# Corporate Governance Report

Last Update: July 6, 2026
Prima Meat Packers, Ltd.
Kuniaki Abe, President and Chief Executive Offiser
Contact: 03-6386-1800
Securities Code: 2281
https://www.primaham.co.jp

The corporate governance of Prima Meat Packers, Ltd. (the "Company") is described below.

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

### 1. Basic Views]

Based on the mission of "contributing to food culture and society through great taste and excitement," Prima Meat Packers, Ltd. and its subsidiaries (the "Group") is working to enhance its corporate governance in accordance with the following basic policies for the purpose of achieving a highly transparent and honest management and an appropriate and flexible implementation of decision-making in response to changes.

(1) The Group shall respect the rights of shareholders, work to improve the environment in which shareholders can properly exercise their rights, and ensure the substantial equality of shareholders.

(2) The Group shall establish and disclose its management philosophy, management vision, basic sustainability policy, food safety policy, environmental policy, human rights policy, procurement policy, business plan: basic policy, and others, which are the basic principles of management shared with all officers and employees of the Group to serve as the basis for all activities.

(3) The Group shall recognize the importance of its mission and social responsibility in providing products, strive to collaborate appropriately with stakeholders such as customers, business partners, employees, and local communities, and foster a corporate culture and atmosphere of sound business operations based on a high level of discipline. In addition, in order to build a foundation of constructive dialogue with stakeholders, the Group shall strive to ensure an appropriate disclosure of corporate information, including non-financial information, and the transparency of corporate management.

(4) In order to realize effective and efficient management of the Group and to fulfill the responsibility for business execution, the Group shall strive to ensure the effectiveness of the supervisory function held by the Board of Directors in relation to business execution.

(5) Respecting the principles of the Japanese version of the Stewardship Code, the Group shall positively engage in dialogue with institutional investors and other shareholders.

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

[Principle 4-8(3) Effective Use of Independent Outside Directors]
In the current fiscal year, the proportion of independent outside directors on the Company's Board of Directors stands at exactly half. However, the Company has established a framework where the Management Advisory Committee—in which independent outside directors constitute a majority—deliberates on matters involving potential conflicts of interest with the controlling shareholder. Through this mechanism, we believe that the interests of minority shareholders are appropriately protected.

The current situation, where independent outside directors do not comprise a clear majority of the Board, is a temporary measure resulting from our decision to prioritize the smooth succession of the management structure. We plan to secure a majority of independent outside directors on the Board of Directors in the next fiscal year or thereafter.

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

**[Principle 1.4 Cross-Shareholdings]**
The Company will not hold any shares that are not deemed to contribute to the maintenance and development of favorable business relationships with the issuing companies, and by extension, to the development of the Company's business.

The Board of Directors verifies the significance of holding cross-shareholdings every year. In fiscal year 2025, the Company sold three issues of unlisted shares among its holdings. Regarding other shares, although there are some companies with slight issues in terms of transactional profitability, the Company determined that a certain level of significance in holding them is recognized and that they are not in a situation requiring immediate sale; therefore, the Company has decided to continue holding them.

Regarding the exercise of voting rights, the Company makes a comprehensive judgment based on perspectives such as whether the issuing company has established an appropriate governance structure and is making appropriate decisions that lead to the medium-to-long-term enhancement of corporate value. In addition, the Company will engage in dialogue with the issuing companies as necessary. If the Company decides that it cannot support a proposal submitted by an issuing company, it may consider the necessity of selling the shares.

**[Principle 1.7 Related Party Transactions]**
The Company shall require the approval of the Board of Directors for any transactions involving conflicts of interest between the Group and its Directors, Corporate Auditors and Executive Officers. The Company has a system to report to the Executive Advisory Committee and the Board of Directors any significant transactions that would result in a transaction amount exceeding a certain level when conducting transactions with controlling shareholders, etc.
The Company has established a system to manage transactions between related parties by reporting annually to the Executive Advisory Committee and the Board of Directors on the amount of transactions with controlling shareholders, etc.
When conducting transactions including the procurement of raw materials with controlling shareholders, etc., transactions are finalized upon taking into consideration the prevailing market prices by taking measures such as obtaining quotations from other companies.

**[Supplementary Principle 2.4.1 Ensuring Diversity, Including Active Participation of Women]**
<Approach to ensuring diversity>
The Group's code of conduct states "We realize the comfort and affluence of our employees and ensure a safe and comfortable working environment. We also respect the personality and individuality of our employees." In light of this, the Medium-term Business Plan outlines a goal of "acquiring talent and providing training to transform workplace culture." In order to achieve sustainable growth, the Company considers it important to hire diverse employees in terms of gender, age, nationality, disability, lifestyle, values, and other factors, promote hiring and appointment on the basis of personal character, and create flexible environments and systems that ensure a comfortable workplace for all.

