TRANSLATION
Please note that the following purports to be an accurate and complete translation of the original Japanese version prepared for the convenience of the Shareholders outside Japan. However, in the case of any discrepancy between the translation and the Japanese original, the latter shall prevail.

Corporate Governance Report

Last Updated: July 27, 2017
Tokyo Electric Power Company Holdings, Incorporated
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The corporate governance of Tokyo Electric Power Company Holdings, Incorporated (hereinafter, the "Company") is described below.

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

1. Basic Views

The Company is working to develop organizational structures and policies for thorough legal and ethical compliance, appropriate and prompt decision-making, efficient business execution, and enhanced auditing and supervisory functions. To further improve the objectivity and transparency of its management, the Company has adopted a "Company with Nominating Committee, etc." management structure, thereby stepping up the effort to secure solid corporate governance.
Moreover, having adopted a holding company system in April 2016, the Company is striving to further enhance its corporate value through the optimal allocation of management resources and a robust corporate governance system encompassing its entire group (hereinafter, the "Group").

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

The Company complies with every principle of Japan's Corporate Governance Code.

[Disclosure Based on the Principles of Japan's Corporate Governance Code]

[Principle 1.4 Cross-Shareholdings]

The Company and its core operating companies* retain the minimal shareholdings necessary to improve corporate value, based on a comprehensive assessment of considerations that include whether such holdings are necessary for maintaining medium- to long-term partnerships in accordance with strategies for growth, as well as whether such holdings enable smooth execution of business of the Company and sustainable growth.
The rationale for retaining cross-shareholdings is examined by the Board of Directors on an annual basis, and shares of companies deemed unlikely to help improve corporate value from a medium- to long-term perspective are accordingly sold, taking into consideration share prices, market trends and other such factors.
Moreover, with respect to voting rights exercised regarding cross-shareholdings, the Company takes a comprehensive approach in determining approval or disapproval of proposals upon having verified pertinent details through dialogue with respective companies and other such means, from the perspective of improving corporate value and maximizing shareholder returns.

* Core operating companies: TEPCO Fuel & Power, Incorporated, TEPCO Power Grid, Incorporated and TEPCO Energy Partner, Incorporated

[Principle 1.7 Related Party Transactions]

The Company has established the following operational framework to ensure that transactions engaged in with Directors, Executive Officers, major shareholders or others (i.e., related party transactions) do not harm the interests of the Company or the common interests of its shareholders.

- When engaging in transactions involving conflict of interest with Directors and Executive Officers, approval of the Board of Directors must be obtained in accordance with the rules of the Board of Directors, and material facts regarding respective transactions must be reported to the Board of Directors without delay subsequent to such transactions.
- Approval of the Board of Directors must also be obtained for other related party transactions in accordance with the rules of the Board of Directors, depending on the extent of materiality.
- Such transactions to be submitted as agendas of Board of Directors meetings must be checked by the legal affairs-related departments and attorneys at law as necessary.

Matters regarding transactions with Nuclear Damage Compensation and Decommissioning Facilitation Corporation, a major shareholder, are stated in section I, subsection 4, "Policy on Measures to Protect Minority Shareholders in Conducting Transactions with Controlling Shareholder," of this report.

[Principle 3.1 Full Disclosure]

(i) The Group engages in business operations on the basis of special business plans approved by the Japanese government, and drawn up with Nuclear Damage Compensation and Decommissioning Facilitation Corporation for the purpose of establishing a managerial platform that is sufficient with respect to fulfilling the Company's longstanding responsibilities to Fukushima while concurrently taking on its obligations in that regard.
The Group moves ahead in paying compensation, revitalizing Fukushima, and decommissioning nuclear reactors on the basis of such plans, while at the same time taking steps geared to enhancing corporate value largely by engaging in nationwide sales of electric power and actively drawing on alliances in all aspects of its operations.
The Group will make our utmost effort to undertake an unprecedented management reform continuously toward the securing of funds for compensation and decommissioning work, and enhancement of corporate value, based on the "Revised Comprehensive Special Business Plan (The Third Plan)" approved on May 2017.
Details regarding the "Revised Comprehensive Special Business Plan" are available via the Company's website.

URL: http://www.tepco.co.jp/about/corporateinfo/business_plan/overall_special_plan.html (in Japanese only)

(ii) The Company's basic views on corporate governance are stated in section I, subsection 1, "Basic Views," of this report.

(iii) As a "Company with Nominating Committee, etc.," the Company's Compensation Committee maintains authority for determining content of matters such as remuneration for Directors and Executive Officers. Policy with respect to the Compensation Committee determining content of matters such as remuneration for Directors and Executive Officers is stated in section II, subsection 1, "[Remuneration for Directors and Executive Officers], Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods," of this report.

(iv) <Policy>

The Company shall appoint as Director candidates and Executive Officers those individuals who possess character, insight and capabilities suitable with respect to leading business operations and management reform to achieve both "responsibility and competitiveness," so that the Company maximizes its corporate value on the basis of its mission of ensuring safety and achieving stable electric power supply under competitive conditions, while fulfilling its responsibility for the accident at the Fukushima Daiichi Nuclear Power Station.
Moreover, the Board of Directors shall comprise Directors who have a diverse range of backgrounds in terms of expert knowledge, experiences and other attributes. Also, no more than 13 Directors, as appropriate, shall serve on the Board of Directors as stipulated in the Articles of Incorporation. Of that number, the Company shall appoint Outside Director candidates upon considering their independence in accordance with the "Standards for Independence of Outside Directors."

<Procedures>
In appointing Director candidates, pursuant to Japan's Companies Act (hereinafter, the "Companies Act"), the Nominating Committee, a majority of whose members are Outside Directors, determines the content of proposals on the election of Directors which are submitted to the General Meeting of Shareholders. Moreover, Executive Officer appointments are determined at meetings of the Board of Directors, following discussions carried out by the Nominating Committee.

(v) Respective Director candidates and respective Executive Officers are appointed in accordance with the policy stated in item (iv), above. The reasons for appointing Director candidates are stated in Reference Materials for General Meeting of Shareholders. Moreover, reasons for appointing Outside Director candidates are also stated in section II, subsection 1, "[Outside Directors], Outside Directors' Relationships with the Company (2)," of this report.

[Principle 4.1 Roles and Responsibilities of the Board of Directors (1)]

(Supplementary Principle 4.1.1)

As a "Company with Nominating Committee, etc.," the Company's Board of Directors determines important business execution stipulated in laws and regulations, the Articles of Incorporation, and rules of the Board of Directors, with respect to matters such as basic policies of corporate management, the personnel issues related to Executive Officers and other management personnel, and the disposal of material assets. Also, the Company's Executive Officers determine other matters and engage in business practices on the basis of decisions made by the Board of Directors, and also report developments thereof to the Board of Directors.

