# Corporate Governance Report

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Sysmex Corporation
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https://www.sysmex.co.jp/en

The corporate governance of Sysmex Corporation (the "Company") is described below.

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

### 1. Basic Views

The Company considers reinforcing corporate governance one of its most important management topics. We aim to maximize the overall corporate value of the Group through enhancing management robustness and transparency, as well as improving management speed and efficiency.
The Company has adopted the system of a company with an Audit and Supervisory Committee to reinforce the Board of Directors' audit and supervisory functions and increase management transparency and objectivity.
In addition, the Company has introduced the executive officer system to speed up decision-making of its business execution and to respond more swiftly to changes in the business environment.

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

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

**[Disclosure Based on the Principles of the Corporate Governance Code]** Updated

[Principle 1.4 Cross-Shareholdings]
Our basic policy is to create business opportunities, and to contribute toward the building, maintenance and strengthening of relationships with collaborating partners, communities and society, in order to ensure sustainable increases in the Group's corporate value.
When increasing or liquidating our holdings of shares in a particular company, as well as exercising voting rights, we consider the economic rationality of investees' moves from a medium- to long-term perspective, relevance to management policy and status of relationships with collaborating partners and local communities and society, and in connection with and forecasts for the regional economy and make decisions after the Board of Directors verifies the purpose and rationality of holding such shares each year.
The Board of Directors judges that the Company's individual holdings are appropriate at the end of each half fiscal year.

[Principle 1.7 Related Party Transactions]

Based on the Companies Act, competing transactions and conflict-of-interest transactions by members of the Board of Directors require Board of Directors approval, in accordance with the Company's Board of Directors Regulations. Furthermore, a member of the Board of Directors who engages in such transactions shall report them to the Board of Directors without delay.
Transactions with major shareholders that exceed certain provisions in the Board of Directors Regulations and items with a high level of importance require the approval of the Board of Directors.
Also, the content of related party transactions, transaction conditions and the policy for determining transaction conditions are disclosed in the Company's securities report.
Furthermore, the Company regularly confirms with related parties that systems are in place to avoid being disadvantageous to the Company.

[Principle 2.4 Ensuring Diversity, Including Active Participation of Women

Supplementary Principle 2.4.1

We have formulated the "Sysmex Way," the corporate philosophy for the Sysmex Group, and our "Shared Values," which state the following. "We honor diversity, respect the individuality of each employee, and provide them with a workplace where they can realize their full potential. We value the spirit of independence and challenge, provide employees with opportunities for self-fulfillment and growth, and reward them for their accomplishments". Based on this, we have in place a human resource development system that develops capabilities in an ongoing and systematic manner. We promote diversity, equity and inclusion, and we have introduced various systems in an effort to create a corporate culture that provides diverse employees with a sense of unity globally and the ability to maximize their skills.

We are working to increase the female managers ratio and the ratio of mid-career recruits assigned to management posts. The results of these efforts are disclosed in our integrated report.

Please refer to our website.

(https://www.sysmex.co.jp/en/ir/library/annual-reports/index.html)

[Principle 2.6 Performing Functions as Asset Owner of the Corporate Pension]

The Company invests defined benefit pension assets through a pension asset investment committee composed of personnel who are suitably qualified to make pension investments. The status of investing is monitored in accordance with the Fundamental Policy on Investing Pension Assets set forth by the Company.

[Principle 3.1 Full Disclosure]

1. Corporate Philosophy, Business Strategies and Business Plans

The "Sysmex Way," the corporate philosophy for the Sysmex Group, consists of three parts: the Mission, which defines our social *raison d'être* and states how we hope to contribute to society; the Value, which describes the values and management style that we must abide by; and the Mind, which expresses the mindset and code of conduct that every employee within the Sysmex Group must observe. Based on this framework, we have formulated our Shared Values, which indicate the specific value we provide to customers, employees, business partners, shareholders and society.

Based on our mission stated in the Sysmex Way, of “shaping the advancement of healthcare,” we have formulated a new long-term management strategy with fiscal 2033 as its final year. We aim to instill “confidence,” which lies at the core of our corporate philosophy, to all stakeholders in order to address diverse and complex healthcare needs and solve various social issues.
Additionally, Sysmex has established a new long-term vision, “Together for a better healthcare journey.” We will provide new value by creating innovations in the domain of in vitro diagnostics (IVD) as well as by exploring the domains of pre-symptomatic and preventive medicine and treatment, thus improving the lifelong healthcare journey of each individual. By doing so, we aim to be a company capable of generating ¥1 trillion in net sales by fiscal 2033.
To achieve this vision, we have set mid-term management goals for the three years beginning in fiscal year ended March 31, 2027 and identified key priority issues to address while implementing specific measures. Please refer to our website (https://www.sysmex.co.jp/en) for more information on our corporate philosophy, long-term management strategy and mid-term management plan.

2. Basic Views and Guidelines on Corporate Governance
Please refer to our website and the “I.1. Basic Views” section of this report.
(https://www.sysmex.co.jp/en/corporate/governance/corporate_governance.html)

3. Determining the Remuneration of Senior Management and Directors
(1) Policy
Compensation for Directors (excluding Audit and Supervisory Committee Members and Outside Directors) is broadly divided into three categories: fixed compensation, performance-linked compensation and non-monetary compensation. This framework allows the Company to adjust individual compensation in line with performance and vary the percentage of compensation received in each category by individual. Compensation for Outside Directors consists solely of fixed compensation.

(2) Procedures
Based on the above-stated policy, total compensation amounts for Directors (excluding Audit and Supervisory Committee Members) are set within the scope approved at the general meeting of shareholders. In accordance with internal regulations, compensation is divided into fixed compensation, compensation as a medium- to long-term incentive, and performance-linked compensation. Performance-linked compensation is calculated based on the current year's operating performance, as well as on the results of the evaluation of the degree of achievement of targets as defined in the materiality-linked sustainability targets, and in the mid-term management plan, which are set according to the roles and responsibilities of each Director. Under authority delegated by the Board of Directors, the Compensation Committee determines individual compensation amounts for Directors (excluding Audit and Supervisory Committee Members). The Audit and Supervisory Committee, composed of three Audit and Supervisory Committee Members, two of whom are Outside Directors, confirms the appropriateness of the decision process and compensation amounts. As the amount of compensation for each individual Director (excluding Audit and

Supervisory Committee Members) is determined through these procedures, the Board of Directors has determined that the amount of compensation is appropriate.

4. Appointment and Dismissal of Senior Management and Nomination of Director Candidates

(1) The Board of Directors nominates candidates for internal Directors (excluding Audit and Supervisory Committee Members) by considering the balance among knowledge, experience and abilities that facilitates accurate and swift decision-making, appropriate risk management, the monitoring of business execution and the ability to cover the Company's various functional divisions and business divisions, as well as sufficient social credibility. In nominating Outside Directors (excluding Audit and Supervisory Committee Members), the Board of Directors' conditions are that candidates have abundant work experience and broad-based insight, and be able to offer appropriate advice on the Company's management.
If satisfying the above-stated selection criteria is problematic, the Board of Directors shall decide on the dismissal of its members (excluding members of the Audit and Supervisory Committee).
In nominating candidates for the Audit and Supervisory Committee, the Board of Directors takes into overall account the candidates' knowledge of finance and accounting, understanding of the Company's fields of business and diverse perspectives on corporate management.
If satisfying the above-stated selection standards is problematic, the Board of Directors shall decide on the dismissal of members of the Audit and Supervisory Committee, based on the consent of that committee.

(2) Procedures

Based on the above-stated policy, decisions on the nomination of Director candidates or the dismissal of Directors are considered by the Nominating Committee, an advisory committee to the Board of Directors, and resolved by the Board of Directors. Proposals on the appointment and dismissal of Audit and Supervisory Committee Members are approved by the Audit and Supervisory Committee.

5. Explanations with Respect to the Individual Appointments and Dismissals

Career histories and reasons for nomination for each Director candidate, as well as reasons for dismissal, are included in the convocation notice of the ordinary general meeting of shareholders.