<Targets to ensure diversity and current situation>

With respect to female employees, the Company has formulated an action plan based on the Act on Promotion of Women's Participation and Advancement in the Workplace, setting a target to raise the percentage of female managers to 7% or higher on a non-consolidated basis by the end of March 2027. The ratio stood at 4.7% in fiscal year 2023, 6.0% in fiscal year 2024, and reached 7.1% in fiscal year 2025, demonstrating progress that exceeds our initial target.

Regarding foreign nationals, the Company currently has only a few foreign employees and has not yet appointed any to managerial positions. We intend to set a specific target once the overseas sales ratio exceeds 10%. Meanwhile, our overseas subsidiaries have already appointed multiple foreign nationals to managerial positions.

Regarding mid-career hires, the Company is actively engaged in career recruitment. In fiscal year 2025, the Company hired 23 mid-career professionals against its recruitment target of 28. For the current fiscal year, we have set a target to recruit 34 mid-career professionals.

<Policies for human resource development and internal environment development to ensure diversity, and the status of their implementation>
In order to achieve sustainable growth, the Company considers "creating a workplace that promotes job satisfaction" to be important, and believes it is necessary to "respect and promote diverse workstyles," "hire and develop outstanding human resources," and "conduct occupational health and safety in consideration of physical and mental health." In order to enhance the employee engagement, the Company is developing its internal environment.

**[Principle 2.6 Roles of Corporate Pension Funds as Asset Owners]**
The Company manages the corporate pension fund reserves through the Prima Meat Packers Corporate Pension Fund. Recognizing that the management of corporate pension fund reserves impacts not only the stable asset formation of employees but also the financial standing of the Company, the Company assigns personnel with the experience and qualifications necessary for asset management to the corporate pension fund. In addition, the fund has established the "Basic Policy on Pension Asset Management" and formed an Asset Management Committee—comprising representatives such as the heads of the Human Resources and Finance departments, as well as labor union representatives—to determine investment asset ratios, select investment products, and monitor management performance.
The asset management institutions adopted by the corporate pension fund have accepted the Stewardship Code, and the fund monitors these institutions to ensure that their exercise of voting rights and other activities represent appropriate initiatives. To acquire the necessary operational knowledge, personnel of the corporate pension fund, particularly the Executive Director of Asset Management, participate in training organized by the Pension Fund Association and seminars hosted by asset management institutions. Furthermore, by selecting labor union and employee representatives as directors and delegates of the corporate pension fund, the Company has established a framework to appropriately manage potential conflicts of interest that may arise between the beneficiaries of the corporate pension and the Company.

**[Principle 3.1 Full Disclosure]** **Updated**

Understanding the objectives of the Corporate Governance Code, the Company proactively discloses information on the following items in accordance with laws and ordinances, and the basic policy of the Company in order to be a company that is trusted by stakeholders.
(1) Based on the management philosophy of "be candid and sincere," "create quality products that sustain Prima Group," and "provide value to customers through continuous innovation," the Company aims to be a "company that customers always love and support" through its management policy of strengthening marketing, development and product-commercialization capabilities to increase the scale and quality of sales and profits while at the same time promoting management that emphasizes sustainability principles. Furthermore, the Company formulates a three-year rolling plan for its Medium-term Business Plan every year, based on which it takes actions to implement management that is conscious of cost of capital and stock price. Specifically, the Company has set a management target of maintaining a return on equity (ROE) of at least 10% and uses return on invested capital (ROIC) as one of the metrics for important investment decisions. The Company's dividend policy places the distribution of profit to shareholders among the most important management issues and bases itself on the principle of providing continued and

stable dividends, with the target for payout ratio set at 40% or higher. Information is disclosed on the webpages below and by other means.

Material for Financial Results for the Year Ended March 31, 2026 (page 13–)
https://www.primaham.co.jp/ir/library/attaches/pdf/20260513_1.pdf

Prima Meat Packers Group Integrated Report
https://www.primaham.co.jp/ir/integratedreport/2025

(2) The Company works to strengthen corporate governance in order to practice highly transparent and honest management and to appropriately and flexibly implement decision-making in response to changes.
A Corporate Governance Basic Policy has been formulated and disclosed for various stakeholders such as shareholders, business partners and customers.
Corporate Governance Basic Policy
https://www.primaham.co.jp/en/ir/library/attaches/pdf/CorporateGovernanceBasicPolicy.pdf
(3) Regarding the policy and procedure for deciding the remuneration for Directors, the total annual amount shall be resolved at the Annual General Meeting of Shareholders, and the specific amount of individual remuneration shall be deliberated by the Executive Advisory Committee, which comprises the President and Representative Director and Independent Outside Directors, and shall be decided based on certain standards resolved by the Board of Directors, thereby ensuring transparency.
(4) Regarding the appointment and dismissal of senior management and the nomination policy for candidates for Directors and Corporate Auditors, comprehensive consideration is given to necessary knowledge and experience, appropriate risk management and supervision of business execution, the balance and ability to cover each function and business department of the Company, and other factors. In terms of procedures, candidates are proposed by the President, and are determined by the Board of Directors after deliberation by the Executive Advisory Committee.
(5) Reasons for the appointment, dismissal, and nomination of candidates for Directors and Corporate Auditors are stated in the Notice of the Annual General Meeting of Shareholders.