[Principle 4.8 Effective Use of Independent Directors]

Currently, six of the Company's 13 Directors are Outside Directors. The Company deems that all of those Directors are independent in accordance with the standards for independence prescribed by Tokyo Stock Exchange, Inc. and "Standards for Independence of Outside Directors" specified by the Company, and has accordingly registered them as independent directors with the exchange.

[Principle 4.9 Independence Standards and Qualification for Independent Directors]

The "Standards for Independence of Outside Directors" specified by the Company are stated in section II, subsection 1, "[Independent Directors], Matters relating to Independent Directors" of this report.

[Principle 4.11 Preconditions for Board of Directors and Board of Auditors Effectiveness]

(Supplementary Principle 4.11.1)

The Company's views on the balance, diversity and size of the Board of Directors are stated in item (iv) of [Principle 3.1 Full Disclosure].

(Supplementary Principle 4.11.2)

The Business Report provided annually by the Company as an attached document to the Notice of Convocation of the General Meeting of Shareholders discloses important concurrently-held positions of Directors and Executive Officers, and figures for attendance of the Outside Directors at Board of Directors and committee meetings.

(Supplementary Principle 4.11.3)

Upon having adopted the "Company with Committees" management structure in June 2012 (now referred to as the "Company with Nominating Committee, etc." management structure), the Company has been endeavoring to enhance the effectiveness of its Board of Directors as a whole. To that end, a majority of the Directors are Outside Directors*, and the Company holds Outside Directors meetings to facilitate exchange of opinions particularly among Outside Directors, in addition to having active discussions at Board of Directors meetings.

With regard to an evaluation of the effectiveness of the Board of Directors as a whole for fiscal 2016, the Company evaluated that it should work continuously on the increase of the deliberation opportunity about the

corporate strategy on the basis of the suggestions given by the third-party organization which had commissioned to evaluate the effectiveness of the Board of Directors as a whole for fiscal 2015.

The Company will strive to further improve the Board of Directors and further improve its effectiveness.

* Currently, six of the 13 Directors are Outside Directors.

[Principle 4.14 Director and Auditor Training]

(Supplementary Principle 4.14.2)

To ensure that the Company's Directors and Executive Officers are able to sufficiently fulfill their duties, the Company has outside experts conduct various forms of training as appropriate, including training in areas such as legal affairs and finance, as well as media training, and also has its Directors and Executive Officers take part in workshops outside the Company as necessary. Moreover, Outside Directors are provided with opportunities to gain a deeper understanding of the Company's business operations through briefings held regarding details of the Company's business operations as well as organizational and management issues, and through inspections of the Company's power stations, offices and other locations, as appropriate.

[Principle 5.1 Policy for Constructive Dialogue with Shareholders]

1. Basic Views

   With the aim of enhancing management transparency and ensuring that opinions of those outside the Company are reflected in management, the Company promotes accurate and prompt disclosure of management information, and otherwise endeavors to grow sustainably and enhance corporate value over the medium- to long-term through constructive dialogue with its shareholders and investors.

2. IR Framework

   Two Executive Officers take on supervisory roles as officers in charge of IR, and there is a full-time General Manager of IR.
   Under the General Manager of IR, efforts to enhance dialogue with the Company's shareholders and investors are organically coordinated among the Corporate Management & Planning Unit (Corporate Planning Office, Corporate Management Office, Corporate Affairs & Legal Office, Accounting & Treasury Office, etc.), the Public Relations & Corporate Communications Unit (Social Communication Office, Corporate Communications Office, etc.) and other organizational units at the corporate level, and the Fukushima Revitalization Headquarters, the Niigata Headquarters, respective companies, the core operating companies, and other operations.

3. Approach to Dialogue

   The Company endeavors to disclose easy-to-understand information in order to promote constructive dialogue with its shareholders and investors. To that end, the Company holds briefings, etc. and makes use of its website, as detailed below.

   <Holding briefings, etc.>

   - Briefings for institutional investors on business management plans, specifics of financial results, and other matters of great interest to such investors
   - Individual visits subsequent to earnings releases and prior to General Meetings of Shareholders
   - Meetings for facilitating exchange of opinions involving the Company's management team and institutional investors

   <Making use of the Company's website>

   The Company's website has pages especially for the Company's shareholders and investors containing its Quarterly Financial Results (in Japanese only), Annual and Quarterly Securities Reports (in Japanese only), Annual Reports, and Business Reports. For analysts, shareholders and others, the website also contains Factbooks, presentation materials and explanations, Q&A summaries, and other such materials.

Moreover, the Company's management team receives feedback on the results of investor relations activities and matters of interest to the Company's shareholders and investors, and efforts are made to enhance investor relations activities by regularly sharing information with the relevant departments.

4. Insider Information and Investor Relations Quiet Periods

The Company places stringent controls on insider information (undisclosed material facts) with respect to its dialogue with its shareholders and investors.
The Company also stipulates a quiet period spanning the one month immediately prior to its earnings release, during which time management refrains from commenting and replying to questions regarding specifics of the Company's financial results.

2. Capital Structure

Percentage of Foreign Shareholders	From 10% to less than 20%

[Status of Major Shareholders]

Name / Company Name	Number of Shares Owned (Shares)	Percentage (%)
Nuclear Damage Compensation and Decommissioning Facilitation Corporation	1,940,000,000	54.69
The Master Trust Bank of Japan, Ltd. (Trust Account)	53,964,700	1.52
TEPCO Employees Shareholding Association	49,314,520	1.39
Japan Trustee Services Bank, Ltd. (Trust Account)	46,758,580	1.32
Tokyo Metropolitan Government	42,676,791	1.20
Sumitomo Mitsui Banking Corporation	35,927,588	1.01
Japan Trustee Services Bank, Ltd. (Trust Account 5)	31,162,400	0.88
Japan Trustee Services Bank, Ltd. (Trust Account 9)	29,218,200	0.82
NIPPON LIFE INSURANCE COMPANY	26,400,519	0.74
Mizuho Bank, Ltd.	23,791,133	0.67

Controlling Shareholder (except for Parent Company)	Nuclear Damage Compensation and Decommissioning Facilitation Corporation
Parent Company	None

Supplementary Explanation

The Company's controlling shareholder, Nuclear Damage Compensation and Decommissioning Facilitation Corporation, maintains holdings amounting to 1,600,000,000 Class A Preferred Shares (50.10% of the voting rights of all shareholders) and 340,000,000 Class B Preferred Shares (without voting rights) in the Company.

