Corporate Governance

CORPORATE GOVERNANCE

This is a translation of the original Japanese release. The Japanese text shall prevail in case of any variance between this version and the Japanese text.

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BEENOS Inc.

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The following is an overview of the

Corporate Governance for BEENOS Inc.

Ⅰ. Basic Policy, Capital Structure, Corporate Attributes and Other Basic Information of the Corporate Governance

1. Basic Policy

The BEENOS Group (the Group) is dedicated to continually grow and improve its corporate value. The Group recognizes that the fulfillment of its corporate governance is of great importance and fortifies its measures by improving the speed of managerial decisions, securing a transparent management system through its disclosure policies and strengthen the auditing functions of management.

Furthermore, the Group has established its BPR department and compliance committee to maintain its high ethics and to lawfully and responsibly perform business activities.

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

【Principle 1-4】

BEENOS Inc. (the Company) does not hold any shares of companies as cross-shareholdings and does not intend to hold any for the foreseeable future.

【Principle 1-7】

If the Company is in a position where it could legally engage in transactions with competitors or have a conflict of interest with its director(s), it will always receive approval in a board meeting. Furthermore, if a director(s) has a conflict of interest, he/she will immediately report it to the board of directors and must be approved in a board meeting. If such instances occur, the Company will accurately disclose all necessary facts as constituted by law.

Important transactions with major shareholders will be evaluated in a board meeting as to whether it is valid and appropriate. The Company will create compliance measures for the management of important information and the transaction of the Company's stocks by Board Members, etc. and strictly operate said measures to prevent internal trading of the Company's stocks etc.

【Principle 2-6】

The Company has a defined contribution pension system and a selective defined benefits pension system but does have any corporate pension system in which it acts as an asset owner.

【Principle 3-1】

(1) The Group aims to become the "Global Platform Frontier" by breaking new ground in IT and internet based markets and businesses. We plan to increase corporate value by enhancing the global commerce market to deliver Japan's wonderful merchandise and goods throughout Japan and the globe. We also plan to aid the circulation of global merchandise and goods to Japan and throughout Asia. Our vision is also described on our website at https://beenos.com/about/

(2) Our basic views on Corporate Governance is listed in "1. 1. Basic Policy"

(3) Our policy in determining the remuneration of directors are determined at our General Shareholders Meetings under the following guidelines:

Remuneration for managing directors consists of cash remuneration and stock remuneration as medium-to long-term incentives.

Cash remuneration for each fiscal year is determined by the Company on a consolidated basis as compensation for the responsibilities and execution of duties, etc., and determines bonuses in conjunction with consolidated performance.

The Company grants restricted stock as an incentive to increase corporate value during the medium term for stock remuneration.

The following table shows the purposes and outline of each type of remuneration.

Type of remuneration		Objective and Overview
Fixed	Fixed remuneration	Fixed remuneration to promote sound execution of duties ・ The remuneration level shall be determined based on the amount of ordinary income in the previous year and in accordance with the position, role, responsibility, etc.
Variable	Incentivized remuneration (Short-term incentive remuneration)	Performance-linked remuneration to steadily accumulate results for each fiscal year ・ The specific amount to be paid shall be determined based on the amount of consolidated ordinary income for each fiscal year and in accordance with position, role, responsibility, etc. ・ Payment shall be made in a sum after the end of each fiscal year.
	Restricted stock remuneration (Medium-to long-term incentive remuneration)	Performance-linked remuneration to promote management with an emphasis on medium to long-term enhancement of corporate and shareholder value ・ The "Base Value" shall be set according to responsibilities, etc. ・ Grant the "Base Value" by the number of Shares divided by the closing price of our Shares on the Tokyo Stock Exchange on the day before the issue resolution date. ・ The shares to be granted shall be specified restricted shares that cannot be disposed of, such as via transfers, for the period until retirement. ・ The number of shares to be granted shall not exceed 100,000 shares per year.

Remuneration for the board member who is an auditing and supervisory committee member will only be a fixed monthly compensation since it is necessary to ensure independence in order to appropriately assume that role and there is no remuneration that will fluctuate depending on performance.

(4) The election/dismissal of a managing official and a designation of a board member candidate by the Board of Directors is decided upon by the director election/dismissal standards..

(5) The explanations with respect to the individual appointments of directors and members of the Audit and Supervisory Committee are disclosed in Notice of the Annual Meeting of Shareholders and the asset securities report.

【Supplementary Principle 4-1-1】

The board of directors take their responsibility to shareholders very seriously and aim to continually grow

and raise corporate value. As the board makes important business decisions and watches over work performance. Board meetings are held in principle on a monthly basis and extraordinary board meetings are held whenever necessary. The minutes of the board meetings are established in the "Board Meeting Rules."

We have established in our Articles of Incorporation that important business decisions can be delegated to directors, but our basic policy is to make such decisions after counseling among all directors, including external directors, during board meetings.