**[Supplementary Principle 3.1.3 Initiatives on Sustainability, etc.]**
Under the mission of "contributing to food culture and society through great taste and excitement," the Group identifies material issues (materiality) based on the basic policy of contributing to the realization of a sustainable society through the sustainable growth of the Group, and the Sustainability Committee has established goals and action plans to solve each materiality and has started specific actions. Please see the Company's website and Integrated Report for these initiatives. The status of investments into human capital and intellectual property are also disclosed in the Integrated Report.
https://www.primaham.co.jp/en/sustainability/
https://www.primaham.co.jp/en/ir/library/integratedreport.html

Also in terms of responses to climate change, etc., we have expressed our support for the recommendations of the Task Force on Climate-Related Financial Disclosures (TCFD) and have made disclosures regarding climate change related risks and opportunities for the Company in line with those recommendations. Please see the Company website below for the content of these disclosures. Moving forward, we will continue to improve the quality and quantity of Company disclosures.

https://www.primaham.co.jp/en/sustainability/environment/tcfd.html

**[Supplementary Principle 4.1.1 Roles and Responsibilities of the Board (1)]**
The Company defines the matters to be resolved by the Board of Directors itself as follows in the Board of Directors Rules.
(1) Matters concerning basic management policy
(2) Matters concerning the Annual General Meeting of Shareholders
(3) In addition to the preceding items, matters that should be resolved by the Board of Directors in accordance with laws and ordinances, the Articles of Incorporation, or the resolution of the Annual General Meeting of Shareholders, as well as other matters deemed necessary by the Board of Directors

Matters outside of those listed above are delegated to Senior Management and the heads of business operation organizations based on the Rules for Division of Operations and Responsibilities and the Rules for Authority and Responsibility.

**[Principle 4.9 Independence Standards and Qualification for Independent Outside Directors]**
The Company has formulated criteria for the independence of Outside Directors and discloses them on its website.

**[Supplementary Principle 4.10.1 Appropriate Involvement and Advice from Independent Outside Directors by Establishing Independent Nomination and Remuneration Committees]**
The Company is a company with a Board of Corporate Auditors. Of the total of five Directors, three are Independent Outside Directors, with said Independent Outside Directors forming a majority of the Board of Directors. In order to strengthen independence, objectivity, and accountability, the Company has established an Executive Advisory Committee, which comprises the President and Representative Director and Independent Outside Directors, and which deliberates the nomination and remuneration of Directors, etc., important matters concerning corporate governance, and matters pertaining to conflicts of interest with controlling shareholders.

**[Supplementary Principle 4.11.1 Preconditions for Securing the Effectiveness of the Board of Directors and Board of Corporate Auditors]**
The nomination policy for the Board of Directors is to nominate “persons with extensive knowledge and experience in business operations and management, who fully understand the social responsibility and mission and who can execute business operations and management fairly and adequately based on a high level of self-discipline,” and a diverse range of human resources are selected as candidates. Furthermore, the skills, etc., in line with factors such as the Company’s management environment and business characteristics are stated in the Corporate Governance Basic Policy. The skill matrices of the current Directors are stated in the Integrated Report. In addition to the skill matrices, the reasons why the Company chose those skills for inclusion on the matrices are also stated in the Notice of the Annual General Meeting of Shareholders.

**[Supplementary Principle 4.11.2 Preconditions for Securing the Effectiveness of the Board of Directors and Board of Corporate Auditors]**
In order to ensure that Directors and Corporate Auditors are able to allocate the necessary time and effort to fulfill their roles and responsibilities, concurrent duties are kept within reasonable limits. The status of concurrent duties is stated in documents such as the Notice of the Annual General Meeting of Shareholders, the Business Report, and the Corporate Governance Report.

**[Supplementary Principle 4.11.3 Preconditions for Securing the Effectiveness of the Board of Directors and Board of Corporate Auditor]**
A questionnaire was conducted among all Directors and Corporate Auditors to evaluate the effectiveness of the Board of Directors. As a result, it was judged that the effectiveness of the Board of Directors has been ensured on the whole.
For more details, please see the Summary of the Analysis Results of the Fiscal 2025 Evaluation of the Effectiveness of the Company’s Board of Directors and Future Actions published on June 1, 2026.

**[Supplementary Principle 4.14.2 Director and Auditor Training]**
Outside Directors and Outside Corporate Auditors receive explanations about matters such as business, operations, and issues from each department and work to deepen their understanding of the Group. Directors and Executive Officers use opportunities such as training run by external organizations to demonstrate higher leadership skills and develop a strategic perspective.
Corporate Auditors proactively participate in various seminars and opinion exchange gatherings with other industries to improve their auditing skills related to business and accounting.

**[Principle 5.1 Policy for Constructive Dialogue with Shareholders]**
The Company has formulated a “Policy on Systems and Initiatives to Promote Constructive Dialogue with Shareholders” in order to contribute to the sustainable growth of the Company and improve corporate value over the medium- to long-term. The basic policy outlines the following four items.