3. Corporate Attributes

Listed Stock Market and Market Section	Tokyo Stock Exchange First Section
Fiscal Year-End	March
Type of Business	Electric Power & Gas
Number of Employees (consolidated) as of the End of the Previous Fiscal Year	1,000 or more
Sales (consolidated) for the Previous Fiscal Year	¥1 trillion or more
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	From 10 to less than 50

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

The Company's controlling shareholder, Nuclear Damage Compensation and Decommissioning Facilitation Corporation (NDF), is a corporation which was established in September 2011 under Japanese government approval. It does not endeavor to generate profit, but instead was established with the aim of enabling prompt and appropriate compensation for nuclear damages by arranging financial support and other needs of nuclear operators to compensate for such damages, and thereby particularly ensuring smooth operations with respect to stable supplies of electricity and operations of nuclear reactor, etc. As such, the Company deems that NDF's position as the controlling shareholder is not disadvantageous to the interests of minority shareholders of the Company.

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

The Company accepts officers from Nuclear Damage Compensation and Decommissioning Facilitation Corporation (NDF).
Management teams of the Company and its core operating companies assume responsibility in terms of promoting management reforms based on the special business plans, while the NDF provides backup support and monitors progress in that regard.
More specifically, the Company implements the special business plans, and otherwise makes business judgments and decisions on business operations under the direction of the management teams. Meanwhile, NDF is furnished with reports as needed from the officers and employees it sends to the Company, and requests that the Company and its core operating companies take action when necessary from the perspective of ensuring sound performance with respect to the special business plans.

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

1. Organizational Composition and Operation

Organization Form	Company with Nominating Committee, etc.

[Directors]

Maximum Number of Directors Stipulated in Articles of Incorporation	13
Term of Office Stipulated in Articles of Incorporation	1 year
Chairmanship of Board of Directors meetings	Chairman of the Board of Directors (excluding the case where the person concurrently serves as President)
Number of Directors	13

[Outside Directors]

Number of Outside Directors	6
Number of Independent Directors Designated from among Outside Directors	6

Outside Directors' Relationships with the Company (1)

Name	Attribute	Relationships with the Company*										
		a	b	c	d	e	f	g	h	i	j	k
Takashi Kawamura	From another company											
Hideko Kunii	Academic											
Shoei Utsuda	From another company											
Hideo Takaura	CPA											
Junji Annen	Academic											
Kazuhiko Toyama	From another company											

* Categories for "Relationships with the Company"
* "○" when the director presently falls or has recently fallen under the category;
"△" when the director fell under the category in the past
* "●" when a close relative of the director presently falls or has recently fallen under the category;
"▲" when a close relative of the director fell under the category in the past

a. Executive ("Executive" refers to an executive as defined in [Standards for Independence of Outside Directors] on page 11; hereinafter, the same) of the Company or any of its subsidiaries
b. Non-executive director or executive of a parent company of the Company
c. Executive of a fellow subsidiary company of the Company
d. A party whose major client or supplier is the Company or an executive thereof
e. Major client or supplier of the Company or an executive thereof
f. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides remuneration 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 client or supplier company of the Company (which does not correspond to any of d, e, or f) (the director himself/herself only)
i. Executive of an entity to which outside officers are mutually appointed (the director himself/herself only)

j. Executive of an entity that receives a donation from the Company (the director himself/herself only)
k. Others

Outside Directors' Relationships with the Company (2)

Name	Membership of Committees	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons for Appointment
Takashi Kawamura	Nominating / Compensation / Audit	Yes	–	The Company judges Mr. Takashi Kawamura suitable for Outside Director due to his broad experience and insight relating to corporate management, and also his deep insight relating to management reform through business restructuring, etc., and the energy business, reflected in his background, having served as the President and Chairman of the Board of Hitachi, Ltd. He is independent in accordance with the standards for independence prescribed by Tokyo Stock Exchange, Inc. and "Standards for Independence of Outside Directors" specified by the Company. As such, there is considered to be no risk of a conflict of interests arising with ordinary shareholders. The Company has therefore designated him as an independent director.
Hideko Kunii	Nominating / Compensation	Yes	–	The Company judges Ms. Hideko Kunii suitable for Outside Director due to her extensive experience and insight relating to corporate management, reflected in her background, having served as the Chairperson of Ricoh IT Solutions Co., Ltd., etc., and also her deep insight relating to promoting diversity including the active participation of women. She is independent in accordance with the standards for independence prescribed by Tokyo Stock Exchange, Inc. and "Standards for Independence of Outside Directors" specified by the Company. As such, there is considered to be no risk of a conflict of interests arising with ordinary shareholders. The Company has therefore designated her as an independent director.

Name	Membership of Committees	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons for Appointment
Shoei Utsuda	Nominating / Compensation	Yes	–	The Company judges Mr. Shoei Utsuda suitable for Outside Director due to his abundant experience in international business, and also his broad insight into the current state of energy both in Japan and overseas, reflected in his background, having served as the President and Chairman of the Board of MITSUI & CO., LTD., etc. He is independent in accordance with the standards for independence prescribed by Tokyo Stock Exchange, Inc. and "Standards for Independence of Outside Directors" specified by the Company. As such, there is considered to be no risk of a conflict of interests arising with ordinary shareholders. The Company has therefore designated him as an independent director.
Hideo Takaura	Audit	Yes	–	The Company judges Mr. Hideo Takaura suitable for Outside Director due to his extensive experience and insight, primarily in fields of auditing and accounting, reflected in his background, having served as Chief Executive Officer of PricewaterhouseCoopers Aarata as a Japanese Certified Public Accountant, and also his diverse experience in corporate auditing by having served as Outside Corporate Auditor. He is independent in accordance with the standards for independence prescribed by Tokyo Stock Exchange, Inc. and "Standards for Independence of Outside Directors" specified by the Company. As such, there is considered to be no risk of a conflict of interests arising with ordinary shareholders. The Company has therefore designated him as an independent director.

Name	Membership of Committees	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons for Appointment
Junji Annen	Audit	Yes	–	The Company judges Mr. Junji Annen suitable for Outside Director due to his deep insight primarily in the field of law gained as a university professor and as an attorney at law, and also his broad experience in corporate management from serving as an Outside Director. He is independent in accordance with the standards for independence prescribed by Tokyo Stock Exchange, Inc. and "Standards for Independence of Outside Directors" specified by the Company. As such, there is considered to be no risk of a conflict of interests arising with ordinary shareholders. The Company has therefore designated him as an independent director.
Kazuhiko Toyama	Nominating	Yes	–	The Company judges Mr. Kazuhiko Toyama suitable for Outside Director due to his extensive experience and insight relating to corporate business restructuring, and also his thorough familiarity with corporate governance, reflected in his background, having served as the President of Corporate Directions, Inc., and CEO of Industrial Growth Platform, Inc., etc. He is independent in accordance with the standards for independence prescribed by Tokyo Stock Exchange, Inc. and "Standards for Independence of Outside Directors" specified by the Company. As such, there is considered to be no risk of a conflict of interests arising with ordinary shareholders. The Company has therefore designated him as an independent director.

