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Gurunavi, Inc.

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

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

1. Basic Views

Under the principle of prioritizing shareholders' interests, the Company maintains a keen awareness of the management responsibility of directors and upholds basic policies to enhance its corporate governance in order to prevent irregularities, clarify decision-making processes, and ensure the logical implementation of operations.

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

<Principle 2-4 Ensuring Diversity, Including Active Participation of Women>
Supplementary Principle 2-4-1

The Company established a diversity promotion department in 2015 in order to promote human resource development and establish internal environments that ensure diversity, and is working to create a corporate climate that allows diverse human resources, including women, persons with disabilities, and non-Japanese, to maximize the abilities they possess and to create environments in which they can play an active role.
Currently, the Company has not set any measurable targets, as the Company recognizes that the promotion of women, mid-career recruits, and non-Japanese employees in managerial positions has progressed to a certain extent. The status of ensuring diversity in the promotion of core workforce is as follows.
Regarding the promotion of women to core workforce, the ratio for women in managerial positions is 20% as of March 31, 2026. The Company will continue to further support the advancement of women by expanding training and support tailored to career stages and life events, and programs to develop candidates for managerial positions.
Regarding promotion for mid-career recruits, these recruits account for the majority of total employees, and the Company is actively advancing promotions of these recruits as they represent the Company's core workforce, and many such human resources have been appointed to important positions such as executive officers, etc.
In addition, regarding non-Japanese employees, recruitment standards are the same as those for Japanese candidates, and they are actively working in important managerial positions according to their abilities.
The Company will continue to foster a culture in which diverse human resources, not limited to women, can play an active role and create high value through the development of a flexible work environment that is not restricted by location or time.
Please refer to the following webpage for further information on the Company's diversity promotion activities.
https://corporate.gnavi.co.jp/en/profile/sustainability/diversity/

Disclosure Based on each Principle of the Corporate Governance Code UPDATED

<Principle 1-4. Cross Shareholdings>

The Company and its subsidiaries (hereinafter, the "Group") make investment decisions based on comprehensive considerations covering necessity for business activities, such as business alliances, and maintaining and strengthening business relations, etc. the advantages to be gained by the Group through investment in such cross shareholdings, and risks associated with investment amounts and holdings, etc.
In addition, the department in charge will carefully examine suitability of cross-shareholdings retention, taking into consideration

factors such as contribution to the Company's growth and business development, etc. and return on investment, and continued retention will be examined by the Board of Directors. Furthermore, where the suitability/rationality of retention is not considered appropriate, cross-shareholdings shall be suitably disposed.
Voting rights for cross shareholdings are exercised appropriately following careful examination of proposal content, by the department in charge of strategic investment, in order to determine whether the proposal will contribute to an increase in the Company's shareholder value. Regardless of whether a proposal is put forward by the issuing company or by its shareholders, affirmative decisions will not be made in relation to proposals that impair the Company's shareholder value.

<Principle 1-7. Related Party Transactions>

The Company holds that directors engagement in competing transactions, conflict of interest transactions, or other transactions equivalent thereto, are subject to approval by the Board of Directors in accordance with laws and its Regulations of the Board of Directors. In addition, transaction results are disclosed in a timely and appropriate manner in accordance with applicable laws.
In addition, regarding transactions with major shareholders, companies in which the Chairman & Director of the Company serves as a director and companies in which a director of the Company executes the operations, the department in charge of compliance & risk management conducts careful examinations of terms and conditions of transactions, such as transaction price, and reasons for engaging in such transactions, etc. and the results and details of transactions are discussed by specialized institutions under the jurisdiction of the Audit & Supervisory Committee, and regularly reported to the Audit & Supervisory Committee and the Board of Directors.
Regarding related party transactions other than the above, the Company will appropriately disclose important facts in accordance with applicable laws.

<Principle 2-6. Roles of Corporate Pension Funds as Asset owners>

The Company has not adopted a corporate pension plan, and consequently does not qualify as a corporate pension asset owner. However, defined contribution pension plans have been adopted. Explanations of plans and information to assist in the selection of pension products are provided to employees via in-house portal sites, etc.