【Principle 4-8】

The Group is a company with an Audit and Supervisory Committee with 7 directors including 3 elected members of the Audit and Supervisory Committee who are all external directors. Furthermore, we will continue to consider the election of independent external directors who are not a part of the Audit and Supervisory Committee.

【Principle 4-9】

Our independence standards and qualification for independent directors is listed in "2. 1. Directors".

【Supplementary Principle 4-11-1】

The Group has defined the following standards to elect a suitable director:

(1) The candidate must have the qualities to perform duties loyally and duty of care of a good manager. The candidate must also act to improve the Company's corporate value with a mid-long-term perspective and manage as a trustee of the shareholders.

(2) Internal directors that make business decisions must have a deep knowledge of the Group and the ability to make sound and accurate corporate management decisions for the Group.

(3) External directors must have ample experience in fields such as corporate management, finances, accounting, law, etc. as well as fundamental knowledge of the responsibilities of a director and board meetings. The candidate must also be able to monitor the overall management of the Company and give any necessary advice.

(4) External directors must meet the standards of the Company's independence assessment in addition to the aforementioned requirements.

(5) The candidate must meet all legal requirements to be a director.

【Supplementary Principle 4-11-2】

Full-time directors at the Company hold no other responsibility at any other publicly listed company except within subsidiaries in the Group. External directors concurrently serve in a limited and reasonable number (2 persons at 2 other publicly listed companies) of other positions. Furthermore, directors' profiles and concurrent statuses are disclosed in the asset securities report.

【Supplementary Principle 4-11-3】

In order to continuously enhance the effectiveness of the Board of Directors, the Board of Directors analyzed and evaluated the effectiveness of the Board of Directors meeting based on the results of the previous fiscal year's questionnaire-based evaluation of all directors, including external directors, regarding the composition, management, agenda, and organizational structure for the management base.

As a result, each director engages in free and open discussion from an independent standpoint, and discusses long-term and wide-ranging management strategies and directions. While emphasizing decision-making functions, the Board of Directors also intends to strengthen monitoring functions by ensuring sufficient time for reporting on the execution of duties by directors, and it was confirmed that the effectiveness of the Board of Directors is ensured.

【Supplementary Principle 4-14-2】

The Company has selected directors that have the necessary skills to do so and take the necessary measures/training to improve themselves. If necessary, they will invite outside professionals to give them the necessary guidance/education on how to improve their skills.

【Principle 5-1】

The Company has established the following policies for constructive dialogue with shareholders:

(1) Appointing a member of the management who is responsible for overseeing and ensuring that constructive dialogue takes place.

The Company actively engages in constructive dialogue with shareholders and other investors through IR activities for the mid-to-long-range growth of corporate value.

(2) Measures to ensure positive cooperation between internal departments such as investor relations, corporate planning, general affairs, corporate finance, accounting and legal affairs with the aim of supporting dialogue.

IR activities are managed by the corporate management/IR department, but the activities are done in close collaboration with the accounting/finance, legal and internal control departments.

(3) Measures to promote opportunities for dialogue aside from individual meetings (e.g., general investor meetings and other IR activities).

Financial results briefings, reported by the Group CEO and Group CFO, are held 4 times a year for institutional investors. The briefing is recorded and uploaded onto the corporate website along with the materials. One on one meetings with institutional investors are generally conducted with the director in charge of information disclosure. The Group CEO and/or the Group CFO also engages in International IR activities and talks with foreign investors. By meeting with foreign and domestic institutional investors periodically, we can understand how they would exercise their shareholder rights while they can

understand the management policies and strategies the Company has. The Company will continue to enhance the disclosure of its information on its corporate website for IR materials, corporate policies, investment activities and financial statuses, etc. Furthermore, we will share pertinent and accurate information on its notice of annual meeting of shareholders. All important information will, to its best capability, be translated into English.

(4) Measures to appropriately and effectively relay shareholder views and concerns learned through dialogue to the senior management and the board

Dialogue and feedback received from investors will be reported at management meetings and, if necessary, will also be reported at board meetings for consideration.

(5) Measures to control insider information when engaging in dialogue

The Company has established the time period from the end of a quarter to the announcement of its financial results as its silence period to prevent the leakage of financial information and to ensure fairness among investors. We refrain from commenting or responding to financial information during this time. Meetings with investors are generally done with two people including the director in charge of information disclosure to prevent the leaking of insider information during the meeting.

