article 6

1 In the course of its business, the Company may hold shares in other companies whose business it expects to maintain and further expand. Such shareholdings include shares of companies held based on capital and business alliances concluded with the aim of achieving growth and developing the Company's businesses, and shares held for the purpose of maintaining and strengthening business relationships. In the meantime, the Company shall dispose of shareholdings held based on past history, if changes in business structures and other factors reduce the necessity for the Company to hold such shares.

2 Purchase and disposal of the shareholdings will be carried out based on a resolution by the Board of Directors.

3 With respect to the exercise of voting rights concerning the shareholdings, the Company shall comprehensively determine, after reviewing proposals at the General Meeting of Shareholders, whether the contents of the proposals can enhance the corporate value of the companies in which the Company holds shares. The Company shall also assess such proposals in terms of their conformity with the reason for holding the shareholdings, and their impact on the Company. In addition, the Company shall confirm the companies whose shares it holds with regard to the intent of the proposals, whenever necessary. [Principle 1-4 Information to Be Disclosed]

(Transactions with Related Parties)

Article 7

When the Company conducts transactions with its Officers, principal shareholders, or other related parties, it shall take the following procedures to ensure that said transactions will not harm the interests of the Company and common interests of shareholders.

(1) If the Company conducts transactions that involve conflicts of interest under the Companies Act, or that could cause conflicts of interest, the Company shall obtain prior approval from, as well as make an ex post facto report to, the Board of Directors in accordance with laws, regulations, and the Board of Directors Rules. In addition, the Company shall prepare a confirmation note of a survey regarding whether transactions with Directors, Audit & Supervisory Board Members, or their close relatives were conducted. Any important transaction conducted shall be reported to the Board of Directors.

(2) Similar procedures shall be required for transactions with principal shareholders or other related parties.

(3) Transactions with related parties shall be disclosed in accordance with the Companies Act, Financial Instruments and Exchange Act, and other applicable laws and regulations, as well as the rules of the Tokyo Stock Exchange. [Principle 1-7 Information to Be Disclosed]

Chapter 3 Appropriate Cooperation with Stakeholders

(Relationships with Stakeholders)
Article 8

The Company shall endeavor to build appropriate relationships with all stakeholders with the aim of achieving sustainable growth and enhancing corporate value over the medium to long term through the provision of benefits to the economy and society as a whole.

(Development of Corporate Philosophy)
Article 9

The Company shall set out its corporate vision, management policy, and conduct guide, and develop a corporate philosophy that forms the basis of corporate activities aimed at enhancing corporate value over the medium to long term.

(Code of Conduct)
Article 10

The Board of Directors shall establish the "JVCKENWOOD GROUP Compliance Code of Conduct" that specifically outlines the values and ethical views to be shared within the Group, with the aim of building appropriate relationships with stakeholders. The Company shall fulfill the social responsibility the Group bears, ensure that mutual respect is shared by all within the Group, and create a work environment where people from diverse backgrounds can play an active role.

(Ensuring Diversity in the Workplace)
Article 11

1 The Company shall strive to ensure diversity in the workplace that reflects different experiences, skills, and attributes, including the promotion of active involvement by women, the physically challenged, and foreign nationals, to ensure sustainable growth.
2 As part of efforts for ensuring diversity in the workplace, the Company shall work to develop a framework for education and training that assists in the growth of each employee and to create a safe and pleasant work environment.

(Whistle-blowing)
Article 12

1 The Company shall establish the "Regulations for the JVCKENWOOD GROUP Whistle-blowing System" as a procedure for whistle-blowing and reform with regard to activities that deviate from the "JVCKENWOOD GROUP Compliance Code of Conduct," as well as for monitoring and protecting whistle-blowers from receiving unfavorable treatment.
2 "Regulations for the JVCKENWOOD GROUP Whistle-blowing System" stipulates the confidentiality of whistle-blowers and the prohibition of unfavorable treatment if information is provided through the whistle-blowing system.
3 The Internal Governance Office and Audit & Supervisory Board Office shall be the contact points for the whistle-blowing system.

Chapter 4 Ensuring Appropriate Disclosure of Information and Transparency

(Disclosure of Information)
Article 13

In conformity with the "Regulations for Timely Disclosure," the Company shall appropriately disclose financial and non-financial information in accordance with the Companies Act, Financial Instruments and Exchange Act, and other applicable laws and regulations, as well as the rules of the Tokyo Stock Exchange. The Company shall also voluntarily provide information other than the disclosed information in accordance with laws and regulations.

Chapter 5 Responsibilities of the Board of Directors and Other Decision-Making Bodies

(Roles and System of the Board of Directors)
Article 14

1 The Company shall regard the Board of Directors as its fundamental and strategic decision-making body, as well as a supervisory and monitoring body for business execution. The Board of Directors shall have a regular meeting once a month and an extraordinary meeting as necessary to discuss and resolve basic policies and important matters relating to the management as well as to supervise and monitor the status of business execution.

