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Timee, Inc.
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Securities code: 215A
https://corp.timee.co.jp/

The corporate governance of Timee, Inc. (the "Company") is described below.

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

1. Basic Views

Under our vision of "Helping individuals create more valuable time," the Company upholds the mission of "Building infrastructure for expanding life's possibilities through work." Earning a high level of trust from society is essential to our business continuity. Also, we recognize this as a contributing factor to maximize our corporate value. Directors, Auditors, and employees of the Company aim to continually maintain and improve their awareness of laws, ordinances, social norms, etc., by understanding the roles that are expected of them. We are working to enrich our corporate governance while engaging in proper and efficient management activities. The Company has adopted a company with an Audit & Supervisory Board structure that possesses a double-check function for business execution: supervision by the Board of Directors and legality audits by Auditors, to ensure effectiveness by providing checks on management from an objective and neutral stance.

Reasons for Non-compliance with the Principles of the Corporate Governance Code

The Company implements all of the general principles of the Corporate Governance Code.

2. Capital Structure

Foreign Shareholding Ratio	30% or more

Status of Major Shareholders

Name or Company Name	Number of Shares Owned	Percentage (%)
Ryo Ogawa	21,030,000	21.05
INTERACTIVE BROKERS LLC	4,756,100	4.76
Recolle, Inc.	3,615,000	3.62
MIXI, Inc.	3,124,300	3.13
Custody Bank of Japan, Ltd. (Trust Account)	2,709,700	2.71
MSIP CLIENT SECURITIES	2,512,842	2.51
MORGAN STANLEY SMITH BARNEY LLC CLIENTS FULLY PAID	2,399,400	2.40

SEG ACCOUNT		
GOVERNMENT OF NORWAY	2,246,106	2.25
MLI FOR CLIENT GENERAL OMNI NON COLLATERAL NON TREATY-PB	2,060,900	2.06
Morgan Stanley MUFG Securities Co., Ltd.	2,050,078	2.05

Name of Controlling Shareholder, if applicable (excluding Parent Companies)	—

Supplementary Explanation
Recolle, Inc. is a company established to manage the assets of Ryo Ogawa, President of the Company.

3. Corporate Attributes

Listed Stock Exchange and Market Segment	Growth Market of the Tokyo Stock Exchange
Fiscal Year-End	April
Business Sector	Services
Number of Employees (Consolidated) as of the End of the Previous Fiscal Year	1,000 or more
Net Sales (Consolidated) for the Previous Fiscal Year	¥10 billion or more but less than ¥100 billion
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	Fewer than 10

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

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

At this time, the Company does not recognize any special circumstances which may have a material impact on corporate governance.

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

1. Organizational Composition and Operation

Corporate Governance System	Company with Audit & Supervisory Board

Directors

Number of Directors Stipulated in Articles of Incorporation	10
Directors' Term of Office Stipulated in Articles of Incorporation	2 years
Chairperson of the Board	President
Number of Directors	6
Election of Outside Directors	Elected
Number of Outside Directors	3
Number of Independent Directors	3

Outside Directors' Relationship with the Company (1)

Name	Attributes	Relationship with the Company*										
		a	b	c	d	e	f	g	h	i	j	k
Kazumasa Watanabe	From another company											
Shohei Onishi	Lawyer											
Akinori Harada	From another company											

*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.)

a. Person who executes business for the Company or its subsidiary
b. Person who executes business for or a non-executive director of the Company's parent company
c. Person who executes business for a fellow subsidiary
d. Person/entity for which the Company is a major client or a person who executes business for said person/entity
e. Major client of the Company or a person who executes business for said client
f. Consultant, accounting expert, or legal expert who receives large amounts of cash or other assets from the Company in addition to remuneration as a director/Audit and Supervisory Board Member
g. Major shareholder of the Company (in cases where the shareholder is a corporation, a person who executes business for the corporation)
h. Person who executes business for a client of the Company (excluding persons categorized as any of d, e, or f above) (applies to director him/herself only)
i. Person who executes business for another company that holds cross-directorships/cross-auditorships with the Company (applies to director him/herself only)
j. Person who executes business for an entity receiving donations from the Company (applies to director him/herself only)
k. Other

Outside Directors' Relationship with the Company (2)

