（This document is an English translation of the original Japanese document. If there are any discrepancies between this document and the original Japanese document, the original Japanese document prevails.）

（Translation）

Final update: December 25, 2024
Hamamatsu Photonics K.K.
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Chief Executive Officer
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Securities code: 6965
https://www.hamamatsu.com/jp/en.html

Corporate governance at Hamamatsu Photonics K.K. (the "Company") is as follows:

I. Basic policy on corporate governance and capital structure, business attributes and other basic information

1.Basic Policy

The Company shall realize sustainable growth and increase enterprise value over the medium-to long-term by realizing effective corporate governance, ensuring transparency and soundness of corporate decision-making, and prompt and appropriate decision-making, while maintaining a good corporate culture that contributes to the enhancement of the Group's enterprise value.
Hamamatsu Photonics Group's Management Philosophy that forms the basis of our corporate governance is described below.

We are convinced that light holds unlimited possibilities.
Known as photonics, light technology is fundamental to most markets with even further advancements underway. However, the nature of light is still yet to be fully revealed.
Every day, we strive to pursue the unknown and unexplored. Based on new technologies and knowledge exploring new opportunities, we create markets that contribute to a better society and a healthier planet.
We will continue to generously invest in both R&D and facilities, as well as expand our business and increase our corporate value.
People, technology and knowledge are the foundation of our success. Together, we will advance and grow to the next level. We seek a collaborative spirit and learn from each other's strengths. Through this spirit, known as "Wa" 「和」 in Japanese, our endeavor is the continuous improvement of ourselves, united under one global entity.

■ Mission
- Photon is our business –
We dedicate our efforts to the advancements of science and technology for a better society and a healthier planet.
■ Vision
We will pursue unknown and unexplored areas to create new markets harnessing photonics technologies.
■ Values
Challenge "We never stop trying."

[Reasons for non-compliance with the principles of the Corporate Governance Code]
The Company complies with all the principles of the Corporate Governance Code.

[Disclosures required by the principles of the Corporate Governance Code]
[Principle 1.4. Cross-Shareholdings]
(1) Basic Policy on Cross-Shareholdings
With regard to Cross-Shareholdings, when it is judged that it will contribute to our sustainable growth and the enhancement of corporate value over the medium-to long-term, the Company's policy is to closely examine whether business benefits and risks are commensurate with our cost of capital, verify the appropriateness of possession, and hold them to a minimum.
In accordance with the above policy, each year, the Board of Directors examines the medium-to long-term economic rationality and future outlook based on our cost of capital for major Cross-Shareholdings, and decides on policies such as holding or selling shareholdings after discussing the significance and rationality of shareholdings.
(2) Basic Policy on the Exercise of Voting Rights
When exercising voting rights for Cross-Shareholdings, the Company makes judgments from the viewpoint of whether such shareholdings will contribute to the enhancement of corporate value and the improvement of shareholder interests of the relevant company after thoroughly considering management policies, strategies, and the content of proposals.

[Principle 1.7. Transactions between Related Parties]
In accordance with the provisions of the Companies Act, any conflict-of-interest transactions with related parties (such as our individual officers or other corporations whose representatives are our officers) shall be approved by the Board of Directors and reported to the Board of Directors. In addition, the terms and conditions of such transactions are the same as those of business partners who do not have any other interests, and appropriate transactions are conducted.

[Principle 2.4.① Ensuring Diversity in the Promotion of Core Human Resources]
The Company believes that each and every employee bears a great deal of responsibility to pursue the unknown and unexplored and to create new industries that utilize optical technology to improve corporate value. In other words, since the foundation of our management is "employees," the Company has promoted efforts to respect our employees, support their ability development, and provide a comfortable and safe working environment. As a result, for the seven consecutive year since 2018, the Company has been certified as a "Excellent Health and Productivity Management Corporation (Large Enterprise Division) ≪ White 500 ≫". These human resource strategies are disclosed on the Company's website.
https://www.hamamatsu.com/jp/en/our-company/sustainability/social.html

The Company has worked to clarify the human resources the Company needs, regardless of gender, nationality, new graduates, or mid-career, with regard to recruitment, which is the entry point. At present, however, the percentage of females in science-related college students is low, so the Company will take measures to increase the number of females interested in science-related college students from a long-term perspective. In addition, management and other core personnel are appointed based on the abilities (insight, competence, and bargaining power) of the employees regardless of gender, nationality, new graduates, or mid-career.

(1) Recruiting women and promoting them to managerial positions
Our action plan through March 2026 is to ① increase the percentage of women in recruitment (career-track and general positions, including mid-career) to at least 20%, and ② increase the number of women in managerial positions by 10% from March 2024.The most recent results were ① 25.4% and ② 28 employees. The Company will continue to improve the comfortable working environment, and the Company will actively recruit women by increasing the number of students who are interested in science, and the Company will accumulate experience and foster awareness of core human resources.

(2) Appointment of foreign nationals to managerial positions
The Company is promoting recruitment activities regardless of nationality, and the Company has 10 foreign nationals. One of these employees is also active managers. The Company does not decide whether or not to promote employees to managerial positions depending on nationality, and our judgment is based on the abilities of those persons. However, due in part to the global deployment of our business, the Company anticipates that the Company will continue to hire more foreigners as appropriate, and accordingly, the Company believes that the number of employees promoted to managerial positions will increase.

(3) Appointment of mid-career recruits to managerial positions
The Company does not distinguish between new graduates and mid-career recruits when appointing them to managerial positions. Moreover, mid-career recruits are important as an immediate force. In most years, mid-career recruits account for one-third of new recruits, and the status of this is disclosed in the ESG data on our website.

[Principle 2.6. Functioning as an asset owner of corporate pensions]
The Pension Asset Management Committee, which includes individuals with accounting knowledge, meets periodically (extraordinary meetings as necessary) to confirm the status of investment. Information collaboration is conducted between related parties inside and outside the Company to improve operational expertise. The Company outsources to an external consultant for consultation on asset selection and monitoring of investment results of pension plan assets.
The Company has also introduced a defined contribution corporate pension plan, shares information with operational management institutions regularly, and plans and implements education for employees.

[Principle 3.1. Enhancement of information disclosure]

(1) Photonics has become a basic technology that supports various industries, and the Company recognizes that its market will continue to expand on a global scale. In order to respond flexibly and swiftly to the expansion of the photonics industry and changes in the business environment, the Company aims to build a sustainable and stable high-profit structure by aggressively investing in R&D and capital investment for growth under a medium- to long-term vision. The Company intends to maintain a high level of cash on hand so that the Company can flexibly invest in the medium-to long-term in an ever-changing business environment.
In addition, the Company believes that people, technology, and knowledge are the foundation of our management, and the Company bases our efforts on a cumulative approach based on the front-line method. Regarding medium-to long-term plans, the Company formulates a three-year plan and annual plans in line with it through a rolling planning approach, based on the perspectives of each Division with abundant knowledge of market and technology, and proceeds with measures such as market cultivation and product development to achieve such plans (especially for profits).

(2) The Company will continue to maintain a good corporate culture that contributes to the enhancement of our corporate value while realizing effective corporate governance, ensuring transparency and soundness in corporate decision-making, achieving sustainable growth and enhancing corporate value over the medium-to long-term through prompt and appropriate decision-making.