[Committees]

Committee's Composition and Attributes of Committee Chairman

	All Committee Members	Full-time Members	Inside Directors	Outside Directors	Committee Chairman
Nominating Committee	7	0	3	4	Outside Director
Compensation Committee	3	0	0	3	Outside Director
Audit Committee	4	1	1	3	Outside Director

[Executive Officers]

Number of Executive Officers 15

Status of Additional Duties Updated

Name	Representative Authority	Additional Duties as Director			Additional Duties as Employee
			Nominating Committee Member	Compensation Committee Member	
Tomoaki Kobayakawa	Yes	Yes	Yes	No	No
Naomi Hirose	No	No	No	No	No
Seiichi Fubasami	Yes	No	No	No	No
Mitsushi Saiki	No	Yes	No	No	No
Yoshihito Morishita	No	No	No	No	No
Shinichiro Kengaku	No	No	No	No	No
Motomichi Seki	No	No	No	No	No
Naohiro Masuda	No	No	No	No	No
John Crofts	No	No	No	No	No
Makoto Okura	No	No	No	No	No
Masaya Kitta	No	No	No	No	No
Shigenori Makino	No	Yes	No	No	No
Ryuichi Yamashita	No	No	No	No	No

[Auditing Structure]

Appointment of Directors and/or Staff to Support the Audit Committee: Appointed

Matters Related to the Independence of Such Directors and/or Staff from Executive Officers

The Company has appointed Audit Committee Aides to support the duties of the Audit Committee and established the Office of Audit Committee as a full-time body for assisting the duties of the Audit Committee. Audit Committee Aides and members of the Office of Audit Committee shall comply with instructions and

orders from the Audit Committee, and matters concerning their personnel shall be discussed with the Audit Committee in advance.

Cooperation among Audit Committee, Accounting Auditor and Internal Audit Department

The Audit Committee, the Internal Audit Department, and the Accounting Auditor conduct rigorous audits in their respective assigned fields, and also regularly exchange opinions regarding audit plans and audit results, thereby coordinating with one another.

[Independent Directors]

Number of Independent Directors 6

Matters relating to Independent Directors

The Company has designated all outside directors who fulfill the qualifications of an independent director as independent directors.

[Standards for Independence of Outside Directors]

The Company judges that an Outside Director is independent if none of the following items applies to him/her.

1. Related-party of the Group
   - A person from the Company or any of its subsidiaries
2. Major shareholder (a shareholder holding one-tenth or more of the Company's voting rights; hereinafter, the same)
   - Executive of a current major shareholder of the Company ("Executive" refers to an executive as defined in Article 2, Paragraph 3, Item 6 of the Ordinance for Enforcement of the Companies Act; hereinafter, the same)
   - Executive of a company of which the Company is currently a major shareholder
3. Major client or supplier
   - Executive of a corporation whose major client or supplier is the Company or any of its subsidiaries (*1)
   - Executive of a corporation that is a major client or supplier of the Company or any of its subsidiaries (*2)
4. Specialized service provider (attorney at law, certified public accountant, consultant, etc.)
   - A member, etc., of an auditing corporation that is currently the Accounting Auditor of the Company or any of its subsidiaries
   - A person who does not fall under any of the above, but is an attorney at law, certified public accountant, tax accountant, or other consultant who has received from the Company or any of its subsidiaries monetary consideration or other property other than remuneration for directors and/or officers averaging ¥10 million or more per year over the past three years
5. Mutually appointed officer
   - An officer of a company that has accepted a member of the Company or any of its subsidiaries as its officer
6. Close relative
   - A spouse or relative within the second degree of kinship (hereinafter, "close relative") of a Director, Executive Officer, Corporate Officer, or other important employee of the Company or any of its subsidiaries
   - A close relative of a person who has been a Director, Executive Officer, Corporate Officer, or other important employee of the Company or any of its subsidiaries within the last three years
   - A close relative of a person to whom 2. through 4. above applies. However, for Executive mentioned in 2. and 3. above, this item shall apply only to a director, executive officer, corporate officer or other

similar officer; and for a member, etc. mentioned in 4. above, this item shall apply only to a member or a partner.

7. Other
   - A person who is likely to constantly have a substantial conflict of interest with ordinary shareholders of the Company as a whole due to circumstances other than those mentioned in 1. through 6. above.

Even for persons to whom one or more of the above apply, the Company may consider persons thought to possess independence, after reviewing their character and knowledge, etc., as candidates for the Company's independent outside director on condition that the reason for considering those persons suitable as an independent outside director is explained externally.

*1 A client or supplier who received payments from the Company or any of its subsidiaries amounting to 2% or more of the client's or supplier's annual consolidated net sales in any one of the last three fiscal years
*2 A client or supplier whose payments made to the Company or any of its subsidiaries have amounted to 2% or more of the Company's annual consolidated net sales in any one of the last three fiscal years (or a lender from whom the Company or any of its subsidiaries' loans have amounted to 2% or more of the Company's consolidated total assets)

[Immateriality Standards regarding Omission of "Attribute Information of Independent Directors"]

With respect to transactions and donations in which the Company engaged with each independent director and the companies from which each independent director originates, if there seems to be no risk of impact on the judgment of shareholders in exercising their voting rights in terms of scale (proportion of such transactions and donations in each company's net sales, etc.) and format (typical transaction as an ordinary consumer, etc.), the Company will omit giving an overview of such transactions and donations.

[Incentives]

Implementation of Measures to Provide Incentives to Directors and/or Executive Officers	Other

Supplementary Explanation

The remuneration paid to Directors comprises only basic remuneration.
The remuneration paid to Executive Officers comprises basic remuneration and productivity-linked remuneration.

Recipients of Stock Options

Supplementary Explanation

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[Remuneration for Directors and Executive Officers]

Disclosure of Individual Directors' Remuneration	No Individual Disclosure
Disclosure of Individual Executive Officers' Remuneration	No Individual Disclosure

Supplementary Explanation

The remuneration, etc. paid to the Company's Directors and Executive Officers in fiscal 2016 were as follows.

	Number of Persons	Amount of Remuneration, etc.
Directors	7 persons	¥78 million
Executive Officers	14 persons	¥314 million

*1 The Company does not pay to Directors who concurrently serve as Executive Officer the remuneration paid to Directors. Therefore, "Number of Persons" for "Directors" stated above does not include the number of Directors who concurrently serve as Executive Officer.
*2 The above includes ¥56 million in remuneration, etc. for six Outside Directors.

