

Last Update: December 13, 2024

Menicon Co., Ltd.

Koji Kawaura, COO

Contact: Corporate Planning & Controlling Dept.
Finance & IR Team

Securities code: 7780

<http://www.menicon.co.jp>

The corporate governance of Menicon Co., Ltd. (the “Company”) is described below.

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

1. Basic Views

One of basic policies of the Company is to carry out our corporate activities with the aim of being a company that is respected and loved by all stakeholders, including shareholders, investors, customers and employees. To achieve that, the Company has positioned earning the trust of stakeholders and fair and transparent sound corporate management as important issues and the Company is working to realize good corporate governance.

1. The Company shall respect the rights of shareholders and ensure the equality.
2. The Company shall take into consideration the interests of Stakeholders including shareholders and cooperate the stakeholders appropriately.
3. The Company shall disclose the Company information properly and ensure transparency.
4. The Board of Directors, mainly independent outside directors, shall make the supervisory function effectively with regard to the execution of business from the independent objective standpoint.
5. The Company shall have constructive dialog with shareholders who have an investment policy that matches the medium- and long-term interests of shareholders.

Disclosure Based on the Principles of the Corporate Governance Code

The Company complies with all principles of the Corporate Governance Code.

[Principle 1.4 Cross-Shareholdings]

<Policy on Cross-Shareholdings>

The Company hold shares as cross-shareholdings, only when shareholders are important business partners or there is the reasonable reason and it is determined that holding the shares will increase our corporate value.

< Verification of Appropriateness of Holding Shares >

Shareholdings are kept to the minimum necessary and verified for their effectiveness in increasing corporate value and economic rationality. This verification is conducted annually, and in principle, the Company reduces its holdings of shares whose significance is judged to be insufficient.

< Exercise Voting Rights Policy >

When exercising voting rights related to shares held by the Company, the Company makes a comprehensive judgment based on the purpose of the shares and their impact on the issuing company and the Company's corporate value, and exercises its voting rights appropriately.

[Principle 1.7 Related Party Transactions]

The Company stipulates that the necessity and the validity of any transaction terms must be considered and submitted to the Board of Directors for approval before beginning related party transactions, or before the beginning of every new fiscal year in the case of continuing preexisting related party transactions. The Company conducts a questionnaire survey for all executives of the Company and related companies to confirm the existence of related party transactions, and also has a system to monitor any related party transactions.

[Supplementary Principle 2.4.1 Ensuring Diversity in the Promotion to Core Human Resources]

<Ensuring Diversity>

Under “Vision2030”, the Company’s medium-term management plan, the Company aims to continue offering products and services that match various situations and life stages so that all people can experience happiness and affluence. Based on the belief that the promotion of this new goal requires the active participation of diverse human resources, the Company attempts to ensure diversity by recruiting, training and appointing core human resources regardless of gender, nationality and work experience. In terms of recruiting activities, we are expanding our recruitment frontiers in order to increase the ratio of new graduates with overseas study experience and to gain the ability to promote globalization. Meanwhile, in mid-career hiring, we are diversifying our human resources by actively acquiring highly specialized and ready-to-work personnel to promote our strategies. In appointing core human resources, the Company selects those who are qualified in terms of ability and motivation in a highly transparent and fair manner, and provides them with approximately six months of training as candidates for future management positions. Based on the efforts described above, our diversity is being secured in the core human resources. The Company will continue to attempt to ensure diversity beyond the current level by broadly recruiting, educating and appointing core human resources regardless of gender, nationality or work experience on a continuous basis in the future.

Please also refer to our website.

Sustainable Development Goals : <https://www.menicon.com/corporate/aboutus/sdg/>

Sustainability Reports : <https://www.menicon.com/corporate/aboutus/sdg/>

Integrated Report : <https://www.menicon.com/corporate/ir/>

<Policies for Human Resources Development and Internal Environment Development to Ensure Diversity, and its Status>

- The Company conducts career training for all employees including female employees to develop their careers.
- In order to develop young employees, the Company provide training to acquire the knowledge and skills required in global companies, as well as an open-application educational program for selected employees.
- The Company plans to implement training aimed at improving the IT literacy of all employees in order to effectively utilize AI and other IT technologies for the purpose of improving productivity.
- In order to create an environment that makes it easier for all employees to work, the Company has made use of the flextime system, expansion of persons subject to telework regulations, adopted office design that facilitate communication, implemented a system for shorter working hours for childcare and established the number of days for which nursing leave and family care leave are available that exceeds the standards provided by the Act on Childcare Leave, Caregiver Leave, and Other Measures for the Welfare of Workers Caring for Children or Other Family Members.

[Principle 2.6 Roles of Corporate Pension Funds as Asset Owners]

The Company doesn't have Corporate Pension Funds.

[Principle 3.1 Full Disclosure]

Our policy is to properly disclose company information and ensure transparency.

(1) Corporate and Management Principles

The information is posted on our website.

<https://www.menicon.com/corporate/aboutus/corporate-info/>

As for management strategies and business plans based on our management philosophy, the Company has established the medium-term management plan called "Vision2030." As a milestone for achieving this, the Company has set targets of net sales of over 140 billion yen, operating profit ratio of 12%, and return on equity (ROE) of 12% in the fiscal year 2027.

The information is posted on our website.

<https://www.menicon.com/corporate/Investors/mid-term-management-plan>

(2) Corporate Governance Guidelines

The information is posted on our website and in this Report..

<https://www.menicon.com/corporate/aboutus/corporate-info/>

(3) Policies and Processes of Compensation for Directors and Executive Officers

Details are contained within this Report.

(4) Policies and Processes Concerning the Nomination, Appointment, and Dismissal of Directors and Executive Officers

1. The Company is the “Company with Nominating Committee, etc.”, the Nomination Committee determines the content of proposals regarding the appointment and dismissal of Directors to be submitted to the General Meeting of Shareholders. In addition, the Nomination Committee has the authority to formulate proposals on the appointment and dismissal of Executive Officers and submit them to the Board of Directors, determine the basic policies necessary for the execution of duties, and to establish or revise operational regulations and procedures, etc.
2. In the appointment, etc., of Directors and Executive Officers, the Company selects from the viewpoint of enhancing the Company’s social value and corporate governance, taking into consideration factors such as abilities and experience necessary for each role.
3. The Nomination Committee deliberates on the eligibility of Directors for election and dismissal, then they are appointed or dismissed at the General Meeting of Shareholders after deliberation by the Board of Directors. The majority of the Board of Directors shall be composed of Outside Directors who are independent and neutral.
4. The Nomination Committee deliberates on the eligibility of Executive Officers for appointment and dismissal, then they are appointed or dismissed after deliberation by the Board of Directors.
5. The Nomination Committee deliberates on the eligibility of the selection of a Representative Executive Officer, and the Representative Executive Officer shall be selected from the Executive Officers after deliberation by the Board of Directors. The Nomination Committee also deliberates on dismissals, and implements dismissals after deliberation by the Board of Directors.

(5) Explanation on Nomination and Appointment When Nominating Directors and Executive Officers

Please refer to “II-1 [Outside Directors] Outside Directors’ Relationship with the Company (2)” for information on reasons for the appointment of outside directors. With respect to the appointment of inside Directors and Executive Officers, the Company makes judgments according to the policy described in (4) above taking into consideration individual work experience and knowledge. The personal careers of Directors and Executive Officers are disclosed in the annual securities report.

[Supplementary Principle 3.1.3 Initiatives on Sustainability, etc.]