(3) People, technology, and knowledge are the foundation of our management, and our medium-to long-term development and research efforts are based on a front-line approach. For this reason, the Company also requires Directors to achieve results from a medium-to long-term perspective. Therefore, while the Company positions fixed remuneration as the base remuneration for Directors, it has introduced stock-based remuneration (restricted stock-based remuneration) for Directors (excluding Outside Directors). In December 2023, while maintaining this policy in principle, the Company has introduced short-term performance-linked remuneration for Directors (excluding Outside Directors) to link remuneration with the Company’s performance. This is intended to further clarify the shared recognition with shareholders that the Company aims to achieve stable performance each fiscal year. In conjunction with the establishment of the Nomination and Compensation Committee in July 2021, the Company respects the report of the Nomination and Compensation Committee in regard to Director compensation, and the specific amount of

such compensation is determined by the Board of Directors.
(4) The Board of Directors nominates candidates for management positions and Directors and Audit & Supervisory Board Members (based on the report of the Nomination and Compensation Committee for Director candidates) that are appropriate for the Company based on a comprehensive consideration of performance, achievements, insight and personality. The Company determines candidates for Audit & Supervisory Board Members with the consent of the Audit & Supervisory Board, comprehensively taking into account their background, achievements, insight, and other factors.
(5) Reasons for designating candidates for Director and Audit & Supervisory Board Member can be found in the Notice of Convocation of the General Meeting of Shareholders.

[Supplement Principle 3.1 ③Sustainability Initiatives, etc.]
The Company recognizes our business partners, suppliers, employees, shareholders, and local communities as important stakeholders, and the Company intends to contribute to the sustainable development of our social infrastructure through collaboration with these stakeholders. Since our founding the Company has prioritized employees, and the Company is striving to create a comfortable working environment. In addition, the Company places importance on intellectual property, which can be a source of competitiveness, and actively apply for patents, etc. These matters are disclosed on our website or in an integrated report.
［About Sustainability］
https://www.hamamatsu.com/jp/en/our-company/sustainability.html
［Integrated Report］
https://www.hamamatsu.com/jp/en/our-company/sustainability/integrated-report.html

On the other hand, the Company believes that climate-change issues are risky and has the potential to lead to profit opportunities. The Company endorsed TCFD in August 2020. Based on TCFD recommendations, the Company will analyze the financial impact of climate-change risks and opportunities on our business and disclose information.
［About TCFD］
https://www.hamamatsu.com/jp/en/our-company/sustainability/environment/tcfd-carbon.html

[Supplement Principle 4.1 ①Summary of scope of delegation to management]
The Company has established concrete board resolutions in the regulations of the Board of Directors on matters that are required to be resolved by the Laws and the Articles of Incorporation, the basic policy of management, and decisions on the execution of important operations, and have clarified the assignment of power and the system of responsibility for making decisions on other matters in the functional assignment table described in the rules on the authority.
In conjunction with the Executive Officer System, some authority was transferred to the Board of Executive Officers to strengthen the supervisory functions of the Board of Directors. Accordingly, the matters resolved by the Board of Executive Officers are reported to the Board of Directors to ensure the supervisory function of the Board of Directors.

[Principle 4.9. Independence Criteria and Qualifications of Independent Outside Directors]
The Company appoints Outside Directors based on the independence standards established by the Tokyo Stock Exchange.

[Supplement Principle 4.10①Voluntary Nomination and Compensation Committees]
The Company established the Nominating and Compensation Committee in July 2021. Prior to the establishment of this committee, candidates for Director were advised by Outside Directors in advance. Following the establishment of this committee, The Board of Directors has resolves on the candidates for Directors to be consulted at the Ordinary General Meeting of Shareholders since December 2021, after receiving the Committee's report.
The purpose of the committee is to strengthen the fairness, transparency, and objectivity of the procedures. The committee's regulations clarify that a majority of the members of the committee shall be Outside Directors, and it also clarifies that the committee's reports shall be respected.

[Supplement Principle 4.11①Approach to balance, diversity, and scale of knowledge, experience, and abilities of the Board of Directors as a whole]
The Company introduced the skills matrix in 2021 following approval by the Board of Directors. Thereafter, in 2024, the Board of Directors reviewed skill items by considering ideal state of the Board of Directors.
In deciding Director candidates, the Board of Directors makes decisions after consulting with the Nomination and Compensation Committee with respect to Director candidates who understand our technology after comprehensively take into account ① consideration of "skills," ② ensuring a balance between knowledge, experience, and abilities, and ③ performance, achievements, insight, and personality.
The Company currently has four Outside Directors and two of whom have management experience at other companies.

[Supplement Principle 4.11②Concurrent Positions of Directors and Audit & Supervisory Board Members]
In order to fulfill their duties as Directors or Audit & Supervisory Board Members of the Company, when they serve concurrently as officers of other listed companies, the number of concurrent positions shall be kept within a reasonable range. In addition, the status of concurrent positions is disclosed in the reference documents and business reports of the notice of convocation of the Ordinary General Meeting of Shareholders, etc.

[Supplement Principle 4.11③Analysis and Evaluation of the Effectiveness of the Board of Directors as a Whole]
The Board of Directors meets at least once a month and reports on and makes resolutions on important matters in accordance with the regulations of the Board of Directors and the regulations on the authority to perform duties. Matters for Consultation have also been introduced to facilitate lively discussions.
Since September 2016, the Board of Directors and Audit & Supervisory Board Members have conducted an evaluation questionnaire of our Board of Directors once a year. To enhance objectivity and transparency, the evaluation has been conducted by a third-party organization since 2020. The results of the questionnaire are reported to the Board of Directors and, based on the results of the questionnaire, improvements are made to improve the effectiveness of the Board of Directors as necessary. The Board of Directors holds free and constructive discussions and exchanges opinions, and the evaluation by a third-party organization has confirmed that the effectiveness of the Board of Directors is generally ensured.

[Supplement Principle 4.14②Policy for training Directors and Audit & Supervisory Board Members]
The Company appoints persons who are capable of fulfilling the roles and responsibilities required of Directors and Audit & Supervisory Board Members. On this basis, the Company appoints qualified individuals internally who understand our policies and business operations and have management skills. For external individuals, the Company occasionally explains the Company's history, business outline, and management philosophy in an effort to share our medium-to long-term direction.
In addition, each Director and Audit & Supervisory Board Member is encouraged to provide various types of training. The Company provides and arranges for them opportunities for such training, and help with the costs of such training.
For newly appointed Directors (excluding Outside Directors), there is an opportunity to participate in seminars to understand the duties and responsibilities of Directors.

[Principle 5.1. Policy on Constructive Dialogue with Shareholders]
The Company actively responds to a request for dialogue when the Company believes such a dialogue contributes to enhancing our corporate value. In the event that the Company is unable to respond individually, the Company will engage in dialogue in proper ways as appropriate, taking into account cost-effectiveness, such as guidance for small meetings.

(1) Directors/Executive Officers who are responsible for constructive dialogue with shareholders are designated, and actual interviews are basically handled by the relevant Directors/Executive Officers and department in charge.
(2) Under the supervision of the Director/Executive Officer in charge, the relevant divisions work together, centered on the Corporate Communication Department.
(3) The Company held financial results briefings for interim and full-year financial results and briefings for individual investors, as well as IR-Day and company tours as necessary.
(4) Opinions gained through dialogue are reported to the management team, including the representative Directors, as appropriate, and are also reported at the Board of Executive Officers and the Board of Directors.
(5) The Company conducts IR activities after paying close attention to insider information. From the day after each quarterly settlement of accounts to the date of announcement of financial results, the period is the "silent period."