Policy on Determining Remuneration Amounts and Calculation Methods	Established

Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods

The policy on decisions regarding the content of remuneration, etc. for individual Directors and Executive Officers, determined by the Compensation Committee, is as follows.

The main duty of each Director and Executive Officer of the Company is to minimize the burden on the people by enhancing corporate value based on a strong commitment to achieving stable supply of electric power beyond the world's highest level for ensuring safety and under competitive conditions, while fulfilling the Company's responsibility for the Fukushima Daiichi Nuclear Power Station accident.
In order to achieve this, the basic policies for the determination of remuneration are securing outstanding human resources capable of leading business operations and management reform to achieve both "responsibility and competitiveness," clarifying responsibilities and outcomes and increasing incentives for improved performance and increase in the stock value.
The remuneration system for Directors and that of Executive Officers are different based on the different duties of the Directors, who are in charge of supervising corporate management, and the Executive Officers, who are in charge of executing business operations. Officers who concurrently serve as Director and Executive Officer receive only the remuneration paid to Executive Officers.

(1) Remuneration paid to Directors

The remuneration paid to Directors comprises only basic remuneration.

<Basic remuneration>
The amount of basic remuneration paid to each Director is determined taking into consideration whether he/she is full time or part time, the committee to which he/she belongs and his/her job description.

(2) Remuneration paid to Executive Officers

The remuneration paid to Executive Officers comprises basic remuneration and productivity-linked remuneration.

<Basic remuneration>
The amount of basic remuneration paid to each Executive Officer is determined based on his/her specific rank, whether he/she holds the right to represent the Company and his/her job description.

<Productivity-linked remuneration>
The amount of productivity-linked remuneration is determined according to results of the Company and personal performance.

(3) Level of remuneration to be paid

When determining the level of remuneration to be paid to Directors and Executive Officers, the Company takes into consideration its management environment, the remuneration levels of other companies and the current salaries of employees, etc., with the aim of setting remuneration at levels commensurate with their abilities and responsibilities to be required as Directors and Executive Officers.

[Supporting System for Outside Directors]

For agendas of Board of Directors meetings, the Company enables Outside Directors to sufficiently consider the relevant matters before making Board of Directors resolutions by sending them materials and providing them with explanations on each individual matter beforehand.

Moreover, in addition to Board of Directors meetings, the Company holds regular Outside Directors meetings to facilitate exchange of opinions particularly among Outside Directors, and for important matters it sends them materials and provides support for investigation and information gathering, and so forth, in order to provide an environment where Outside Directors can perform their supervisory function effectively.

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

2-1. The Board of Directors (Directors) and Executive Officers, etc.

The Board of Directors comprises thirteen Directors (consisting of twelve men and one woman), including six Outside Directors. To supervise business execution undertaken by Directors and Executive Officers, the Board of Directors meets once a month in principle and holds additional special meetings as necessary to discuss and make decisions on important business execution and to receive reports from Executive Officers on the status of their execution of duties on both a regular and an as-needed basis. In addition, the Company has established the Nominating Committee, Audit Committee, and Compensation Committee in accordance with the stipulations concerning a "Company with Nominating Committee, etc." as set forth in the Companies Act.

Also, Executive Officers (consisting of thirteen men, including one foreign national) execute business operations in accordance with policies formulated by the Board of Directors. To ensure appropriate and prompt decision-making as well as efficient company operations, the Board of Executive Officers, which meets once a week in principle, and other forums, discuss important management matters, including agendas to be submitted to meetings of the Board of Directors. The Company has also set up cross-organizational committees aimed at assisting the decision-making of the Board of Executive Officers.

In addition, the Company has appointed Corporate Officers who bear responsibility for specific businesses and execute operations accordingly.

Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act and Article 29, Paragraph 2 of the Articles of Incorporation, the Company has entered into agreements with Directors Takashi Kawamura, Noriaki Taketani, Hideko Kunii, Shoei Utsuda, Hideo Takaura, Junji Annen and Kazuhiko Toyama which limit their liabilities under Article 423, Paragraph 1 of the Companies Act to the extent permitted by laws and regulations.

2-2. Nominating Committee

The Nominating Committee comprises seven Directors, including four Outside Directors, and meets at least once a year to determine the content of proposals with regard to the election and dismissal of Directors that are submitted to the General Meeting of Shareholders. Although not included in the items to be discussed by the Nominating Committee as set forth in the Companies Act, the committee also discusses matters concerning personnel issues related to Executive Officers and other management personnel.

2-3. Audit Committee

The Audit Committee, comprising four Directors, including three Outside Directors, meets once a month in principle and holds additional special meetings as necessary to conduct its activities including audits of the business execution of Directors and Executive Officers and preparation of audit reports.

2-4. Compensation Committee

The Compensation Committee consists of three Outside Directors and meets at least once a year to prescribe the policy on decisions on the content of the remuneration, etc. for individual Directors and Executive Officers as well as to determine the content of the remuneration, etc. for individual Directors and Executive Officers.

2-5. Accounting Auditor (Audit Corporation)

The Company has concluded an audit contract with Ernst & Young ShinNihon LLC, under which it receives rigorous accounting audits.

The names of the certified public accountants that conduct the accounting audit operations of the Company are as follows.

Name	Affiliated audit corporation
Ryuzo Shiraha	Ernst & Young ShinNihon LLC
Yoshio Yukawa	Ernst & Young ShinNihon LLC
Mikio Shimizu	Ernst & Young ShinNihon LLC

All of the certified public accountants have continually performed the audits for seven years or less.

3. Reasons for Adoption of Current Corporate Governance System

The Company is working to develop organizational structures and policies for thorough legal and ethical compliance, appropriate and prompt decision-making, efficient business execution, and enhanced auditing and supervisory functions. To further improve the objectivity and transparency of its management, the Company has adopted a "Company with Nominating Committee, etc." management structure, thereby stepping up the effort to secure solid corporate governance.
Moreover, having adopted a holding company system in April 2016, the Company is striving to further enhance its corporate value through the optimal allocation of management resources and a robust corporate governance system encompassing the entire Group.
Outside Directors draw on extensive experience, insight, etc. in their respective fields of expertise to formulate important management strategies and supervise business execution via the Board of Directors and other channels. The Company considers that they possess the competency to further improve the objectivity and transparency of the Company's management.
All of the six Outside Directors are independent in accordance with the standards for independence prescribed by Tokyo Stock Exchange, Inc. and "Standards for Independence of Outside Directors" specified by the Company. As such, there is considered to be no risk of a conflict of interests arising with ordinary shareholders.