Under the corporate slogan of " Contributing to society by providing superior visual correction", the Company has been providing the joy of sight to its customers through products and services centered on the provision of visual correction through business. In medium-term management plan of the Company “Vision2030”, the Company set forth its vision to continue to be regarded as an essential company by people around the world through its global social contribution and environmentally friendly corporate activities. The Company will continue our activities to achieve this goal.

<Initiatives on Sustainability>

The Company aims to achieve a sustainable society through harmonization of people, society, and the global environment and provision of products and services beneficial for society. The Sustainability Committee, chaired by the Chairman and CEO, actively discusses sustainability issues, and in the fiscal year 2022, the committee has set "To achieve a healthy and spiritually rich society" as the goal of sustainability, and has also identified "Providing a lifestyle that stimulates the senses," "Reducing the burden on the global environment," "Contributing to a happy society," and "Building a corporate infrastructure that will last 100 years" as new key issues. Vision in our business domains related to the five senses, we will provide products and services that focus on safety and security, mainly our vision care business, reduce our environmental impact through corporate activities that take the global environment into consideration, and revitalize local communities and promote art, culture, and sports through global social contribution activities, in order to create a society where everyone we aim to create a society where everyone is full of smiles. In addition, we will build a sustainable corporate foundation necessary to realize these goals through corporate activities that pursue the safety, security, and trust of our customers, as well as by improving the workplace environment, fostering human resources, strengthening relationships with business partners, and respecting human rights.

Please refer to the corporate website for its sustainability initiatives.

Sustainable Development Goals : <https://www.menicon.com/corporate/aboutus/sdg/>

Social Contribution : <https://www.menicon.com/corporate/aboutus/csr/>

Sustainability Report : <https://www.menicon.com/corporate/aboutus/sdg/>

Integrated Report : <https://www.menicon.com/corporate/ir/>

<Investment in Human Capital and Intellectual Capital, etc.>

With regard to human capital, the Company actively invests in human resources development based on the belief that the growth of each employee is the growth of the company. The Company provides training aimed at systematic acquisition of necessary abilities, self-reflection, and supporting growth at career milestones for our employees. The Company has also conducted an open-application educational program to nurture future core human resources. In addition, we respect employees' willingness to learn and offer support for personal development that partially covers expenses related personal development.

With regard to intellectual capital, we are implementing an intellectual property strategy based on three pillars: building a foundation for business expansion, cultivating an environment where intellectual property can be generated, and promoting innovation, in order to contribute to solving social issues and maximizing corporate value through the active creation and utilization of intellectual property. In addition, we view brands as important assets for the maintenance and development of a company, and we are actively working on trademark rights and anti-counterfeiting measures to enhance brand value.

Details of our intellectual property strategy and other information can be found in the Menicon Report.

Menicon Report 2024 : <https://www.menicon.com/corporate/ir/>

<Disclosure under the TCFD or equivalent framework>

The Company is addressing issues related to climate change by establishing a governance structure under the supervision of the Board of Directors, with discussions and deliberations conducted by the Sustainability Committee. In the fiscal year 2021, the Company began conducting scenario analysis to develop a strategy for medium- to long-term resilience to climate change. The identified risks will be managed in accordance with the company-wide risk management procedures. In addition, as indicators, the Company Group's carbon dioxide emissions (Scope 1 and 2) for the fiscal year 2020 and beyond, and the upstream and downstream emissions (Scope 3) of the Company Group's supply chain for the fiscal year 2021 and beyond.

Details of its climate change initiatives will be disclosed on the corporate website, and through our Integrated Report and Annual Securities Report, etc.

Disclosure in Line with TCFD Recommendations : <https://www.menicon.com/corporate/aboutus/tcfid-recommendations>

Integrated Report : <https://www.menicon.com/corporate/ir/>

Annual Securities Report : <https://www.menicon.co.jp/company/ir/securities.html>

The Company will continue to further develop its efforts against climate change by utilizing the TCFD framework and other measures to continuously improve its resilience, and the Company will also enhance the disclosure of information such as targets against the indicators.

[Supplementary Principle 4.1.1 Scope of delegation to management]

The Company is a “Company with Nominating Committee, etc.”, and the Board of Directors delegates the authority to make decisions on business execution matters to Executive Officers, barring matters which are declared by laws and regulations to be exclusive to the Board of Directors in order to promote prompt decision making and efficient group management, thereby devoting itself to the supervisory functions of management.

[Principle 4.9 Independence Standards and Qualification for Independent Directors]

The Company appoints Independent Outside Directors in accordance with the independence standards set forth by Financial Instruments Exchanges.

[Supplementary Principle 4.10.1 Use of Optional Approach]

The Company is a “Company with Nominating Committee, etc.”, and the majority of whose members are Independent Outside Directors. For detail, please see the following item "2. Matters Concerning Functions of Business Execution, Auditing and Supervision, Nomination, and Remuneration Decisions (Overview of Current Corporate Governance System)" of "II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight in Management".

[Supplementary Principle 4.11.1 Composition of Board of Directors]

The Company is a “Company with Nominating Committee, etc.”, and the Nominating Committee determines the content of proposals regarding the election of directors to be submitted to the General Meeting of Shareholders. Directors are elected in consideration of the balance of knowledge, experience, ability, diversity, and appropriate size of each director in accordance with his / her role and responsibilities necessary for achieving “Vision2030” of the Medium-Term Management Plan. Reasons for appointment and skill matrix are disclosed in the Notice of the General Meeting of Shareholders and Integrated Report, etc.

Notice of the General Meeting of Shareholders : <https://www.menicon.co.jp/company/ir/meeting.html>

Integrated Report : <https://www.menicon.com/corporate/ir/>

[Supplementary Principle 4.11.2 Concurrent Holdings of Positions by Directors]

In order to ensure that Outside Directors can devote the time and effort necessary to properly fulfill their roles and responsibilities, the Company limits the number of positions that Outside Directors concurrently hold at other listed companies to a reasonable range. The status of major concurrent positions held by Directors is disclosed in the Notice of the General Meeting of Shareholders, Annual Securities Report, and other documents.

[Supplementary Principle 4.11.3 Board of Directors Evaluation]

The Company conducts self-assessments of each Director every year. In the current fiscal year, the Company again surveyed each director regarding the overall effectiveness of the Board of Directors. As a result of the analysis and evaluation, no significant issues were identified, and the Board of Directors was given an assessment that it is generally operating in an effective manner. Future issues identified from this evaluation include selecting important issues related to medium- to long-term corporate value enhancement and sustainable growth and improving the quality of discussions; strengthening monitoring of the execution status of the medium-term management plan and analysis and response to market trends, competition, geopolitical risks, etc.; and The company will also work to deepen communication and mutual understanding between executive officers and stakeholders to promote constructive dialogues with them. The Company will promote improvement initiatives and increase the effectiveness of the Board of Directors.

[Supplementary Principle 4.14.2 Training Policy]

Persons who can fulfill the roles and responsibilities required of each Director are appointed. In accordance with revisions to laws and regulations such as the Companies Act and changes in the business environment, the Company provides opportunities to participate in external seminars and other events to update the knowledge required of Directors and to promote their understanding of their roles and responsibilities.

[Principle 5.1 Policy for Constructive Dialogue with Shareholders]

The Company has formulated the following basic policy regarding structural enhancement and initiatives aimed to promote constructive dialogue with shareholders.

1. The Company has established the "Corporate Planning & Controlling Dept. Finance & IR Team" as a dedicated IR department within the Corporate Management Head Office in order to actively, fairly, impartially, and timely disclose information on the Company's management and financial conditions to shareholders and investors and to promote IR activities that contribute to further enhancement of the Company's corporate value.
2. The Company will respond to requests for dialogue from our shareholders and investors, taking into consideration the purpose, importance of the content, attributes, and other factors.
3. As an effort for non-individualized dialogue, the Company actively hold briefing sessions for institutional and individual investors.
4. As a tool for constructive dialogue, the Company sets up a website for shareholders and investors to disclose IR information, including information on quarterly financial results.