Supplementary Principle 3.1.3

Sysmex considers initiatives on sustainability to be important management priorities. To realize a sustainable society and ensure the Company's sustainable growth, we have identified priority issues (materiality) and are pursuing specific measures. In addition, we have formulated the Sysmex Eco-Vision 2033 based on our Environmental Policy: "By shaping the advancement of healthcare, our global environmental conservation activities contribute to the creation of a fulfilling and healthy society." We are promoting environmental conservation throughout product and service lifecycles and across the value chain of our business activities. Following our endorsement of the TCFD recommendations in 2021, we have advanced climate change initiatives under the Sysmex Eco-Vision. In 2025, we also endorsed the TNFD recommendations to promote the management and disclosure of nature-related risks. By taking an integrated approach to climate change and natural capital, we have developed combined TCFD/TNFD scenarios that consider the interrelationships between these issues and are conducting assessments of risks and business

opportunities across all Group businesses based on those integrated scenarios. The Company's views are disclosed in the Sustainability Data Book.

Please refer to our website.

(https://www.sysmex.co.jp/en/csr/report/index.html)

[Principle 4.1 Roles and Responsibilities of the Board (1)]
Supplementary Principle 4.1.1
Based on laws and regulations, the Articles of Incorporation and Board of Directors Regulations, the Board of Directors defines matters for the board itself to handle, makes important management decisions and supervises the execution of duties. Furthermore, the Company has adopted the executive officer system, and the executive officers execute the duties for which they are responsible within the scope entrusted to them by the chairperson or president.

[Principle 4.9 Independence Standards and Qualifications for Independent Directors]
Sysmex has formulated the following independence standards for Outside Directors. If Outside Directors do not fall under any of the following categories, they are considered to be independent from the Company and present no risk of conflict of interest with general shareholders.
(Relationships with the Company)
(1) An executive[1] or previous executive the Company or its subsidiaries (the "Sysmex Group")
(Major clients or suppliers)
(2) A party whose major client is the Sysmex Group[2] or an executive thereof
(3) A major client of the Sysmex Group[3] or an executive thereof
(Specialized service providers)
(4) A consultant, accountant or legal professional who receives a large amount of monetary consideration or other property[4] from the Company besides executive compensation (if the party that has obtained the property is a corporation, partnership, or other organization, a person who belongs to the organization)
(5) A person who belongs to an auditing firm that performs statutory audits for the Sysmex Group
(Donations or grants)
(6) A person who receives donations or grants exceeding a certain amount[5] from the Sysmex Group (If the recipient of the donations or grants is a corporation, partnership, or other organization, the executive of that organization)
(Lenders)
(7) Major financial institution[6] from which the Sysmex Group borrows or executives of such institutions' parent companies or subsidiaries
(Principal shareholders)
(8) A principal shareholder[7] of the Sysmex Group or if the principal shareholder is a corporation, an executive of that corporation
(9) An executive of a company whose principal shareholder is the Sysmex Group
(Mutual dispatch of executives)
(10) An executive of a company whose relationship with the Sysmex Group involves the mutual dispatch of outside directors (an executive who is a member of the Sysmex Group who is an outside director of another company, and an executive of another company who is an outside director of Sysmex)
(11) A person who has been in the above categories (2) through (10) within the past three years
(12) A close relative to a person[8] (limited to people in important positions[9]) who falls into the above categories (1) through (11)

*1 The term "executive" refers to an executive as defined in Article 2, Paragraph 3, Item 6 of the Enforcement Regulations of the Companies Act, and includes not only executive directors but also employees.
*2 A party with Sysmex Group as a major client is a business partner that provides products or services to Sysmex Group and whose transaction amount in the most recent fiscal year exceeds 2% of the annual consolidated sales of the said business partner.

*3 A major client of the Sysmex Group means a business partner to whom the Sysmex Group provides products or services and whose transaction amount in the most recent fiscal year exceeds 2% of the Sysmex Group's annual consolidated sales.
*4 Large amount of monetary consideration or other property refers to monetary or other property benefits in excess of ¥10 million per year for the most recent fiscal year, other than executive compensation. (If the party that has obtained the said property is a corporation, partnership, or other organization, this refers to money or other property benefit that exceeds 2% of the consolidated net sales of the organization in the most recent business year.)
*5 Donations or grants exceeding a certain amount refers to donations or grants that exceed the higher of an average of ¥10 million per year for the past three fiscal years or 2% of the person's gross income for the most recent fiscal year.
*6 Major financial institution means a financial institution or other major creditor that is essential to the financing of Sysmex Group at the present time or has been over the past three years and for which there is no substitute.
*7 A principal shareholder is a shareholder who holds 10% or more of the voting rights (including both direct and indirect holdings).
*8 A close relative means a spouse or relative within the second degree of kinship.
*9 A person in an important position is a director (excluding outside directors), an executive officer or employee in a senior management position as a general manager or higher, a certified public accountant belonging to an audit corporation or accounting firm, an attorney belonging to a law firm, an officer such as trustee, director or auditor belonging to a foundation, incorporated association, school corporation, or other corporation, or other person objectively and reasonably judged to be of equal importance.

[Supplementary Principle 4.10 Use of an Optional Approach]
Supplementary Principle 4.10.1
The Company's Board of Directors has established the Nominating Committee and Compensation Committee as optional organizations to ensure the independence, objectivity, and accountability of the Board of Directors with respect to the consideration of particularly important matters, such as the nomination and compensation of Directors and the management team. The majority of members of these committees are independent Outside Directors, which enhances the soundness and transparency of management.

[Principle 4.11 Preconditions for Board of Directors Effectiveness]
Supplementary Principle 4.11.1
The Board of Directors is composed of Directors having diverse knowledge, experience and expertise. We strive to ensure appropriate diversity and scale, taking into account the overall balance of the Board of Directors.
The Board of Directors (excluding Audit and Supervisory Committee Members) nominates Director candidates who are capable of accurate and swift decision-making, appropriate risk management, the monitoring of business execution and the ability to cover the Company's various functional divisions and business divisions. Work experience, age, nationality, race and origin, and gender are not considerations.
A skills matrix that lists the knowledge and experience of Director candidates is also disclosed in the notice of the general meeting of shareholders. Please refer to our website.
(https://www.sysmex.co.jp/en/ir/stocks_bonds/shareholders-meeting.html)
Candidates nominated as members of the Audit and Supervisory Committee have appropriate experience and abilities and required levels of specialized knowledge. In particular, at least one nominated candidate has appropriate knowledge of finance and accounting.

Supplementary Principle 4.11.2

In the event that Directors concurrently hold executive positions at listed companies other than the Company, the Company strives to ensure that the numbers of such posts are reasonable. Also, important concurrent positions held by each Director are disclosed in the business reports and reference documents for the general shareholder meeting.

Supplementary Principle 4.11.3
To enhance the functions of the Board of Directors, the Company conducts an annual document-based questionnaire survey of all Directors, including Audit and Supervisory Committee Members, and the Board of Directors confirms its own effectiveness based on the aggregate results. The questionnaire survey conducted this fiscal year confirmed that the Board of Directors is functioning effectively and fulfilling its role appropriately. In addition, we have recognized the need for a continued response, undertaking initiatives to further enhance effectiveness.
(Composition)
The scale of the Board of Directors and the ratio of Outside Directors are generally appropriate, both in nature and level of experience. To further improve its effectiveness, we have received, and will continue to consider, opinions by Outside Directors on appointing Directors who have a high degree of diversity and expertise, including gender, internationality, professional experience, and age, such as by increasing the ratio of women and foreign nationals on the Board.
(Operation)
The provision of information necessary to discuss the Board of Directors' agenda is generally appropriate. The Company is continually working to improve the Board of Directors' operation through the distribution of materials and the provision of explanations, as necessary, to Outside Directors, organizing points at issue, and providing related information necessary to understand the background. Among efforts to encourage more active deliberation, we hold opinion and information exchange meetings attended only by Outside Directors and exchange meetings with our executive officers. We will continue working to further strengthen these initiatives.
(Status of Agenda and Deliberation)
The time for addressing and deliberating the Board of Directors' agenda is appropriate, and we strive to provide individual members of the Board of Directors with an understanding of agenda items and information prior to meetings, as well as to leverage their knowledge and experience to engage in deliberation. Going forward, we will continue working to enhance the agenda and encourage more active discussion, while taking into account the management significance of each matter.