Name	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons for Appointment
Kazumasa Watanabe	○	The Company has registered Mr. Kazumasa Watanabe as an independent Director after considering the independence criteria established by the Tokyo Stock Exchange. [Significant concurrent position] ・ Outside Director, ASOVIEW Inc.	Outside Director Kazumasa Watanabe has years of working experience in the human resources industry, including serving as Global Executive Officer of Recruit Holdings Co., Ltd., and possesses deep insights into the labor market as well as extensive experience in risk management within the industry. The Company appointed him as Outside Director because it determined that he could provide recommendations from an objective perspective, independent of the management team responsible for business execution, by leveraging his expertise, experience, and insight. Furthermore, since no special relationships or attributes between Mr. Watanabe and the Company, such as those specified in the Tokyo Stock Exchange Rules regarding the designation of independent directors, have been identified, we have determined that there is no risk of a conflict of interest with general shareholders. We therefore consider him to be an independent individual and have designated him as an independent Director of the Company.
Shohei Onishi	○	The Company has registered Mr. Shohei Onishi as an independent Director after considering the independence criteria established by the Tokyo Stock Exchange. [Significant concurrent positions] ・ Outside Director and Audit & Supervisory Committee Member, SmartHR, Inc. ・ Outside Director, Wellness Communications Corporation	Outside Director Shohei Onishi has specialized knowledge and extensive experience as a lawyer in areas such as corporate governance, M&A, crisis management, and public policy. He is also highly experienced as an outside officer of startup companies. The Company appointed him as Outside Director because it determined that he could provide recommendations from an objective perspective, independent of the management team responsible for business execution, by leveraging his expertise, experience, and insight. Furthermore, since no special relationships or attributes between Mr. Onishi and the Company, such as those specified in the Tokyo Stock Exchange Rules regarding the

		・ Attorney-at-law, OLD NEW THINGS ・ Outside Corporate Auditor, POLA ORBIS HOLDINGS INC.	designation of independent directors, have been identified, we have determined that there is no risk of a conflict of interest with general shareholders. We therefore consider him to be an independent individual and have designated him as an independent Director of the Company.
Akinori Harada	○	The Company has registered Mr. Akinori Harada as an independent Director after considering the independence criteria established by the Tokyo Stock Exchange. [Significant concurrent position] Not applicable	Outside Director Akinori Harada has extensive experience in leading new business development and growth strategies in the IT field, and has a deep understanding of the latest business trends in this field, as well as thorough insight into new businesses and a broad network of contacts. The Company appointed him as Outside Director because it determined that he could provide recommendations from an objective perspective, independent of the management team responsible for business execution, by leveraging his expertise, experience, and insight. Furthermore, since no special relationships or attributes between Mr. Harada and the Company, such as those specified in the Tokyo Stock Exchange Rules regarding the designation of independent directors, have been identified, we have determined that there is no risk of a conflict of interest with general shareholders. We therefore consider him to be an independent individual and have designated him as an independent Director of the Company.

Voluntarily Established Committee(s)

Voluntary Establishment of Committee(s) equivalent to Nomination Committee or Remuneration Committee	Established

Status of Voluntarily Established Committee(s), Attributes of Members Constituting the Committee and the Committee Chairperson

	Committee's Name	All Members	Full-time Members	Inside Directors	Outside Directors	Outside Experts	Other	Chairperson
Voluntarily Established Committee Equivalent to Nomination Committee	Nomination & Remuneration Committee	4	0	1	3	0	0	Outside Director
Voluntarily Established Committee Equivalent to Remuneration Committee	Nomination & Remuneration Committee	4	0	1	3	0	0	Outside Director

Supplementary Explanation

The Company has established a Nomination & Remuneration Committee as a voluntary advisory body under the Board of Directors, serving functions of both a nomination committee and remuneration committee, with the aim of strengthening the independence, objectivity, and accountability of the Board of Directors functions regarding the nomination of director candidates and determination of director remuneration, thereby further enhancing our corporate governance system. The Nomination & Remuneration Committee shall consist of three or more Directors selected by resolution of the Board of Directors, a majority of whom shall be Outside Directors. Furthermore, the Chairperson shall be selected from among members who are Outside Directors by resolution of the Nomination & Remuneration Committee. The Nomination & Remuneration Committee shall, upon consultation with the Board of Directors, deliberate on the following matters and submit proposals to the Board of Directors.

(1) Determination of the amount of remuneration, etc., for each Director and Executive Officer

(2) Establishment, amendment, and abolition of basic policies, procedures, and other matters necessary for passing resolutions on the above

(3) Basic policies, procedures, and proposals regarding the remuneration, etc., for Directors to be submitted to the General Meeting of Shareholders

(4) Proposals regarding selection and dismissal of Directors to be submitted to the General Meeting of Shareholders

(5) Selection and dismissal of managers, Executive Officers, and other key employees

(6) Selection and dismissal of the President

(7) Selection and dismissal of Directors holding specific titles, and determination of the order of succession for acting Directors

Audit and Supervisory Board Member

Establishment of Audit and Supervisory Board	Established
Number of Audit and Supervisory Board Members Stipulated in Articles of Incorporation	5
Number of Audit and Supervisory Board Members	3

Cooperation among Audit and Supervisory Board Members, Accounting Auditors and Internal Audit Departments

Auditors, the Accounting Auditor, and the Internal Audit Office collaboratively conduct the exchange, explanation, and reporting of their respective audit plans, share information on inherent issues of the Company, and share the status of responses to internal controls (at the Three-Party Audit Meeting, held quarterly), to improve the quality of audits. Specifically, they exchange results and other information from their respective audits and strive to conduct effective and efficient audits, including adding items identified during the accounting audit to the internal audit scope to investigate them in greater depth.