IR Information : <https://www.menicon.com/corporate/ir/>

5. Regarding the management of insider information in the dialogues with shareholders, the Company will ensure a strict control on information management through structural enhancement and internal education.
6. Opinions received from our shareholders and investors will be provided as feedback to the executive management and the Board of Directors.
7. The Company will strive to grasp our shareholder structure as necessary.

[Actions to achieve cost of capital and stock price conscious management] [Update date : December 13, 2024]

In our medium-term management plan, we set a target for ROE, an indicator of return on capital, in order to continuously increase corporate value. We use ROE as one of the indicators for calculating executive compensation, and are working to achieve this goal with a conscious of the cost of capital based on the capital asset pricing model. As a specific numerical target, we aim to achieve ROE of 12% in the fiscal year 2027. We also monitor equity capital ratio and net D/E ratio as indicators of financial safety. We are monitoring equity capital ratio and net D/E ratio as indicators of financial safety, and are aiming for an equity capital with a conscious of financial safety.

In the fiscal year ended March 31, 2024, ROE was 6.0%, equity capital ratio was 44.1%, and net D/E ratio was 0.30. We have also set ROIC as an internal target, aiming to promote management emphasizing return on capital and to shift our profit structure from "Investment phase" to "Investment Return phase. The return on capital was higher than the cost of capital while keeping a certain level of financial safety.

As initiatives to reduce the cost of capital, in order to strengthen communication with shareholders and investors, we will enhance disclosure information through the following initiatives and other means so that investors can better understand our management strategy, current situation, and future growth potential, including the thinking of our management team.

Increase opportunities for management to communicate with investors by holding quarterly financial results briefings starting from the fiscal year ending March 31, 2025.

Disclose scripts of financial results briefings and Databook.

Going forward, we will continue to improve our corporate value by realizing our return on capital targets while keeping a conscious of our cost of capital.

Please refer to our Medium-Term Management Plan for more information on this response.

<https://www.menicon.com/corporate/ir/mid-term-management-plan>

[Status of Dialogue with Shareholders, etc.]

- Main Respondents in Dialogue with Shareholders

Requests for dialogue with shareholders are coordinated by the department in charge of IR, and are basically carried out by the department in charge of IR. Depending on the content of the dialogue, Executive Officers and Directors may respond to the request.

- Summary of shareholders with whom dialogue was held

In the fiscal year 2023, we held a total of more than 200 meetings and plant tours with domestic and foreign institutional investors. Dialogues were held with a variety of personnel, including fund managers, analysts, ESG managers, and those in charge of exercising voting rights, regardless of investment style. In addition, we held a briefing session for individual investors to deepen their understanding of our business.

- Main themes of the dialogue

(1) Market environment by region and our strategy

(2) Details of the current fiscal year's forecast and the probability of the forecast

(3) Medium-term management plan and growth strategies to achieve the plan

(4) ESG initiatives

- Feedback of shareholder opinions and other information to the Board of Directors

The content and status of dialogues with shareholders are reported to the Executive Officers as appropriate, and any content that should be considered and addressed for the purpose of sustainable growth and medium- to long-term improvement of corporate value is reported to the Board of Directors through the Executive Officers.

- Details of items incorporated based on the dialogue and subsequent feedback, if any.

We use their comments on our business operations as a reference in formulating our management policies. We also use their comments on ESG initiatives to help us promote our initiatives and improve our disclosure.

2. Capital Structure

Foreign Shareholding Ratio	20% or more and less than 30%
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Status of Major Shareholders

Name or Company Name	Number of Shares Owned	Percentage (%)
The Master Trust Bank of Japan, Ltd. (trust account)	9,637,500	12.64
Toyotomi Co, Ltd.	3,964,000	5.20
Kazuko Tsukamoto	2,666,900	3.49
Custody Bank of Japan, Ltd. (trust account)	2,371,000	3.11
Mami Co., Ltd.	2,149,600	2.82
Hidenari Tanaka	1,914,000	2.51
Menicon Group Employee Shareholder Association	1,738,544	2.28
BBH FOR UMB BK, NATL ASSOCIATION-GLOBAL ALPHA INTL SMALL CAP FUND LP	1,373,291	1.80
STATE STREET BANK AND TRUST COMPANY	1,145,933	1.50
Yasunori Tanaka	1,145,200	1.50

Name of Controlling Shareholder, if applicable
(excluding Parent Company)

Name of Parent Company, if applicable

None

Supplementary Explanation

The status of major shareholders is as of March 31, 2024.

The above "Percentage" is calculated excluding treasury stock. Note that treasury stock does not include the Company's shares held by The Custody Bank of Japan, Ltd. (Trust Account E) as trust assets for the "Stock Benefit Trust (Employee Stock Holding Partnership Disposal Type)" plan.

The following large shareholding report (including the change report) is available for public inspection, but the Company is unable to confirm the number of shares actually held as of March 31, 2024, so the above status of major shareholders is based on the number of shares held in the shareholder registry.

(1) Submitter: Nomura Securities Co. and two others

Reporting obligation accrual date: December 30, 2022

Date of submission: January 11, 2023

Number of shares held (including latent shares): 4,147,478 shares

Percentage of shares held to total number of shares issued (including treasury stock and latent shares) as of December 30, 2022:
5.28

(2) Submitter: Mizuho Bank, Ltd. and three others

Reporting obligation accrual date: November 15, 2023

Date of submission: November 22, 2023

Number of shares held (including latent shares): 4,228,473 shares

Percentage of shares held to total number of shares issued (including treasury stock and latent shares) as of November 15, 2023:
5.28

(3) Submitted by: Global Alpha Capital Management Ltd.

Reporting obligation accrual date: February 16, 2024

Date of submission: February 22, 2024

Number of shares held (including latent shares): 3,747,411 shares

Percentage of shares held to total number of shares issued (including treasury stock and latent shares) as of February 16, 2024: 4.89

3. Corporate Attributes

Listed Stock Exchange and Market Segment	Prime Market
Fiscal Year-End	March
Business Sector	Precision Instruments
Number of Employees (Consolidated) as of the End of the Previous Fiscal Year	1,000 or more
Net Sales (Consolidated) as of the End of the Previous Fiscal Year	¥100 billion or more and less than ¥1 trillion
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	10 or more and fewer than 50

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

5. Other Special Circumstances which May have Material Impact on Corporate Governance

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

1. Organizational Composition and Operation

Corporate Governance System	Company with Nominating Committee, etc.
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Directors

Number of Directors Stipulated in Articles of Incorporation	10
Directors' Term of Office Stipulated in Articles of Incorporation	1 year
Chairperson of the Board of Directors	Other Director
Number of Directors	9

Outside Directors

Number of Outside Directors	6
Number of Independent Directors	6

Outside Directors' Relationship with the Company (1)

Name	Attributes	Relationship with the Company*										
		a	b	c	d	e	f	g	h	i	j	k
Yoshimi Horinishi	Lawyer											
Shingo Watanabe	CPA								△			
Ryutaro Honda	From another company											
Katsuhiko Yanagawa	From another company											
Kazushige Takehana	Academic											
Hiroko Terasaki	Academic											

*Categories for "Relationship with the Company".

(Use "○" when the director presently falls or has recently fallen under the category; "△" when the director fell under the category in the past; "●" when a close relative of the director presently falls or has recently fallen under the category; and "▲" when a close relative of the director fell under the category in the past.)