2 Directors shall have a fiduciary responsibility to shareholders. The term of office of Directors is one year to ensure clarification of their responsibilities and swift and decisive management.

3 The Board of Directors comprises persons with diverse experience, achievements, expertise, and insights, and the number of Directors is prescribed in the Articles of Incorporation. The Board of Directors shall also actively appoint External Directors to promote highly transparent decision-making and take the initiative in corporate reform and governance.

4 The Board of Directors shall develop and revise the Company's corporate vision, management policy, and code of conduct to establish the goals of the Company. In addition, it sets the strategic direction of the Company through the development of management strategies and business plans.

5 The Company shall introduce an Executive Officer System under which the functions of business execution are divided and management responsibility and business execution responsibility are clarified. With the aim of developing an environment for the establishment of the Executive Officer System, the Company shall develop internal rules of corporate governance, such as the "Board of Directors Rules," "Executive Officers Committee Rules," "Administrative Authority Regulations," "Regulations for Segregation of Duties," and "Standards for Decision-Making and Authority," and clarify the duties, authority and responsibility of Directors, Executive Officers, and divisions to develop an environment for supporting appropriate risk-taking in business execution. The Board of Directors, which takes the initiative in corporate reform and governance, shall hold active discussions between External Directors and Directors concurrently serving as Executive Officers to make decisions and shall entrust the business execution

to Executive Officers. [Supplementary Principle 4-1 1) Information to Be Disclosed]

6 The Board of Directors shall elect promising persons as successors to the Chief Executive Officer and other senior management, by taking their achievements and abilities, among other attributes, into consideration, both internally and externally, promote them to important posts within the Company as necessary, encourage their involvement with management to cultivate their knowledge, experience, and abilities as business managers and determine their aptitude as successors. External Directors provide advice and recommendations to ensure the validity and appropriateness of the election and dismissal of Executive Officers and other senior management.

7 The Board of Directors shall develop the whistle-blowing system and oversee its operation.

8 The Board of Directors shall include Independent External Directors who do not have the potential to generate conflicts of interest with general shareholders, to ensure the effectiveness of the supervisory functions of management with their experience, achievements, expertise, insights, and other attributes, and establish a highly effective supervisory system for the execution of duties by Executive Directors and Executive Officers.

9 The Board of Directors shall receive a report on the status of business execution from Executive Officers and other senior management responsible for business execution through discussions at its meetings. Each Director shall supervise the status of management by pointing out management issues and providing comments on such reports as necessary. Through discussions at the Board of Directors, each Director shall evaluate the business performance, and other matters, of the Company by understanding the status of management and execution of businesses in the fields where each Director is not in charge. Based on such evaluation, each Director shall discuss and deliberate on the appointment of Executive Officers and other senior management from an objective and independent viewpoint.

10 The Company shall establish the "Compliance Regulations," "Internal Control Regulations for Financial Reporting," "Basic Risk Management Rules," and other rules by resolution of the Board of Directors to develop a system that enables appropriate risk-taking by Executive Officers and other senior management who shall operate the system. The Board of Directors shall monitor the effectiveness of operations and provide comments and opinions by receiving reports on the status of operation of such system as necessary, and improve the system through revision and abolition of rules as required.

(Remuneration of Directors and Executive Officers)

Article 15

The maximum total amount of monthly remuneration for Directors is set out by a resolution of the General Meeting of Shareholders, and Directors shall not receive bonuses, retirement benefits, or other such benefits. The Board of Directors shall determine the amount of remuneration of individual Directors within the above-mentioned limit of the monthly remuneration according to the Company's business performance and other criteria. Directors and Executive Officers shall also receive a part of their fixed remuneration in the form of the Company's shares at a rate calculated according to their positions, to clarify the link between the Company's medium- and long-term business performance and share value, boost their motivation for contributing to the enhancement of the Company's corporate value over the medium

to long term, and share the value with shareholders. [Principle 3-1 Information to Be Disclosed]

(Election of Directors, Audit & Supervisory Board Members, and Executive Officers)
Article 16

1 Candidates for the Company's Directors are determined by the Board of Directors upon obtaining the Directors' opinions and advice, including input from External Directors.
2 Candidates for Audit & Supervisory Board Members are determined by the Board of Directors upon obtaining the consent of the Audit & Supervisory Board. One or more persons with appropriate knowledge on finance and accounting are elected as Audit & Supervisory Board Members.
3 Election of Executive Officers is determined by the Board of Directors in accordance with the Executive Officers Committee Rules. [Principle 3-1 Information to Be Disclosed]
4 The Company shall consider it important that each member of the Board of Directors engages in earnest discussion and collaboration with other members, based on their experience, achievements, expertise, insights, independence, and other attributes, including the status of their concurrent positions, from a broad and well-balanced perspective, to strengthen its business competitiveness and enhance its corporate value. In order to achieve this, the Company shall set out the basic policy of ensuring the diversity of members of the Board of Directors by integrating the personality, intelligence, judgment, decision-making ability, honesty, and other attributes of each member, regarding External Directors as independent officers by placing emphasis on monitoring functions, and considering the balance between new candidates and reappointed candidates from the viewpoint of developing next-generation candidates. With comprehensive consideration for the above, the Company shall appoint candidates for Directors. [Supplementary Principle 4-11 1) Information to Be Disclosed]