(1) The Company will proactively promote constructive dialogue with shareholders, primarily through the President and senior management, for sustainable growth and improvement of corporate value.
(2) Respecting the principles of the Japanese version of the Stewardship Code, the Company will positively respond to requests from institutional investors and other shareholders for dialogue (interviews).
(3) Opinions obtained through dialogue are shared with the President and senior management at the Executive Council and the Board of Directors, and actions to address them will be discussed as necessary.
(4) The Officer in charge of dialogue promotion will be the Officer in charge of the General Affairs/Public Relations Departments.

**[Actions to Implement Management that is Conscious of Cost of Capital and Stock Price]** [Disclosed in English]
Information is disclosed on the webpages below and by other means.
Material for Financial Results for the Year Ended March 31, 2026 (page 13–)
https://www.primaham.co.jp/ir/library/attaches/pdf/20260513_1.pdf
https://www.primaham.co.jp/ir/integratedreport/2025/
Prima Meat Packers Group Integrated Report
https://www.primaham.co.jp/ir/integratedreport/2025/

## 2. Capital Structure

| | |
|---|---|
| Foreign Shareholding Ratio | From 10% to less than 20% |

**[Status of Major Shareholders]** Updated

| Name / Company Name | Number of Shares Owned | Percentage (%) |
|---|---|---|
| ITOCHU Corporation | 23,336,200 | 46.36 |
| The Master Trust Bank of Japan Ltd. (trust account) | 3,216,800 | 6.39 |
| ITOCHU-SHOKUHIN Co., Ltd. | 2,262,800 | 4.50 |
| Takegishi Gakuen Educational Corporation | 900,000 | 1.89 |
| Custody Bank of Japan, Ltd. (trust account) | 853,800 | 1.70 |
| Sanshoku Co., Ltd | 700,180 | 1.39 |
| STATE STREET BANK AND TRUST COMPANY 505001 | 510,826 | 1.01 |
| Nippon Life Insurance Company | 446,436 | 0.89 |
| JP MORGAN CHASE BANK 385781 | 393,817 | 0.78 |
| UBS AG LONDON A/C IPB SEGREGATED CLIENT ACCOUT | 392,904 | 0.78 |

| | |
|---|---|
| Controlling Shareholder (except for Parent Company) | - |
| Parent Company | ITOCHU Corporation (listed on: Tokyo Stock Exchange) (code: 8001) |

Supplementary Explanation

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## 3. Corporate Attributes

| | |
|---|---|
| Listed Stock Market and Market Section | Tokyo Stock Exchange<br>Prime Market |
| Fiscal Year-End | March |
| Type of Business | Foods |
| 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 10 to less than 50 |

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

(1) Positioning of Prima Meat Packers, Ltd. in the ITOCHU Group
The Company belongs to the Food Company of ITOCHU Corporation. The main and principal business of the Company is to sell meat and produce and sell processed livestock products, and it assumes an important role in producing and supplying final products in ITOCHU Group’s livestock value chain. The Company utilizes ITOCHU Group’s extensive domestic and international network to ensure a stable supply of high-quality imported raw materials for its core products and to jointly develop pork brands with overseas partners in the ITOCHU Group. As business partners, the Company and ITOCHU Corporation have a mutually beneficial relationship to enhance corporate value.

(2) The governance of ITOCHU Corporation over its listed subsidiaries
To enhance the corporate value of the Group as a whole, ITOCHU Corporation, as the parent and major shareholder, consistently gives due consideration to the legal compliance framework and the status thereof of such listed subsidiaries, while providing advice and support, as necessary, in certain matters relating to compliance and the building of internal control systems, as appropriate.
In addition, to contribute to the expansion of profits and the stabilization of management at each listed subsidiary, following discussions with each entity, ITOCHU Corporation promotes personnel exchanges, mainly by dispatching people with expertise in financial accounting, legal affairs, and other matters and management personnel for overseas expansion and overseas bases, as well as by taking in personnel from listed subsidiaries and affiliates into its sales and management departments. Nevertheless, ITOCHU Corporation respects the autonomy of these listed subsidiaries and prohibits any acts that contradict the principle of shareholder equality (It has not executed any agreements on governance with its listed subsidiaries). In particular, with the recognition that there is a potential conflict of interest between ITOCHU Corporation and the general shareholders of these listed subsidiaries and in order to secure the independent decision-making of these listed subsidiaries, ITOCHU Corporation requests these listed subsidiaries to set up an effective governance structure under which functions of their independent Outside Directors are well assured.

**(3) Governance structure of the Company**
ITOCHU Corporation holds 50.92% of the Company’s voting rights, including indirect holdings. In addition, an individual from Itochu Corporation has been appointed as a Director, and an executive of Itochu Corporation has been appointed as an Audit & Supervisory Board Member.
Recognizing the potential for conflicts of interest between Itochu Corporation and the Company's minority (general) shareholders, the Company has appointed half of its Directors (three out of six) as Independent Outside Directors. Furthermore, the Company has established the Management Advisory Committee, which is composed exclusively of the Representative Director and Outside Directors who possess independence from the controlling shareholder, with Outside Directors constituting a majority of the committee.
The Management Advisory Committee enhances transparency and accountability by deliberating on matters such as the appointment and dismissal of officers, executive compensation, succession planning, corporate governance, and conflicts of interest with the controlling shareholder, and subsequently submitting its findings and recommendations to the Board of Directors.