【Measures to realize management that is conscious of capital costs and stock prices】
We believe that achieving sustainable growth will lead to higher corporate value (=higher stock price). Therefore, from the standpoint of profitability, we place the most importance on the ratio of operating income to net sales. From the viewpoint of capital efficiency, we have managed our business with an awareness of the cost of capital, and we manage to remain ROE that exceeds the cost of shareholders' equity (currently in the mid 6% range - our estimate) and the creation of a "positive equity spread (ROE minus cost of shareholders' equity)". Due to the demand caused by the COVID-19 pandemic, the ratio of operating income to net sales and ROE increased significantly in FY2022 and FY2023. On the other hand, due to the rebound from the special demand and an increase in depreciation burden from large-scale M&A and capital investments for future growth, the ratio of operating income to net sales and ROE declined to 15.7% and 7.7%, respectively in FY2024. In addition, the stock price has been on a downtrend.
Based on the above, we have established a capital allocation for the period of the mid-term management plan as an appropriate allocation of resources for future growth. In addition, we have decided to add the “Dividend on Equity (DOE)” as a lower limit to our existing dividend policy in order to further clarify our commitment to providing stable dividends. For details, please refer to our website.
https://www.hamamatsu.com/content/dam/hamamatsu-photonics/sites/documents/01_HQ/ir/financial-information/results-briefing/h_ir_241108_se_en.pdf

2. Capital Structure

Percentage of Shares Held by Foreign Investors	30% or more

[Description of Major Shareholders]

Name of Shareholders	Number of Shares Held(Shares)	Ownership Interest(%)
The Master Trust Bank of Japan, Ltd. (Trust Account)	24,916,500	16.06
Custody Bank of Japan, Ltd. (Trust Account)	10,485,500	6.76
Hamamatsu Photonics K.K. employees	4,224,214	2.72
State Street Bank and Trust Company 505025	3,919,362	2.53
JP Morgan Chase Bank 385632	3,869,900	2.49
The Nomura Trust and Banking Co., Ltd. (Investment Trust)	2,943,500	1.90
State Street Bank and Trust Company 505001	2,870,733	1.85
JP Morgan Chase Bank 385864	2,735,000	1.76
State Street Bank West Client - Treaty 505234	2,709,787	1.75
JP Morgan Chase Bank 385781	1,813,316	1.17

Existence of Controlling Shareholders (excluding parent company)	—
Existence of Parent Company	None

Special note for description of major shareholders

1 Major shareholders are as of September 30, 2024.
2 The Company held 9,945,961 shares of treasury stock as of September 30, 2024, which is not included in the list of major shareholders.
3 The following Report of Possession of Large Volume (including the Change Report) is available for public inspection. However, as the Company is unable to confirm the number of shares beneficially owned as of September 30, 2024, they are not included in the above list of major shareholders.

・Submitter name：Sumitomo Mitsui Trust Asset Management Co., Ltd. and 1 other company
Submission date：November 7, 2022
Number of shares owned：8,466,300（5.13%）
・Submitter name：Goldman Sachs Japan Co., Ltd. and 5 other companies
Submission date：November 8, 2024
Number of shares owned：17,506,709（5.30%）
・Submitter name：Nomura Securities Co., Ltd. and 2 other companies
Submission date：December 6, 2024
Number of shares owned：16,963,313（5.14%）
・Submitter name：T. Rowe Price Japan, Inc. and 2 other companies
Submission date：December 6, 2024
Number of shares owned：21,407,900（6.48%）

3. Business Attributes

Stock exchange and section	Tokyo: Prime
Fiscal year end	September
Sector	Electric Appliances
Number of employees at the most current end of fiscal year (consolidated)	1,000 or more
Net sales (consolidated)	100 billion yen to less than 1 trillion yen
Number of consolidated subsidiaries at the most current end of fiscal year	10 to less than 50

4. Guidelines for measures to protect minority shareholders in the event of transactions with controlling shareholders

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5. Other particular conditions that may materially affect corporate governance

Not applicable.

Ⅱ Corporate governance system of management business organization, etc. for management decision making, execution of duties and management audit

1. Organization structures and organizational operations

Organizational form	Company with Audit & Supervisory Board Member

【Directors】

Number of Directors stipulated in Articles of Incorporation	20 persons
Director's term of office stipulated in Articles of Incorporation	1 year
Chairman of the Board of Directors	President
Number of Directors	10 persons
Election of Outside Directors	Elected
Number of Outside Directors	4 persons
Number of Independent Directors out of Outside Directors	4 persons

Relation with the Company (1)

Name	Attribution	Relationship with the Company※										
		a	b	c	d	e	f	g	h	i	j	k
Kazue Kurihara	Academic								○			
Takuo Hirose	Lawyer								○			
Kaoru Minoshima	Academic								○			
Takaaki Kimura	From another company								△			

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

a. Person who executes business of the Company or a subsidiary
b. Person who executes business or a non-executive Director of a parent company
c. Person who executes business of a fellow subsidiary
d. Person/entity for which the Company is a major client or a person who executes business for such person/entity
e. Major client of the Company or a person who executes business for such client
f. Consultant, accounting expert, or legal expert who receives large amounts of cash or other assets in addition to Director/Auditor compensation from the Company
g. Major shareholder of the Company (in cases where the shareholder is a corporation, a person who executes business of the corporation)
h. Person who executes business for a client of the Company (excluding persons categorized as any of d, e, or f above)
i. Person who executes business for another company holding cross-directorships/cross-auditorships with the Company
j. Person who executes business for an entity receiving contributions from the Company
k. Others

Relation with the Company (2)

Name	Designation as Independent Director /Auditor	Supplementary information	Reasons for appointment
Kazue Kurihara	○	Ms. Kazue Kurihara serves as a professor emeritus at Tohoku University. The Company has transactional relationships with Tohoku University including sales of electronic devices. The scale of such transactions with Tohoku University is no more than 0.1% of the Company's consolidated net sales. Therefore, the Company is sufficiently convinced of her independent status.	In addition to her experience over many years as a university professor and extensive expertise in the science and technology field, Kazue Kurihara has many achievements in collaboration with private companies through industry-academia partnerships and also has management experience. In light of the above, the Company expects that she will utilize her wealth of experience and outstanding insight for the Company's