<Principle 3-1. Full Disclosure>

(1) Company objectives (e.g., business principles), business strategies, and business plans

The Group defines its purpose as "Food: Satisfying People and Creating Connections." This reflects the Group's desire to continue to provide new value to the world and contribute to the realization of a sustainable and better society by exploring all the possibilities of food and connecting people, things and events all over the world through food, based on the spirit of "Protecting and nurturing Japanese food culture" which has been with the Group since its founding.
On May 13, 2026, the Company announced its new Medium Term Management Plan covering the three-year period from the fiscal year ending March 31, 2027 (FY2026) through the fiscal year ending March 31, 2029 (FY2028).
Under its previous Medium Term Business Policy (FY2023–FY2025), the Company focused on rigorous cost management and revenue recovery, successfully transitioning to a lean and profitable business structure. On the other hand, the Company had to prioritize returning to profitability following the deterioration in performance caused by the COVID-19 pandemic, as well as stabilizing its financial position. Consequently, its resources were primarily allocated to customer acquisition support through its existing media platforms. As a result, there remains room for acceleration in areas such as expanding its unique value proposition in operational and management support for restaurants, and achieving a full-scale expansion in the number of paying member restaurants, which serves as the foundation for the Company's sustainable growth.
Today, against the backdrop of persistent labor shortages and rising costs, the restaurant industry is facing an era in which it is extremely difficult to sustain the conventional model of "running all restaurant operations manually and independently." Consequently, there is an urgent need to transition to operational models that leverage digital transformation (DX), outsourcing, and AI. Furthermore, amid intensifying competition among media platforms centered on online reservations, achieving sustainable growth requires the Company to shift away from a business model reliant on conventional media service growth, and instead focus on B2B businesses that work closely alongside restaurants.
Against this background, the Company's newly formulated "Medium-Term Management Plan 2028" sets forth its vision to evolve into a "True" Supporter of Restaurants. By maximizing its core strengths—its "support capabilities" and "information assets"—the Company will drive both a "Transformation of value proposition" and the "Expansion of the restaurant network." Specifically, through the following five business strategies, the Company aims to enhance its functions as a "Restaurant management platform" that provides close support for restaurant management, thereby continuously enhancing the Company's corporate value.

1. Enhancement of media and membership services
2. Establishment of the agent business
3. Expansion of membership value
4. Strengthening of the sales structure and improvement of operational processes

5. Construction and utilization of a data infrastructure suited to the AI era

Through these initiatives, the Company aims to achieve the following performance targets in FY2028, the final year of the plan:

・Net Sales: JPY 18.9 billion
・Operating Income: JPY 1.3 billion
・Number of paying member restaurants: 60,000
・Total number of member restaurants: 100,000
・Return on Equity (ROE): 21%
・Return on Invested Capital (ROIC): 16%

Further details have been posted on the Company's website.
https://corporate.gnavi.co.jp/en/profile/mid_term/

(2) Basic views and guidelines on corporate governance

Under the principle of prioritizing shareholders' interests, the Company maintains a keen awareness of the management responsibility of directors, and upholds basic policies to enhance its corporate governance in order to prevent irregularities, clarify decision-making processes, and ensure the logical implementation of operations.

The Board of Directors is comprised of six directors including one representative director (of which four are outside directors), who are not A&SCMs, and four directors (of which three are outside directors), who are A&SCMs. In principle, it holds monthly meetings to make important management decisions and supervise the execution of duties by directors.

The Company will further reinforce the audit/oversight functions of the Board of Directors, and together with aiming towards the further enrichment of corporate governance, the Company has opted to be a company with Audit & Supervisory Committee in order to heighten management fairness, transparency, and efficiency through the delegation of authority for prompt decision-making and business execution. The Audit & Supervisory Committee is comprised of four directors who are A&SCMs (of which three are outside directors). In principle, it holds monthly meetings. The full-time A&SCM attends important meetings such as the Board of Directors, and audits the execution of duties by directors.