(4) Approach to individual transactions
When conducting transactions including the procurement of raw materials with ITOCHU Corporation and its group companies, the transactions are finalized upon taking into consideration the prevailing market prices through measures such as obtaining quotations from other companies. Additionally, the feasibility of important transactions is determined by the Board of Directors upon consulting and being advised from the Executive Advisory Committee.
With regard to transactions with controlling shareholders, etc., the Company has established a system to manage transactions between related parties by reporting annually to the Board of Directors upon consulting the Executive Advisory Committee on the annual amount of transactions with controlling shareholders, etc.

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

See above.

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

### 1. Organizational Composition and Operation

| | |
|---|---|
| Organization Form | Company with Board of Auditors |

**[Directors]**

| | |
|---|---|
| Maximum Number of Directors Stipulated in Articles of Incorporation | 20 |
| Term of Office Stipulated in Articles of Incorporation | 1 years |
| Chairperson of the Board | President |
| Number of Directors | 6 Updated |
| Appointment of Outside Directors | Appointed |
| Number of Outside Directors | 3 |
| Number of Independent Directors | 3 |

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 |
| Yuzo Ide | From another company | | | | | | | | | | | |
| Yoshino Tsujita | From another company | | | | | | | | | | | |
| Tsuyoshi.Nishimoto | Attorney | | | | | | | | | | | |

* 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/corporate auditors
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/corporate auditors 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 | Designation as Independent Director | Supplementary Explanation of the Relationship | Reasons of Appointment |
|---|---|---|---|
| Yuzo Ide | ○ | — | Mr. Yuzo Ide has been in charge of corporate management at a major global manufacturer and has abundant experience and deep insight related to overseas business development and management strategy. He is qualified to serve as an Outside Director as he is expected to be able to provide guidance, supervision, support and appropriate advice in order to promote the Company's business strategy. |
| Yoshino Tsujita | ○ | — | Ms. Yoshino Tsujita has global and abundant experience in both domestic and international companies, deep knowledge related to management and diversity, and sophisticated expert knowledge of finance and accounting. She is, therefore, expected to provide supervision, support, and appropriate advice from an independent standpoint in order to promote the Company's management strategy and accordingly, is qualified to serve as an Outside Director. |
| Tsuyoshi Nimoto | ○ | — | Tsuyoshi Nishimoto has extensive experience and a high level of expertise as an attorney. The Company has determined that he is well-suited to serve as an Outside Director because his experience and insight are expected to be utilized to further enhance the corporate value of the Group, and the Company expects him to provide oversight, support, and appropriate advice from an independent standpoint. |

| | |
|---|---|
| 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 | Executive Advisory Committee | Executive Advisory Committee |
| Number of All Committee Members | 4 | 4 |
| Number of Full-time Members | 0 | 0 |
| Number of Inside Directors | 1 | 1 |
| Number of Outside Directors | 3 | 3 |
| Outside Experts | 0 | 0 |
| Other | 0 | 0 |
| Chairperson | Inside Director | Inside Director |

Supplementary Explanation

An Executive Advisory Committee comprising the President and Representative Director and Outside Directors equating to a committee for nominations and remuneration has been established. It deliberates on the nomination and remuneration of senior management, Directors, and Corporate Auditors, strengthening independence, objectivity, and accountability.

**[Corporate Auditors]**

| | |
|---|---|
| Establishment of Board of Corporate Auditors | Established |
| Maximum Number of Corporate Auditors Stipulated in Articles of Incorporation | 4 |
| Number of Corporate Auditors | 4 |

Cooperation among Corporate Auditors, the External Financial Auditor and Internal Audit Departments

Corporate Auditors receive explanations on plans and results related to audits from the external financial auditor, attend their audits as necessary and conduct audits of financial statements and other documents.
Corporate Auditors receive a report on results of the audits of various organizations and Group companies, including plants and sales offices carried out by seven members of the Audit Department. Opinions are exchanged about the matters raised in the audit.

| | |
|---|---|
| Appointment of Outside Corporate Auditors | Appointed |
| Number of Outside Corporate Auditors | 2 |
| Number of Independent Corporate Auditors | 2 |

Outside Corporate Auditor's Relationship with the Company (1)

| Name | Attribute | Relationship with the Company* | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | a | b | c | d | e | f | g | h | i | j | k | l | m |
| Hideki Shimozawa | From another company | | | | | | | △ | | | | | | |

| | | a | b | c | d | e | f | g | h | i | j | k | l | m |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Akemi Sunaga | CPA | | | | | | | | | | | | | |