- Person who executes business of the Company or a subsidiary
- Person who executes business or a non-executive director of a parent company
- Person who executes business of a fellow subsidiary
- Person/entity for which the Company is a major client or a person who executes business for such person/entity
- Major client of the Company or a person who executes business for such client
- Consultant, accounting expert, or legal expert who receives large amounts of cash or other assets in addition to director/Audit and Supervisory Board Member compensation from the Company
- Major shareholder of the Company (in cases where the shareholder is a corporation, a person who executes business of the corporation)
- Person who executes business for a client of the Company (excluding persons categorized as any of d, e, or f above) (applies to self only)
- Person who executes business for another company holding cross-directorships/cross-auditorships with the Company (applies to self only)
- Person who executes business for an entity receiving contributions from the Company (applies to self only)
- Other

Outside Directors' Relationship with the Company (2)

Name	Membership of Committee			Designation as Independent Director	Supplementary Explanation of the Applicable Relationship	Reasons for Appointment
	Nomination Committee	Remuneration Committee	Audit Committee			
Yoshimi Horinishi		○	○	○	---	<p>As an attorney, Ms. Yoshimi Horinishi possesses extensive experience and a high degree of expertise in legal affairs in general. The Company expects that, by leveraging these achievements and her abundant knowledge and experience, she will be able to perform objective supervision of the Company's management, and nominates her as an Outside Director.</p> <p>She meets all requirements for designation as an independent director under the rules of the Tokyo Stock Exchange. She has been judged to pose no risk of giving rise to a conflict of interest with general shareholders and has therefore been designated as an independent director.</p> <p>Horinishi Law Office where she serves as Representative is not a client or supplier of Menicon.</p>
Shingo Watanabe			○	○	Retired from the Company's Accounting Auditor Ernst & Young ShinNihon LLC (formerly ShinNihon LLC) in June 2017.	<p>Mr. Shingo Watanabe possesses extensive overseas experience as a certified public accountant and is well versed in international accounting. He also has a high degree of expertise in finance and accounting in general. The Company expects that, by leveraging these achievements and his abundant knowledge and experience, he will be able to perform objective supervision of the Company's management, and nominates him as an Outside Director.</p> <p>He meets all requirements for designation as an independent director under the rules of the Tokyo Stock Exchange. He has been judged to pose no risk of giving rise to a conflict of interest with general shareholders and has therefore been designated as an independent director.</p> <p>Shingo Watanabe Certified Public Accountant Office is not a client or supplier of Menicon.</p>

Ryutaro Honda	○	○		○	---	<p>Mr. Ryutaro Honda has broad expertise in the media industry and has major achievements as a corporate executive. The Company expects that, by leveraging these achievements and his abundant knowledge and experience, he will be able to perform objective supervision of the Company's management, and nominates him as an Outside Director.</p> <p>He meets all requirements for designation as an independent director under the rules of the Tokyo Stock Exchange. He has been judged to pose no risk of giving rise to a conflict of interest with general shareholders and has therefore been designated as an independent director.</p>
Katsuhiko Yanagawa	○		○	○	---	<p>Mr. Katsuhiko Yanagawa possesses a high degree of insight and supervisory ability regarding management as a manager of a globally operating company. The Company expects that, by leveraging these achievements and his supervise the Company's management from an independent and objective standpoint based on his extensive knowledge and experience in management and marketing, particularly in Asia and China, and nominates him as an Outside Director.</p> <p>He meets all requirements for designation as an independent director under the rules of the Tokyo Stock Exchange. He has been judged to pose no risk of giving rise to a conflict of interest with general shareholders and has therefore been designated as an independent director.</p>

Kazushige Takehana			○	○	---	<p>Mr. Kazushige Takehana is a doctor (veterinary medicine) who has conducted numerous research achievements at veterinary societies, anatomical societies, microscopy societies, etc. In addition, as Dean of Rakuno Gakuen University, he has been responsible for part of the school's management and has established a governance system. The Company expects that, by leveraging these achievements and his supervise the Company's management from an independent and objective standpoint, drawing on these accomplishments and his wealth of knowledge and experience, and nominates him as an Outside Director.</p> <p>He meets all requirements for designation as an independent director under the rules of the Tokyo Stock Exchange. He has been judged to pose no risk of giving rise to a conflict of interest with general shareholders and has therefore been designated as an independent director.</p>
Hiroko Terasaki			○	○	---	<p>Ms. Hiroko Terasaki is a medical doctor, a specialist and supervisor of the Japanese Ophthalmological Society, and has made many achievements in the field of ophthalmology as a physician and researcher. As a university professor, she plays an important role as the president of various academic societies and contributes to the development of academic research. The Company expects that, by leveraging these achievements and her abundant knowledge and experience, she will be able to perform objective supervision of the Company's management, and nominates her newly as a candidate for Outside Director.</p> <p>She meets all requirements for designation as an independent director under the rules of the Tokyo Stock Exchange. She has been judged to pose no risk of giving rise to a conflict of interest with general shareholders and has therefore been designated as an independent director.</p>

Committees

Composition of Supervisory Committee and Attributes of the Chairperson

	All Committee Members	Full-time Members	Inside Directors	Outside Directors	Committee Chair
Nomination Committee	3	1	1	2	Outside Director
Remuneration Committee	3	1	1	2	Outside Director
Audit Committee	7	2	2	5	Outside Director

Executive Officers

Number of Executive Officers	7
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Status of Additional Duties

Name	Representative Authority	Concurrent Duties as Director			Concurrent Duties as Employee
			Nomination Committee Member	Remuneration Committee Member	
Hidenari Tanaka	Yes	Yes	No	No	No
Koji Kawaura	Yes	No	No	No	No
Hideki Koga	No	No	No	No	No
Motonari Watanabe	No	No	No	No	No
Hiroki Shinoda	No	No	No	No	No
Kenji Takeshita	No	No	No	No	No
Kensuke Muraki	No	No	No	No	No

Auditing Structure

Appointment of Directors and/or Employees to Support the Audit Committee	Appointed
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Matters Related to the Independence of Such Directors and/or Employees from Executive Officers

The Audit Committee is responsible for nominating staff to support the Audit Committee and for giving instructions on operations related to the support for the Audit Committee. The Audit Committee gives direct instructions and orders to the supporting staff. In addition, the supporting staff reports the results of their duties and other findings directly to the Audit Committee so as to ensure the independence of the supporting staff and the effectiveness of the instructions. Any decision regarding matters such as performance assessment and change in personnel for the supporting staff must be consented to by the chairperson of the Audit Committee.

Cooperation among Audit Committee, Accounting Auditors and Internal Audit Department

The Audit Committee receives reports and explanations about audit schedules and results from the Accounting Auditors, and verifies the results of audits of financial statements based on the information they provide. They receive reports and explanations on the quality control structure in place for Accounting Auditors.

The Internal Audit Dept. investigates and evaluates on the following matters: whether the company's accounts are accurately processed in accordance with laws and regulations, and whether the company's assets are properly managed and maintained; whether the company's operations are managed rationally and effectively to achieve its management objectives in compliance with laws, regulations, the Articles of Incorporation and other rules; and whether the company's business is conducted in a manner that is appropriate for its business purposes. The results are reported to the Representative Executive Officer once a quarter. The results are reported to the Representative Executive Officer once a quarter. The results are also reported to the full-time Audit Committee member (Director) at the Audit Report Meeting as necessary, and are reported to the Audit Committee and the Board of Directors by the full-time Audit Committee member.