			management to provide well-informed advice from an independent standpoint and supervise business execution. Therefore, the Company has appointed her as an Outside Director. The Company has determined that she meets the requirements for independence of Independent Officers stipulated by the Tokyo Stock Exchange and that there is no risk of conflicts of interest with our general shareholders. Accordingly, the Company has designated her as an Independent Officer.
Takuo Hirose	○	Mr. Takuo Hirose serves as a Partner of Anderson Mori & Tomotsune LPC. The Company has transactional relationships with Anderson Mori & Tomotsune LPC including the provision of legal advisory services. The scale of such transactions with Anderson Mori & Tomotsune LPC is no more than 0.1% of the Company's consolidated net sales and the Company enlists such services. from attorneys of Anderson Mori & Tomotsune LPC other than Hirose. Therefore, the Company is sufficiently convinced of his independent status.	Takuo Hirose has experience over many years as an international attorney, and has a wealth of experience and outstanding insight in the field of corporate legal affairs. In light of the above, the Company expects that he will utilize his wealth of experience and outstanding insight for the Company's management to provide well-informed advice from an independent standpoint and supervise business execution. Therefore, the Company has appointed him as an Outside Director. The Company has determined that he meets the requirements for independence of Independent Officers stipulated by the Tokyo Stock Exchange and that there is no risk of conflicts of interest with our general shareholders. Accordingly, the Company has designated him as an Independent Officer.
Kaoru Minoshima	○	Ms. Kaoru Minoshima serves as a professor at the University of Electro-Communications. The Company has transactional relationships with University of Electro-Communications including sales of electronic devices. The scale of such transactions with University of Electro-Communications is no more than 0.1% of the Company's consolidated net sales. Therefore, the Company is sufficiently convinced of her independent status.	In addition to her experience over many years as a university professor and extensive expertise in the optical science and quantum fields, Kaoru Minoshima has many achievements in collaboration with private companies through industry-academia partnerships. In light of the above, the Company expects that she will utilize her wealth of experience and outstanding insight for the Company's management to provide well-informed advice from an independent standpoint and supervise business execution. Therefore, the Company has appointed her as an Outside Director. The Company has determined that she meets the requirements for independence of Independent Officers stipulated by the Tokyo Stock Exchange and that there is no risk of conflicts of interest with our general shareholders. Accordingly, the Company has designated her as an Independent Officer.
Takaaki Kimura	○	Mr. Takaaki Kimura previously served as Representative Director and Executive Vice President and Executive Advisor of Yamaha Motor Co., Ltd., The Company currently has transactional relationships with Yamaha Motor Co., Ltd. including sales of electronic devices. However, he retired from his position as Executive Advisor to Yamaha Motor Co., Ltd. in March 2021. Furthermore, the scale of such transactions with Yamaha Motor Co., Ltd., is no more than 0.1% of the Company's consolidated net sales. Therefore, the Company is sufficiently convinced of his independent status.	Takaaki Kimura served as Representative Director and Executive Vice President at a global manufacturing company, and has a wealth of experience and broad insight into corporate management. In light of the above, the Company expects that he will utilize his wealth of experience and outstanding insight for the Company's management to provide well-informed advice from an independent standpoint and supervise business execution. Therefore, the Company has appointed him as an Outside Director. The Company has determined that he meets the requirements for independence of Independent Officers stipulated by the Tokyo Stock Exchange and that there is no risk of conflicts of interest with our general shareholders. Accordingly, the Company has designated him as an Independent Officer.

Establishment of voluntary committee(s) corresponding to nomination committee or compensation committee	Established

Committee's Name, Composition, and Attributes of Chairperson

	Committee's Name	Number of Committee Members	Number of Standing Committee Members	Number of Inside Directors	Number of Outside Directors	Number of External Experts	Number of Others	Chairperson
Voluntary committee corresponding to nomination committee	Nomination and Compensation Committee	6	0	2	4	0	0	Inside Director
Voluntary committee corresponding to compensation committee	Nomination and Compensation Committee	6	0	2	4	0	0	Inside Director

Supplementary information

Our company established the Nomination and Compensation Committee in July 2021. The Nomination and Compensation Committee (composed of 6 members as of the conclusion of the latest Ordinary General Meeting of Shareholders, of which 4 are Outside Directors) is composed of 3 or more members who are Directors of the Company, and the majority of them are selected from Outside Directors. As an advisory body to the Board of Directors, the committee meets at least once each fiscal year (held four times in the fiscal year ended September 2024) to strengthen the fairness, transparency, and objectivity of procedures for nomination and compensation of Directors, and to enhance our corporate governance.

【Audit & Supervisory Board Members】

Establishment or non-establishment of an Audit & Supervisory Board	Established
Number of Audit & Supervisory Board Members stipulated in articles of incorporation	5 persons
Number of Audit & Supervisory Board Members	4 persons

Cooperative relationships among Audit & Supervisory Board Members, Independent Auditor and Internal Audit Department

In the fiscal year ending September 2024, Audit & Supervisory Board Members have held 19 meetings with the Independent Auditor to exchange information on audit plans, reports and status among other things in order to improve the efficiency of our audits.

Election or non-election of Outside Audit & Supervisory Board Members	Elected
Number of Outside Audit & Supervisory Board Members	2 persons
Number of Independent Audit & Supervisory Board Members out of Outside Audit & Supervisory Board Members	2 persons

Relation with the Company (1)

Name	Attribution	Relation with the Company※												
		a	b	c	d	e	f	g	h	i	j	k	l	m
Shoji Nakano	From another company										△			
Seidai Hirai	From another company													

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

a. Person who executes business of the Company or a subsidiary
b. Non-executive Director or an accounting advisor of the Company or a subsidiary
c. Person who executes business or a non-executive Director of a parent company
d. An Audit & Supervisory Board Member of a parent company
e. Person who executes business of a fellow subsidiary

f. Person/entity for which the Company is a major client or a person who executes business for such person/entity
g. Major client of the Company or a person who executes business for such client
h. Consultant, accounting expert, or legal expert who receives large amounts of cash or other assets in addition to Director/Auditor compensation from the Company
i. Major shareholder of the Company (in cases where the shareholder is a corporation, a person who executes business of the corporation)
j. Person who executes business for a client of the Company (excluding persons categorized as any of f, g, or h above)
k. Person who executes business for another company holding cross-directorships/cross-auditorships with the Company
l. Person who executes business for an entity receiving contributions from the Company
m. Others

Relation with the Company (2)

Name	Independent Directors / Auditors	Supplementary information	Reasons for appointment
Shoji Nakano	○	Mr. Shoji Nakano served as Managing Executive Officer of the Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.). In addition, he serves as a Senior Advisor of BOT Lease Co., Ltd. The Company has loans with MUFG Bank, Ltd. However, he retired from the bank in November 2014. Furthermore, the amount of the loans with the bank is 2.8% of the Company's consolidated total assets. There are no transactions between the Company and Mitsubishi UFJ Research and Consulting Co., Ltd. or BOT Lease Co., Ltd. Therefore, the Company is sufficiently convinced of his independent status.	In addition to his many years of experience in financial institutions and a wealth of knowledge related to finance, etc., Shoji Nakano has served as Chief Executive Officer and President and other positions at several business companies, and thus also possesses experience as a business manager. In order to have this knowledge and experience reflected in the Company's audits, the Company has appointed him as an Outside Audit & Supervisory Board Member. The Company has determined that he meets the requirements for independence of Independent Officers stipulated by the Tokyo Stock Exchange and that there is no risk of conflicts of interest with our general shareholders. Accordingly, the Company has designated him as an Independent Officer.
Seidai Hirai	○	Mr. Seidai Hirai served as Senior Managing Director of Hamamatsu Iwata Shinkin Bank. There are no special interests between the Company and Hamamatsu Iwata Shinkin Bank.	In addition to his many years of experience in financial institutions and a wealth of knowledge related to finance, etc., Seidai Hirai currently serves as Senior Managing Director of the Hamamatsu Iwata Shinkin Bank, and thus also possesses experience as a business manager. In order to have this knowledge and experience reflected in the Company's audits, the Company has appointed him as an Outside Audit & Supervisory Board Member. The Company has determined that he meets the requirements for independence of Independent Officers stipulated by the Tokyo Stock Exchange and that there is no risk of conflicts of interest with our general shareholders. Accordingly, the Company has designated him as an Independent Officer.

【Independent Directors / Auditors】

Number of Independent Directors / Auditors	6 persons

Other notes regarding Independent Directors / Auditors

The Company designates all Outside Directors / Auditors as Independent Directors / Auditors.

【Incentives】

Implementation of measures on incentive allotment to Directors	Introduction of Performance-linked Remuneration Scheme

Supplementary information

The Company has introduced stock-based remuneration (restricted stock remuneration) from January 2020, and short-term performance-linked remuneration from December 2023 as part of the remuneration for Directors. These measures will provide them with an incentive to sustainably increase the Company's corporate value and to further promote shared value between our shareholders and them.