Appointment of Outside Audit and Supervisory Board Members	Appointed
Number of Outside Audit and Supervisory Board Members	3
Number of Independent Audit and Supervisory Board Members	3

Outside Audit and Supervisory Board Members' Relationship with the Company (1)

Name	Attributes			Relationship with the Company*										
		a	b	c	d	e	f	g	h	i	j	k	l	m
Seiko Kawasaki	From another company													
Kunihiko Ikematsu	From another company													
Tatsuya Fukano	CPA													

*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.)

a. Person who executes business for the Company or its subsidiary
b. A non-executive director or an accounting advisor of the Company or its subsidiaries
c. Person who executes business for or a non-executive director of the Company's parent company
d. An Audit and Supervisory Board Member of a parent company of the Company
e. Person who executes business for a fellow subsidiary
f. Person/entity for which the Company is a major client or a person who executes business for said person/entity
g. Major client of the Company or a person who executes business for said client
h. Consultant, accounting expert, or legal expert who receives large amounts of cash or other assets from the Company in addition to remuneration as a director/ Audit and Supervisory Board Member
i. Major shareholder of the Company (in cases where the shareholder is a corporation, a person who executes business for the corporation)
j. Person who executes business for a client of the Company (excluding persons categorized as any of f, g, or h above) (applies to the auditor him/herself only)
k. Person who executes business for another company that holds cross-directorships/cross-auditorships with the Company (applies to the director/auditor him/herself only)

l. Person who executes business for an entity receiving donations from the Company (applies to the person him/herself only)
m. Other

Outside Audit and Supervisory Board Members' Relationship with the Company (2)

Name	Designation as Independent Audit and Supervisory Board Member	Supplementary Explanation of the Relationship	Reasons for Appointment
Seiko Kawasaki	○	The Company has registered Ms. Seiko Kawasaki as an independent Auditor after considering the independence criteria established by the Tokyo Stock Exchange. [Significant concurrent position] ・ Part-Time Corporate Auditor, SmartNews, Inc.	Outside Auditor Seiko Kawasaki has experience working at several foreign-affiliated financial institutions and consulting firms, and the Company appointed her as Outside Auditor because we determined that her global experience and deep insight could be leveraged for audits at the Company. Furthermore, since no special relationships or attributes between Ms. Kawasaki and the Company, such as those specified in the Tokyo Stock Exchange Rules regarding the designation of independent auditors, have been identified, we have determined that there is no risk of a conflict of interest with general shareholders. We therefore consider her to be an independent individual and have designated her as an independent Auditor of the Company.
Kunihiko Ikematsu	○	The Company has registered Mr. Kunihiko Ikematsu as an independent Auditor after considering the independence criteria established by the Tokyo Stock Exchange. [Significant concurrent position] Not applicable	Outside Auditor Kunihiko Ikematsu has served as Representative Director and President of Altech Corporation and as Representative Director and President of a group company of Nippon Densan Co., Ltd. (currently NIDEC CORPORATION). The Company appointed him as Outside Auditor because we determined that his experience and broad insight could be leveraged for audits at the Company. Furthermore, since no special relationships or attributes between Mr. Ikematsu and the Company, such as those specified in the Tokyo Stock Exchange Rules regarding the designation of independent auditors, have been identified, we have determined that there is no risk of a conflict of interest with general shareholders. We therefore consider him to be an independent individual and have designated

			him as an independent Auditor of the Company.
Tatsuya Fukano	○	The Company has registered Mr. Tatsuya Fukano as an independent Auditor after considering the independence criteria established by the Tokyo Stock Exchange. [Significant concurrent positions] ・ Corporate Auditor, WAmazing, Inc. ・ Part-Time Corporate Auditor, CINC Corp.	Outside Auditor Tatsuya Fukano has deep insight as a certified public accountant and experience as an Outside Corporate Auditor, CINC Corp. The Company appointed him because we determined that his expertise could be leveraged for audits at the Company. Furthermore, since no special relationships or attributes between Mr. Fukano and the Company, such as those specified in the Tokyo Stock Exchange Rules regarding the designation of independent auditors, have been identified, we have determined that there is no risk of a conflict of interest with general shareholders. We therefore consider him to be an independent individual and have designated him as an independent Auditor of the Company.

Matters Concerning Independent Directors and Independent Audit and Supervisory Board Members

Number of Independent Directors and Independent Audit and Supervisory Board Members	6

Other Matters Concerning Independent Directors and Independent Audit and Supervisory Board Members

The Company designates all Outside Directors and Auditors who meet the qualifications for independent directors or auditors as independent Directors or Auditors.

Incentives

Implementation Status of Measures related to Incentives Granted to Directors	Introduction of Stock Options Scheme

Supplementary Explanation for Applicable Items

The Company grants stock options with the aim of enhancing motivation and morale towards improving business performance.