[Principle 4.14 Training of Directors and Corporate Auditors]
Supplementary Principle 4.14.2
The Company conducts lectures for Directors according to their expected roles and responsibilities, with content appropriate to the Companies Act and the current state of affairs. In addition, we provide opportunities to attend outside training sessions, lectures and networking events. In these ways, we endeavor to help them gain the necessary knowledge and promote an understanding of their roles and responsibilities as Directors.

At the time of their appointment, the Company holds briefings and tours of various business offices for Outside Directors to foster an understanding of the Company's businesses and functions. We also create opportunities for providing further information thereafter, as necessary.

[Principle 5.1 Policy for Constructive Dialogue with Shareholders]
1. The Company considers dialogue with shareholders to be important from the perspective of sustainable growth and long-term increases in corporate value. For this reason, we strive to engage proactively in dialogue with shareholders. The department in charge of IR conducts business results briefings and a host of other activities, centering on the chairperson, president and the executive in charge of IR, to enhance shareholders' understanding of the Company's management policies, management plans and business strategies. Furthermore, in response to shareholder requests for dialogue (meetings), when reasonably possible and as necessary these requests are handled by members of the Board of Directors (including outside members of the Board of Directors) and executive officers.
2. Related internal departments assisting with this dialogue actively cooperate in seeking to ensure constructive dialogue by preparing disclosure materials and sharing information.
3. In addition to individual meetings, the Company holds business results briefings for investors, as well as Company tours. We also endeavor to enhance such activities in response to investors' opinions and requests.
4. Shareholder opinions ascertained through dialogue are communicated via meeting reports. This information is provided as feedback to members of the Board of Directors, executive officers and related departments, thereby sharing and utilizing this information.
5. In the period leading up to results announcements, the Company maintains a quiet period, during which it limits its dialogue with investors. In addition, to prevent insider information from leaking outside the Company, the Company manages information strictly in accordance with internal regulations (regulations on managing corporate confidentiality).

[Actions to realize management conscious of cost of capital and stock price] [English language disclosure available].
As disclosed in the financial results presentation materials and Mid-Term Management Plan available on the Company's website, under the Mid-Term Management Plan concluding in the fiscal year ended March 31, 2029, the Company has identified the following priority themes: strengthening the competitiveness of the diagnostics business; advancing medical DX and data utilization by leveraging the strengths of the diagnostics business; improving profitability through value chain transformation; and redesigning the financial and capital strategies.
In addition to cash generated primarily by the core diagnostics business, the Company will make use of interest-bearing debt while maintaining a balance with financial soundness, and will allocate funds in a balanced manner to growth investment, research and development investment, and shareholder returns. Through these measures, the Company aims to achieve sustainable growth and improve capital efficiency. The Company will also continue its progressive dividend policy, targeting a payout ratio of approximately 40%, while seeking to improve ROE and ROIC, achieve profitability exceeding the cost of capital, and further enhance corporate value.
Financial results presentation materials: URL（https://www.sysmex.co.jp/en/ir/library/presentation.html）
Mid-Term Management Plan: URL（https://www.sysmex.co.jp/en/corporate/corporate-strategy/mid-term-plan.html）

## 2. Capital Structure

| | |
|---|---|
| Foreign Shareholding Ratio | More than 30% |

**[Status of Major Shareholders]** Updated

| Name / Company Name | Number of Shares Owned | Percentage (%) |
|---|---|---|
| The Master Trust Bank of Japan, Ltd. | 72,152,000 | 11.52 |
| Nakatani Foundation for Advancement of Measuring Technologies in Biomedical Engineering | 38,692,400 | 6.18 |
| The Kobe Yamabuki Foundation | 36,000,000 | 5.75 |
| Nakatani Kosan, Ltd. | 34,341,400 | 5.48 |
| Custody Bank of Japan, Ltd. | 29,830,300 | 4.76 |
| Kazuko Ietsugu | 20,909,300 | 3.34 |
| Taeko Wada | 19,489,600 | 3.11 |
| State Street Bank and Trust Company 505001 | 16,749,103 | 2.67 |
| Rusoru, Ltd. | 14,250,000 | 2.27 |
| Northern Trust Co. (AVFC) Sub A/C American Clients | 9,781,428 | 1.56 |

| | |
|---|---|
| Controlling Shareholder (except for Parent Company) | — |
| Parent Company | None |

Supplementary Explanation Updated

1.The status of shares by voting category is outlined below.
Status of Voting Rights on Outstanding Stock (As of March 31, 2026)

| Category | Number of shares | Number of voting rights | Details |
|---|---|---|---|
| Non-voting shares | — | — | — |
| Shares with restricted voting rights (treasury stock, etc.) | — | — | — |
| Shares with restricted voting rights (other) | — | — | — |
| Shares with full voting rights (treasury stock, etc.) | Common stock 3,039,200 | — | — |
| Shares with full voting rights (other) | Common stock 626,215,600 | 6,262,156 | — |
| Shares of less than one trading unit | Common stock 225,276 | — | Shares constituting less than one trading unit (100 shares) |
| Number of shares issued | 629,480,076 | — | — |
| Total shareholder voting rights | — | 6,262,156 | — |

2. Although the amendment to the Large Shareholding Report made available for public inspection on December 3, 2025 states that BlackRock Japan Co., Ltd. and its 10 joint holders owned the following shares as of November 28, 2025, the Company has not been able to confirm the actual number of shares beneficially owned as of March 31, 2026. Accordingly, these holdings are not included in the above table of major shareholders. The details set forth in the amendment to the Large Shareholding Report are as follows:

| Name | Number of shares held | Shareholding ratio(%) |
|---|---|---|

| | | |
|---|---|---|
| BlackRock Japan Co., Ltd. | 9,443,000 | 1.50 |
| BlackRock Advisers,LLC | 1,113,366 | 0.18 |
| BlackRock Financial Management,Inc. | 1,337,700 | 0.21 |
| BlackRock Investment Management (Australia) Limited | 671,300 | 0.11 |
| BlackRock (Nether lands)BV | 1,814,628 | 0.29 |
| BlackRock Fund Managers Limited | 1,723,100 | 0.27 |
| BlackRock Asset Management Canada Limited | 1,636,211 | 0.26 |
| BlackRock Asset Management Ireland Limited | 6,145,079 | 0.98 |
| BlackRock Fund Advisors | 10,287,000 | 1.63 |
| BlackRock Institutional Trust Company,N.A. | 9,939,295 | 1.58 |
| BlackRock Investment Management(UK)Limited | 3,533,400 | 0.56 |

### 3. Corporate Attributes

| | |
|---|---|
| Listed Stock Market and Market Section | Tokyo Stock Exchange, Prime Market |
| Fiscal Year-End | March |
| Type of Business | Electric Appliances |
| Number of Employees (consolidated) as of the End of the Previous Fiscal Year | More than 1000 |
| Sales (consolidated) as of the End of the Previous Fiscal Year | From ¥100 billion to less than ¥1 trillion |
| Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year | From 50 to less than 100 |

### 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 Material Impact on Corporate Governance

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

### 1. Organizational Composition and Operation

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|---|---|
| Organization Form | a company with an Audit and Supervisory Committee |

**[Directors]**

| | |
|---|---|
| Maximum Number of Directors Stipulated in Articles of Incorporation | No maximum stipulated |
| Term of Office Stipulated in Articles of Incorporation | 1 year |
| Chairperson of the Board | Chairperson (unless serving simultaneously as president) |
| Number of Directors Updated | 12 |
| Appointment Status of Outside Directors | Appointed |
| Number of Outside Directors | 6 |
| Number of Independent Directors | 6 |

Outside Directors' Relationship with the Company (1) Updated

| Name | Attribute | Relationship with the Company* | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | a | b | c | d | e | f | g | h | i | j | K |
| Kazuo Ota | From another company | | | | | | | | △ | | | |
| Haruo Inoue | From another company | | | | | | | | △ | | | |
| Yuka Fujioka | From another company | | | | | | | | | | | |
| Marie Oshima | From another company | | | | | | | | ○ | | | |
| Kenjiro Oda | From another company | | | | | | | | △ | △ | | |
| Tomofumi Saeki | From another company | | | | | | | | △ | | | |

* Categories for "Relationship with the Company"

* "○" when the director presently falls or has recently fallen under the category;
"△" when the director fell under the category in the past