Recipients of stock options	

Supplementary information

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【Director's Remuneration】

Disclosure of Directors' remuneration	No Individual Disclosure

Supplementary information

Total remuneration and other benefits pertaining to the fiscal year ended September 30, 2024

・Directors 11 persons:
JPY 374 million (Fixed Remuneration: JPY 314 million, Restricted Stock Remuneration: JPY 59 million)
・Outside Directors 5 persons: JPY 33 million (only Fixed Remuneration)
・Audit & Supervisory Board Members 4 persons: JPY 55 million (only Fixed Remuneration)
・Outside Audit & Supervisory Board Members 2 persons: JPY 14 million (only Fixed Remuneration)
※Among the number of Directors who received payment in the table above, there includes one (1) Directors who resigned on December 22, 2023.

Policy on determining remuneration amounts and calculation methods	Established
Disclosure of policy on determining remuneration amounts and calculation methods	

The Company has established a policy on determining the amount of remuneration and the method of calculating such remuneration for Directors/ Audit & Supervisory Board Members. Within the remuneration limit decided at the General Meeting of Shareholders, the remuneration for Directors is determined by a resolution of the Board of Directors including Outside Directors after consultation by the Nomination and Remuneration Committee, and the remuneration for Audit & Supervisory Board Members is determined through a consultation at the Audit & Supervisory Board.

Our remuneration policy is as follows:

On the basis of the conviction that light has unlimited possibilities, the Company strives to pursue the unknown and unexplored. Based on new technologies and knowledge the Company creates new markets that contribute to a better society and a healthier planet.
Since these philosophies cannot be achieved in the short term, the Company requires its Directors to achieve results from a medium- to long-term perspective, not from a short-term perspective. Therefore, the Company considers that fixed remuneration is suitable as the base remuneration for Directors. In addition, the Company has introduced short-term performance-linked remuneration in consideration of the need to achieve stable performance improvement in each fiscal year in order to respond to shareholders' entrustment.
On the other hand, the Company has introduced stock-based remuneration (restricted stock remuneration) with the aim of contributing to the sustainable enhancement of corporate value from a long-term perspective, standing on the same standpoint as our shareholders.
As a result, the remuneration for Directors (excluding Outside Directors) consists of (1) fixed remuneration, (2) short-term performance-linked remuneration, and (3) stock-based remuneration. Since the Company places importance on a medium-to long-term perspective, the Company has structured the ratio of these remunerations to be generally 70:15:15 (see note below). In addition, the remuneration for Outside Directors is fixed remuneration only.

(Note) Short-term performance-linked remuneration may increase or decrease depending on the business performance of each fiscal year. Therefore, the actual ratio may change. In addition, above ratio may not be applied to Officers who concurrently serve as employees due to the relationship with their salaries as employees.

A summary of the remuneration system for Directors is as follows:

1. Involvement of the Nomination and Compensation Committee
Remuneration for Directors is determined on an individual basis by the Board of Directors. Decisions by the Board of Directors are made after consultation with the Nomination and Compensation Committee, the majority of whose members are Outside Directors. The Nominating and Compensation Committee regulations stipulate that the Company respect the reports of the Nominating and Compensation Committee.

2. Summary of each remuneration
Remuneration for Directors consists of (1) fixed remuneration, (2) short-term performance-linked remuneration, and (3) stock-based remuneration. The ratio of these remunerations shall be 70:15:15. Short-term performance-linked remuneration changes in accordance with business performance.

A summary of each remuneration is as follows:

(1) Fixed Remuneration
The amount of monthly fixed remuneration is determined for each position, taking into consideration other companies' standards through surveys conducted by external organizations. Remuneration for Outside Directors is fixed remuneration only.

(2) Short-term performance-linked remuneration
Short-term performance-linked remuneration is determined individually by the Board of Directors based on the performance of each fiscal year. The specific method of determining it is as follows:

① The index of short-term performance-linked remuneration is consolidated operating income. First, the Company compares consolidated operating income for the previous and current fiscal years and determines a coefficient (which varies depending on the position) based on the increase or decrease of it. Then, the Company calculates the amount of remuneration by multiplying the coefficient by the base amount for each position, and pays it to the directors in December of each year.

② The coefficient based on the comparison of consolidated operating income shall be "1" if it is between -5% and +5% compared to the previous year. Then, short-term performance-linked remuneration is paid based on this coefficient. In this case, the ratio of Directors' remuneration shall be approximately 70:15:15 (standard ratio). And, in order to provide an incentive for Directors to further improve performance, the coefficient shall be varied within a range of ±30% of the previous year's ratio of consolidated operating income. On the contrary, short-term performance-linked remuneration shall not be paid if consolidated operating income is less than -30% of the previous year's rate.

(3) Stock-based remuneration
Stock-based remuneration set at around 15% of total Director remuneration is decided for each Director at the Board of Directors and paid prior with a 30-year transfer restriction period from the record date.

【Support system for Outside Directors (Outside Audit & Supervisory Board Members)】

In order to establish a system for communicating information to Outside Directors and Outside Audit & Supervisory Board Members, the Company clarifies the contact point. In addition, the Company discloses an annual schedule of important meetings such as those of the Board of Directors and sends materials (matters to be resolved) for the Board of Directors to them in advance. Moreover, the Company hold briefings for them in advance of Board of Directors depending on the agenda of the meeting. Through these measures, the Company provides them with necessary information and opportunities for explanations as appropriate. Furthermore, in order to further enhance the exchange of information and interaction among officers, the Company provides a dialogue session separately from the Board of Directors. A wide range of topics are freely and openly discussed at these sessions.

【Retired presidents/CEOs holding advisory positions (sodanyaku, komon, etc.)】

Information on retired presidents/CEOs holding advisory positions (sodanyaku, komon, etc.)

Name	Job title/position	Responsibilities	Employment terms (Full/part time, with/without compensation, etc.)	Date when former role as President/CEO ended	Term
Akira Hiruma	Special Advisor	Management of affiliated organizations	Part time/With compensation	December 20, 2024	1 year

Number of retired presidents/CEOs holding advisory positions (sodanyaku, komon, etc.)	1 person

Others

・The Special Advisor does not participate in any management decisions of the Company.
・The “Date when former role as President/CEO ended” in the above table shows the date when Akira Hiruma retired from Director and Chairman. In addition, he retired from his position as follows. The date in parentheses indicates the date of retirement.
Representative Director and President（December 16, 2022）
Representative Director and Chairman（December 22, 2023）

2．Matters pertaining to functions relating to the execution of duties, audit and supervision, appointment and decisions regarding remuneration, etc (overview of the current corporate governance system)

（1）Overview of the current corporate governance system

The Company has adopted the Audit & Supervisory Board system, which includes the Board of Directors and the Audit & Supervisory Board stipulated in the Companies Act as organs of the Company. Our management supervisory functions have been enhanced by appointing Outside Directors and Outside Audit & Supervisory Board Members. Furthermore, the Company has established the Board of Executive Officers to separate the business execution function from the Board of Directors, which functions as a management decision-making and supervisory body. Through this measure, the Company aims to speed up and streamline management decision-making and strengthen supervisory functions. In addition, the Company has established the Nomination and Compensation Committee as a voluntary advisory body to the Board of Directors. The committee strives to ensure fairness, transparency, and objectivity by discussing the nomination and compensation of candidates for Directors.