2. Capital Structure

Ratio of Shares Held by Foreigners	Over 30%

【Major Shareholders】

Name/Designation	Number of Shares Held	Ratio (%)
Teruhide Sato	1,791,300	15.01%
Japan Trustee Services Bank, Ltd.	1,189,800	9.97%
Digital Garage, Inc.	827,000	6.93%
GOLDMAN, SACHS & CO. REG	403,176	3.38%
BNYM SA/NV FOR BNYM FOR BNY GCM CLIENT ACCOUTS M LSCB RD	372,904	3.12%
UBS AG LONDON A/C IPB SEGREGATED CLIENT ACCOUNT	246,595	2.07%
UEDA YAGI TANSHI Co., Ltd.	232,100	1.94%
HSBC BANK PLC A/C IB MAIN ACCOUNT	223,200	1.87%
MSCO CUSTOMER SECURITIES	206,900	1.73%

The Master Trust Bank of Japan, Ltd.	200,100	1.68%

Controlling Shareholders (excluding parent company)	—

Parent Company	None

Supplementary Information

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3. Corporate Attributes

Stock Exchange Listing and Market Classification	TSE First Section
Fiscal Year-end	September
Industry	Retail
Number of Employees as of the end of the Previous Fiscal Year (Consolidated)	Between 100 and 500 employees
Total Net Sales of the Previous Fiscal Year (Consolidated)	Between 10 Billion and 100 Billion JPY
Number of Consolidated Subsidiaries	Between 10 and 50 subsidiaries

4. Policy for Measures to Protect Minority Shareholders when Conducting Transactions with Controlling Shareholders

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

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II. Overview of Business Management Organization and Other Corporate Governance Systems Related to Managerial Decision Making, Business Execution and Management Supervision

1. Items Related to Organizational Structure and Operations, etc.

Form of Organization	Company with Audit and Supervisory Committee

【Directors】

Limit of Number of Directors stated in the Articles of Incorporation	14
Term of Office for Directors stated in the Articles of Incorporation	1 Year
Chairman of the Board of Directors	President
Number of Directors	7
Election of External Directors	Elected
Number of External Directors	3
Number of External Directors Designated as Independent Directors	3

Relationship with the Company (1)

Name	Attribute	Relationship with the Company*									
		a	b	c	d	e	f	g	h	i	j	k
Yasukazu Joho	From another company											
Kibo Kondo	From another company											
Yoshindo Takahashi	From another company											

* Relationship with the Company

* "○" if the status of the person is current or recent, "△" if the status of the person is previously

* "●" if the status of a near-relative is current or recent, "▲" if the status of a near relative is previously

a. A person performing an executive role at the Company or its subsidiary

b. A person performing an executive role at or who is a non-executive director of the Company's parent

c. A person performing an executive role at an affiliate who is another subsidiary of the Company's parent

d. A person (or its person performing an executive role) whose major customers include the Company

e. A person (or its person performing an executive role) who is a major customer of the Company

f. A consultant, accountant or lawyer who receives a large amount of monetary compensation or other property (other than the remuneration as the external director) from the Company

g. A major shareholder (or its person performing an executive role) of the Company

h. A person performing an executive role at a customer of the Company (other than those to which items d, e or f applies) (this item applies only to the external director)

i. A person performing an executive role at an entity who has an external director or corporate auditor from the Company

j. A person performing an executive role at an entity to which the Company makes donations (this item applies only to the external director)

k. Other

Relationship with the Company (2)

Name	Member of the Audit and Supervisory Committee	Independent Director	Supplementary Information Related to the Criteria	Reason for Appointment
Yasukazu Joho	○	○	—	Joho's ample knowledge and experience he gained while working as the representative of finances at a private company is well suited in the auditing process. He has given proper advice regarding business operation decisions. We have elected him also for his potential to help keep the management healthy and transparent along with his dedication to fortify Corporate Governance.
Kibo Kondo	○	○	—	Kondo's ample knowledge and experience as a certified public accountant is well suited in the auditing process. He has given proper advice regarding business operation decisions. We have elected him also for his potential to help keep the management healthy and transparent along with his dedication to fortify Corporate Governance.
Yoshindo Takahashi	○	○	—	Takahashi's ample knowledge and experience in overall business management is well suited in the auditing process.

				He has given proper advice regarding business operation decisions. We have elected him also for his potential to help keep the management healthy and transparent along with his dedication to fortify Corporate Governance.

【Audit and Supervisory Committee】

Composition of Advisory Committee to the Board and Attribution of the Chairperson

	Total Number	Full-Time	Internal Directors	External Directors	Chairman
Audit and Supervisory Committee	3	1	0	3	External Director

Appointment of Directors or Employees who Assist the Audit and Supervisory Committee	None

Reasons relating to the Independence of Such Directors and Employees from Executive Directors

The Audit & Supervisory Committee can arrange for a specific Aid Employee to assist in the work of the Committee and the Company will council with the Committee to select the Aid Employee. The Aid Employee will not receive any direction from directors (excluding the Audit & Supervisory Committee) and employees. If the Aid Employee is transferred or evaluated, they will hear and respect the decision of the Audit & Supervisory Committee.

Cooperation between Audit and Supervisory Committee, Accounting Auditors and the Internal Auditing Division

The Audit and Supervisory Committee, BPR Department and Accounting Auditors all regularly and alternately convene to collaborate closely and share information and opinions to create an efficient and effective auditing process.