* "●" when a close relative of the director presently falls or has recently fallen under the category;
"▲"when a close relative of the director fell under the category in the past

a. Executive of the Company or its subsidiaries
b. Non-executive director or executive of a parent company of the Company
c. Executive of a fellow subsidiary company of the Company
d. A party whose major client or supplier is the Company or an executive thereof
e. Major client or supplier of the listed company or an executive thereof
f. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a director/*kansayaku*
g. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)
h. Executive of a client or supplier company of the Company (which does not correspond to any of d, e, or f) (the director himself/herself only)
i. Executive of a company, between which and the Company outside directors/*kansayaku* are mutually appointed (the director himself/herself only)
j. Executive of a company or organization that receives a donation from the Company (the director himself/herself only)
k. Others

Outside Directors' Relationship with the Company (2) Updated

| Name | Membership of | Designation as | Supplementary Explanation of the Relationship | Reasons of Appointment |
|---|---|---|---|---|

| | Supervisory Committee | Independent Director | | |
|---|---|---|---|---|
| Kazuo Ota | | ○ | Kazuo Ota, an outside member of the Board of Directors designated as an independent director, formerly worked for Kawasaki Heavy Industries, Ltd., with which the Company has business transactions. However, more than six years have passed since he retired as a director of that company in June 2019. In addition, the amount of transactions between the Company and Kawasaki Heavy Industries for the fiscal year ended March 31, 2026 accounted for less than 0.01% of the consolidated net sales of each company. | Mr. Ota has abundant management experience and broad insight as a manager of a globally operating company. We believe that, through his contributions at Board of Directors meetings, he will apply this experience and insight to the Company's management and, through his oversight of management, fulfill the role of ensuring the adequacy and appropriateness of decision-making. He satisfies the Independence Standards for Outside Directors established by the Company and the requirements for an Independent Director as stipulated by the Tokyo Stock Exchange, Inc. There are no personal relationships between Mr. Ota and executives of Sysmex, nor is he likely to influence decisions by shareholders or investors. He is also unlikely to have any conflicts of interest with general shareholders. We have therefore designated him as an Independent Director. |
| Haruo Inoue | | ○ | Although Haruo Inoue, an Outside Director designated as an Independent Director, is a former employee of MUFG | Mr. Inoue brings broad insight from his career as a financial institution executive, including knowledge of finance, |

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|---|---|---|---|---|
| | | | Bank, Ltd., with which the Company has regular banking transactions, more than 10 years have passed since he stepped down as an executive officer of the bank in June 2014. The bank is neither a financial institution on which the Company relies to the extent that it is not substitutable nor a business partner that has influence over the Company's decision making. Mr. Inoue is also a former Director of Mitsubishi UFJ NICOS Co., Ltd., with which the Company has ordinary consumer transactions. However, the amount of transactions between the Company and Mitsubishi UFJ NICOS Co., Ltd. for the fiscal year ended March 31, 2026 accounted for less than 0.01% of the consolidated net sales of each company. | accounting, and risk management, as well as abundant experience and wide-ranging insight in the business world. His participation in Board of Directors discussions is expected to contribute to the Company's management by leveraging his experience and insight. Furthermore, through his supervisory role, he plays a part in ensuring the validity and appropriateness of decision-making. He satisfies the Independence Standards for Outside Directors established by the Company and the requirements for an Independent Director as stipulated by the Tokyo Stock Exchange, Inc. He has no personal relationships with the Company's officers, and considering the scale and nature of transactions, there is no concern that he might influence the judgment of shareholders or investors, or create a conflict of interest with general shareholders. Accordingly, he is designated as an Independent Director. |
| Yuka Fujioka | | ○ | Yuka Fujioka, an Outside Director designated as an Independent Director, serves as president and representative director of Fujioka-Kinzoku | Yuka Fujioka brings a global perspective and deep knowledge cultivated through extensive overseas experience, as well as broad insight and |

| | | | | |
|---|---|---|---|---|
| | | | Co., Ltd. However, there are no business transactions between the Company and Fujioka-Kinzoku. | substantial experience in corporate management. Her participation in Board of Directors discussions is expected to contribute to the Company's management and ensure the validity and appropriateness of decision-making through her supervisory role. She satisfies the Independence Standards for Outside Directors established by the Company and the requirements for an Independent Director as stipulated by the Tokyo Stock Exchange, Inc. There are no personal relationships between Ms. Fujioka and executives of Sysmex, nor is she likely to influence decisions by shareholders or investors. She is also unlikely to have any conflicts of interest with general shareholders. We have therefore designated her as an Independent Director. |
| Marie Oshima | | ○ | Although Marie Oshima, an Outside Director designated as an Independent Director, is a professor at the University of Tokyo, which has business dealings with the Company, the transaction amount between the Company and the University of Tokyo in the fiscal year ended March 31, 2026, was less than 0.1% of the consolidated net sales and total revenue of each party. | Ms. Oshima, as an educator in manufacturing technologies and informatics, possesses extensive experience and broad insight in areas such as cybersecurity and science and technology. Her participation in Board of Directors discussions is expected to contribute to the Company's management by leveraging her expertise and to |

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| | | | | ensure the validity and appropriateness of decision-making through her supervisory role. She satisfies the Independence Standards for Outside Directors established by the Company and the requirements for an Independent Director as stipulated by the Tokyo Stock Exchange, Inc. She has no personal relationships with the Company's officers, and there is no concern that she might influence the judgment of shareholders or investors, or create a conflict of interest with general shareholders. Accordingly, she is designated as an Independent Director. |
| Kenjiro Oda | ○ | ○ | Mr. Kenjiro Oda, an Outside Director designated as an Independent Director, formerly worked for The Minato Bank, Ltd., with which the Company has regular banking transactions. However, more than seven years have passed since he retired as a director of the bank in March 2019. The bank is not a financial institution on which the Company depends to the extent that it is not substitutable, nor does it have business transactions with the Company that could influence | Mr. Oda has extensive knowledge of finance and financial accounting gained through his experience as an executive of a financial institution, as well as abundant experience and broad insight in corporate planning, auditing, and internal controls in the business sector. We believe that, through his contributions at Board of Directors meetings, he will apply this experience and insight to the Company's management and, from the standpoint of an Audit and Supervisory Committee |

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| | | | the Company's decision-making. Hisashi Ietsugu, Chairperson and Group CEO, serves as an outside director of the bank, establishing a relationship of reciprocal outside directorships. However, because more than seven years have passed since Mr. Oda retired as a director of the bank, and the bank is not a financial institution on which the Company depends to the extent that it is not substitutable, and because neither relationship is one that could influence the Company's decision-making, these concurrent appointments do not affect Mr. Oda's independence. | Member, fulfill the role of ensuring the soundness and transparency of management and the effectiveness of the audit and supervisory functions through appropriate oversight of business execution. Mr. Oda satisfies the Company's Independence Standards for Outside Directors and the requirements for an Independent Director stipulated by the Tokyo Stock Exchange. We have determined that he has no personal relationships with the Company's officers and that there is no concern that he could influence the judgment of shareholders or investors or give rise to conflicts of interest with general shareholders. Accordingly, he has been designated as an Independent Director. |
| Tomofumi Saeki | ○ | ○ | Mr. Tomofumi Saeki, an Outside Director designated as an Independent Director, formerly worked for Sumitomo Mitsui Banking Corporation, with which the Company has regular banking transactions. However, the bank is not a financial institution on which the Company depends to the extent that it is not substitutable, nor does it have | Mr. Saeki has extensive knowledge of finance and financial accounting as a corporate manager at a financial institution, as well as abundant experience and broad insight in business management in actual industries. We believe that, through his contributions at Board of Directors meetings, he will apply this experience and insight to the Company's management and, from the |

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| | | | business transactions with the Company that could influence the Company's decision-making. Furthermore, Mr. Saeki serves as president (representative director) of SMBC Venture Capital Co., Ltd.; however, there are no business transactions between the Company and SMBC Venture Capital. | standpoint of an Audit and Supervisory Committee Member, fulfill the role of ensuring the soundness and transparency of management and the effectiveness of the audit and supervisory functions through appropriate oversight of business execution. Mr. Saeki satisfies the Company's Independence Standards for Outside Directors and the requirements for an Independent Director stipulated by the Tokyo Stock Exchange. We have determined that he has no personal relationships with the Company's officers and that there is no concern that he could influence the judgment of shareholders or investors or give rise to conflicts of interest with general shareholders. Accordingly, he has been designated as an Independent Director. |

**[Audit and Supervisory Committee]**

Committee's Composition and Attributes of Chairperson

| | All Committee Members | Full-time Members | Inside Directors | Outside Directors | Chairperson |
|---|---|---|---|---|---|
| Audit and Supervisory Committee | 3 | 1 | 1 | 2 | Inside Director |

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|---|---|
| Appointment of Directors and/or Staff to Support the Supervisory Committee | Appointed |

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

At Sysmex, the Internal Audit Office provides organizational assistance for the duties of the Audit and Supervisory Committee.
When employees at the Internal Audit Office assist the Audit and Supervisory Committee in its duties, they obey the Audit and Supervisory Committee's orders and instructions.
To ensure the independence of members of the Board of Directors (excluding members of the Board of Directors who are Audit and Supervisory Committee members), personnel matters involving employees of the Internal Audit Office (including appointments, transfers and disciplinary actions) are discussed in advance with the Audit and Supervisory Committee.