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

Outside Corporate Auditor’s Relationship with the Company (2)

| Name | Designation as Independent Corporate Auditor | Supplementary Explanation of the Relationship | Reasons of Appointment |
|---|---|---|---|
| Hideki Shimozawa | ○ | Mr. Hideki Shimozawa worked on business execution at Sumitomo Mitsui Trust Bank, Limited, one of the banks that had transactions with the Company, until June 2019. Over three years have passed since he left this position, and it was therefore judged that there is no possibility of a conflict of interest with general shareholders. | To utilize his many years of experience at a financial institution for the audits of the Company. |
| Akemi Sunaga | ○ | — | To utilize her specialist knowledge as a certified public accountant and tax accountant for the audits of the Company. |

**[Independent Directors/Corporate Auditors]**

| | |
|---|---|
| Number of Independent Directors/Corporate Auditors | 5 |

Matters relating to Independent Directors/Corporate Auditors

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**[Incentives]** **Updated**

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|---|---|
| Incentive Policies for Directors | Introduction of Performance-based Remuneration |

Supplementary Explanation

Based on the resolution passed at the 71st Annual General Meeting of Shareholders held on June 28, 2018, the Company introduced a performance-linked share-based remuneration plan for Directors and other officers. Furthermore, by resolution of the 79th Annual General Meeting of Shareholders held on June 25, 2026, the Company revised the conventional Board Benefit Trust (BBT) plan and transitioned it to the "BBT-RS" (Board Benefit Trust with Restricted Stock) plan. This revision is designed to further strengthen the alignment of interests and share a common perspective between Directors and our shareholders.

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

Supplementary Explanation

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**[Director Remuneration]**

| | |
|---|---|
| Disclosure of Individual Directors' Remuneration | No Individual Disclosure |

**Supplementary Explanation** **Updated**

The amount of remuneration paid to Directors in the previous fiscal year (fiscal 2025): (Five Directors, ¥145 million)

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

Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods

Remuneration for Directors, etc., comprises a fixed base salary and performance-linked pay. The fixed base salary for Directors is limited to ¥400 million annually (of which Outside Directors are limited to ¥50 million), and is decided at the Board of Directors upon the deliberation of the Executive Advisory Committee. A performance-linked share-based remuneration plan, which is linked to medium- to long-term performance and improvement in corporate value, is used for performance-linked pay in order to motivate Directors to contribute to the growth of corporate value. Under the performance-linked share-based remuneration plan, points are given in accordance with the percentage of budget achievement in consolidated operating profit, and remuneration, etc., and remuneration, etc. equivalent to the cumulative points is given as shares.

**[Supporting System for Outside Directors and/or Corporate Auditors]**

The Corporate Strategy Department, Corporate Strategy Division is the department that timely and accurately provides the necessary information to and is in charge of Outside Directors and Outside Corporate Auditors. Materials for Board of Directors meetings are distributed well in advance of meeting dates, and information to motivate discussion is also provided as necessary. Additionally, explanation briefings ahead of the Board of Directors meetings are provided for proposals deemed to require advance explanations. Board of Directors meetings are generally held at a frequency of once per month, and Directors and Corporate Auditors are informed of the annual schedule and planned discussion items prior to the beginning of the fiscal year.
When appointing Directors and Corporate Auditors, including Outside Directors and Outside Corporate Auditors, the Company provides opportunities to fully understand the roles and responsibilities (including legal responsibilities) expected of Directors and Corporate Auditors and to acquire the necessary knowledge regarding the Company's business, finances, organization, etc. Opportunities to continuously update these are also provided as necessary after taking office.

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

The Audit & Supervisory Board consists of four members: two Full-time Audit & Supervisory Board Members (including one Outside Member) and two Part-time Audit & Supervisory Board Members (including one Outside Member). In accordance with the audit policies established by the Audit & Supervisory Board, the members attend important meetings such as those of the Board of Directors and the Management Committee, receive business reports from Directors and other officers, review important approval documents, and investigate the status of operations and assets at the head office and major business sites. When necessary, they request business reports from subsidiaries, thereby monitoring the execution of duties by Directors and other officers. In addition, they receive explanations from the Accounting Auditor regarding audit plans and results, witness audits as appropriate, and conduct audits of financial statements and other documents.
For accounting audits, the Company has entered into an agreement with Ernst & Young ShinNihon LLC to undergo audits under the Companies Act and the Financial Instruments and Exchange Act. There are two Certified Public Accountants (Designated Limited Liability Partners) who executed the operations, and the team of assistants for the accounting audit operations consists of 8 Certified Public Accountants and 25 other staff members.
Candidates for Director are selected by considering their individual knowledge, experience, and capabilities to identify personnel suited for management supervision. After deliberation by the Management Advisory Committee—whose members include the President and CEO and three Independent Outside Directors—the candidates are determined by resolution of the Board of Directors.
Regarding the determination of remuneration, after the total annual amount is resolved at the General Meeting of Shareholders, individual remuneration amounts are determined in accordance with certain criteria resolved by the Board of Directors following deliberation by the Management Advisory Committee, thereby ensuring transparency.