III. Implementation of Measures for Shareholders and Other Stakeholders

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

	Supplementary Explanations
Early Notification of General Meeting of Shareholders	The Company makes efforts to ensure a sufficient period for shareholders to consider the resolutions by publishing the Notice of Convocation on its website or through other media before sending it out (approximately one month before the General Meeting of Shareholders), and by sending it out earlier than the statutory period (approximately three weeks before the General Meeting of Shareholders).
Allowing Electromagnetic Exercise of Voting Rights	The Company adopted the exercise of voting rights via the Internet at the General Meeting of Shareholders held in June 2006.
Participation in Electronic Voting Platform and Other Efforts to Improve the Environment Surrounding the Exercise of Voting Rights by Institutional Investors	The exercise of voting rights by using the voting platform for institutional investors operated by ICJ, Inc. has been available since the General Meeting of Shareholders held in June 2007.
Providing Notice of Convocation in English (Fully or Partially)	The Company prepares English translations of its Notice of Convocation and Business Report, etc., and publishes them on its website or through other media for use as references by foreign shareholders and other stakeholders when exercising their voting rights.

2. IR Activities

	Supplementary Explanations	Explanation Given by Representative
Regular Investor Briefings for Analysts and Institutional Investors	The Company holds briefings for securities analysts and institutional investors, in principle, once a year regarding the business management plan (at the end of March each year) and twice a year for the financial results (for the second quarter (interim) results and fourth quarter (annual) results). Additional briefings are also held as needed for the first and third quarter results. In principle, the President presents the business management plan and either the President or an officer in charge of IR presents the financial results. Moreover, in addition to regular briefings, the Company holds briefings as necessary regarding matters of great interest to shareholders and investors.	Yes
Regular Investor Briefings for Overseas Investors	The Company prepares English translations of its presentation materials for analyst and institutional investor briefings, and discloses them on its website. Moreover, the Company holds briefings for its major overseas investors at least once a year.	Yes
Posting of IR Materials on Website	The IR materials published by the Company include the management policy; financial information such as the Quarterly Financial Results (in Japanese only); various reports such as the Annual and Quarterly Securities Reports (in Japanese only), Annual Reports, Business Reports; and other materials such as the Factbooks, presentation materials, timely disclosures made to securities exchanges, and FAQs. These	

	Supplementary Explanations	Explanation Given by Representative
	can be found on the following URL: http://www.tepco.co.jp/en/corpinfo/ir/top-e.html	
Establishment of Department and/or Manager in Charge of IR	Accounting & Treasury Office	
Other	The Company aims to enhance management transparency and to ensure that opinions of those outside the Company are reflected in management. To this end, the Company holds financial results briefings for shareholders and investors and discloses management information accurately and promptly through media such as its website. The Company also engages proactively in IR activities, such as holding direct exchanges of opinions between investors in Japan and overseas and the Company's management.	

3. Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanations
Internal Rules, etc. Stipulated for Respecting the Position of Stakeholders	These are set forth in the TEPCO Group Charter of Corporate Conduct (formulated in April 2005).
Other	The Company aims to enhance its competitiveness by harnessing diverse ideas and viewpoints through assignment of external human resources, women, and young employees, as well as proactive hiring of experienced employees and people with disabilities. Notably, the Company has appointed one foreign national Managing Executive Officer, one female Outside Director, and one female Corporate Officer. Some female officers are also appointed at one of the core operating companies.

IV. Matters Related to the Internal Control System

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

The Company endeavors to establish, apply, and, from time to time, evaluate and improve the following systems in order to ensure appropriate operations.

1-1. Systems for Ensuring Effective Audits by the Audit Committee

(1) To support the duties of the Audit Committee, the Company shall appoint Audit Committee Aides. In addition, the Company shall establish a full-time body for assisting the duties of the Audit Committee and assign the necessary personnel.

(2) Audit Committee Aides and members of the full-time body for assisting the duties of the Audit Committee shall comply with instructions and orders from the Audit Committee, and matters concerning their personnel shall be discussed with the Audit Committee in advance.

(3) When discovering facts that could cause the Company significant damage, Directors and Executive Officers shall report immediately the same to a member of the Audit Committee, while also making necessary reports on matters requested by Audit Committee members selected by the Audit Committee. A system shall also be arranged to enable necessary and appropriate reporting to the Audit Committee by a Director, Executive Officer, Corporate Officer or employee of the Company, or by a Director, Auditor, Corporate Officer or employee of a Group company or by a person who received a report from one of them. At the same time, appropriate measures shall be taken to ensure that a person who makes such a report does not receive disadvantageous treatment because of making such a report.

(4) The Company shall establish a system that enables members of the Audit Committee to attend meetings of the Board of Executive Officers, the Management & Planning Meeting and other important meetings and state their opinions whenever necessary. Moreover, in addition to creating the environment to achieve the cooperation of the Accounting Auditor and the internal audit body with the Audit Committee, the Company shall make arrangements to ensure the effectiveness of audits by the Audit Committee, including the payment of the expenses deemed necessary for the execution of the duties as a member of the Audit Committee.

1-2. Systems for Ensuring that Execution of Duties by Directors and Executive Officers is in Compliance with Laws and Regulations and the Articles of Incorporation

(1) To rigorously enforce operations of business in line with social norms and observance of corporate ethics, the Company shall draw up the “TEPCO Group Charter of Corporate Conduct” and the “Corporate Ethics Code of Conduct” and Directors and Executive Officers shall take the lead in practicing these, while ensuring their observance by Corporate Officers and employees.
Meanwhile, the “TEPCO Group Corporate Ethics Committee,” which includes external experts as its members, shall be set up to oversee corporate ethics as a whole and promote compliance-oriented management.

(2) The Board of Directors shall meet once a month in principle and additionally as necessary to discuss and make decisions on important execution of duties in accordance with laws and regulations and the Articles of Incorporation and supervise execution of duties undertaken by Directors and Executive Officers by such means as receiving reports from Executive Officers on the status of their execution of duties on both a regular and an as-needed basis. The Board of Directors, whenever necessary, shall request Corporate Officers to report to the Board of Directors on their status of execution of duties.
The Board of Executive Officers shall be established to assist the functions of the Board of Directors and achieve efficient and appropriate decision-making. The Board of Executive Officers shall meet once a week in principle and additionally as necessary to discuss on important management matters including the agenda of meetings of the Board of Directors.
Directors and Executive Officers shall always gather sufficient information and make appropriate business judgments in compliance with laws and regulations and the Articles of Incorporation.

1-3. Systems for Preservation and Management of Information on Execution of Duties by Executive Officers

(1) The summary of the minutes of meetings of the Board of Executive Officers and other information on execution of duties by Executive Officers shall be managed appropriately in accordance with laws and regulations and internal rules in all processes from its creation to use, utilization, preservation and disposal.

(2) An IT environment shall be established that contributes not only to information security but also to the improvement of efficiency and the assurance of appropriateness in relation to the execution of duties.