①Directors and the Board of Directors

The Board of Directors meets once a month and on an as-needed basis to determine basic management policies and important matters related to management as well as supervise the execution of business by Directors. Moreover, the Board of Directors receives reports from Executive Officers and supervises the execution of business by Executive Officers.

②Nomination and Compensation Committee

The Nomination and Compensation Committee is composed of 3 or more members who are Directors of the Company, and the majority of them are selected from Outside Directors. As an advisory body to the Board of Directors, the committee meets at least once each fiscal year (held four times in the fiscal year ended September 2024) to strengthen the fairness, transparency, and objectivity of procedures for Director nomination and compensation, and to enhance our corporate governance.

③Audit & Supervisory Board Members, the Audit & Supervisory Board, and the Internal Audit System

The Company has adopted the Audit & Supervisory Board system, and the Audit & Supervisory Board (held 7 meetings in the fiscal year ending September 2024) has an auditing system in which two of the four Audit & Supervisory Board Members are Outside Audit & Supervisory Board Members at the conclusion of the latest Ordinary General Meeting of Shareholders. In accordance with the auditing policies and implementation plans established by the Audit & Supervisory Board, each Audit & Supervisory Board Member attends the monthly Board of Directors and important internal meetings, to ascertain the status of management execution, and audits Directors’ execution of duties by interviewing and confirming with Directors and employees about the status of business execution. In addition, Audit & Supervisory Board Members meets with the Independent Auditor, regularly or on an as-needed basis (held 19 meetings in the fiscal year ending September 2024), to exchange information.
Furthermore, the Company has established the Internal Audit Department to audit the business processes and overall operations of each division and our group company in an appropriate and efficient manner in accordance with laws, regulations, and internal regulations. The Internal Audit Department strives to improve auditing efficiency by exchanging opinions with standing Audit & Supervisory Board Members and the Independent Auditor as necessary based on the annual plan approved by the President. The results of these audits are reported to the President, the Board of Executive Officers, and related divisions.

④Executive Officers and the Board of Executive Officers

The Company has adopted an Executive Officer System, and the Board of Executive Officers regularly holds meetings, which Directors, standing Audit & Supervisory Board Members, and Executive Officers attend, in accordance with the regulations of the Board of Executive Officers. The Board of Executive Officers examines basic matters and important matters related to business execution from multiple perspectives and shares information with Directors, Executive Officers and Executive employees. In addition, the Company has established a system to realize speedy corporate management by delegating decisions on business execution to the Board of Executive Officers to the maximum extent possible. The Company also communicates information to other employees through various other meetings.

⑤Mutual cooperation between "supervision or auditing by Outside Directors or Outside Audit & Supervisory Board Members" and

"internal audits by the Internal Audit Department, operational audits by Audit & Supervisory Board Members and accounting audits" and the relationship with the Internal Audits & Control Group.

Outside Directors strengthen their management supervisory functions by expressing opinions at the Board of Directors, exchanging information or opinions with other Directors.

Outside Audit & Supervisory Board Members receives explanations and reports on the content of audits by other Audit & Supervisory Board Members and Internal Audits & Control Group at the Audit & Supervisory Board. The Audit & Supervisory Board Members cooperate with the Independent Auditor by receiving reports on the Company's auditing policies and the results of audits. In addition to the above, the Company has been strengthened our supervisory functions, through exchanging information and opinions as needed.

Moreover, the Audit & Supervisory Board sends comments on the proposals of the Board of Directors to Outside Directors in advance. Through the exchange of opinions with them, the Audit & Supervisory Board further strengthens their supervisory function of management.

（2）Summary of contents of agreements to limit liability

Based on the Articles of Incorporation, Agreement Limiting Liability has been entered into between the Company and each of Outside Directors and Outside Audit & Supervisory Board Members regarding the obligations set in Article 423 paragraph (1) of the Companies Act, to limit their obligation to the minimum liability amount set by Article 425 paragraph (1) of the Companies Act. Such limitation of liability is permitted only when such Outside Director or Outside Audit & Supervisory Board Member is in good faith and is not grossly negligent in performing his/her duties for which he/she was responsible.

3．Reason for adopting the current corporate governance system

The Company considers that by creating new industries through photonics technology based on the Audit & Supervisory Board Member system and maintaining high ethical standards for each and every officer/employee, together with the high aspiration to contribute to society and mankind, the Company can realize a system that continuously ensures sound management, legal compliance and transparency.

Ⅲ. Implementation of measures for shareholders and other stakeholders

1. Status of implementation of measures for revitalization of the shareholders' meeting and smoothing of the execution of voting rights

	Supplementary information
Early dispatch of notice of shareholders' meeting	At the Ordinary General Meeting of Shareholders for FY2024, the Company sent out a notice of convocation for the General Meeting of Shareholders (held on December 20) on November 27. The notice was sent more than three weeks before the date of the Ordinary General Meeting of Shareholders, and the disclosure on the Internet was made on November 25 to consider the exercise of investors' voting rights.
Scheduling of shareholders' meeting away from 'concentrated days	Because the Company has a fiscal year ending in September and holds a General Meeting of Shareholders in December, the Company originally does not pay attention to the "concentrated days." In addition, as the Meeting is held in the end of the year, the Company holds it as much as possible around December 20.
Electronic execution of voting rights	From the Ordinary General Meeting of Shareholders for FY2006, the Company has allowed electronic exercise of voting rights.
Participation in electronic voting platforms and other activities to improve voting environment for institutional investors	The Company has been participating in the electronic voting platform since the Ordinary General Meeting of Shareholders for FY2006.
Availability of English translation of general shareholders meeting notice	From the Ordinary General Meeting of Shareholders for FY2010, the Company has prepared English version of the convocation notice (summary edition) and has disclosed it to its website, as well as providing it to institutional investors via platforms. From the Ordinary General Meeting of Shareholders for FY2013, the Company has expanded the scope of its English translation and translated business reports and consolidated calculation documents into English. In addition, from the Ordinary General Meeting of Shareholders for FY2014, the Company has translated non-consolidated financial statements into English. At present, the scope of English translation is substantially equivalent to Japanese texts.

2. IR activities

	Supplementary information	Explanation by representative members of the board
Convene periodic briefing for individual investors	The Company participates in briefings for individual investors sponsored by securities companies, etc.	Yes
Convene periodic briefing for analysts and institutional investors	Financial results briefings are held once every six months, and individual visits to institutional investors and small meetings are held as needed.	Yes
Convene periodic briefing for foreign investors	The Company participates in domestic conferences for overseas institutional investors and small meetings.	Yes
Disclosure of IR documents on the website	Materials distributed at the financial results briefing are posted on the Company's website. https://www.hamamatsu.com/jp/en/investor-relations.html	
IR related divisions (personnel)	The Company has established the Corporate Communication Department and is engaged in IR activities mainly in this department.	

3. Activities concerning respect for stakeholders

	Supplementary information
Setting forth provisions in the internal regulations concerning respect for the stakeholders' position	The Company has formulated the Hamamatsu Photonics Group Basic Policy of Sustainability, disseminated it within the Company, and made it available on its website. https://www.hamamatsu.com/jp/en/our-company/sustainability/approach-to-

	sustainability.html
Promotion of environmental preservation activities and CSR activities	The Company has formulated the Hamamatsu Photonics Group Basic Policy of Sustainability. Its policy and our sustainability initiatives are available on its website. https://www.hamamatsu.com/jp/en/our-company/sustainability.html
Formulation of policies, etc. on provision of information to stakeholders	The Company clarifies in the Hamamatsu Photonics Group Code of Conduct that the Company discloses information relating corporate governance, finance and performance, sustainability and risk in an appropriate manner.