Furthermore, in order to enhance the audit function, a “three-pronged audit liaison meeting” is held once a quarter by the Audit Committee, Accounting Auditor and Audit Dept. to exchange information and opinions and hold discussions.

Matters Concerning Independent Directors

Number of Independent Directors	6
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Other Matters Concerning Independent Directors

Incentives

Implementation Status of Measures related to Incentives Granted to Directors and/or Executive Officers	Introduction of Performance-linked Remuneration Scheme / Introduction of Stock Options Scheme / Other / None
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Supplementary Explanation for Applicable Items

The Company designates all outside directors that satisfy the requirement of independent directors as independent directors.

Persons Eligible for Stock Options	Inside Directors / Executive Officers / Employees / Subsidiaries' Directors / Subsidiaries' Employees
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Supplementary Explanation for Applicable Items

The Company has implemented a share remuneration-type stock option scheme as an incentive for recipients to share awareness for profit with the shareholders and to strongly motivate them in continually working to improve business performance from a mid- to long-term perspective.

Remuneration for Directors and Executive Officers

Status of Disclosure of Individual Directors' Remuneration	Disclosure for Selected Directors
Status of Disclosure of Individual Executive Officers' Remuneration	Disclosure for Selected Executive Officers

Supplementary Explanation for Applicable Items

Remuneration for Directors and Executive Officers for the fiscal year 2023

1. Total amount of remuneration by category of Directors and Executive Officers; and the number of relevant Directors and Executive Officers.

Total amount of remuneration paid to the Inside Directors (3 Directors): JPY 65 million

Total amount of remuneration paid to the Executive Officers (7 Executive Officers): JPY 391 million

Total amount of remuneration paid to the Outside Directors (6 Outside Directors): JPY 42 million

(Notes) At the end of the fiscal year 2023, there were 9 Directors (include 6 Outside Directors) and 6 Executive Officers. One of the Executive Officer served concurrently as Directors.

2. Total amount of remuneration for the CEO and Executive Officers whose total amount of remuneration exceeds 100 million yen.

Hidenari Tanaka (concurrently Director and Executive Officer) : JPY 175 million

Policy on Determining Remuneration Amounts and the Calculation Methods Thereof	Established
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Disclosure of Policy on Determining Remuneration Amounts and the Calculation Methods Thereof

The Company has established policies regarding the determination of compensation amounts, etc. for its Directors and Executive Officers. Contents of the policies ensure to maintain rationality and transparency in deciding compensations for Directors and Executive Officers of the Company as well as to provide strong motivation for Directors and Executive Officers by reflecting the results of their efforts to improve corporate value. Compensations are determined by the Remuneration Committee, which consists of three Directors (including two Outside Directors), a based on an appropriate level and by taking into consideration factors such as the business environment, performance, and levels set by other companies. Compensations consist of (a) basic compensations and (b) share remuneration-type stock options. (a) As basic compensations, yearly compensation amounts are derived from the designated duties and performance results. Performance results are reflected more greatly for compensations for Executive Officers. (b) A share remuneration-type stock option scheme has been implemented as an incentive for recipients to share awareness for profit with the shareholders and to strongly motivate them in continuingly working to improve business performance from a mid- to long-term perspective. In the processes to determine above compensations, detailed rules regarding executives' compensations are established and operational procedures and standards are clarified.

Support System for Outside Directors

The Human Resources Dept., the Internal Audit Dept., and the Corporate Planning & Controlling Dept. serve as contact points for outside directors, and in addition, administrative offices are placed in each of the three committees to support the committees' duties. The outside directors primarily perform supervisory duties by attending meetings of the Board of Directors, but they also serve to ensure effective supervision by receiving reports from the Executive Officers on the execution of their duties. In particular, the Outside Directors who compose the Audit Committee share audit information by communicating and consulting with Accounting Auditors and the Internal Audit Dept. as needed.

2. Matters Concerning Functions of Business Execution, Auditing and Supervision, Nomination, and Remuneration Decisions (Overview of Current Corporate Governance System)

[Outline of Corporate Governance Structure]

The Company is a “Company with Nominating Committee, etc.”, as required by corporate law, and the company’s governance structure is made up of nine directors (among whom six are Outside Directors) and seven Executive Officers (including one who is also a director).

- Board of Directors

The Board of Directors, which consists of Directors elected at the General Meeting of Shareholders, deliberates and decides on matters prescribed by law and important matters related to group management in accordance with the Board of Directors Regulations. The Board of Directors also supervises the execution of duties by the executive officers by receiving periodic reports from them on the status of business execution. The Board of Directors meets at least once a month in principle. Seventeen meetings were held in the fiscal year 2023.

- Audit Committee

The Audit Committee consists of seven directors (including five outside directors) selected by resolution of the Board of Directors. Independence is ensured as no director may concurrently serve as a director executing the business of the Company or its subsidiaries. The Audit Committee is responsible for : (1) matters related to the Basic Policy on Auditing, the Implementation Plan, and the Auditing Method ; (2) inspects the compliance and suitability of the performance of their duties of the Directors and Executive Officers ; and (3) formulating proposals for the appointment and dismissal of Accounting Auditors and the non-reappointment of Accounting Auditors to be submitted to the General Meeting of Shareholders. In conducting investigations, the Audit Committee has the authority to request reports from other Directors, Executive Officers and employees on matters related to the conduct of their duties and to investigate the status of the Company's business and assets. Thirteen meetings were held in the fiscal year 2023.

- Nomination Committee

The Nomination Committee consists of three directors (including two outside directors) selected by resolution of the Board of Directors. Independence is ensured as no director may concurrently serve as a director executing the business of the Company or its subsidiaries. The Nomination Committee (1) decides on proposals to be submitted to the General Meeting of Shareholders concerning the election and dismissal of Directors ; (2) formulates proposals to be submitted to the Board of Directors concerning the election and dismissal of Executive Officers and the election and dismissal of CEO ; and (3) establishes, revises, and abolishes basic policies, operational rules, procedures, etc. necessary for the execution of duties. Eight meetings were held in the fiscal year 2023.

- Remuneration Committee

The Remuneration Committee consists of three directors (including two outside directors) selected by resolution of the Board of Directors. Independence is ensured as no director may concurrently serve as a director executing the business of the Company or its subsidiaries. The Remuneration Committee (1) determines the content of remuneration, etc. for individual Directors and Executive Officers, and (2) establishes, revises, and abolishes the basic policies, operational rules, procedures, etc. necessary for the execution of duties. Seven meetings were held in the fiscal year 2023.

- Directors

The Directors provide advice and supervision regarding the management performed by Executive Officers, from an objective, big-picture point of view that aims at increasing the value of the company.

- Executive Committee

Executive Committee consists of all Executive Officers appointed by the Board of Directors, and deliberates and decides on important matters related to business execution (excluding matters resolved by the Board of Directors). It was held twenty times in the fiscal year 2023.

- Executive Officers

Executive Officers are delegated to execute their duties by resolution of the Board of Directors, thereby achieving prompt and efficient business execution. The Executive Officers report the status of business execution to the Board of Directors and fulfill their accountability.

[Status of Audits]

- Status of Internal Audits

The Audit Dept. (5 internal auditors) has been established as an independent and dedicated organization under the direct control of the Representative Executive Officer to audit the Company's internal departments and subsidiaries (domestic and overseas) from the perspective of operational effectiveness and efficiency. The Audit Dept. investigates and evaluates whether the Company's accounting is accurately handled in accordance with laws, regulations, and other rules and regulations, and whether the Company's assets are properly managed and maintained, and whether the Company's operations are conducted rationally and effectively in accordance with laws, regulations, the Articles of Incorporation, and other rules and regulations to achieve its management objectives. The results are reported to the Representative Executive Officer and Directors (including the Audit Committee) once a quarter.