Cooperation among Supervisory Committee, Accounting Auditors and Internal Audit Departments

The Audit and Supervisory Committee also maintains close relations with the internal audit divisions and divisions in charge of internal control in conducting audits. A system is also in place for the committee to issue directions to the internal audit divisions, if necessary.
The Audit and Supervisory Committee works closely with the accounting auditors to confirm the audit plans and the audit results, exchanging information and opinions, such as when conducting internal control related to financial reporting.

**[Voluntary Establishment of Nomination/Remuneration Committee]**

| | |
|---|---|
| Voluntary Establishment of Committee(s) Corresponding to Nomination Committee or Remuneration Committee | Established |

Committee's Name, Composition, and Attributes of Chairperson

| | Committee Corresponding to Nomination Committee | Committee Corresponding to Remuneration Committee |
|---|---|---|
| Committee's Name | Nominating Committee | Compensation Committee |
| All Committee Members | 5 | 5 |
| Full-time Members | 0 | 0 |
| Inside Directors | 2 | 2 |
| Outside Directors | 3 | 3 |
| Outside Experts | 0 | 0 |
| Other | 0 | 0 |
| Chairperson | Outside Director | Outside Director |

Supplementary Explanation

As an advisory body to the Board of Directors, the Nominating Committee nominates and recommends dismissal of Directors and executive officers. The Compensation Committee recommends decisions on compensation and bonuses for Directors and executive officers. Outside Directors make up more than half of the members of each committee. In this way, the Company ensures the soundness and transparency of management and strengthens management supervision and auditing functions.

**[Independent Directors]**

| Number of Independent Directors | 6 |
|---|---|

| Matters relating to Independent Directors |
|---|
| All the Company’s outside officers qualify as independent officers and are designated as independent officers. |

**[Incentives]**

| Incentive Policies for Directors | Performance-linked Remuneration Updated |
|---|---|

| Supplementary Explanation Updated |
|---|
| As one aspect of its efforts to reinforce the corporate governance system, in July 2005 the Company introduced a performance-based executive remuneration system to clarify responsibility for success.<br>The remuneration of members of the Board of Directors, excluding Audit and Supervisory Committee Members and outside members of the Board of Directors, is broadly divided into three categories: fixed compensation, performance-linked compensation, and non-monetary compensation. Performance-linked compensation and non-monetary compensation are allocated to each officer based on performance.<br>The non-monetary compensation is as approved under the proposal to introduce a performance-linked stock-based compensation system at the 58th Ordinary General Meeting of Shareholders held on June 27, 2025. |

| Recipients of Stock Options Updated | |
|---|---|

| Supplementary Explanation Updated |
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**[Director Remuneration]**

| Disclosure of Individual Directors' Remuneration | Selected Directors |
|---|---|

| Supplementary Explanation | Updated |
|---|---|

<Remuneration Paid to the Company's Directors in the Fiscal Year Ended March 31, 2026>

| | |
|---|---|
| Executive category | Members of the Board of Directors (excluding members of the Audit and Supervisory Committee)<br>(Excluding outside members of the Board of Directors) |
| Total amount of remuneration | ¥697 million |
| Fixed compensation | ¥218 million |
| Non-monetary compensation | ¥58 million |
| Performance-linked compensation | ¥420 million |
| Number of executives | 6 |
| | |
| Executive category | Members of the Board of Directors (members of the Audit and Supervisory Committee)<br>(Excluding outside members of the Board of Directors) |
| Total amount of remuneration | ¥23 million |
| Fixed compensation | ¥23 million |
| Non-monetary compensation | — |
| Performance-linked compensation | — |
| Number of executives | 1 |
| | |
| Executive category | Outside executives |
| Total amount of remuneration | ¥50 million |
| Fixed compensation | ¥50 million |
| Non-monetary compensation | — |
| Performance-linked compensation | — |
| Number of executives | 6 |

(Note) The above-stated information includes members of the Board of Directors who stood down during the fiscal year ended March 31, 2026

<Executives Receiving Total Compensation of ¥100 Million or More>

| | |
|---|---|
| Name | Hisashi Ietsugu |
| Executive category | Member of the Board of Directors |
| Company category | Company submitting report |
| Total amount of remuneration | ¥196 million |
| Fixed compensation | ¥52 million |
| Non-monetary compensation | ¥12 million |
| Performance-linked compensation | ¥131 million |
| | |
| Name | Kaoru Asano |
| Executive category | Member of the Board of Directors |
| Company category | Company submitting report |
| Total amount of remuneration | ¥174 million |
| Fixed compensation | ¥52 million |

| | |
|---|---|
| Non-monetary compensation | ¥12 million |
| Performance-linked compensation | ¥109 million |

(Notes)
1. The amount of remuneration paid to members of the Board of Directors does not include employee salaries paid to members of the Board of Directors who are concurrently employees.
2. At the 49th Ordinary General Meeting of Shareholders on June 24, 2016, a resolution was passed to limit annual remuneration for members of the Board of Directors (excluding members of the Audit and Supervisory Committee) to within ¥1.0 billion, and annual remuneration for members of the Board of Directors who are members of the Audit and Supervisory Committee to within ¥80 million.
3. As of March 31, 2026, members of the Board of Directors (excluding members of the Audit and Supervisory Committee) numbered 10 (of which, four were outside members of the Board of Directors), and members of the Board of Directors who were also members of the Audit and Supervisory Committee number three (of which, two were outside members of the Board of Directors).
4. Ownership of shares in the Company by members of the Board of Directors and executive officers
A certain portion of fixed compensation for members of the Board of Directors and executive officers is applied toward the purchase of the Company's stock in the aim of bolstering shareholder value by motivating management to pursue long-term increases in corporate value. The Company aims for the Chairperson and Group CEO to hold shares worth five times his fixed compensation, and for other members of the Board of Directors and executive officers to hold shares worth twice their fixed compensation, and for them to hold the acquired shares during their terms of office. As of March 31, 2026, the Chairperson and Group CEO held 1,852 thousand shares (48.2 times fixed compensation), and other members of the Board of Directors and executive officers (excluding Audit and Supervisory Committee Members and limited to those holding shares) held an average of 39 thousand shares in the Company (5.2 times fixed compensation).

| | |
|---|---|
| Policy on Determining Remuneration Amounts and Calculation Methods | Established |

Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods

Sysmex's policy on determining remuneration amounts and calculation methods for members of the Board of Directors (excluding members of the Audit and Supervisory Committee and outside members of the Board of Directors) uses a performance-linked method that clarifies responsibilities for success.
Compensation for members of the Board of Directors (excluding members of the Audit and Supervisory Committee and outside members of the Board of Directors) divides broadly into three categories: fixed compensation, performance-linked compensation and non-monetary compensation. Fixed compensation comprises compensation for members of the Board of Directors and compensation for business execution. Position-specific factors (related to the scale and responsibility of members of the Board of Directors, as well as the degree of their impact on Group management) are used to determine disbursements.
Performance-linked compensation is linked to consolidated operating performance for the Group, using profit attributable to owners of the parent as an indicator. This indicator refers to net earnings for the consolidated fiscal year (sales net of expenses and profit or loss), which the Company considers an appropriate indicator for performance-linked compensation. Performance-linked compensation amounts are multiplied by a variable compensation factor within 3% of profit attributable to owners of the parent to determine the total amount of variable compensation, which is disbursed on an individual basis in accordance with success.
Non-monetary compensation, which had previously included compensation as a medium- to long-term incentive (officer shareholding association system) and other stock-based compensation (stock options), has now been integrated into the performance-linked stock-based compensation system for the Company's members of the Board of Directors (excluding members of the Audit and Supervisory Committee, outside members of the Board of Directors, and non-residents of Japan) and executive officers (excluding non-residents of Japan), as resolved at the 58th Ordinary General Meeting of Shareholders held on June 27, 2025. This stock-based compensation consists of two components: the Financial Performance Share Unit (F-PSU), which is granted after the conclusion of the mid-term management plan period, and the Enterprise Value Performance Share Unit (EV-PSU), which is granted upon the resignation of the members of the Board of Directors, etc. The F-PSU is intended to motivate members of the Board of Directors, etc. toward achieving the Company's mid-term management plan and to strengthen the link between medium- to long-term performance and compensation. The EV-PSU aims to reinforce alignment with shareholders' interests through share ownership by the members of the Board of Directors, etc. Each of these components is linked to the achievement level of performance targets set in the Company's mid-term management plan. The performance indicators and calculation methods for each component are as follows:

(Stock-based compensation calculation formula)
At the end of the target period of the mid-term management plan, the cumulative number of base points granted during the period (1 point = 1 share) is calculated for each eligible officer. A performance-linked coefficient, based on the achievement level of the performance targets in the mid-term management plan, is then applied to calculate the final number of points.
(1) Stock-based compensation under the F-PSU
Cumulative base points (stock-based compensation amount by position × 50% ÷ base stock price) × performance-linked coefficient*1
*1 Varies between 0% and 200% depending on the level of achievement of performance targets (such as net sales, operating profit, ROE, etc.) in the final fiscal year of the mid-term management plan
(2) Stock-based compensation under the EV-PSU

Cumulative base points (stock-based compensation amount by position × 50% ÷ base stock price) × performance-linked coefficient*2
*2 Varies between 0% and 200% depending on the level of achievement of targets related to enterprise value indicators (such as relative TSR) in the final fiscal year of the mid-term management plan

The individual compensation of members of the Board of Directors (excluding members of the Audit and Supervisory Committee) is determined by the Compensation Committee, to which this task is delegated by the Board of Directors. The decision-making process and the appropriateness of the amount of compensation are verified by the Audit and Supervisory Committee, which consists of three members (two of whom are outside members of the Board of Directors). As the individual compensation of members of the Board of Directors (excluding members of the Audit and Supervisory Committee) has been determined through these procedures, the Board of Directors has determined that the content of the individual compensation is appropriate.

**[Supporting System for Outside Directors]**

Outside Directors obtain necessary information by attending meetings and by accessing various databases.
No dedicated staff is provided, but Outside Directors are provided support via the Corporate Executive Office and the Internal Audit Office, which is the Company's internal audit division.

## 2. Matters on Functions of Business Execution, Auditing, Oversight, Nomination and Remuneration Decisions (Overview of Current Corporate Governance System) Updated

The Board of Directors, consisting of members of the Board of Directors, serves as the Company's highest decision-making body for business execution. It holds regular meetings once a month, in principle, as well as extraordinary meetings as necessary to deliberate on important management matters.
The Global Strategy Committee consists of the chairperson, president and executive officers designated by the chairperson. As an advisory body supporting the president's decision-making, the committee meets once a month, in principle, to discuss and deliberate on the Group's medium- to long-term management direction, as well as important strategies and issues.
The Steering Committee consists of the chairperson, president, executive officers, and Audit and Supervisory Committee Members (excluding outside members of the Board of Directors). The committee meets once a month, in principle, to discuss, deliberate on, and report important matters relating to the implementation of the Group's annual business plan.
The Internal Control Committee consists of the chairperson, president, executive officers responsible for the relevant functions, and Audit and Supervisory Committee Members (excluding outside members of the Board of Directors). Outside members of the Board of Directors attend the committee meetings as observers. As an advisory body supporting the president, who chairs the committee, it meets four times a year, in principle, to discuss and report important matters relating to the Group's overall internal controls, including risk management.
The Compliance Committee consists of executive officers, heads of departments closely involved with the Global Compliance Code, and compliance officers of regional headquarters companies. The committee meets twice a year, in principle, to discuss and report important matters relating to Group compliance.
In the fiscal year ended March 31, 2026, the Board of Directors met 19 times, the Global Strategic Committee 15 times and the Steering Committee 16 times to address matters relating to management strategy and important issues facing the Group.

The Internal Audit Office, consists of 14 employees, and internal audit offices are in place at key subsidiaries. These offices confirm and evaluate the establishment and operational status of the Company's internal control system from the perspective of the sound development of the Group, issue reports based on the results of its activities, promote appropriate execution of business through improvements, advice and proposals, and conduct internal audits to contribute to the sound management of the Group.
The Group's internal audit function consists of 12 personnel in Japan and 13 overseas, including five certified internal auditors (CIAs) and two certified information systems auditors (CISAs). The Internal Audit Office, which serves as the Company's internal audit department and reports directly to the President, oversees internal audits throughout the Group. It confirms and evaluates the establishment and operational status of the Company's internal control system from the perspective of the Group's sound development and promotes the proper execution of business by providing reports based on its audit results, as well as recommendations, advice and proposals for improvement. In addition to conducting internal audits to contribute to the Group's sound management, the Internal Audit Office performs annual internal assessments of audit quality and strives to maintain and continuously improve audit quality.
The Audit and Supervisory Committee consists of Audit and Supervisory Committee Members and serves as an independent statutory body responsible primarily for auditing the execution of duties by members of the Board of Directors. The committee meets at least once every three months. The Audit and Supervisory Committee met 16 times in the fiscal year ended March 31, 2026. The Audit and Supervisory Committee also maintains close relations with the internal audit divisions and divisions in charge of internal control in conducting audits. A system is also in place for the committee to issue directions to the internal audit divisions, if necessary. The Audit and Supervisory Committee works closely with the accounting auditors to confirm the audit plans and the audit results, exchanging information and opinions, such as when conducting internal control related to financial reporting. Going forward, the Audit and Supervisory Committee will continue to enhance management soundness by auditing and supervising members of the Board of Directors, as appropriate, based on laws and regulations.
The Audit and Supervisory Committee will work closely with the accounting auditors on the audit plans report (annual) and the audit results reports (annual), exchanging information and opinions as necessary, such as when conducting internal control audits related to financial reporting.

The Company has contracted with Deloitte Touche Tohmatsu LLC to perform a certified public accountants audit. In addition to conducting an audit of the entire Sysmex Group, the Company maintains an environment that makes it possible to rapidly cope with changes in the accounting system.
The Company has contracts in place with several law offices and maintains a structure to solicit and obtain advice on important matters as necessary.

### 3. Reasons for Adoption of Current Corporate Governance System

To reinforce the Board of Directors' audit and supervisory functions, enhance management transparency and objectivity, the Company has adopted the system of a company with an Audit and Supervisory Committee. The Company has appointed multiple independent outside members of the Board of Directors. These members have extensive knowledge and deep insight related to corporate management and business. The Company believes that these members further invigorate deliberations, facilitate appropriate decision-making and ensure highly effective supervision of business execution. Of the three members of the Audit and Supervisory Committee, two are independent outside members of the Board of Directors. In this manner, we are working to reinforce and enhance the auditing and supervisory functions. We have also introduced an executive officer system to increase the speed of business execution and decision-making, as well as to respond swiftly to changes in the operating environment.