Ⅳ Matters regarding internal control system

1. Basic approach to internal control system and its development

[Basic Policy on Company-wide Efforts for Corporate Management]

The Company's basic policies for company-wide initiatives as a corporate management are as follows. Based on these basic policies, the Board of Directors has resolved on the basic approach to internal control system and its development.

[Basic Policy on Company-wide Efforts for Corporate Management]

- The Company's business is carried out based on the conduct of its employees. Therefore, we will strive to foster each individual and create an organization that will grow and develop as a sound, trusted company.
- Each individual must study through their daily work, and foster a corporate culture to engage in absorption of new knowledge, correct communication of information and correct conduct, with a sense of responsibility, duty, and awareness.

(1) System to ensure the execution of Directors' duties complies with laws and regulations and the Articles of Incorporation

The Company strives to clarify its basic approach concerning corporate ethics and compliance, and ensure all employees are well-acquainted with the Company's thinking.

Apart from the Board of Directors, the Company has established the Board of Executive Officers to speed up management decision-making and separate executive and supervisory functions. The Company strengthens the supervisory function of the Board of Directors by reporting the resolutions of the Board of Executive Officers to the Board of Directors.

(2) System for retaining and managing information concerning the execution of Directors' duties

1. The Company prepares and retains minutes of the Board of Directors, the Board of Executive Officers, and other important meetings.
2. Information will be computerized and retained in an easy to inspect format.

(3) Rules and other systems related to management of loss risks

The Company will establish respective divisions responsible for risks related to information security, quality, environment, disasters, export control, etc., and these divisions prepare rules and guidelines concerning such risks, and conduct training and education.

(4) Systems to ensure the execution of Directors' duties is performed efficiently, and systems to ensure the execution of employees' duties complies with laws and regulations and the Articles of Incorporation

1. Under the regulation of the Board of Directors, the Company holds a regular Board of Directors once a month to make decisions on important matters and receive reports from the Executive Officers to supervise the status of business execution. In addition, the Executive Officer System separates management decision-making from business execution, enabling swift and flexible decision-making, while revitalizing the Board of Directors and strengthening management oversight functions.
2. Under the regulation of the Board of Executive Officers, the Company holds regular meetings of the Board of Executive Officers attended by the Directors, the Executive Officers and Audit & Supervisory Board Members to review and resolve matters delegated by the Board of Directors. In addition, the Board of Executive Officers, which is attended by General Managers and above depending on the content of discussion, examines basic and important matters related to business execution from a variety of perspectives, and directly explains and directs them to the relevant parties. In this way, the Company aims to expedite and improve the efficiency of business execution and to share information among officers and executive employees. Furthermore, information is also communicated to other employees through other meetings.
3. The Company will prepare the organization regulations, division of duties regulations, and administrative authority regulations, and clarify responsibilities and authorities.
4. To understand budget execution status and operating results trends, the Board of Executive Officers studies progress reports and actions to be taken.
5. The Company will conduct training to improve areas such as the safety and health of employees and compliance awareness at the time when individuals join the Company and when individuals are appointed to management positions, and continually after that.

6. The Company will prepare a system for disclosing inside information accurately and on a timely basis.
7. The Company will prepare various guidelines based on the Personal Information Management Guidelines to address the management of personal information.
8. The Company will clarify the basic policy for eliminating anti-social forces, and thoroughly acquaint all employees with it.
9. Based on the Internal Controls and Audit Provisions, the Company will prepare the internal control systems necessary to ensure the appropriateness of financial reporting.

(5) Systems to ensure appropriate business operations in our Group (meaning the Company and its consolidated subsidiaries)

1. For domestic and foreign consolidated subsidiaries, the Company will establish a management division responsible for ensuring appropriate operations while respecting, as a rule, each subsidiary's autonomy. The Company will respond as follows based on the size and business of consolidated subsidiaries.
   a) For domestic consolidated subsidiaries, the Company executes operations in accordance with the Company's policy and monitors the execution of operations by dispatching Directors or executive employees of the Company to serve as Directors of these subsidiaries. In addition, the Company strives to avoid risks by dispatching Directors, Executive Officers or executive employees of the Company to serve as Audit & Supervisory Board Members.
   b) For overseas consolidated subsidiaries, in addition to the actions described in a), the Company periodically brings together responsible individuals of the overseas consolidated subsidiaries for reporting and conferring, to build a consensus about the management. In addition, the Company dispatches or seconds responsible individuals to the subsidiaries in order to collect information as necessary.
2. Domestic and foreign consolidated subsidiaries of the Company shall regularly report on their operating results etc. to the Company, and if necessary, the Company shall convene a liaison meeting to encourage communication, in order to promote cooperation within our Group.
3. The Company will address the risks at its domestic and foreign consolidated subsidiaries by sharing risk information corresponding to size and business category, preparing and disseminating various provisions, and implementing training and education, with using the responsible division of the Company as a contact.
4. The Company will formulate a consolidated earnings plan while sharing information between the Company and its consolidated subsidiaries.
5. The Company will make the Hamamatsu Photonics Group Basic Policy of Sustainability and the Hamamatsu Photonics Group Code of Conduct known to its consolidated subsidiaries, with the goal of improving compliance within our Group.

(6) Matters concerning employees to be appointed when the Audit & Supervisory Board Members have requested that employees be assigned to assist their duties If the Audit & Supervisory Board Members have requested staff to assist an audit, the Company will appoint individuals from among its employees based on the Audit & Supervisory Board request about the number and the abilities of staff.

(7) Matters concerning ensuring the independence of the employees in the preceding paragraph from the Directors and ensuring the effectiveness of instructions to said employees

As dedicated staff to assist the Audit & Supervisory Board, the relevant employees must act solely in accordance with the standards set by the Audit & Supervisory Board, and must follow the Audit & Supervisory Board Members' instructions and orders. Furthermore, they are not to serve concurrently in an office related to the execution of operations or as employees in other divisions.

(8) System for Directors and employees of our Group to report to Audit & Supervisory Board Members, and system concerning other reports to Audit & Supervisory Board Members

When Directors, Executive Officers and employees (including Directors, Audit & Supervisory Board Members, and employees of consolidated subsidiaries) are requested to report on matters concerning the execution of operations by Audit & Supervisory Board Members of the Company, they will make an appropriate report promptly.

Furthermore, as soon as they have discovered any facts that might cause a significant loss to our Group, including acts that will violate laws and regulations or the Company's Articles of Incorporation, they shall make a report immediately to an Audit & Supervisory Board Member, or to the Audit & Supervisory Board.

(9) System to ensure individuals who have made a report under the preceding paragraph are not subjected to disadvantageous treatment because they made said report

The Company will not subject Directors, Executive Officers or employees of our Group who made a report to Audit & Supervisory Board Members to disadvantageous treatment because they made said report.

(10) Matters concerning the policy with respect to the procedure for advances or reimbursements of expenses incurred with respect to the execution of an Audit & Supervisory Board Member's duties or other processing of expenses or debts incurred with respect to the execution of said duties

When an Audit & Supervisory Board Member has submitted a request for advance payment of expenses with respect to the execution of duties based on Article 388 of the Companies Act, the Company will process said expenses or debts promptly except when it has determined, based on discussions with the responsible division, that the expenses or debts with respect to the relevant payment request were not necessary for execution of said Audit & Supervisory Board Member's duties.