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

The Board of Directors consists of Executive Directors who are familiar with industry trends and business details and have professional expertise, and Outside Directors who have specialist skill sets concerning global affairs, finance and accounting, sustainability and human capital, and sales and marketing. The Board of Directors has established a proper supervisory system, as well as a business execution system based on swift and appropriate decision-making and clear specification of authority and responsibilities. Efforts are underway to enhance the audit function by thorough management monitoring mainly by Outside Corporate Auditors. Through these practices, the Board of Directors strives to improve the effectiveness of the Board of Directors as a whole in order to achieve the specific management policies and management strategies targeted by the Company.

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

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

| | Supplementary Explanations |
|---|---|
| Early Notification of General Shareholder Meeting | Early notification and early disclosure are provided.<br>Starting with the 75th Annual General Meeting of Shareholders, we have excluded the days when most of our meetings are held. |
| Electronic Exercise of Voting Rights | Starting with the 72th Annual General Meeting of Shareholders, voting rights can be exercised by accessing the Internet.<br>Starting with the 75th Annual General Meeting of Shareholders, voting rights can be exercised via the Electronic Voting System Platform for institutional investors. |
| Providing Convocation Notice in English | An English Notice of the Annual General Meeting of Shareholders is posted on the Company's website. |
| Other | The Business Report is visualized at the venue of the Annual General Meeting of Shareholders. The Notice of the Annual General Meeting of Shareholders is posted early on the Company's website. Furthermore, we disclose the Annual Securities Report one day prior to the date of the General Meeting of Shareholders. |

### 2. IR Activities

| | Supplementary Explanations | Explanation by Representative |
|---|---|---|
| Preparation and Publication of Disclosure Policy | The disclosure policy is posted on the Company's website. | |
| Regular Investor Briefings for Analysts and Institutional Investors | Regular (twice a year) financial results briefings (attended by the President) are held. | Yes |
| Posting of IR Materials on Website | The Business Plan, Annual Securities Reports, Financial Results, Financial Highlights, Integrated Reports, materials for financial results briefings, and other materials are posted on the Investor Relations section of the Company's website. | |
| Establishment of Department and/or Manager in Charge of IR | General Affairs/Public Relations Department | |

### 3. Measures to Ensure Due Respect for Stakeholders Updated

| | Supplementary Explanations |
|---|---|
| Stipulation of Internal Rules for Respecting the Position of Stakeholders | Stipulated in the Company's management philosophy, code of conduct, environmental policy, compliance program, etc. |
| Implementation of Environmental Activities, CSR Activities etc. | 1. Environmental Activities<br>The Company publishes an Integrated Report, conducts forestation activities, and reduces $CO_2$ emissions and waste at its places of business<br>2. CSR Activities<br>The Company supports initiatives such as the United Nations World Food Programme (WFP) .Food and nutrition education initiatives |
| Other | The Company holds individual IR meetings for analysists and institutional investors. |

# IV. Matters Related to the Internal Control System

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

The Company adopted a resolution at the meeting of the Board of Directors held on May 8, 2006, regarding a basic policy for establishing a system to ensure that the Directors execute their duties in accordance with laws, ordinances, and the Articles of Incorporation, as well as a system to ensure the propriety of other operations.

This basic policy is continuously reviewed and revised by resolution (final decision: April 27, 2015), and currently it is as follows:

1. Systems to ensure that Directors execute their duties in accordance with laws, ordinances and the Articles of Incorporation

   From the perspective of further strengthening corporate governance, the Board of Directors strives to maintain and improve an effective internal control system and to enhance the compliance system so that business operations overall are carried out in a proper and sound manner.

2. Systems for storage and management of information related to the execution of duties by Directors

   Information related to the execution of duties by Directors is stored and managed in written or electronic format in accordance with the Document Management Rules and is available for viewing by Directors and Corporate Auditors.

3. Rules and other systems for management of the risk of loss

   The Risk Management Rules have been established as a basis for the risk management system. Specific individuals are placed in charge of each risk, and efforts are made to enhance the risk management system in accordance with said rules.

4. Systems for ensuring efficient execution of duties by Directors

   Meetings of the Board of Directors are held periodically, and extraordinarily as necessary. In principle, basic management policies and other material issues are appropriately decided by the Board of Directors in accordance with the Board of Directors Rules and the Board of Directors Operating Regulations after deliberation beforehand by the Executive Council, an advisory body to the President.

   Details on who is responsible for the execution of business, their scope of responsibility, and execution procedures based on decisions of the Board of Directors, are set forth in the Rules for Division of Duties and Responsibilities, the Rules for Authority and Responsibility, and the Rules for Management of Group Companies, etc.

5. Systems for ensuring that the execution of duties by employees complies with laws, ordinances, and the Articles of Incorporation

   The Company has established the Prima Meat Packers Compliance Program to clarify compliance norms and enhance the Group's compliance system. For certain significant decisions, persons authorized under the Rules for Authority and Responsibility verify the legality in advance, and the Audit Department conducts internal audits to ensure that business operations are carried out appropriately.