Persons Eligible for Stock Options	Inside Directors / Outside Directors / Employees

Supplementary Explanation for Applicable Items

The Company grants stock options to the Company's Directors (excluding Outside Directors) and employees with the aim of enhancing their motivation and morale toward improving the Group's business performance. Stock options are granted to Outside Directors to encourage them to feel a greater sense of responsibility for corporate management and to supervise and evaluate

management more actively.

Director Remuneration

Status of Disclosure of Individual Director's Remuneration	No Disclosure for any Directors

Supplementary Explanation for Applicable Items

Since there are no individuals whose total remuneration is 100 million yen or more, this information is not disclosed. Remuneration for Directors and Auditors is separately disclosed in total amounts.

Policy on Determining Remuneration Amounts and Calculation Methods	Established

Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods

Remuneration for each Director shall be determined by the Board of Directors, within the limits of the total remuneration amount approved by the General Meeting of Shareholders, after receiving recommendations from the Nomination & Remuneration Committee, a voluntary committee.

Support System for Outside Directors (and/or Outside Audit and Supervisory Board Members)

The Corporate division provides support to Outside Directors and Outside Auditors. Materials for Board of Directors meetings are distributed in advance by the Corporate division to ensure that Outside Directors and Outside Auditors have sufficient time to review them, and explanatory briefings are provided in advance as needed. In addition, for Outside Auditors, the Standing Auditor directly shares information with them.

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

The Company, as an institution that is based on the Companies Act, has in place a General Meeting of Shareholders, a Board of Directors, an Audit & Supervisory Board, and an Accounting Auditor as well as the Internal Audit Office to audit the Company's business on a daily basis. Also, the Risk and Compliance Committee meets regularly. The Company is aiming to promote a risk management system companywide. Furthermore, since December 2024, we have established a Nomination & Remuneration Committee as a voluntary advisory body under the Board of Directors, serving functions of both the nomination committee and remuneration committee, with the aim of strengthening the independence, objectivity, and accountability of the Board of Directors functions regarding the nomination of director candidates and determination of director remuneration, thereby further enhancing our corporate governance system. Please note that any amendments to the Company's Articles of Incorporation require approval by a special resolution of shareholders at a Shareholders Meeting, in accordance with the provisions of Article 309, Paragraph 2 of the Companies Act.

(Board of Directors)

The Board of Directors consists of six Directors (of which, three Outside Directors) and holds regular monthly meetings. All important matters are submitted to the Board of Directors for discussion, including performance status, countermeasures, and responses to medium-term management issues. When issues requiring rapid decision-making arise, extraordinary board meetings are held to make management decisions after thorough discussion. Auditors also attend board meetings and provide appropriate checks on management by expressing opinions as necessary. Additionally, we have appointed 14 Executive Officers for business execution, implementing organizational management through delegated authority. By separating Directors from daily operations, we promote a structure enabling quick and accurate management decision-making with clear operational responsibility.
In addition, to further enhance the effectiveness of corporate governance, the Company conducts an annual evaluation of the effectiveness of the Board of Directors, identifies issues from the results, and implements measures to continuously improve the effectiveness of the Board of Directors.

(Audit & Supervisory Board)
The Company's Audit & Supervisory Board consists of three Auditors (of which, one Standing Auditor) and is chaired by Standing Auditor Seiko Kawasaki. The Board meets regularly once per month and additionally as needed. Audit & Supervisory Board Members attend Board of Directors meetings to express opinions and conduct audits of Directors' execution of duties through methods such as reviewing important approval documents based on the audit plan. They strive to enhance effectiveness through the mutual exchange of opinions with the Internal Audit Office and the Accounting Auditor.

(Executive Committee)
In addition to Board of Directors meetings, we hold a monthly Executive Committee comprising standing Executive Directors and Executive Officers to discuss individual management issues. These meetings facilitate information sharing, deliberate important operational matters, and decide on matters delegated by the President. Auditors attend Executive Committee meetings as necessary to provide appropriate supervision of management by expressing opinions as appropriate.

(Accounting Auditor)
The Company has appointed Ernst & Young ShinNihon LLC as our Accounting Auditor. Neither the auditing firm nor its engagement partners have any special interests in the Company. We provide management information and create an environment for fair and unbiased audits while working to enhance audit effectiveness through cooperation with the Audit & Supervisory Board and Internal Audit Office.

(Internal Audit Office)
The Company's internal audit is conducted by the Internal Audit Office, which reports directly to the President. Following internal audit regulations and annual internal audit plans approved by the President, the office regularly conducts internal audits to verify compliance with internal rules and regulations. The office reports the results to President, points out areas for operational improvement to audited departments, and later confirms the improvement status. The office also exchanges information with Auditors and the Accounting Auditor to conduct audits effectively and efficiently.