【Voluntary Establishment of Committees】

Voluntary Establishment of Committees equivalent to Nomination Committee or	None

Compensation Committee	

【Independent Directors】

Number of Independent Directors	3

Matters relating to Independent Directors

The Company has set the standards for independence for external directors as listed. If none of the standards apply to the candidate after a logical and reasonable background check, the candidate is considered independent and does not have any conflict of interest with a normal shareholder.

（1）Relationship with the Company and its subsidiaries

i) Any worker within the Group ('Worker' as defined in Japan's Companies Act Article 2 Subject 3 Number 6, including directors and hired persons. Auditors are not included)

ii) Any worker within the Group within the past 10 years (However, if within the past 10 years the worker was a non-servicing director or auditor it would be 10 years before taking the corresponding post)

iii) The Company's accounting advisor

iv) The Company's subsidiary's non-servicing director or accounting advisor

（2）Relationship with Business Connections

i) Anybody that the Group is a major connection for (any connection or group that the Group provides products or services for that amounts to over 2% of the connection or group's previous fiscal year's consolidated net sales) or its worker

ii) Anybody that is a major connection for the Group (any connection or group that provides products or services for the Group that amounts to over 2% of the Group's previous fiscal year's consolidated net sales) or its worker

（3）Provider of specialized services or economical vested interest

i) Any company that includes directors or auditors (permanent and non-permanent) from the Group or a worker of its parent company or subsidiary

ii) A consultant who has received a large compensation from the Group excluding directors renumeration (monetary value of an annual average of over 10 Million JPY within the past 3 years) or an accounting or legal specialist (of the aforementioned compensation is a business, union or organization, then anybody affiliated with such organization)

iii) Anybody that is affiliated with the auditors that do any legal auditing for the Group

（４）Relationship with shareholders

i) A major shareholder of the Group (including direct and indirect retention of over 10%) or a worker of the business if the shareholder is a business. If the shareholder of the Group is our parent company, then it would also include non-servicing directors and auditors

ii) Worker in the Company's fellow subsidiary

（５）Appropriate period of time

i) Anybody that falls in articles（２）～（４）within the past 5 years

（６）Close Relatives

i) Anybody who has blood relatives (spouses and relatives within the second degree) in articles （１）～（５）(limited to those in important positions)

【Incentive Programs】

Incentive Programs for Directors	Implementation of Stock Option Program and remuneration through shares with restriction on transfer

Supplementary Information

The Company has implemented a stock option program and remuneration through shares with restriction on transfer to increase awareness in the mid-range progression of the Company and escalation of corporate value.

Grantees of Stock Options	Internal Directors, External Directors, Employees, Directors of subsidiaries and employees of subsidiaries.

Supplementary Information

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【Directors' Compensation】

Disclosure of Directors' Compensation	Individual compensation is not disclosed

Supplementary Information

Individual compensation amount is not disclosed since there is nobody who's compensation exceeds 100 Million JPY. However, the collective amount of Directors' Compensation is disclosed in the asset securities report.

The compensation amount for FY 2018 is the following: Directors: 139 Million JPY (4 people) Auditors: 19 Million JPY (3 people)

Existence of Policy on Determining Compensation Amounts and Calculation Methods	Yes

Disclosure of Policy on Determining Compensation Amounts and Calculation Methods

Directors (not including directors of the Audit and Supervisory Committee) The renumeration total for the Board will be approved in the shareholders meeting and the amount for each individual director will be decided by their position, responsibilities, performance and in accordance to the consolidated financial results. The amount will be approved in a board meeting and bonuses will be in accordance to each business's financial results and will also be approved in a board meeting. Directors of the Audit and Supervisory Committee The renumeration total for the Committee will be approved in the shareholders meeting and the Audit and Supervisory Committee will decide each individual's renumeration amount.

【Support System for External Directors】

The Audit and Supervisory Committee can arrange for supporting persons to aid them in carrying out their duties as a Committee and will council with the Company, if needed.

2. Matters regarding Decision-making Functions related to the Execution of Duties, Audit and Supervision, Appointments, Compensation etc. (Outline of the Current Corporate Governance System)

The Company has installed an Audit and Supervisory Committee and has 4 directors (not including directors of the Audit and Supervisory Committee) and 3 directors of the Audit and Supervisory Committee. According to the Governance framework, the Company has a board of directors, an Audit and Supervisory Committee, a Compliance Committee, a BPR Department and an Accounting Auditor. ・Board of Directors The Board of Directors is composed of 4 directors (excluding directors who are members of the Audit and Supervisory Committee) and 3 directors (including 3 external directors) who are members of the Audit and Supervisory Committee. In addition to the regular monthly Board of Directors meeting, the Board of Directors holds extraordinary meetings as needed. The Audit and Supervisory Committee Members (External Directors) attend meetings to oversee the execution of duties by Directors. At the same time, the Audit and Supervisory Committee examines the appropriateness, efficiency, fairness, and other aspects of management from time

to time, decides on matters stipulated by laws and regulations and in the Articles of Incorporation, as well as important business matters, and makes decisions on the execution of business.
The President chairs the Board of Directors, oversees the Board of Directors, executes resolutions of the Board of Directors, and oversees the overall operations of the Company.
The Board of Directors annually analyzes and evaluates the effectiveness of the Board of Directors using a self-evaluation method and discloses an outline of the results.