In addition, as a voluntary advisory body to the Board of Directors, the Company has established a Governance Committee chaired by an outside director, and the majority of members are outside directors.

Furthermore, four of the aforementioned seven outside directors have been designated as independent directors under the provisions of the Tokyo Stock Exchange, and notification of such appointment has been submitted to the TSE.

In addition, the Company has reinforced its governance structures by introducing an executive officer system to separate oversight functions by the Board of Directors and business execution functions undertaken by executive officers. Moreover, in accordance with the basic policies determined by the resolution of the Board of Directors, the Executive Committee has been set up to deliberate on important issues related to management and exercise general controls over business execution and is comprised of the President & Representative Director and executive officers. The meetings of the Executive Committee are held regularly with the attendance of the full-time A&SCM.

(3) Basic policies and procedures regarding remuneration for directors

Basic policies and procedures related to remuneration for directors are given under [Director Remuneration] in "II Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight – 1. Organizational Composition and Operation" in this document.

(4) Policies and procedures regarding the appointment/dismissal of senior management and the nomination of director candidates

In the appointment/dismissal of senior management and the selection of director candidates, the Company considers ability, experience, character and insight, etc. to reach a comprehensive judgment on whether the individual possesses a full understanding of the Company's corporate philosophy and the ability to put said philosophy into practice.

In view of roles such as management oversight and oversight functions, the selection of outside directors involves the comprehensive consideration of attributes such as company management experience and specialist expertise, etc. In addition, as the core business of the Company is food, a woman's perspective is important, and the appointment of female senior management is also progressing.

In the event that a member of senior management commits an act of misconduct, undertakes actions that harm the Company's reputation, or is deemed unsuitable for a senior management position, said individual shall be dismissed by resolution of the Board of Directors.

Furthermore, in the appointment/dismissal of senior management and the selection of director candidates shall be conducted after deliberation by the Governance Committee.

(5) Explanation regarding the appointment/dismissal and nomination of individual directors

Reasons for the nomination of individual director candidates are given in reference document, "Notice of Convocation of the

General Meeting of Shareholders." In addition, reasons for the appointment of outside directors are given under "[Directors] Relationship with the Company (2)" in "II Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight – 1. Organizational Composition and Operation" in this document.

Supplementary Principle 3-1-3

The Group's views and initiatives concerning sustainability are as given below.

Focusing on the food service market, the Company endeavors to increase corporate value through the provision of value to society, based on the principle held by the Company since its founding that "corporate activity should itself be social contribution." Consequently, regarding sustainability, as with its management policy, the Company's basic policy is to continue to be a company that contributes to the realization of a sustainable and better society by continuing to provide new value to the world through the exploration of all food possibilities and connecting various people, things and events through food, based on its purpose, "Food: Satisfying People and Creating Connections", which in turn is based on the spirit of "Protecting and nurturing Japanese food culture", which has been with the Company since its founding.

(1) Governance

Headed by the Corporate Planning Department, working in collaboration with related departments, the Company implements company-wide initiatives regarding the identification of important sustainability related issues, the consideration and execution of corresponding measures, and progress management. Along with regular deliberations by the Executive Committee concerning the content of these initiatives, reports are submitted to the Board of Directors, and with the oversight of directors, the content of such deliberations and oversight is reflected in the promotion of each initiative.

(2) Strategies

1. General sustainability

The Company recognizes the important issues (materiality) concerning general sustainability as follows. the Company will resolve social issues, and consequently embody its purpose and expand our corporate value, by implementing initiatives for each of these issues through its corporate and business activities.

<Issues related to management /organizational foundations that support value creation>

1) Reinforcement of corporate governance

The Company will live up to the trust of all surrounding stakeholders and fulfill expected social responsibilities through the building of sound and highly transparent decision-making processes, and thorough compliance, etc.