(Risk and Compliance Committee)

For the Company to carry out risk management as a single unit, each department identifies its risks and works to prevent them. We have established Compliance Regulations and Risk Management Regulations to enable appropriate and timely responses when risks occur. We regularly hold Risk and Compliance Committee meetings chaired by the President, with Directors, Auditors, and Executive Officers as committee members.

(Nomination and Remuneration Committee)
We have established a voluntary Nomination & Remuneration Committee as an advisory body to the Board of Directors, with a majority of members being Outside Directors, to strengthen the independence, objectivity, and accountability of board functions regarding Director nomination and remuneration, and to enhance corporate governance. Matters concerning Director nomination and remuneration are decided by the Board of Directors after receiving the Committee's recommendations.

3. Reasons for Adoption of Current Corporate Governance System

The Company believes that strengthening corporate governance is essential for achieving sustainable growth and improving corporate value over the medium to long term. Therefore, we have adopted a company with an Audit & Supervisory Board structure that possesses a double-check function for business execution: supervision by the Board of Directors and legality audits by Auditors. Furthermore, we appoint Outside Directors and Outside Audit & Supervisory Board Members to ensure effectiveness by having them express opinions on management from an objective and neutral stance and thereby provide checks on management.

III. Implementation of Measures for Shareholders and Other Stakeholders

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

	Supplementary Explanation
Early Posting of Notice of the General Meeting of Shareholders	The Company strives to send out notice of the General Meeting of Shareholders well in advance so that shareholders have enough time to review the meeting agenda necessary for exercising their voting rights.
Scheduling of the General Meeting of Shareholders on a Non-Peak Day	Since the Company's fiscal year ends in April, scheduling the General Meeting of Shareholders on a peak day is rare. However, we value dialogue with shareholders and aim to encourage as many of shareholders as possible to attend, so we will strive to schedule the meeting on a date that avoids peak days.
Electronic Exercise of Voting Rights	The Company has introduced a system that allows shareholders to exercise their voting rights via the Internet.
Participation in a Platform for the Electronic Exercise of Voting Rights and Other Initiatives to Enhance Environment for Institutional Investors to Exercise Voting Rights	The Company uses the Platform for the Electronic Exercise of Voting Rights.
Provision of Notice (or Summary of Notice) of the General Meeting of Shareholders in English	Summary of Notice of the General Meeting of Shareholders in English is posted on the Company's website at the same time as the Japanese version.

Other	At the General Meeting of Shareholders, we strive to offer visually clear and easy-to-understand explanations of the business report and the details of proposals by utilizing slides, presentation materials, etc. to enhance the information provided to shareholders. In addition, to enable shareholders who live far away or are unable to attend in person on the day of the meeting to view the meeting proceedings, we have introduced a hybrid General Meeting of Shareholders with virtual participation and have established an environment that allows for online participation. Furthermore, regarding the results of the exercise of voting rights, we submit an extraordinary report in accordance with the Cabinet Office Order on Disclosure of Corporate Affairs and we appropriately disclose this information through the Company's website, etc.

2. Status of IR-related Activities

	Supplementary Explanation	Explanation by a representative director or a representative executive officer
Formulation and Publication of Disclosure Policies	We have formulated disclosure policies and published them on our website. (https://corp.timee.co.jp/en/ir/disclosure_policy/)	
Regular Investor Briefings held for Individual Investors	We hold investor briefings for individual investors.	Yes
Regular Investor Briefings held for Analysts and Institutional Investors	We hold regular investor briefings held for analysts and institutional investors.	Yes
Regular Investor Briefings held for Overseas Investors	We hold regular investor briefings held for analysts and institutional investors with simultaneous interpretation provided.	Yes
Online Disclosure of IR Information	IR information is available on the Company’s website.	
Establishment of Department and/or Placement of a Manager in Charge of IR	We have designated Tomoaki Yagi, Executive Director, CFO, as the person responsible for timely disclosure, and have established the Corporate division as the responsible department.	