・Audit and Supervisory Committee

The Audit and Supervisory Committee is composed of 3 Audit and Supervisory Committee members (of whom 1 is a full-time Audit and Supervisory Committee member), all of whom are external directors. The Audit and Supervisory Committee meets once a month to monitor the status of the business environment and the decision-making process. The Audit and Supervisory Committee strives to enhance the effectiveness of corporate governance.

・Board Member Meetings (Management Meetings)

Board member meetings (management meetings) are held weekly which includes full-time directors (excluding the board of directors who are on the Audit and Supervisory Committee). Through this system, we aim to verify day-to-day business execution, accelerate decision-making and increase corporate value.

・BPR Department

The BPR Department (8 people) construct and maintain the compliance framework under the direction of the President. They also foresee the internal auditing of the Group and audit the business activities of the companies and departments within the Group according to the "Internal Auditing Rules" and report results to the President. They also regularly report their activities to the Board of Directors and the Audit and Supervisory Committee and exchange information with them.

・Accounting Auditor

The Company has selected Grant Thornton Taiyo LLC as accounting auditor. Furthermore, the Audit and Supervisory Committee and Process Re-engineering Department cooperate and exchange information with the accounting auditor.

＜Status of the Limited Liability Agreement＞

The Company has signed contracts with the 3 external directors, Yasukazu Joho, Kibo Kondo and Yoshindo Takahashi, according to the regulations specified in Article 427 Section 1 of Japan's Companies Act and holds liability for damages as listed in Article 423 Section 1 of the same Act. The limit amount set for the liability for damages is the minimum amount.

3. Reasons for Adopting the Current Corporate Governance System

The Company has installed an Audit and Supervisory Committee comprised of external directors who are auditors that have a seat in board meetings to fortify the auditing functions towards management.

Furthermore, external directors who are a part of the Audit and Supervisory Committee are designated as independent directors so to be in a position to make fair and accurate decisions without conflict of interest.

We have decided that this provides the necessary functions to audit management and exercise proper Corporate Governance.

Ⅲ. Status of Implementation of Measures Related to Shareholders and Other Stakeholders

１. Measures to Revitalize the General Meeting of Shareholders and Facilitate the Exercise of Voting Rights

	Supplementary Information
Setting Date of General Meeting of Shareholders to Avoid Being Held on the Same Day as Other Companies	The date of the 20th General Meeting of Shareholders was 20 December 2019.
Participation in Electronic Voting and Other Measures to Enhance Environment for Exercise of Voting Rights by Institutional Investors	The Company has participated in the electronic voting platform since the 18th General Meeting of Shareholders.
Providing Convocation Notice (Summary) in English	The Company provides its notice for its General Meeting of Shareholders in English, along with the Japanese version, on its website.
Other	The Group holds a “Group Business Report” session after the AGM for shareholders to gain a deeper understanding of the Group.

２. IR Activities

	Supplementary Information	Explanation by Representative
Adoption of Disclosure Policy	The Company has adopted a disclosure policy as outlined on the Company's corporate website.	
Holding Regular Meetings for Analysts and Institutional Investors	The Company holds Financial Results Briefings for analysts and institutional investors on a quarterly basis.	Yes
Posting IR Materials on the Company Website	The Company has an IR Library section on its corporate website that contains materials such as asset securities reports, disclosure materials, financial reports briefing materials, etc.	
Establishment of IR Department	The Company has a department set up specifically for investor relations, the Corporate Management/IR office.	

３. Measures that Consider the Interests of Stakeholders

	Supplementary Information
Provisions Made in Consideration of Stakeholders' Interests	The Company has mandated a code of conduct towards its shareholders according to the compliance rules.
Implementation of environmental conservation and CSR activities	We have managed the Company with an awareness to social and environmental issues and will continue to do so in accordance with the scope and condition of our business field.
Establishment of Policy Concerning Disclosure of Information to S は Shareholders	The Company quickly, accurately and fairly discloses information that is necessary in making investment decisions regardless if it is legally obligated to build long-lasting relationships of trust with all shareholders, both domestic and International. We will also disclose information in English as feasibly possible.

Ⅳ. Items Related to the Internal Control System

１. Basic Policy and Development and Operation Status Related to the Internal Control System

The Board of Directors has resolved on the following systems to ensure that the framework for working operations coincide with the law and its articles of incorporation and that the framework and operations for the Company and its subsidiaries are appropriate.