(Evaluation of the Board of Directors)
Article 17

The Board of Directors shall conduct an analysis and evaluation of its effectiveness as a whole, and disclose a summary of the results. [Supplementary Principle 4-11 3) Information to Be Disclosed]

(Criteria for Judgment of Independence)
Article 18

In general, to ensure the effectiveness of the supervisory function of the management based on experience, achievements, expertise, insights, and other attributes, as well as independence from conflicts of interest with general shareholders, the Company shall elect candidates for External Directors and External Audit & Supervisory Board Members by confirming their business backgrounds and ensuring that they are not principal shareholders of the Company or have never been engaged in business execution at the Company's main business partners (with a transaction value of one percent or more of the consolidated net sales of the Company), based on its criteria and policies for independence set out in accordance with the "Guidelines for the Governance of Listed Companies" (III 5. (3)-2) established by the Tokyo Stock Exchange. [Principle 4-9 Information to Be Disclosed]

(Roles and Responsibilities of Independent External Directors)

Article 19

1 Independent External Directors shall have an objective and third-party viewpoint, independent of the business execution of the Company's Group, with extensive experience, achievements, and insights in various professional fields. Based on the above, Independent External Directors shall provide advice and recommendations to ensure the validity and appropriateness of the Company's management policy, efforts to improve management, the election and dismissal of senior management, and other important decision-making by the Board of Directors, and to supervise transactions involving conflicts of interest.

2 Independent External Directors shall appropriately reflect the opinions of minority shareholders and other stakeholders on the Board of Directors from a standpoint independent of management and controlling shareholders.

(Roles and System of the Audit & Supervisory Board)

Article 20

1 The Company shall consider that the audit system, conducted by Audit & Supervisory Board Members, including External Audit & Supervisory Board Members, is effective as a management supervisory function and adopts the organizational structure of a company with an Audit & Supervisory Board.

2 Audit & Supervisory Board Members shall establish the audit standards of Audit & Supervisory Board Members based on the fiduciary responsibility to shareholders, and attend the meetings of the Board of Directors and other important meetings. In addition, they shall hold meetings of the Audit & Supervisory Board, perform audits on the execution of duties by Directors and business execution of the Company's Group as a whole, and conduct accounting audits to perform the function of a corporate audit. Audit & Supervisory Board Members shall also express their opinions to Directors or other attendees, in an appropriate manner, when deemed necessary, at the meetings of the Board of Directors and at other important meetings.

3 The Audit & Supervisory Board shall have a meeting once a month and whenever necessary.

4 If the Audit & Supervisory Board exercises the authority over the election and dismissal of External Accounting Auditors or audit remunerations, it shall develop standards for appropriately evaluating External Accounting Auditors and perform the evaluation. In addition, the Audit & Supervisory Board shall confirm the presence or absence of independence and expertise of the External Accounting Auditors through exchanges of opinions with them and examination of the status of audit implementation.

(Concurrent Holding of Positions)

Article 21

1 The Company shall disclose the status of the concurrent holding of positions at other companies by Directors and Audit & Supervisory Board Members in its business report, securities report, corporate governance report, and through other means, every year. [Supplementary Principle 4-11 2) Information to Be Disclosed]

2 If any of the Directors or Audit & Supervisory Board Members concurrently hold equivalent positions at other corporations or organizations, the Company shall require

the approval of the Board of Directors in the case of an Executive Officer concurrently serving as a Director, or report to the Board of Directors in the case of an Independent External Director and Audit & Supervisory Board Member. The Company shall conduct a survey and confirm the presence or absence of transactions between related parties and the status of the concurrent holding of positions at the end of each fiscal year.

(Policy for the Training of Directors and Audit & Supervisory Board Members)
Article 22

1 The Company shall provide internal and external training and information on laws and corporate governance by experts to its senior management, including Directors, Audit & Supervisory Board Members, and Executive Officers, when deemed appropriate. It shall also facilitate their understanding of the roles and responsibilities and acquisition of necessary information as members of the Board of Directors and the Audit & Supervisory Board, as well as their development of an extensive network of personal relationships through their self-development and building of a network of personal contacts in their own fields of specialization, by participating in external training and accession to external organizations.
2 The Company shall bear the expenses incurred for training its senior management, accession to external organizations, or other activities, in accordance with the applicable internal regulations when Directors or Audit & Supervisory Board Members find such efforts necessary in the course of their work.
3 The Company shall create opportunities to explain its businesses and inspect its major business sites, for the purpose of informing Independent External Officers as necessary, and provide them with information necessary for explaining its business challenges and other matters. [Supplementary Principle 4-14 2) Information to Be Disclosed]