3. Status of Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanation
Establishment of Internal Rules Stipulating Respect for the Position of Stakeholders	To earn the trust of stakeholders, the Company positions proactive initiatives in disclosure as part of its corporate governance. Our basic IR policy is to disclose information accurately, fairly, and in a timely manner to all stakeholders, including shareholders and investors, that contributes to the assessment of corporate value and investment decisions. Furthermore, consistent with the Company's vision & mission, we maintain a policy of making our services a social infrastructure for work.
Implementation of Environmental Preservation Activities and CSR Activities, etc.	We recognize this as an issue that requires further consideration. As part of our most recent efforts to support areas affected by the 2024 Noto Peninsula Earthquake, we waived service fees for a certain period at facilities designated as 1.5-stage and 2-stage evacuation shelters.
Formulation of Policies, etc. on Provision of Information to Stakeholders	In addition to regularly holding financial results briefings after the close of each quarter and fiscal year, the Company conducts briefings for individual investors and makes investor relations visits to institutional investors both in Japan and overseas. Furthermore, we have launched a dedicated IR site on the Company's website to establish a system for promptly communicating information about the Company, and we are committed to proactive disclosure to all stakeholders, including shareholders and investors.
Other	To achieve our vision and mission, the Company aims for non-linear growth. As the foundation to realizing this objective, we have established the "Human Resource Management Policy." Through collaboration between management and Human Resources (HR), we promote the development of an organization that serves as a driving force for business growth by maximizing the potential of each individual employee. The Company views employees as "colleagues who have strong passion for our vision and mission and strive to realize them together." We aim to be an organization that continuously challenges itself to achieve discontinuous growth. Based on this policy, in order to balance the business growth with personal growth, we are advancing human resource and workplace environment development focused on the following three pillars. (i) Expanded "growth ecosystem" as opportunities for challenges: We provide opportunities to take on challenges regardless of tenure, deliver feedback, and offer experiences that empower people to make independent decisions. Specifically, we maximize employees' potential through the "Mission Steering Committee," where employees take on challenges they have proposed themselves after obtaining management approval, and the "Talent Development Committee (TGT)," where management identifies individual

strengths and discusses development policies.

(ii) Fair evaluation and rewards for "results and the embodiment of our core values": In addition to "performance evaluations" which assess the results of work, we also conduct "values evaluations" which assess the embodiment of the Company's core values, such as a spirit of taking on challenges. With appropriate evaluation and compensation, we create pathways for further growth opportunities.

(iii) Cultivating a culture of "mutual elevation and leveraging strengths": We value a culture that elevates one another and celebrates achievements. By transforming the obstacles encountered into learning among employees, we provide an environment where anyone can feel confident in continuing to take on challenges.

IV. Matters Concerning the Internal Control System

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

Our internal control system has been established and is thoroughly implemented based on the "Basic Policy on Internal Control Systems" and various regulations adopted by the Board of Directors to ensure transparency and fairness in corporate management. We conduct internal audits to confirm that the internal control system is functioning effectively. Additionally, we have established a whistle-blowing system with the Legal Department (which includes in-house counsel) and Audit & Supervisory Board Members as a contact point, defining proper procedures for handling reports of organizational or individual legal violations and misconduct to prevent and detect wrongdoing early.

Our Basic Policy on Internal Control System is as follows:

1. System to ensure Directors' and employees' execution of duties complies with laws and Articles of Incorporation

(1) Under the "Basic Policy on Internal Control Systems" (the same shall apply hereinafter), we thoroughly communicate the "Risk Management Regulations" to Directors to ensure their execution of duties complies with laws and Articles of Incorporation, respects business ethics, and fulfills social responsibilities.

(2) The Corporate division is in charge of compliance management.

(3) We establish a Risk and Compliance Committee comprising Directors and Executive Officers to conduct training and share awareness on risk and compliance, enhancing knowledge and fostering respect for compliance.

(4) We establish a system for smooth reporting of the status of Directors' and department heads' execution of duties in meeting bodies based on the "Board of Directors Regulations" and "Executive Committee Regulations."

(5) We establish and maintain a system for the execution of duties based on "Division of Duties Regulations" defining organization, positions, a chain of command, and work allocation, and "Administrative Authority Regulations" defining basic matters for operating responsibility systems, responding to changes in a business environment.

(6) We establish a "whistle-blowing hotline" with contact points at the Standing Auditor and Legal Department to ensure appropriate information flow regarding internal legal violations. We inform employees about the system's existence and operation

through Internal Reporting Regulations, ensuring no disadvantageous treatment of consulters or whistleblowers.
(7) We establish a system ensuring effective internal audits.

2. System for storage and management of information related to Directors' execution of duties
Reports on the status of Directors' execution of duties are stored in documents such as Board meeting minutes (including related materials and electronic records, hereinafter "documents"), and managed according to "Document Management Regulations."

3. Regulations and other systems concerning risk of loss
The Board of Directors has the responsibility and authority for constructing risk management systems. Accordingly, we establish "Risk Management Regulations" and select risks requiring more addressing based on their importance and probability of impact on business activities, developing systems to prevent risk materialization and minimize damage to corporate value during crises.

4. System to ensure efficient execution of Directors' duties
(1) We establish "Administrative Authority Regulations" transferring authority and responsibility to Directors within a certain range to ensure efficient execution of duties.
(2) The Board of Directors establishes "Board of Directors Regulations" defining important matters requiring Board deliberation/reporting to ensure efficient Board operation.

5. Matters related to employees assisting Auditors in their duties, matters concerning the independence of such employees from Directors, and matters related to ensuring of the effectiveness of instructions issued to such employees by Auditors
(1) We assign employees to assist Auditors upon request. To ensure independence from Directors, decisions on appointment, evaluation, and transfer of such employees require prior consent from Auditors, and these employees shall not hold concurrent operational positions.
(2) To ensure the effectiveness of instructions from Auditors, such employees shall follow the directions of Auditors and not receive instructions from Directors or Internal Audit.