（1） The framework to secure appropriate working operations that coincide with the law and the articles of incorporation for the directors and employees of the Company and its subsidiaries

The directors and employees of the Company and its subsidiaries will work in accordance to the “Compliance Rules” with high moral ethics and a good conscience and will behave responsibly and comply with social norms as they strictly follow the law, articles of incorporation and corporate rules. Furthermore, it will form a Compliance Committee that will maintain an internal reporting system for any persons violating any laws, articles of incorporation or corporate rules.

（2） The framework to eliminate any antisocial forces

The Company and its subsidiaries will sever all deals and support with antisocial forces, will not succumb to any undue claims by antisocial forces, maintain an infrastructure at an administrative level to collectively administer against any interference, damages, mental or physical abuse from antisocial forces and cooperate with the police and other relevant agencies to take a firm stance as an organization against such forces.

（3） Items to store and administer the execution of duties of the Company’s directors

In order to store and administer the execution of duties of the Company’s directors, the administrative section shall take charge in recording, in writing or electronically, all applicable execution of duties and saving and administrating it for the applicable period of time in accordance with the “Document Handling Rules”.

The Company’s director will be able to see the recordings at any time and the officer in charge must quickly respond to the director’s request.

（4） The regulations and framework to administer to any losses or danger to the Company or its subsidiaries

The risk management infrastructure for the Company and its subsidiaries will be done under the “Risk Management Rules” overseen by the Director in charge of the administrative section. The BPR Department will foresee and assess specific risks to create a speedy and appropriate reporting process and emergency plan, and report all matters regarding risk management regularly to the Board of Directors.

In the case an unexpected incident occurs, a task force will be created with the CEO at the helm and a resolution will be made immediately along with a plan to prevent repeated incidents.

Furthermore, subsidiaries will also comply with company rules and regulations to avert any losses or danger and adopt policies into their respective circumstances.

（5） The framework for directors and employees to execute duties efficiently

The Board of Directors will create a corporate-wide plan and each appropriate director will create specific measurable goals and action plans for each segment to accomplish those goals. Progress on key indicators will be reported on a weekly basis while budgets will be updated

monthly.

The Board of Directors will meet on a monthly basis to report on business progress and monthly closing, take care of any items regarding the execution of duties of the directors and decide on any important matters for the execution of operations.

The Company will create appropriate committees under the "Administrative Authority Rules" to facilitate the decisions of decisive matters.

The Company will place a director and auditor at each subsidiary to secure efficiency of work execution. They will also monitor the monthly progress of the Company and its subsidiaries of its annual budget and mid to long term plan. They will receive reports on other important information regarding each subsidiary.

（6） The framework to secure appropriate work for the Corporate Group within the Company and its subsidiaries

The company will place a director and auditor at each subsidiary to monitor execution of duties.

The Related Company Administration Department will gather the administration of each subsidiary and will work under the "Related Company Administration Rules" to receive reports beforehand so to be able to bring any appropriate agenda items to the Board Meeting. The BPR Department will internally checkup on the subsidiaries for risk management and legal compliance under the "Internal Auditing Rules".

（7） Framework to secure the reliability of financial reports

The Company will create an internal control system to secure the reliability of financial reports and create an internal control report as determined by the Financial Instruments and Exchange Act. The BPR Department will periodically evaluate the system so to secure its validity with the Financial Instruments and Exchange Act and other related laws.

（8） Items regarding employees to aid the work of the Audit & Supervisory Committee (hereby known as "Aid Employees") as well as items to keep Aid Employees independent from the Company's directors (excluding the Audit & Supervisory Committee) and items to secure a workable system to designate Aid Employees

The Audit & Supervisory Committee can arrange for a specific Aid Employee to assist in the work of the Committee and the Company will council with the Committee to select the Aid Employee.

The Aid Employee will not receive any direction from directors (excluding the Audit & Supervisory Committee) and employees. If the Aid Employee is transferred or evaluated, they will hear and respect the decision of the Audit & Supervisory Committee.

（9） The framework for the Company and its subsidiaries' directors and employees to report to the Audit & Supervisory Committee

The Full-time Audit & Supervisory Committee Member will attend all Board of Director's

meetings and other important meetings and will see all final documents as well as related materials. If the Company or its subsidiaries' director or employee commits a grave crime or greatly damages the Company or its subsidiary, the Audit & Supervisory Committee Member will immediately report it to the Audit & Supervisory Committee and can request a report from the director or employee if necessary. The Full-time Audit & Supervisory Committee Member will also serve as an auditor for a main subsidiary to further authenticate the reporting process of the director, other auditors and employees of said subsidiary. The Full-time Audit & Supervisory Committee Member will report on a monthly basis to the Audit & Supervisory Committee.