1-4. Regulations on Risk Management and Other Systems

(1) Directors and Executive Officers shall identify and evaluate risks associated with the business activities of the Company and its Group companies on both a regular and an as-needed basis and appropriately reflect such risks in the business management plan formulated for each fiscal year. Internal rules shall also be prepared to enable risk management of the entire group to be carried out appropriately.

(2) Such risks are basically managed as part of execution of duties by individual body in charge of the relevant business in line with internal rules. Any risk that involves more than one body shall be managed appropriately based on discussions by cross-organizational committee and other forums.

(3) Concerning risks that might seriously affect corporate management, the "Risk Management Committee" chaired by the Executive Officer and President shall prevent such risk from materializing. If the risk does materialize, the committee shall quickly and accurately deal with such risk in order to minimize its impact on corporate management.

(4) Appropriate systems shall be arranged in readiness for the occurrence of a major earthquake or similar emergency disaster, including the setting up of a response body, creating a system for communication of information and carrying out periodic disaster prevention drills.

(5) The internal audit body shall audit the effectiveness of the risk management system periodically and additionally as necessary, and report the results of audit to the Board of Executive Officers, etc. The Executive Officers shall make necessary improvements based on the audit results.

(6) The Management & Planning Meeting shall be established to share information on the overall management of the Company and to promote corporate reform. The Management & Planning Meeting shall be held as necessary and discuss on the policy for responding to important management issues and the direction of that response.

(7) Based on reflection on the accident at the Fukushima Daiichi Nuclear Power Station, a "Nuclear Safety Oversight Office" shall be established as a body that is directly controlled by the Executive Officer and President. Drawing on the expertise of external specialists, the Nuclear Safety Oversight Office shall monitor nuclear safety initiatives, provide advice whenever necessary and involve itself directly in the decision-making on those initiatives, and by arranging such system the Company shall achieve improvement of management of nuclear power safety. Moreover, the Chief of Nuclear Safety Oversight shall report directly to the Board of Directors as necessary regarding matters of nuclear safety.
A system for communicating appropriately with the general public about the Company's business activities in general, including nuclear power business, shall also be established.

1-5. Systems for Ensuring Efficient Execution of Duties by Executive Officers

(1) Steps shall be taken for efficient decision-making on important management matters, including the appropriate discussions at the Management & Planning Meeting and other forums, in addition to by the Board of Executive Officers.

(2) The responsibilities and authority of Executive Officers in their execution of duties shall be clarified in internal rules, and Executive Officers, Corporate Officers and employees shall execute their respective duties appropriately and promptly.

1-6. Systems for Ensuring that Execution of Duties by Employees is in Compliance with Laws and Regulations and the Articles of Incorporation

(1) Steps shall be taken to establish and rigorously enforce the "TEPCO Group Charter of Corporate Conduct" and the "Corporate Ethics Code of Conduct," such as continuously providing training in corporate ethics and other measures, so that all employees observe them.

(2) The Company shall establish a "Consultation Desk for Corporate Ethics" to allow for anonymous inquiries about issues around laws and regulations and corporate ethics and shall take appropriate action on cases reported based on discussions by the "TEPCO Group Corporate Ethics Committee." The privacy of those using the Consultation Desk shall be strictly protected in accordance with internal rules.

(3) The Company shall clarify the laws and regulations that must be observed when executing duties in internal rules and rigorously enforce the execution of duties based on internal rules through education and training, etc.

(4) To ensure that execution of duties by employees is in compliance with laws and regulations and the Articles of Incorporation, the internal audit body shall audit the status of execution of duties by employees periodically and at other times if necessary and report the results of audit to the Board of Executive Officers, etc. Executive Officers shall make necessary improvements based on the audit results.

(5) Based on these initiatives, the Company shall enhance and rigorously enforce a "Climate of active compliance," under which each employee is aware of and acts in accordance with corporate ethics and creates a workplace with a positive atmosphere, a "Mechanism of ensuring compliance" under which internal rules are continuously improved and steps are taken to rigorously enforce them, and a "Framework for speaking out," under which employees can speak of their own accord on work-related issues and problems and their input is positively welcomed.

1-7. Systems for Ensuring Properness of Business Operations of the Corporate Group Comprising the Company and its Subsidiaries

(1) Under the "TEPCO Group Charter of Corporate Conduct," the Group shall indicate the shared direction and targets, etc. as management policy to be aimed for by the Group as a whole, and make concerted efforts to achieve them. Meanwhile, the Company shall provide appropriate support to Group companies to help them autonomously develop and operate systems to ensure the properness of their business operations.

(2) The Company shall clarify responsibilities and authority in internal rules to facilitate efficient decision-making and appropriate and prompt execution of duties at Group companies.

(3) The Company shall arrange a system for prior consultation and reporting from Group companies in accordance with internal rules, etc. regarding important matters in the execution of duties. Meanwhile, the Company's Directors and Executive Officers shall exchange opinions, etc. with the Directors of Group companies at periodic meetings to ascertain the status of management at Group companies and share and resolve any management issues within the Group.

(4) The Company shall establish an environment which facilitates the use of the "Consultation Desk for Corporate Ethics" by Group companies.

(5) The Company's internal audit body shall conduct audits, etc. as necessary to enable the properness of business operations at Group companies to be ensured.

2. Basic Views on Eliminating Anti-Social Forces and Progress of Related Efforts

The Group has established the following structure to reject any illegal or unjustified demands received from anti-social forces that threaten the order and safety of civic society.

2-1. In its "Corporate Ethics Code of Conduct," the Group has determined to take a resolute stance against anti-social forces and continually conducts an awareness raising activities to thoroughly inculcate this stance through training.

2-2. As a matter of course, the Group maintains close links with external specialist organizations such as the police and attorneys at law. Through these relationships, the Group gathers information about anti-social forces and can consult with these organizations regarding illegal or unjustified demands received from anti-social forces to deal with them openly and fairly.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures　　Not Adopted

Supplementary Explanation

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2. Other Matters Concerning Corporate Governance System