6. System for Directors and employees to report to Auditors; other systems to report to Auditors
(1) Directors of the Company shall promptly report to Auditors when there are violations or potential violations of laws and regulations or Articles of Incorporation, risks of significant losses, or other serious issues.
(2) Internal consultation contacts under the "Internal Reporting Regulations" are the Standing Auditor and Legal Department. We establish a system allowing employees to report directly to the Standing Auditor at their discretion upon discovering internal misconduct.

7. Other systems to ensure effective audits by Auditors
(1) To ensure effective audits, Auditors hold regular meetings with the Accounting Auditor and Internal Audit staff to share audit status and improve audit efficiency.
(2) To enable Auditors to grasp important decision-making processes and business execution status such as those of the Board of Directors, we create an environment where they can attend important meetings and access necessary information for audit.

8. System to ensure the reliability of financial reporting

To ensure the reliability of financial reporting, the President positions internal control system development as a top management priority and promotes ensuring the reliability of financial reporting, manages and prevents risks of false statements in financial reports, and establishes systems for continuous risk assessment of business processes through internal audits with results reported to the President.

9. Basic policy for eliminating transactions with antisocial forces and its status of development

(1) To prevent involvement with or provision of benefits to anti-social forces by the Company, its officers, and employees, we establish and thoroughly communicate “Regulations on Countermeasures Against Antisocial Forces” and “Manual for Exclusion of Antisocial Forces” to all Directors, Auditors, and employees.

(2) If unreasonable demands are made by antisocial forces, we respond as an entire organization under the leadership of the President, as well as establish a system to address the issue, cooperating with external specialists, including the police and legal counsel.

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

The Company has established the “Regulations on Countermeasures Against Antisocial Forces,” which set forth the basic policy of taking a resolute stance against antisocial forces, severing and excluding all relationships with them, and firmly rejecting any unreasonable demands. The Corporate division has been designated as the department in charge of excluding antisocial forces, with the Head of the Corporate division serving as the person in charge. The Corporate division and its Head maintain ongoing cooperation with external specialized agencies, such as the police, to gather and manage information regarding antisocial forces. In addition, the “Manual for Exclusion of Antisocial Forces” sets forth investigation methods for severing and excluding relationships with antisocial forces, as well as procedures for responding when antisocial forces make contact. We also conduct education and training for employees regarding the exclusion of antisocial forces.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Not Adopted

Supplementary Explanation for Applicable Items

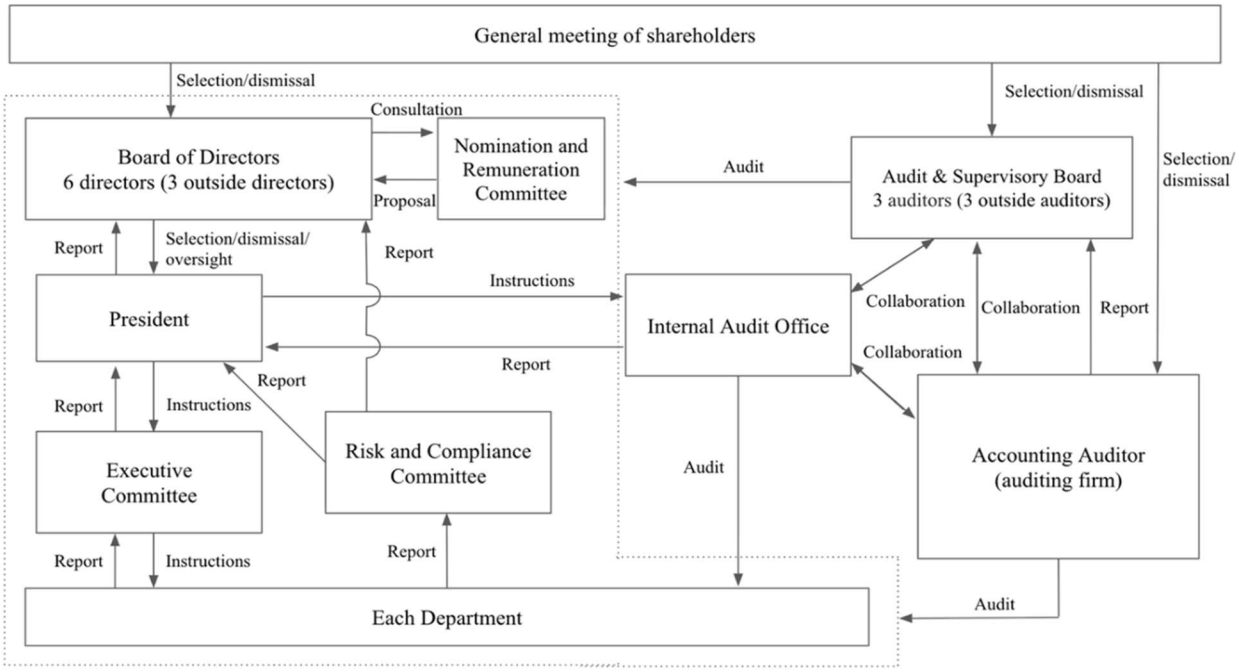
At this time, the Company has not adopted any so-called takeover defense measures. However, in the event of a large-scale acquisition of shares of the Company, etc., the Company is committed to taking appropriate measures to protect corporate value and the common interests of shareholders, such as ensuring that shareholders have sufficient time and are provided with the necessary information to make appropriate judgments. Details of these responses are disclosed in the “Corporate Governance Guidelines.”