The Company and its subsidiaries will not improperly handle anybody who files such a report and will report it throughout to the directors and employees of the Company and its subsidiaries.

（１０） The framework to secure an effective audit for the Audit & Supervisory Committee

The Board of Directors will not refuse the attendance of an Audit & Supervisory Committee member to an important company meeting to ensure that the Audit & Supervisory Committee member can be readily available to receive reports from a director or employee to effectively understand the decision-making process and working status of the Company. The Audit & Supervisory Committee member will cooperate closely with the financial auditor and the BPR Department and exchange information regularly and will exchange information with the legal advisor if necessary.

（１１） Items that will need to be paid in advance for Audit & Supervisory Committee members for the execution of duties or reimbursement procedures for expenditures for the execution of duties or the policy for the processing of liabilities

The Company will quickly process any expenses or liabilities that are necessary for the Audit & Supervisory Committee member to execute duties upon reviewing it with the proper department under the condition that the department does not deem the expense or liability unnecessary.

２. Basic Policy and Efforts to Eliminate Antisocial Forces

The Company has set basic principles regarding our internal integration system to adhere to compliance regulations as the following: "The Company is completely cut off from any business transactions and endorsements with antisocial forces and do not yield to any of their undue claims. If any antisocial forces interfere with, abuse or attack the Company or its management activities, the Corporate Headquarters will coordinate with the appropriate law enforcement agency to engage in necessary countermeasures."

Furthermore, all subsidiaries of the Group will also adhere by the same policies regarding antisocial forces.

We regularly notify these policies throughout the Group via training seminars and posting them on groupware portals.

Specific measures include using Nikkei Telecom to search for articles involving business contacts and conducting background searches, if necessary. If a business contact turns out to be an antisocial force, we have included a clause in all our contracts that will nullify our dealings with antisocial forces.

We cannot directly control our shareholders since we are a publicly listed company, but we

review our list of shareholders semi-annually (2Q and FYE) and perform a background check on all uncertain major shareholders through the administrator of our list of shareholders. Directors and employees must confirm that they are not affiliated with antisocial forces and are contractually obligated to not be involved with them. Furthermore, the corporate legal department actively attends seminars held by law enforcement and law firms on the handling of antisocial forces and in turn trains directors and employees on the information they received.