2) Creating an organization that allows employees to fulfill their potential

The Company will implement initiatives to develop internal environments and nurture human resources, to allow each member of its diverse human resources to mutually showcase their character and abilities, and create synergy.

<Issues concerning the creation of business value through services>

3) Supporting evolution into sustainable restaurant management models

The Company will expand offered value/services that support sustainable profit generation and improvements in working environments for restaurants.

4) Protecting consumers' safe, secure, and enriched food experiences

Along with creating conditions that allow consumers to acquire the latest/detailed food service related information through various media tools, and select restaurants securely, the Company will implement initiatives for information transmission/services provision that will realize enjoyment of various foods in accordance with needs.

5) Optimization of the overall food service industry value chain

The Company will build businesses that will contribute to the optimization of the overall value chain in order to realize sustainable food service industry development within the backdrop of changes in consumer needs, and environmental changes, including climate change, etc.

6) Promotion of regional communities through food

The Company will contribute to the promotion of regional communities and increase added value by unearthing and widely transmitting the attraction of a region through its food.

<Issues concerning social impacts>

7) Reducing the environmental burden of the Company and the food service industry

The Company will reduce its and the food service industry's burden on regional environments by contributing to reduced foodstuff loss and conserving resources through its corporate and business activities.

8) Popularization and passing down of Japan's excellent food culture and technologies

The Company will contribute to the realization of communities enriched through food, by transmitting and popularizing Japan's food culture, and the technologies that support this culture, throughout the world, along with passing this down to later generations.

2. Climate change response initiatives

The Company has implemented scenario analyses in order to identify risks and opportunities related to climate change. The scenario analyses considered a "1.5°C/2°C scenario" and a "4°C scenario". As a result, the main risks and opportunities for the Company in relation to climate change have been identified as follows, and the Company is considering and executing initiatives to address them.

<Transition risks>

Policies/laws and regulations

(Overview of Risks)

Increased costs accompanying the reinforcement of regulations related to CO_2 emissions

- Introduction of carbon pricing.
- Reinforcement of reporting obligations for greenhouse gases.

(Main Initiatives)

- The impacts related to these risks are understood to be limited due to the characteristics of the Company's business.
- Along with energy-saving operations at offices and data centers, the Company will aim to control CO_2 emissions by controlling movement such as commuting through the "Hybrid workstyle", and by continuing to promote paperless operations.

Market

(Overview of Risks)

Reduced demand for the Company's services accompanying heightened environmental awareness among consumers

- Changes in restaurant selection criteria due to changes in values.
- Changes in opinions regarding domestic holidays and business trips, and travel to Japan from overseas.

(Main Initiatives)

- Continuous reviews of information and content posted on "Rakuten Gurunavi" in line with changes in consumer needs in Japan and overseas.
- Recognition of the need for businesses/services that will contribute to the optimization of the overall food service industry in Japan (improving efficiency from production to consumption by forecasting demand, etc.), and commencing work to build such businesses/services.

Reputation

(Overview of Risks)

Diminished reputation among stakeholders due to late responses to climate change

(Main Initiatives)

- Continued initiatives to enhance disclosure of climate change response information.

<Physical risks>

Acute

(Overview of Risks)

Impacts on the Company's business operations due to increased severity of natural disasters such as typhoons and floods, etc.

- Physical damage to offices, data centers, etc.
- Disruption of telecommunications.

(Main Initiatives)

- The Company has completed construction of remote working mechanisms and environments that are not tied to work locations, through the introduction of the "Hybrid workstyle".
- Alleviation of impacts by using multiple data center sites.
- Promotion of considerations for appropriate BCP reviews according to business content and environmental changes.

Acute

(Overview of Risks)

Reduced demand for the Company's services due to increased severity of natural disasters such as typhoons and floods, etc.

・Suspension of restaurant business and increased restoration costs.

(Main Initiatives)

・Recognition of the need to build an optimal business portfolio (acquisition of revenue sources other than support for restaurants).

Chronic

(Overview of Risks)

Reduced demand for the Company's services due to the progress of global warming.