- Status of Accounting Audit

a. Name of Audit Firm

Ernst & Young ShinNihon LLC

b. Audit period

Since 1993

c. Certified Public Accountant who performed the audit

Masaaki Ohashi

Naritetsu Miyako

d. Composition of Assistants for the Audit

The Company's assistants for accounting audit services are 8 certified public accountants and 24 others.

The Company has made Contracts for Limitation of Liability with all Directors and Accounting Auditors, Ernst & Young ShinNihon LLC, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act. The maximum amount of liability for damages under the contract is the minimum liability amount stipulated in Article 425, Paragraph 1 of the same Act.

3. Reasons for Adoption of Current Corporate Governance System

In order to strengthen corporate governance, the Company is a “Company with Nominating Committee, etc.”, and has appointed a majority of Outside Directors to each committee. As a result, we have clearly separated the business execution function and supervisory function, thereby realizing prompt management decision-making and business execution by Executive Officers and strengthening the management and supervisory function by Directors

III. Implementation of Measures for Shareholders and Other Stakeholders

1. Measures to Vitalize the General Shareholder Meetings and Facilitate Exercise of Voting Rights

	Supplementary Explanation
Scheduling of the General Shareholders Meeting During Non-Peak Days	We held the 67th General Meeting of Shareholders on June 26, 2024.
Electronic Exercise of Voting Rights	Shareholders can exercise their voting rights via the Internet by accessing the website for exercising voting rights designated by the Company from a personal computer or smartphone.
Participation in a Platform for the Electronic Exercise of Voting Rights and Other Initiatives to Enhance Environment for Institutional Investors to Exercise Voting Rights	We have participated an Electronic Voting Platform.
Provision of Notice (or Summary of Notice) of the General Shareholders Meeting in English	We post the English version of the Notice of the General Meeting of Shareholders on our website
Other	The company provide live Internet streaming of the General Meeting of Shareholders so that shareholders can observe the meeting from outside the meeting venue on the day of the General Meeting of Shareholders.

2. Status of IR-related Activities

	Supplementary Explanation	Explanation by a representative director or a representative executive officer
Formulation and Publication of Disclosure Policies	<p>The Company discloses its corporate information in a timely and proper manner according to legal disclosure requirements based on the Financial Instruments Act and timely disclosure requirements based on the Securities Listing Regulations of the Tokyo Stock Exchange.</p> <p>The Company discloses information through TDnet (Timely Disclosure network) provided by the Tokyo Stock Exchange, and also immediately posts information on company's website.</p> <p>http://www.menicon.co.jp</p>	
Regular Investor Briefings held for Individual Investors	The Company holds briefings for Individual Investors by CEO as needed.	Held
Regular Investor Briefings held for Analysts and Institutional Investors	The Company holds financial results briefings for analysts and institutional investors by COO and CFO approximately once a quarter.	Held
Online Disclosure of IR Information	<p>The Company discloses financial results and our corporate information on our website.</p> <p>http://www.menicon.com/corporate/ir/</p>	
Establishment of Department and/or Placement of a Manager in Charge of IR	The Finance & Investor Relations Team has been established in the Corporate Planning Dept. as a dedicated Dept..	

3. Status of Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanation
Establishment of Internal Rules Stipulating Respect for the Position of Stakeholders	The Company states in its management principles that it respects its customers, society, industry, shareholders, and employees.
Implementation of Environmental Preservation Activities and CSR Activities, etc.	The Company has "to being a global enterprise that is friendly to people, animals, and the environment." The Company will reduce the environmental burden by management efforts, promote eco-friendly environmental business, create an environment where people and animals can coexist by animal medical equipment, promote to create the forest for important water and oxygen.
Formulation of Policies, etc. on Provision of Information to Stakeholders	The Company has established a Sustainability Committee and has strengthened efforts to fulfill its social responsibilities to stakeholders. The Company will continue to actively disclose corporate information to investors in a timely and appropriate manner. To provide information to our stakeholders, the Company issues Sustainability report.

IV. Matters Concerning the Internal Control System

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

[Basic Views]

The Company has established a necessary structure to ensure appropriate operations (hereinafter, the “internal control system”)

(1) based on our recognition that it is a system and a process that shall be internally established and operated in order for the Company and its subsidiaries (hereinafter collectively, the “Company Group”) to conduct their businesses appropriately and effectively, and that the system must be actively utilized to achieve business purposes. (2) The aims of the structural enhancement are (a) compliance with laws and regulations and ethics, (b) securing of business effectiveness and efficiency, (c) asset protection, and (d) ensuring of credibility of financial reports. Furthermore, (3) all Directors and Executive Officers and Employees of the Company shall autonomously establish and make use of promotion structures required to achieve these objectives and strive to improve effectiveness by regularly conducting evaluations and improvement.

[The Progress of System Development]

The following is a description of the primary contents of the structures related to internal controls and risk management at the Company. The Board of Directors has resolved these to be the basic policies of the internal control system in accordance with the Companies Act.

(Internal Control System)

(1) Structures to ensure that the execution of duties by Executive Officers conforms with laws and regulations and the articles of incorporation

1) Matters that must be reported to the Board of Directors by the Executive Officers are determined by the Board of Directors regulations and other rules, and the Executive Officers make direct reports on these matters at the Board of Directors.

2) The Audit Committee will audit the business execution of the Executive Officers and report regularly to the Board of Directors.

3) The responsibilities of the Executive Officers will be specified in the Executive Officer regulations and the information will be disseminated thoroughly. Furthermore, by setting the term of office for Executive Officers to be one year, the Company will be able to respond flexibly in the optimization of the executive system.

4) Full-time directors participate in important meetings, etc. related to the execution of duties, stays informed of the business execution of Executive Officers from a supervisory standpoint, and provides advice, etc. as necessary.

(2) Structures related to the storage and management of information related to the execution of Executive Officers’ duties

1) The Company will establish regulations on document management, and upon identifying important documents, etc. involved in the execution of duties by Executive Officers, and the Company will determine details such as their storage periods and proper management methods to ensure reliable operations.

(3) Regulations for management of risk of loss and other systems

1) The Company will establish regulations and manuals on the promotion of risk awareness, early detection and the prevention of actualization of risks, and methods for dealing with emergency situations, and provide education and training as necessary.

2) The Company will establish an umbrella organization of internal control system (hereinafter, the “internal controls umbrella organization”) led by the CEO in order to control the risks affecting management.

(4) Structures to ensure efficient execution of duties by the Executive Officers

1) The Company separates supervisory functions (the Board of Directors) and business execution functions (the Executive Officers) and improves the speed of business execution by assigning a substantial amount of authority to the Executive Officers.

2) The Company will establish regulations on the division of duties, chain of command, decision-making authority, etc., for Executive Officers, and clarify and disseminate such regulations.

3) Meetings of the Executive Committee, composed of all Executive Officers, will be held regularly, at which decisions are to be made on important matters regarding business execution through the verification of efficiency, effectiveness, appropriateness, and other factors.

(5) Structures to ensure that the execution of duties by employees conforms to laws and regulations and the articles of incorporation

1) The Company will provide employees with the education necessary for the purposes including improvement of awareness on compliance with laws and regulations and social standards, and the promotion of ethical conduct, as well as establish and disseminate regulations, manuals, etc. on internal control system.

2) Through audits by the Internal Audit Dept., the Company evaluates the establishment and operation of internal control system and work towards early detection of potential problems.