V. Others

1. Adoption of Takeover Defense Measures

Adoption of Takeover Defense Measures	None

Supplementary Information

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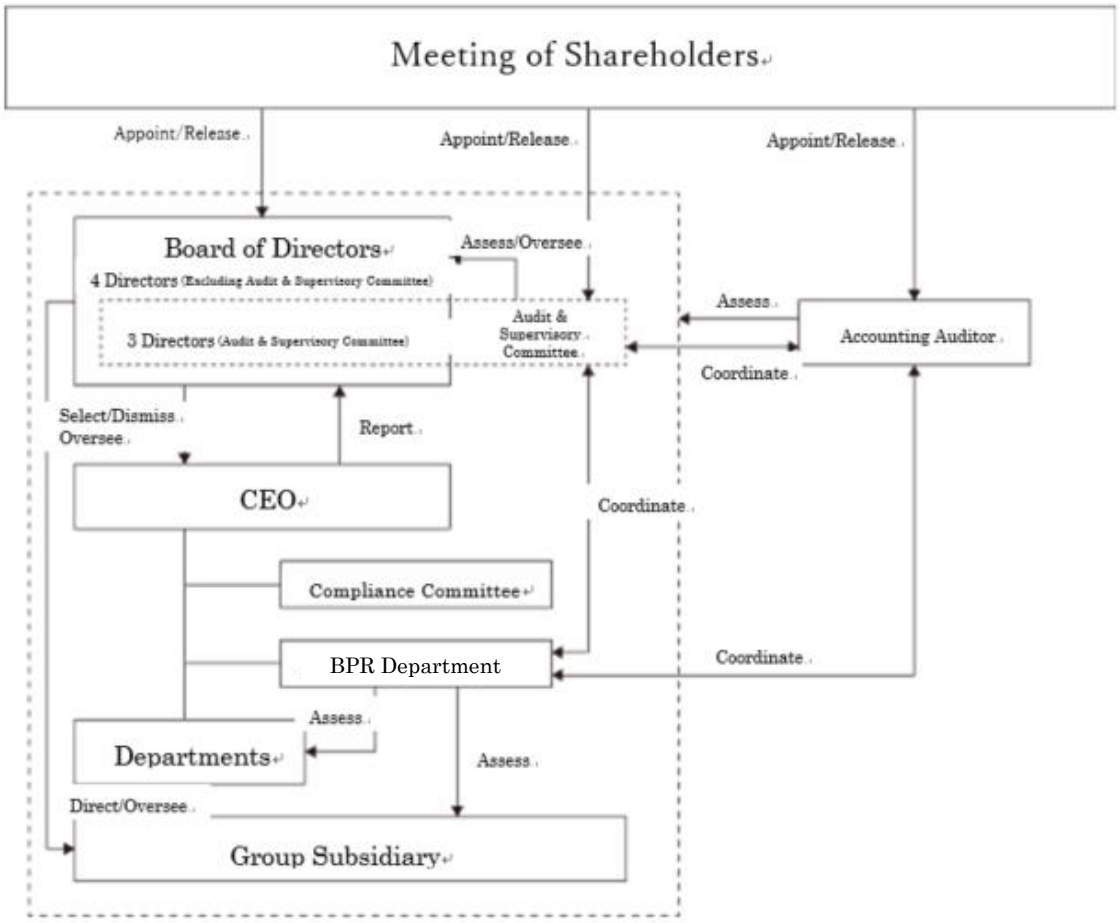
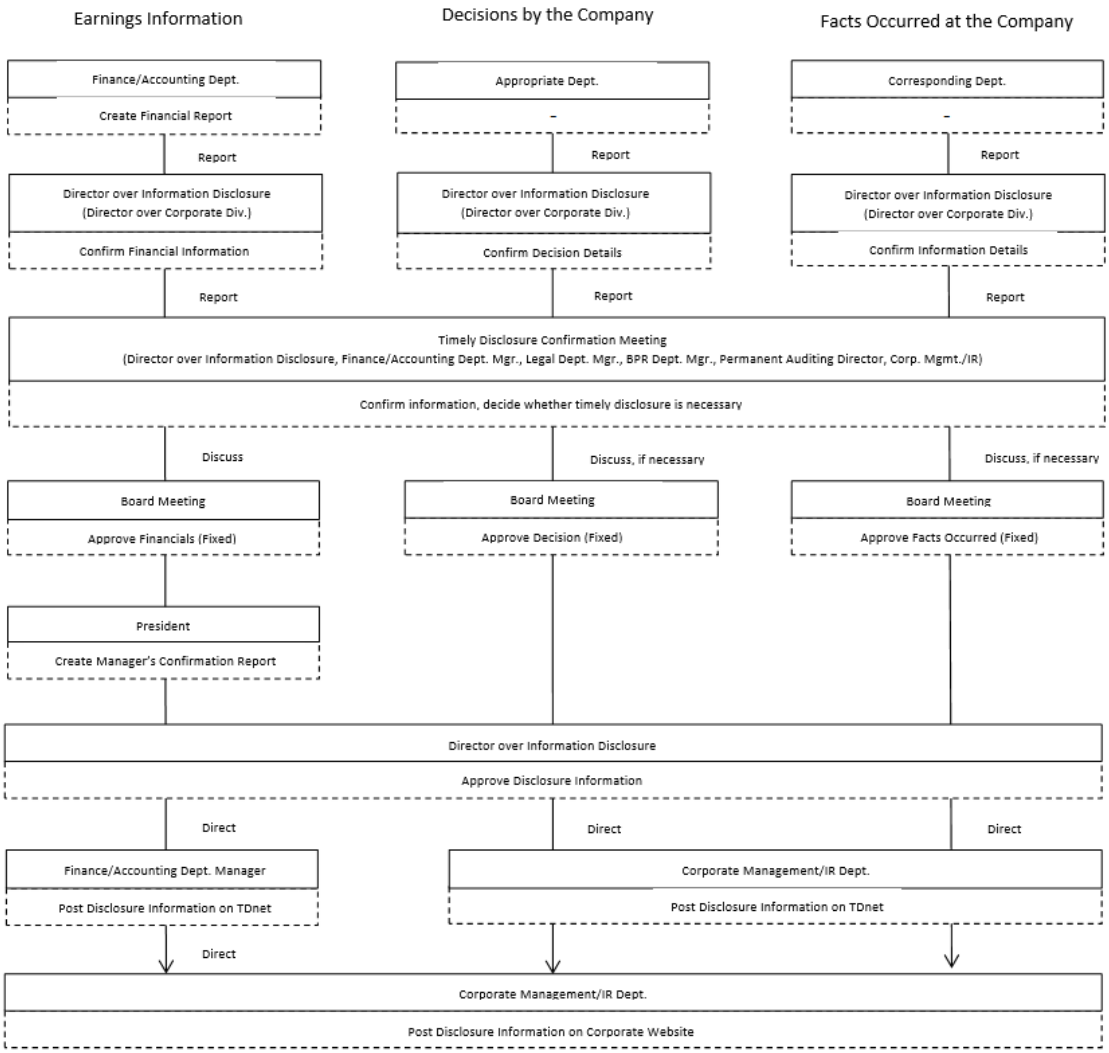
2. Other Items Related to the Corporate Governance System, etc.

We will continually revise internal processes to further strengthen our Corporate Governance framework and maintain necessary rules, policies, etc.

●Corporate Governance Image



【Timely Disclosure System】



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