・Sharp rises in procurement costs incurred by restaurants due to diminished raw materials production volumes and quality, etc.

・Consumers' hesitance to go out, and consumption hesitance due to sharp rises in prices.

(Main Initiatives)

・Commencement of work to build business that will contribute to the optimization of agricultural production and distribution through the promotion of DX (Green Innovation Fund projects, etc.).

・Services that will contribute to improving the purchasing efficiency of restaurants are currently under consideration.

・Commencement of work to build services related to promoting the enjoyment of home-cooked meals and ready-made meals. (EC services such as Gurusuguri, Premium Meal Kit, etc.).

<Opportunities>

Products/services

(Overview of Opportunities)

Development of new products and services in response to changing values and initiatives accompanying heightened environmental awareness among people engaged in the food services market (producers, wholesalers, restaurants, consumers, etc.).

(Main Initiatives)

・Continuous reviews of information and content posted on "Rakuten Gurunavi" in line with changes in consumer needs in Japan and overseas.

・Recognition of the need for businesses/services that will contribute to the optimization of the overall food service industry in Japan (improving efficiency from production to consumption by forecasting demand, etc.), and commencing work to build such businesses/services.

・Expanded provision of services that contribute to improved restaurant business efficiency and labor-saving.

Market

(Overview of Opportunities)

Improving the Company's reputation among stakeholders through initiatives for the resolution of environmental issues.

(Main Initiatives)

・Continued initiatives to enhance disclosure of climate change response information.

3. Initiatives related to human capital and diversity

To realize an organization that enables continual value creation in a rapidly changing business environment, put its purpose into practice, and achieve sustainable growth of corporate value, the Company has been promoting the "Work Style Evolution Project" since 2020. Under the concept of "Smart Work Shift" through the three "shifts" of "Workstyle Shift (a working style that suits the individual)," "Ownership Shift (each individual plays a leading role)," and "Management Shift (improved productivity, promotion of value creation)," the project has built a solid foundation for human capital management from both aspects of employee comfort (establishment of internal environments, etc.) and job satisfaction (reinforcement of HR systems including HR development, etc.). Furthermore, the Company has been strengthening its organizational management through the introduction of a talent management system in 2021 and pulse surveys in 2022.

1) Making work more comfortable

- Measures that contribute to improved work style flexibility and diversity

Expansion of work sites (December 2020)

Introduction of remote working systems (April 2021)

Introduction of flextime systems (October 2021)

Introduction of joint commute/remote working “Hybrid workstyle” (October 2021)
- Measures that contribute to making work more comfortable
  Creation of a guide to communication under remote working (October 2020)
  Creation of a management book (February 2021)
  Revitalization of internal communication such as reviews of company-wide morning meetings, etc. (August 2021)

2) Improving the rewarding feeling
- Measures that contribute to improved feeling of growth
  Reinforcement of internal job posting systems (as required since 2019)
  Clarification of role definitions for all employees and management, and by job type (July 2021)
  Company-wide introduction of the e-learning system (July 2021)
  Promotion of self-directed career development (April 2025)
  Promotion of measures to strengthen management (December 2025)
- Measures that contribute to improved feeling of contribution
  Review of award system (as required since 2021)
  Revised human resource systems: grade system, remuneration system, assessment system (April 2023)

Furthermore, in April 2024, the Company established the “HR Policy” as the basic policy for human capital management, with the objectives of clarifying the Company’s stance in relation to human capital management and further reinforcing its initiatives.

<HR Policy>

The “Future of Food” connected by “Our Growth”

We will create a strong Gurunavi through which the development of individuals who can think, learn, and create independently, will pioneer the enriched future of food. Based on this belief, Gurunavi will work closely with employees in all aspects of the “challenges” they face to support their “growth”, and pool the strengths of individuals, in order to continue to evolve into a company where human resources with an abundance of ambition, who will confront the potential of food in earnest, will “congregate and develop”.