3) By establishing a whistleblowing system and ensuring a thorough dissemination and proper management of the system, the Company will improve the effectiveness of compliance and the fairness of operations.

4) Under the internal controls umbrella organization, the system will be revamped, and its level will be improved by regularly conducting management reviews on the establishment and operation of the internal control system, identifying issues to work on, and reflecting such findings to the management plans for the following fiscal year.

(6) Systems to ensure credibility of financial reports

1) The Company will establish and operate internal control system related to financial reporting in order to ensure credibility of financial reports and practice effective and appropriate submission of internal control reports as stipulated by the Financial Instruments and Exchange Act.

2) The Company will evaluate its effectiveness in accordance with the “assessment and auditing standards for internal controls over financial reporting” based on the Financial Instruments and Exchange Act.

(7) Structures to ensure proper business practices by the Company Group

1) The Company will establish regulations concerning the management of subsidiaries as well as clarify the management system for the subsidiaries and the reporting system regarding execution of duties by Directors, etc. of subsidiaries, thereby ensuring that the regulations are thoroughly embedded.

2) The Company will appoint Executive Officers responsible for managing subsidiaries, and as each related company follows our basic policies, the Company will take the specific circumstances of each related company (business contents, scale, form, etc.) into consideration, and through supervising the establishment and operation of appropriate internal control system, the Company will manage subsidiaries' compliance with the laws and regulations, improvement in the appropriateness and efficiency of management, and control of management risks.

3) Internal controls umbrella organization of the Company will control and manage the internal control systems of the Company Group, and will report on its establishment and operation to the Board of Directors.

4) Audits on internal controls performed by the Audit Committee and the Internal Audit dept. of the Company covers the activities of subsidiaries, thereby including inspection and evaluation on the establishment and operation of internal control systems at the subsidiaries.

5) The Company's whistleblowing system covers subsidiaries, and its effectiveness is ensured by thoroughly disseminating information on the scope of the system and by practicing appropriate operation.

(8) Matters related to Directors and staff with duties to support the Audit Committee and matters related to the independence of staff from Executive Officers

1) The Audit Committee is responsible for nominating staff to support the Audit Committee and for giving instructions on operations related to the support for the Audit Committee.

2) The Audit Committee gives direct instructions and orders to the supporting staff. In addition, the supporting staff reports the results of their duties and other findings directly to the Audit Committee so as to ensure the independence of the supporting staff and the effectiveness of the instructions.

3) Any decision regarding matters such as performance assessment and change in personnel for the supporting staff has the consent by the chairperson of the Audit Committee.

(9) System for reporting to the Audit Committee by Directors, Executive Officers, Employees, etc. of the Company Group and other systems for reporting to the Audit Committee, and system to prevent unfair treatment to those who reported

1) Regulations on matters that must be reported to the Audit Committee will be established and disseminated throughout the Company Group. In addition, it will be clearly specified that those who report to the Audit Committee will not receive disadvantageous treatment on the grounds that they submitted a report, thereby protecting the reporter and improving effectiveness of the report.

2) A structure will be established in which all contents reported through the whistleblowing systems of the Company or any subsidiaries will be reported to the Audit Committee.

(10) Other structures to ensure effective audits by the Audit Committee

- 1) The Audit Committee, the Internal Audit Dept., and the Accounting Auditors will mutually cooperate to perform appropriate and efficient auditing operations.
- 2) The Audit Committee will meet with the Board of Directors and the Representative Executive Officer as appropriate to deepen mutual understanding for the efficient execution of the Audit Committee's duties.
- 3) The expenses necessary for the execution of duties by Audit Committee members will be left to the discretion of the Audit Committee members and also available as prepayments, etc..

(11) Structures for eliminating relationships with anti-social forces

- 1) In order to ensure there are absolutely no relationships with anti-social forces, and to preemptively prevent any damage perpetrated by them, the Company will prepare necessary regulations, manuals, etc., to deal with these forces, and strive for sound corporate management by obtaining advice, etc., from experts.
- 2) The Company will conduct internal education and prevention training so that we may respond to these anti-social forces appropriately.

[Status of structures to ensure appropriate operations]

The Company endeavor to maintain an internal control system and operate it appropriately based on the policies detailed above. The status of the operation during the fiscal year 2023 is outlined as follows.

(1) Structures to ensure that the execution of duties by Executive Officers conforms to laws and regulations and the articles of incorporation

Each Executive Officer makes direct reports on matters that must be reported to the Board of Directors, and the Audit Committee audits the business execution of Executive Officers and regularly reports to the Board of Directors. In addition, full-time Directors participate in important meetings such as those of the performance review council and the Executive Committee, stay informed of the business execution of Executive Officers from a supervisory standpoint, and provide advice, etc. as necessary. Furthermore, the Company held executive study meetings for Executive Officers according to the plan, and raised awareness for the duties and responsibilities of executives as well as for compliance.

(2) Structures related to the storage and management of information related to the execution of Executive Officers' duties

Documents related to the execution of the duties of Executive Officers are defined in the document management regulations and are managed accordingly.

(3) Regulations for management of risk of loss and other systems

The Sustainability Committee was convened in accordance with risk management regulations to conduct risk investigation and plan risk countermeasures. In addition, in the area of countermeasures against infectious diseases, including COVID-19, we are taking action as needed in response to the spread of infectious diseases in Japan and overseas.

The quality management system was reviewed regularly, in order to maintain the quality of our products.

(4) Structures to ensure efficient execution of duties by the Executive Officers

The Company ensures the efficiency of the execution function by delegating significant authority to Executive Officers, thereby increasing the speed of business operations. In addition, the divisions of duties, chain of command, decision-making authority, etc., for Executive Officers are stipulated in the Executive Officer regulations and the approval regulations, and are observed accordingly. The Executive Committee, composed of all of the Executive Officers, and a performance review council meeting are held every month. Important matters related to business execution are discussed and decided at each meeting following prior inspections and confirmations on their efficiency, effectiveness, appropriateness, and other factors.

(5) Structures to ensure that the execution of duties by Employees conforms to laws and regulations and the articles of incorporation

Compliance education was provided through an e-learning system with courses on insider trading prevention, personal information protection, harassment prevention, fair competition, etc. for the purpose of raising awareness of compliance among Employees and preventing any violations of laws and regulations. In addition, a compliance guide is posted on the intranet for all Employees to read. Furthermore, newly identified issues are reflected in the management plan for the following fiscal year to improve the level of the internal control system. Through internal audits, audits on the protection of personal information protection audits and voluntary inspections by the Internal Audit Dept., the Company are devoted to the early detection of any potential issues.

(6) Systems to ensure the credibility of financial reports

In order to ensure financial reporting, internal control system related to financial reporting are established and operated for each business process. The Company also aims to develop and operate internal controls through the development of regulatory measures, etc., from a company-wide perspective. Furthermore, in accordance with the “assessment and auditing standards for internal controls over financial reporting” based on the Financial Instruments and Exchange Act, the Company performs evaluations to determine whether our internal control system has been effectively developed and operated, and undergo audits by Accounting Auditors.

(7) Structures to ensure proper business practices by the Company Group

The Company stipulates with management regulations for subsidiaries, and compliance with it is included in our basic policies for the maintenance of internal control systems, and is operated accordingly. The Company has appointed Executive Officers responsible for managing subsidiaries, and through supervising the establishment and operation of appropriate internal control systems, the Company has managed subsidiaries' compliance with the laws and regulations, improvement in the appropriateness and efficiency of management, and control of management risks. The internal controls umbrella organization reports regularly to the Board Meeting on the status of operation of the internal control system. The Internal Audit Departments and the Audit Committee also perform audits of internal controls for subsidiaries, and inspect and evaluate the construction and operation of subsidiaries' internal control systems. The Company has established an internal reporting system for the Company Group, including its subsidiaries, and is operating it appropriately with thorough awareness. In addition, the Company operates in accordance with the revision of the Whistleblower Protection Act.