## III. Implementation of Measures for Shareholders and Other Stakeholders

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

Updated

| | Supplementary Explanations |
|---|---|
| Allowing Electronic Exercise of Voting Rights | The Company allows for the Internet-based exercise of voting rights in order to provide choices for exercising voting rights, increase convenience and enable numerous shareholders to exercise their voting rights. |
| Participation in Electronic Voting Platform | The Company employs a platform to improve the environment for the exercise of voting rights by institutional investors. |
| Providing Convocation Notice in English | The Company prepares an English translation of the convocation notice, which it provides to foreign shareholders. |
| Other | Slide images are used during the reporting of reporting items at the general shareholder meeting in order to provide easy-to-understand explanations. Also, the Ordinary General Meeting of Shareholders is simultaneously streamed for shareholders and made available for on-demand viewing afterward. After the meeting, a video of the reporting matters presented at that meeting is made available on the website. |

### 2. IR Activities

Updated

| | Supplementary Explanations | Explanations by the Representative Himself /Herself |
|---|---|---|
| Preparation and Publication of Disclosure Policy | Posted on the Company's website | — |
| Regular Investor Briefings for Individual Investors | The Company strives to enhance understanding of its business overview and strategies by regularly updating corporate presentation materials for individual investors on its website. In April 2026, we revamped the section of our website dedicated to individual investors, enhancing the content by clearly explaining our business overview and strengths. We will continue to disseminate a wide range of optimal information. | — |
| Regular Investor Briefings for Analysts and Institutional Investors | The Company holds business results briefings promptly following the announcement of its financial results. To provide timely information to the many domestic and overseas analysts and institutional investors, recordings of English-language narration are posted on the Company's website on the same day as the year-end and interim financial results briefings. In addition, the first- and third-quarter financial results briefings are conducted online with simultaneous interpretation in Japanese and English. In fiscal year ended March 31, 2025, in addition to financial results briefings, the Company held dialogue sessions with outside members of the Board of Directors and a business briefing on its Mid-Term Management Plan. Scripts and summaries of Q&A | Yes |

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| | sessions from these briefings have been made available on the Company's website. Going forward, Sysmex will continue to consider the most suitable content and format for such events to encourage participation from a broad base of institutional investors and analysts. | |
| Regular Investor Briefings for Overseas Investors | To explain financial results and future strategies, Sysmex holds regular individual meetings (two to three times per year) with overseas institutional investors, as well as interviews via telephone and the web. The Company also participates in conferences (briefings) hosted by securities companies. To promote fair disclosure, Sysmex publishes not only English-language presentation materials, but also English scripts and summaries of Q&A sessions from each briefing. In addition, the Company began providing English-language audio on its website from the fiscal year ended March 31, 2026. | Yes |
| Posting of IR Materials on Website | Sysmex strives to promote fair disclosure by distributing audio recordings, scripts, and summaries of Q&A sessions from earnings briefings, as well as presentation materials and other IR-related resources via its website in both Japanese and English. These materials include financial results, briefing-related documents, securities reports, extraordinary reports, integrated reports, corporate overview videos, and shareholder communications. The site also features a message from the President and information on the Company's corporate governance framework. | — |
| Establishment of Department and/or Manager in Charge of IR | The IR Department is responsible for IR activities, working with the chairperson, the president and the director in charge of IR on the Company's IR activities. Information on the Company's IR structure is available on its website. | — |

## 3. Measures to Ensure Due Respect for Stakeholders

Updated

| | Supplementary Explanations |
|---|---|
| Stipulation of Internal Rules for Respecting the Position of Stakeholders | Sysmex has formulated a variety of regulations aimed at respecting the position of shareholders. These include Insider Trading Regulations, Environmental Manual Management Regulations, Personal Information Protection Regulations, Compliance Regulations and Ethics Regulations on Clinical Research and Development. |
| Implementation of Environmental Activities, CSR Activities etc. | Sysmex has identified materiality issues to support the realization of a sustainable society and the Company's sustainable growth, and is promoting initiatives based on action plans developed from those materiality issues. In the fiscal year ended March 31, 2024, in conjunction with the formulation of its long-term management strategy, the Company identified its materiality issues based on the concept of double materiality. In 2026, the materiality |

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| | issues were reviewed in line with the launch of the new Mid-Term Management Plan. Based on dialogue with stakeholders and discussions by the Management Committee and the Board of Directors, the Company redefined its materiality as 17 items under six themes to strengthen alignment with its business strategy. The Company has identified "Creating Value for a Healthy Society" as its highest-priority theme. To achieve this, it is pursuing initiatives under the themes of "Providing Responsible Products, Services and Solutions" and "Creating Innovation." These efforts are supported by the foundational themes of "Maximizing Human Capital," "Reducing Environmental Impact," and "Strengthening Governance." Based on these materiality themes, the Company has established KPIs and incorporated them into the execution plans of each department. Progress is monitored regularly by the Management Committee and the Board of Directors. From an environmental perspective, the Company promotes initiatives based on its long-term environmental vision through the Environmental Management Committee, focusing on reducing greenhouse gas emissions, making effective use of water resources, and reducing waste. In 2024, the Company received certification from the Science Based Targets initiative (SBTi) and has also identified climate- and nature-related risks and opportunities and conducted scenario analyses in accordance with the recommendations of the TCFD and TNFD. From a social perspective, to support the creation of value for a healthy society, the Company provides products and services that contribute to improving the quality of healthcare and expanding access to healthcare. It also promotes talent acquisition and development, promotion of diversity, equity & inclusion (DE&I), and works to create a workplace where employees can thrive. From a governance perspective, the Company strives to ensure transparent and sound management through initiatives including legal compliance, respect for human rights, and strengthening supply chain management. Details of these initiatives are disclosed in the Sustainability Data Book and other publications. |
| Development of Policies on Information Provision to Stakeholders | In accordance with its information disclosure regulations, the Company discloses information in line with the laws and regulations on the exchange of financial instruments and timely disclosure regulations of financial instruments exchanges. The Company also has set its own voluntary standards for information disclosure that include information not subject to timely disclosure regulations, and has formulated a basic policy on information disclosure that strives to disclose information proactively and fairly. In addition, the Company provides stakeholders with easy-to-understand non-financial information through its integrated report, Sustainability Data Book, website, and other channels. |
| Other | — |

## IV. Matters Related to the Internal Control System

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

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|---|
| 1. Basic Policy |

(1) Sysmex Corporation and its Subsidiaries (the “Sysmex Group”) have defined its corporate behaviors toward stakeholders based on the “Sysmex Way”, the Group corporate philosophy that serves as a cornerstone for all Sysmex Group activities by defining our stance, directions of pursuit and values, and Shared Values toward stakeholders. Executives and employees conduct business activities in accordance with this Shared Values.
(2) Sysmex has established and applies a system required for ensuring appropriate operations, which forms the basis for processes required for maintaining organizational soundness and, by realizing the “Sysmex Way”, contributes toward the achievement of business objectives and the enhancement of corporate value.
(3) The Board of Directors has formulated the Basic Policy for the Internal Control System outlined. The board directs and supervises the implementation status of internal controls, confirms the status of its maintenance and operation, as well as its appropriateness, making revisions as necessary. To augment effectiveness, the Internal Control Committee and a specialized organization have been established as organizations dedicated to internal control, which maintain and apply the internal control system. This committee is chaired by the president and representative director, who has overall responsibility for internal control.

2. Systems to Ensure the Appropriateness of Business Activities in the Corporate Group
Sysmex has formulated the “Sysmex Way” and Shared Values based on this philosophy and promotes appropriate operations throughout the Group. In accordance with the Basic Policy for the Internal Control System formulated by the Board of Directors, Sysmex promotes the overall maintenance and application of internal control across the Group, centered on the Internal Control Committee and a specialized organization for internal control. In each control area, such as compliance and risk management, Sysmex has established administrative sections and committees, formulated related global regulations, and put in place and operates a system to ensure operational appropriateness as a group.
Internal audit offices are in place at key subsidiaries, and Sysmex’s Internal Audit Office conducts audits of the Sysmex Group as a whole from a regional and companywide perspective. Based on its regulations relating to the management of affiliated companies, Sysmex respects the autonomy of the management of subsidiaries and other affiliated companies and ensures the appropriateness of business activities throughout the Sysmex Group by such means as periodic reporting on the details of their business activities and advance discussion concerning important matters.

3. System for Ensuring the Execution of Duties Is Compliant with the Law and the Articles of Incorporation
The Sysmex Group defines compliance as “the conduct of open and aboveboard business activities on the basis of observance of laws and regulations and high ethical standards” and maintain a system to ensure compliance as described below.
Recognizing that compliance countermeasures are the first and most important way to maintain society’s trust and counter risk, Sysmex operates a groupwide risk management system, under which the Compliance Committee is established as the umbrella organization for compliance. The Sysmex Group has formulated a Global Compliance Code that applies to employees and members of the Board of Directors and rigorously ensures compliance through education and training. The Sysmex Group promotes the rapid detection and correction of violations of the law or the Articles of Incorporation by means of an internal compliance-related reporting system, and conducts audits of the compliance structure by means of the Internal Audit Office.