(https://corp.timee.co.jp/en/ir/governance/)

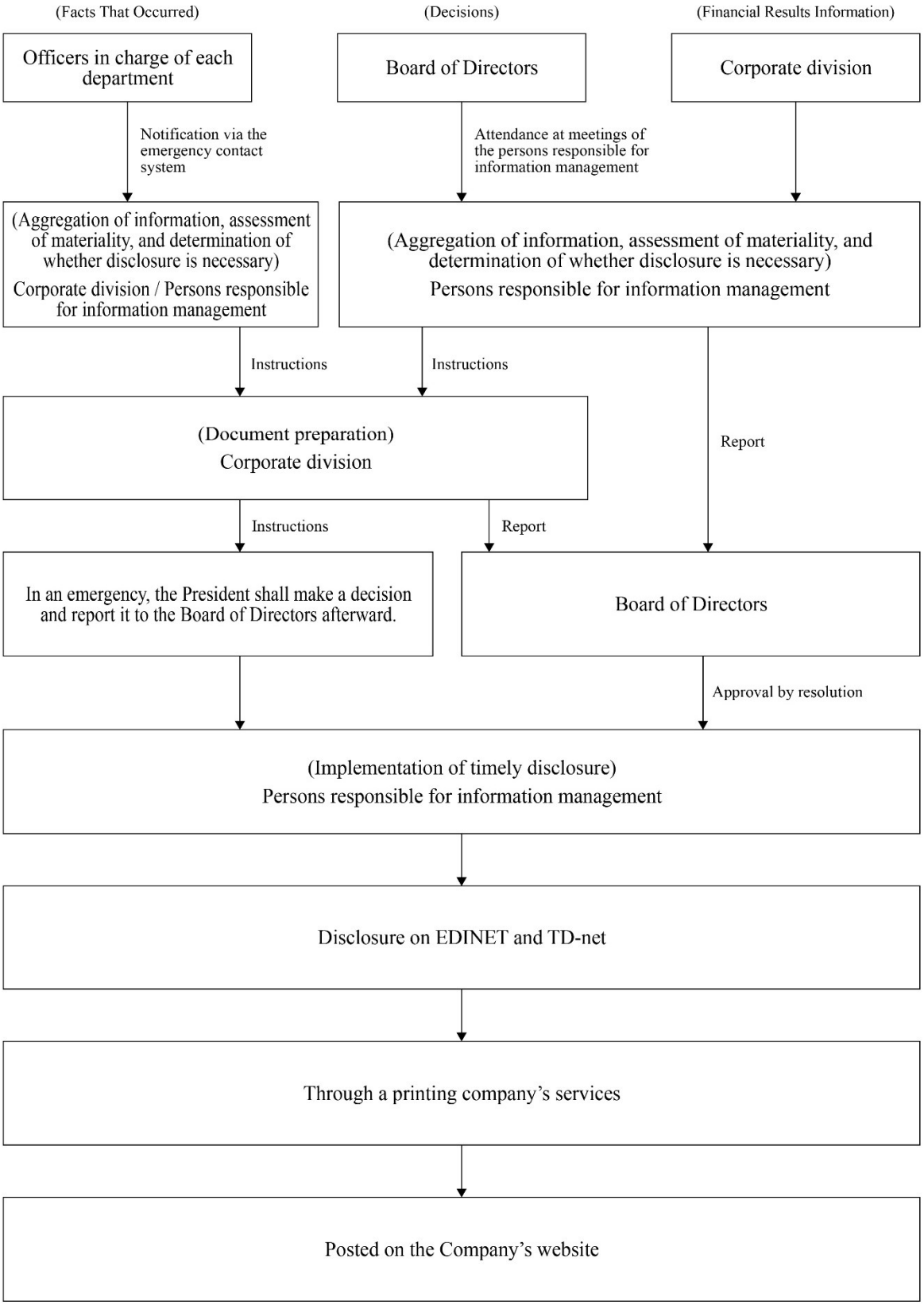
2. Other Matters Concerning the Corporate Governance System

Diagrams illustrating the Company's corporate governance structure and timely disclosure procedures are attached as references.

Diagram (Reference)



Overview of the Timely Disclosure System (Diagram)



END