(8) Matters related to Directors and staff with duties to support the Audit Committee and matters related to the independence of Employees from Executive Officers

The Audit Committee is responsible for nominating Employees to support the Audit Committee and for giving instructions on operations related to the support for the Audit Committee, and performance assessment for the Employees must be consented to by the chairperson of the Audit Committee.

(9) System for reporting to the Audit Committee by Directors, Executive Officers, Employees, etc. of the Company Group and other systems for reporting to the Audit Committee, and system to prevent unfair treatment to those who reported

The Company stipulates and operates in our regulations that matters that must be reported to the Audit Committee. In addition, the Company clearly specifies that those who report to the Audit Committee will not receive disadvantageous treatment on the grounds that they submitted a report, thereby protecting the reporter and improving effectiveness of the reports. All content reported through the whistleblowing systems of the Company or subsidiaries will be reported to the Audit Committee.

(10) Other structures to ensure effective audits by the Audit Committee

The Company stipulates regulations for reporting to the Audit Committee and requests to report to the Audit Committee on matters that may affect the laws and regulations of the Company Group, and operate appropriately. The Audit Committee, the Internal Audit Department, and the Accounting Auditors hold the three-pronged audit liaison meeting every quarter to facilitate cooperation and to perform appropriate and efficient auditing operations. In addition, the Representative Executive Officer and the Audit Committee hold discussion meetings to strengthen cooperation. Necessary expenses for the Audit Committee are secured and appropriately used.

(11) Structures for eliminating relationships with anti-social forces

An anti-social force check by the General Affairs Dept. is required before the start of all new transactions. The Company provide education to all our employee every year to prevent transactions with anti-social forces.

2. Basic Views on Measures for Eliminating Anti-Social Forces and Status of Development

1. Basic Views

The Company believe that it is absolutely unforgivable for the Company to provide any sort of benefit to anti-social forces, or be involved with anti-social forces in any way. Officers and employees of the Company strictly adhere to a policy of social justice, and must demonstrate a firm stance on intolerance and elimination of perverse intervention by anti-social forces, in order to gain the trust of customers, markets, and society.

2. Status Development

In order to preemptively prevent any damage perpetrated by anti-social forces, the Company has prepared necessary regulations, manuals, etc., in order to deal with these forces, and the Company strives for sound corporate management by obtaining advice, etc., from experts. The Company provides internal education and prevention training so that the Company may respond to these anti-social forces.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Not Adopted
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Supplementary Explanation for Applicable Items

None

2. Other Matters Concerning the Corporate Governance System

In order to disclose appropriate corporate information to investors in a timely manner, the Company has established the following internal structures and practices for handling information which is subject to disclosure.

(a) Information on the occurrence of relevant events (including information on related companies)

In the event of any major incidents (serious accidents, disasters, etc.), the Executive Officers acting as information managers or the internal emergency contact system will immediately send a notice from the related office to the General Manager of the General Affairs Dept., and a report will be issued to the personnel responsible for the handling of information. Subsequently, in accordance with the Timely Disclosure Rules of the Stock Exchange, the CEO or the personnel responsible for handling of information makes a decision on timely disclosure after discussing with the relevant departments the importance and necessity of disclosure, and strives to make prompt disclosure.

(b) Information on decisions (including information on related companies)

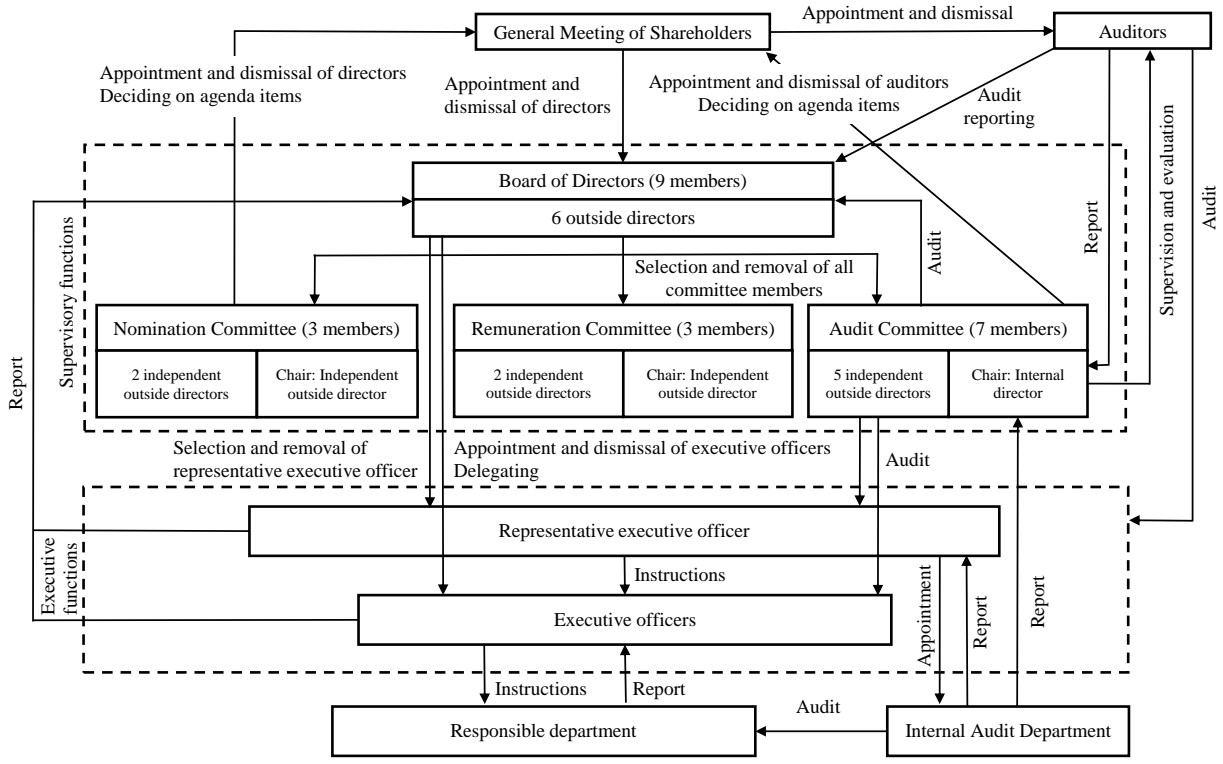
The most important decisions are made by the Board of Directors and the Executive Committee. With regard to the important facts that have been decided, in accordance with the Timely Disclosure Rules of the Stock Exchange, the personnel responsible for handling of information and other relevant departments discuss and examine whether disclosure is necessary for the determined material facts, and the personnel responsible for handling of information makes a decision on timely disclosure and strives to disclose them promptly.

(c) For financial information

Financial results are published as yearly financial results and quarterly financial results. The financial results information contained within are numerical values of financial results drafted by the managing Accounting Dept. which are concurrently audited by the Accounting Auditors, and a report on its content is issued to the personnel responsible for the handling of information. Subsequently, the Company strives to disclose relevant information upon receiving the approval of the Executive Committee and the Board of Directors on the financial results.

Regarding the disclosure of any information, the Company intends to implement timely disclosure by the personnel responsible for handling of information, immediately upon the occurrence of a material fact or after receiving the approval of the Executive Committee and the Board of Directors with regard to a material fact and settlement of accounts.

END



Material Fact Disclosure and Timely Disclosure Flow