4. System for the Retention and Management of Information
Sysmex has formulated Global Document Management Regulations. In accordance with these regulations, the Group appropriately retains and manages minutes of Board of Directors and other important meetings, as well as other information relating to the execution of duties by members of the Board of Directors, and maintains the information in a state available for inspection as necessary.

5. Regulations Concerning the Management of Risk and Other Systems
To maintain a structure concerning risk management, Sysmex complies with risk management regulations and strives to mitigate risk, centered on the Internal Control Committee, for the integrated management of internal control throughout the Group. The Internal Control Committee endeavors to discover foreseeable risks, select the most important of these risks, clarify the sections responsible for coping with risks, work with these sections, business divisions and other risk owners, establish countermeasures and confirm the implementation status of these countermeasures.

6. Systems to Ensure the Efficient Execution of Duties
Sysmex has positioned the Board of Directors as the institution to make important management decisions and supervise the execution of duties. The Company has introduced the executive officer system to be capable of making swifter operating decisions and reinforce management functions in order to respond quickly to changes in the business environment.
The Sysmex Group clarifies decision-making procedures and ensures efficient business operations based on organization regulations, scope of authority regulations, regulations concerning the management of affiliated companies, and others. In addition, the Group formulates mid-term plans and annual management plans, periodically confirms the progress made with those plans and takes any necessary measures.

7. Assignment of Employees to Assist the Audit and Supervisory Committee
At Sysmex, the Internal Audit Office provides organizational assistance for the duties of the Audit and Supervisory Committee.
When employees at the Internal Audit Office assist the Audit and Supervisory Committee in its duties, they obey the Audit and Supervisory Committee's orders and instructions.
To ensure the independence of members of the Board of Directors (excluding members of the Board of Directors who are Audit and Supervisory Committee members), personnel matters involving employees of the Internal Audit Office (including appointments, transfers and disciplinary actions) are discussed in advance with the Audit and Supervisory Committee.

8. Policy on Handling Audit Expenses
Sysmex has in place a budget corresponding to the annual audit plan in order to defray the expenses required for the execution of duties by the Audit and Supervisory Committee. Procedures are handled appropriately in the event additional expenses are required for the execution of duties by the Audit and Supervisory Committee.

9. Systems Related to Reporting to the Audit and Supervisory Committee and Other Systems for Ensuring Effective and Efficient Auditing by the Audit and Supervisory Committee
If a member of the Board of Directors or employee of the Group discovers a violation of the law or the Articles of Incorporation or a material fact that poses risk of causing significant damage to the Sysmex Group, that fact is promptly reported to the Audit and Supervisory Committee according to the prescribed regulations and procedures. Members of the Audit and Supervisory Committee also attend Board of Directors, Steering Committee and other important meetings, read important documents such as approval requests, and request explanations from members of the Board of Directors and employees of the Sysmex Group as necessary.
Sysmex prohibits dismissal or any other disadvantageous treatment to members of the Board of Directors and employees of the Sysmex Group who report information as outlined above.

**2. Basic Views on Eliminating Anti-Social Forces**

Sysmex has in place a Compliance Code that applies to all executives and associates throughout the Sysmex Group. We maintain absolutely no relationships with antisocial forces, and we take a firm stand to thoroughly counter any such forces.
Our education and training programs for executives and associates provide a thorough grounding on the exclusion of antisocial forces. We have an internal reporting system in place to respond quickly and appropriately to any overtures. Furthermore, we maintain close relations with specialized outside institutions to gather information about the activities of antisocial forces.

## V. Other

### 1. Adoption of Anti-Takeover Measures

| | |
|---|---|
| Adoption of Anti-Takeover Measures | Not Adopted |

Supplementary Explanation

At present, the Company has adopted no particular takeover defense measures.

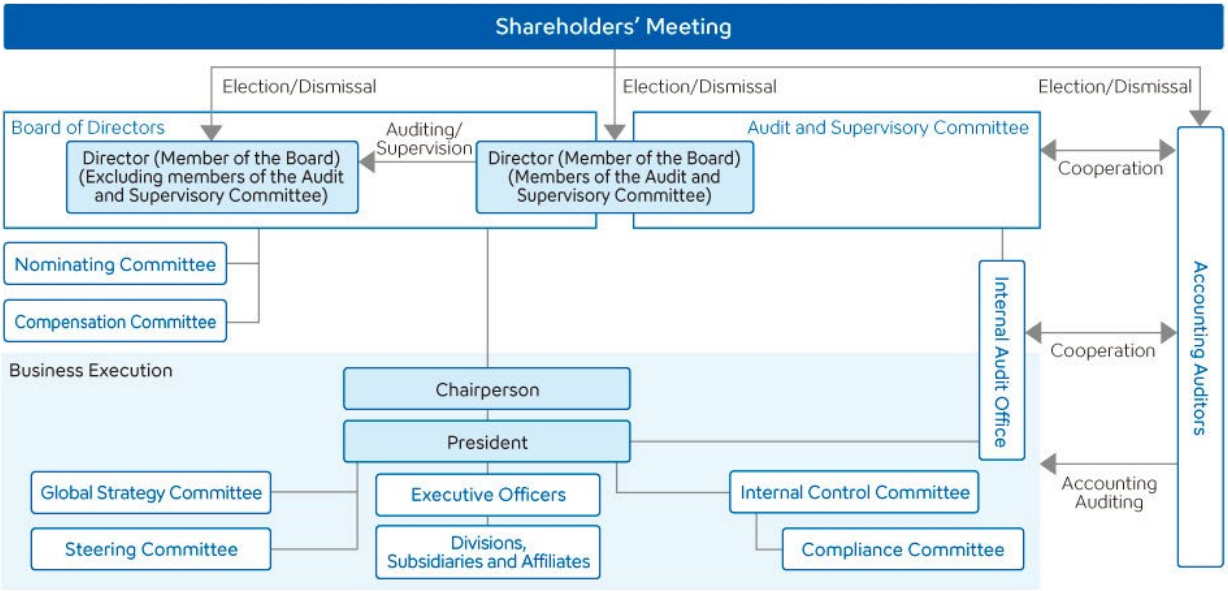
### 2. Other Matters Concerning Corporate Governance System

1. Basic Policy on Timely Disclosure
To ensure that it is trusted by society at large, Sysmex maintains a basic policy of disclosing information to shareholders, investors, customers and other stakeholders fairly, swiftly, accurately and in an easy-to-understand manner. In addition to exchanging information in accordance with the Financial Instruments and Exchange Act, related laws and regulations, and stock exchange listing regulations, we endeavor to fairly and promptly disclose information about the Company that is easy to understand and useful.

2. Internal System for Timely Disclosure
In accordance with its basic policy on timely disclosure, Sysmex has formulated information disclosure regulations that define its internal framework and methods related to information disclosure. These regulations establish an Information Disclosure Committee as an advisory body to assist the executive responsible for information disclosure in decision-making. The committee is chaired by the Executive Vice President of the General Affairs Division, which serves as the committee's secretariat. The General Affairs Department and the Corporate Communication Department are designated as the departments in charge of information disclosure. In principle, corporate information is disclosed by the departments in charge of information disclosure on the instruction of the person responsible for information disclosure.

3. Timely Disclosure Method
The Company discloses corporate information by posting securities reports and other financial reports, registering it on TD net, distributing press releases, posting information on its website or some combination of these methods.

4. Monitoring of the Timely Disclosure System
The Audit and Supervisory Committee attend meetings of the Information Disclosure Committee and evaluate its operational status.


Shareholders' Meeting
Election/Dismissal
Election/Dismissal
Election/Dismissal
Board of Directors
Director (Member of the Board) (Excluding members of the Audit and Supervisory Committee)
Auditing/ Supervision
Director (Member of the Board) (Members of the Audit and Supervisory Committee)
Audit and Supervisory Committee
Cooperation
Nominating Committee
Compensation Committee
Internal Audit Office
Cooperation
Accounting Auditors
Business Execution
Chairperson
President
Global Strategy Committee
Executive Officers
Internal Control Committee
Accounting Auditing
Steering Committee
Divisions, Subsidiaries and Affiliates
Compliance Committee