(11) Other systems to ensure that audits by Audit & Supervisory Board Member are conducted effectively
The Company will ensure that the Audit & Supervisory Board Members will conduct effective audit activities for operating audits and accounting audits, based on a system of appropriate reports from parties such as the Independent Auditor, the Internal Audit Department, subsidiaries' Directors and Audit & Supervisory Board Members and the audit assistance staff, as well as coordination and information sharing with them.

See the reference material [diagram] : attachment at the end of the document

[Operation status of the systems for ensuring appropriate business operations]

(1) Execution of Directors' duties

・By separating the operational execution function from the Board of Directors, delegating authority for operational execution to Executive Officers, and reporting matters resolved at the Executive Officers meetings to the Board of Directors, the Company is working to strengthen the monitoring function of the Board of Directors and to promote flexible decision-making. In addition, in order to ensure the fairness, etc. of nominations for candidates for Director and remuneration procedures, and to strengthen the monitoring function of the Board of Directors, the Company has established a voluntary Nomination and Compensation Committee.

・For the purpose of maintaining and improving the effectiveness of the Board of Directors, the Company has continually conducted evaluations of the Board of Directors by consigning to a third party administration of questionnaires based on self-assessment by the Directors and Audit & Supervisory Board Members. Based on the results of these evaluations, the Company changes the method of operating the Board of Directors and other matters as necessary. During the FY2024, dialogue sessions were held separately from the Board of Directors as a forum for officers and Executive Officers to discuss a wide range of matters in order to further enhance information exchange and interaction among officers. In addition, as part of our corporate governance activities, Directors, Audit & Supervisory Board Members and Executive Officers are provided with training programs as appropriate.

・The Company holds the Board of Executive Officers approximately once a week attended by the Directors, Executive Officers and Audit & Supervisory Board Members to review, discuss and resolve important matters other than those to be resolved by the Board of Directors, thereby promoting flexible decision-making. General Managers and above also attend the meetings as appropriate, and review and discuss important matters and issues related to business execution from a variety of perspectives. Minutes of all meetings are prepared and retained.

・In order to realize its management philosophy, the Company has formulated eight materialities, focusing on "contribution to society and the environment through the business" and "strengthening the business foundation and corporate social responsibility" as the priority matters and goals. During the fiscal year under review, the Group revised Hamamatsu Photonics Group Code of Conduct, which is intended to enhance awareness among the Group's officers and employees about these materialities, as well as related laws, regulations, and policies, and to guide them in acting with high ethical standards and a strong sense of responsibility. In order to realize the principles and guidelines, the Group is promoting group-wide initiatives related to business, ESG, and other matters, mainly led by the respective General Headquarters, and is promoting management from both financial and non-financial perspectives.

・Our management philosophy and the above policies related to ESG initiatives are posted on the internal and external websites. In addition, the President's message on the Group's vision is shared with the Group's employees.

(2) Initiatives to enhance non-financial value, including ESG

・The Company has been recognized under the 2024 Certified Health & Productivity Management Outstanding Organizations Recognition Program (large enterprise category) "White 500," renewing the previous certificate. The Company is implementing policies to enable all employees to balance work and private life and to continue working actively on a long-term basis, such as holding online courses on childcare, nursing care and infertility treatment.

・The Company has set a long-term goal of reducing greenhouse gas emissions from its business activities and achieving carbon neutrality by 2050. In addition, in October 2022, the Company joined RE100, an international initiative that aims to adopt 100% renewable electricity for business operations, and aims to ensure that all electricity used in the Group will come from renewable sources by 2040. The Company is implementing the necessary measures to achieve these goals.

・In August 2017, the Company became a signatory to the UN Global Compact and declared its support for the 10 principles of the UN Global Compact.

2024 健康経営優良法人 Health and productivity ホワイト500

RE100 CLIMATE GROUP | CDP

・In addition to the above, each General Headquarters promotes initiatives to improve the non-financial value of the Group as a whole.

(3) Management of loss risk

・The Company has formulated a business continuity plan, which it continuously revises through means such as training, to prepare for disasters such as earthquakes. It also has strengthened its risk management system for overseas business travel. Training with regard to other risks related to health and safety, information security, quality, environment, disasters and export control, etc., is implemented by each responsible division.

(4) Execution of employees' duties

・The Board of Executive Officers communicates information to General Managers and above through various discussions, including our Group's management policies and conformity with our corporate culture. In addition, the Company holds a meeting of its employees holding the managerial position regularly, where the management side gives reports and seeks to deliver and share information in their own words.

・The Company has also prepared rules and provided education to prevent research activity misconduct and the improper use of public research funds.

(5) Ensuring proper operations in our Group

・With the aims of creating risk management systems for the entire Group and achieving thorough compliance with laws and regulations, the Company promotes projects for improving the Group compliance framework geared toward its domestic and overseas consolidated subsidiaries.

・To ensure propriety of operations, including those of consolidated subsidiaries, the Company clarifies administrative authority including that of consolidated subsidiaries and shares such information within the Group. With the aims of creating risk management systems for the entire Group and achieving thorough compliance with laws and regulations, the Company promotes projects for improving the Group compliance framework geared toward its overseas consolidated subsidiaries. Furthermore, in addition to dispatching or seconding executives to consolidated subsidiaries, for its domestic consolidated subsidiaries the Company exchanges information monthly if necessary, and for its overseas consolidated subsidiaries implements meetings where all managers attend. In addition, the Company clarifies administrative authority including that of consolidated subsidiaries and shares such information within the Group.

(6) Systems to ensure audits and supervision are conducted effectively

・To improve the effectiveness of audits by the Audit & Supervisory Board Members, if necessary the Company confers beforehand with the Audit & Supervisory Board Members concerning the contents of materials to be submitted to the Board of Directors. Furthermore, to improve the effectiveness of audits and supervision by the Outside Directors and Outside Audit & Supervisory Board Members, the Company provides them with the necessary information by sending beforehand the materials related to matters to be resolved at a regular Board of Directors and creates an opportunity to explain to them the matters as needed.

・The Company has increased the headcount in its Internal Audit Department, which is directly controlled by the Representative Director and President, and further strengthened a system for integrated performance of operational audits and financial report audits. The results of internal audits are reported to the Representative Director and President and the Audit & Supervisory Board in a timely manner, and also reports them to the Board of Executive Officers.

2. Basic policy to reject antisocial forces and the progress of development

The Company rejects any relationship with groups or individuals which pursue economic interests by the use of force or fraudulent means, threaten social order and security such as organized criminal groups, or organized crime related enterprises and corporate racketeers in a resolute attitude. The Company intends to grow and develop as a strong and trusted company, with each employee having a clear and high consciousness when following the Company's corporate ethics and compliance.

Ⅴ Others

1. Introducing takeover defense measures

Introducing takeover defense measures	None

Supplementary information

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2. Matters regarding other corporate governance systems, etc.

The status of the Company's internal system for timely disclosure of corporate information is as follows.

1． In order to disclose corporate information that should be disclosed in a timely manner without omission, the Company collaborates with each department and has an internal system in place to unify the understanding of matters that have arisen or decided in each department. The Director appointed to the Corporate Information Manager handles corporate information under the Timely Disclosure Regulations, and the Internal Information Management Regulations have been established as internal regulations to ensure thorough internal management of important company information.

2． Information on important decisions, important matters arising and the status of business execution is submitted and reported to the Board of Directors in a timely manner. In accordance with Timely Disclosure Regulations, such information is provided without delay when disclosure is required. When discussing the necessity of information disclosure, the Company receives advice and guidance from the Independent Auditor and the counsel as necessary, and strives to disclose accurate and fair corporate information.

(Attachment) diagram