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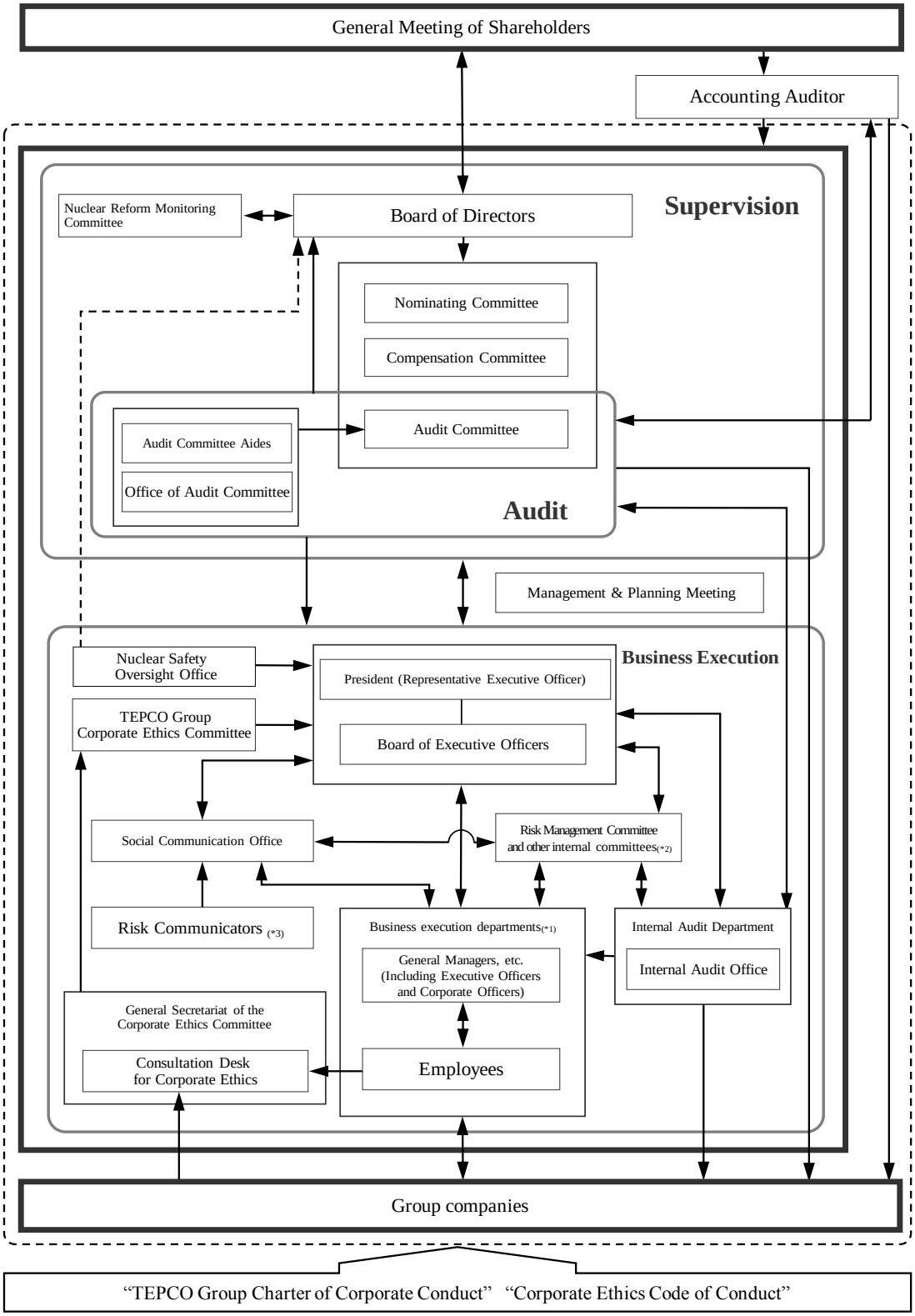


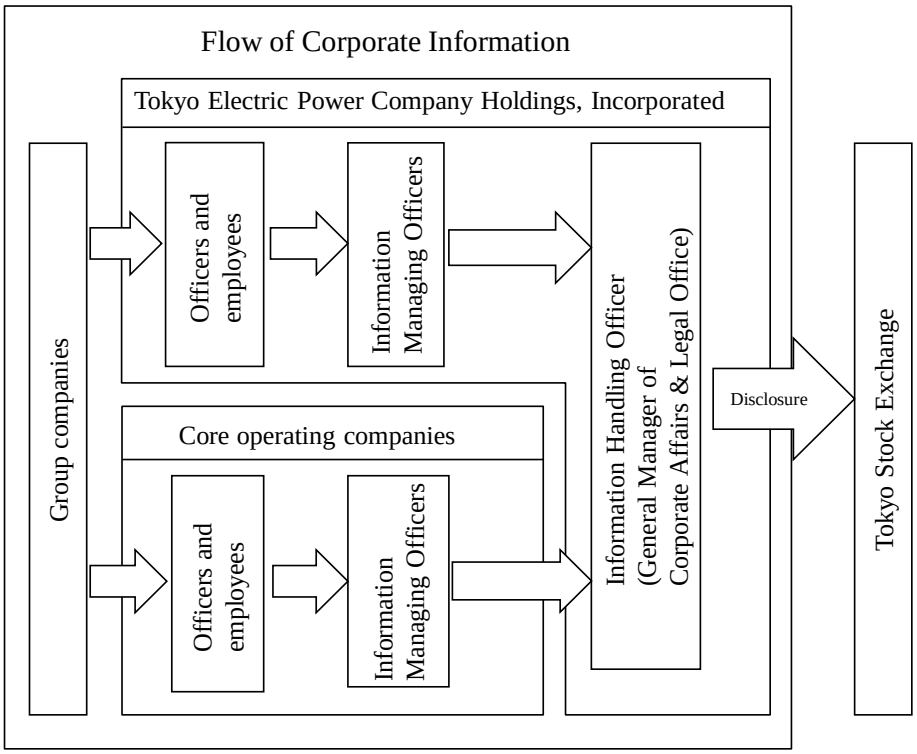
(*1) Head office (Corporate offices, departments, etc.), front-line organizations (nuclear power stations, etc.)
(*2) Investment Management Committee, etc.
(*3) Special personnel who play the role of promoting risk communication activities

[Outline of system for timely disclosure]

The Company's system for timely disclosure is as follows.

To clarify the roles and responsibilities regarding timely disclosure, the Company has established a system for conducting timely disclosure according to the following internal manual, and conducts timely and appropriate disclosure.

- To conduct timely and appropriate disclosure of company information, the Company has appointed the Information Handling Officer (General Manager of Corporate Affairs & Legal Office) and Information Managing Officers (persons in charge of main business divisions).
- When the Company's officers and employees and Group companies learn of a matter or fact that may correspond to company information that should be disclosed under the Securities Listing Regulations, etc., they report the matter or fact to the Information Managing Officers in accordance with the internal manual.
- The Information Managing Officers promptly report the reported matter or fact to the Information Handling Officer in accordance with the manual.
- The Information Handling Officer refers to the Securities Listing Regulations, etc., regarding the reported company information to determine whether it corresponds to company information that should be disclosed. Where it is found to be company information that should be disclosed, the Information Handling Officer conducts timely and appropriate disclosure to the Tokyo Stock Exchange.



*Information Managing Officers: Persons in charge of main business divisions
*Core operating companies: TEPCO Fuel & Power, Incorporated, TEPCO Power Grid, Incorporated and TEPCO Energy Partner, Incorporated