6. Systems for ensuring appropriate operations of the corporate group consisting of the Company and its subsidiaries

   In order to establish an integrated management system at the Company and its subsidiaries, the Company has established the Rules for Management of Group Companies, and subsidiaries are managed using a system of obtaining approval from and reporting to the Company. In addition, each subsidiary establishes and implements its own risk management rules, Board of Directors rules, rules for authority and responsibility, and compliance programs in order to share information and ensure appropriate execution of business in the Group.

7. Matters related to employees who assist duties by Corporate Auditors, matters related to independence of the said employees from Directors, and matters related to ensuring the effectiveness of instructions to the said employees

   Employees dedicated to assisting Corporate Auditors in the duties of the Board of Corporate Auditors are appointed if necessary. Personnel reshuffling, personnel evaluations, and disciplinary action of assistants to Corporate Auditors require the consent of the Board of Corporate Auditors, and assistants who receive orders required for audit operations from Corporate Auditors will not receive related orders from Directors.

8. Systems for reporting from Directors and employees to Corporate Auditors and for other reporting to Corporate Auditors, and systems for ensuring that disadvantageous treatment is not received by reason of the reporting

   Directors and employees of the Company should swiftly report to Corporate Auditors on any execution of duties that may materially violate laws, ordinances, or the Articles of Incorporation, misconduct, or matters

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| that may significantly damage the Company. They should also swiftly report to Corporate Auditors any decisions or internal audit results that may have a material effect on the business or organization. Those who receive the above-mentioned reports from Directors and employees of subsidiaries should swiftly report these to Corporate Auditors. Individuals should not be treated disadvantageously by reason of reporting to Corporate Auditors as described above.<br>9. Other systems for ensuring effective audits by Corporate Auditors, and policies for handling the costs and payables incurred in the execution of duties by Corporate Auditors.<br>Directors have meetings with Corporate Auditors to exchange opinions regarding corporate management separately from regular operational reports in order to achieve mutual understanding. They also ensure that Corporate Auditors attend business execution meetings which are important for ensuring appropriate operations (e.g., Executive Council, Compliance Committee, Quality and Safety Committee). The Company promptly pays in advance or reimburses Corporate Auditors upon request for costs (including CPA and attorney consultation fees) that are incurred in the execution of their duties.<br>[Summary of the operational status of systems for ensuring appropriate operations]<br>Under the basic policy to establish systems for ensuring that the execution of duties by Directors resolved by the Board of Directors complies with laws, ordinances, and the Articles of Incorporation and other systems for ensuring appropriate operations, the Company develops and implements an internal control system for itself and its subsidiaries. An appropriate internal control system is in place and functioning, with the status of corrections and improvements of problems found through the implementation of the internal control system and, if necessary, the status of initiatives to prevent recurrence being reported to the Board of Directors. |

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

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| The Company responds to anti-social forces in a firm manner and upholds and respects social order. If necessary, the Company takes legal steps to resolutely block relationships with anti-social forces, such as crime syndicates and dark journalism. This is set forth in the Company's code of conduct and made known to all of the Company's Directors, Corporate Auditors, Executive Officers, and employees.<br>The Company has also established a department in charge of responding to anti-social forces. We have established relationships with and regularly exchange information closely with professional organizations such as the local police department so that we can contact and consult them without hesitation if any improper demands are made. In addition, we are a member of the Special Violence Prevention Measures Association (Tokubouren) and are working to gather information and learn about the appropriate response to improper demands by anti-social forces. |

## V. Other

### 1. Adoption of Anti-Takeover Measures

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

Supplementary Explanation

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### 2. Other Matters Concerning the Corporate Governance System

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| [Summary of the Timely Disclosure System]<br>The Company fully recognizes that the timely and appropriate disclosure of corporate information is the basis for sound financial markets, and we strive to provide investors with corporate information in a timely and appropriate manner through measures such as efforts to improve our internal systems to appropriately enable the swift, accurate, and fair disclosure of corporate information always from the investor's viewpoint.<br><br>1. Internal system for timely disclosure of information related to decisions<br>Directors make proposals regarding facts related to decisions to the Board of Directors, and after the Board of Directors makes a decision, information on facts related to decisions is disclosed to the Tokyo Stock Exchange by the person responsible for public relations (Head of the General Affairs/Public Relations Department). |

2. Internal system for timely disclosure of information related to incidents
Division and department heads (e.g., Executive Officers) report information on facts related to incidents to the executive management and the department in charge of public relations (General Affairs/Public Relations Department) collects reported information. The person responsible for public relations (Head of the General Affairs/Public Relations Department) reports information on facts related to incidents to the Tokyo Stock Exchange.

3. Internal system for timely disclosure of information related to financial results
Directors make proposals regarding financial results to the Board of Directors, and after the Board of Directors makes a decision, the person responsible for public relations (Head of the General Affairs/Public Relations Department) reports information on the details of the financial results to the Tokyo Stock Exchange.

Corporate Governance Structure