Under this HR Policy, in the aforementioned “Medium-Term Management Plan 2028,” the Company will strategically deepen the outcomes of its activities achieved through the “Smart Work Shift” to date. Specifically, the Company classifies HR processes into five elements: “Recruitment, Training, Retention, Active Contribution, and Health, Security and Safety.” By vigorously executing consistent measures based on the HR Policy within each process, the Company aims to enhance the driving force and effectiveness of the Medium-Term Management Plan, which in turn will lead to the sustainable expansion of corporate value.

1) Strengthening “Recruitment” and “Training”

The Company will promote the recruitment of human resources necessary to execute the business strategies in the “Medium-Term Management Plan 2028.” Concurrently, the Company will strengthen development investments to upgrade the skills of existing employees and facilitate their transition into self-directed human resources (defined as individuals who possess a clear sense of purpose in their work, take ownership of challenges, and continuously deliver reproducible results).

2) Promoting “Active Contribution” (Creating Self-Directed Human Resources)

By nurturing individual leadership and fostering a corporate culture where employees can fully demonstrate their capabilities, the Company will strive to improve its delivered value and cultivate next-generation leaders.

3) Building a Foundation to Support “Retention” and “Health, Security and Safety”

To enable diverse human resources to demonstrate their capabilities proactively, the Company is working to establish environments that realize flexible working styles, such as flextime and remote work systems. In addition, the Company is promoting the renewal of its HR system to fairly evaluate and support employees’ “challenges.” Furthermore, by cultivating an organizational culture with high psychological safety and establishing an environment where talent with diverse values can achieve high performance with peace of mind, the Company will enhance the resilience (adaptability) of the entire organization.

<Indicators and Targets>

The Company appoints employees fairly based on ability and performance, regardless of gender, nationality, or employment type (new graduates or mid-career hires). At present, the Company recognizes that the appointment of women, mid-career hires, and non-Japanese to managerial positions has progressed to a certain extent; therefore, the Company has not set quantitative targets limited to specific attributes. However, the Company will continue to monitor actual results continuously and strive to maintain and improve diversity so that diverse perspectives can be utilized in management.

For actual figures regarding the assurance of diversity, please refer to “Part IV: Information on Submitting Company, 5. Status of Employees, (2) Status of Employees, iv. Percentage of female workers in managerial positions, percentage of male workers taking childcare leave, and wage differences between male and female workers” in the Annual Securities Report submitted on June 25, 2026 (Japanese version only).

(3) Risk Management

Headed by the Corporate Planning Department, working in collaboration with related departments, the Company implements company-wide initiatives to detect, identify, and evaluate sustainability-related risks, and consider and promote measures against risks. Furthermore, regarding these risks, the Company coordinates with the Compliance & Risk Management Committee, chaired by the President and Representative Director, which promotes the Company’s company-wide risk management, and upon deliberation/approval concerning issues and measures, the details are reported appropriately to the Board of Directors.

(4) Indicators, and Targets

At present, the Company has not set any indices or targets in relation to sustainability, but with the promotion and deepening of the aforementioned initiatives, the Company will engage in the setting of such along with progress management.

<Principle 4-1. Roles and Responsibilities of the Board (1)>
Supplementary Principle 4-1-1

The Board of Directors undertakes decisions on matters to be determined under applicable laws and the Articles of Incorporation of the Company, in accordance with the “Regulations of the Board of Directors.” In addition, “Executive Committee Rules” have been formulated by resolution of the Board of Directors, and the Executive Committee, which is an optional decision-making agency established in accordance with said rules, undertakes deliberations, resolutions and establishment of direction in relation to execution plans for important individual business matters and other important business execution related matters, in accordance with criteria provided under said rules, and of the agenda items discussed by the Executive Committee, items deemed necessary are submitted for further deliberation by the Board of Directors.
In addition, the Company has set forth the responsibilities and authority assigned to each position in relation to the execution of company business under the “Rules on Official Authority,” which also set forth authority of final decision for matters that occur in the course of the Company’s business.

<Principle 4-8. Effective Use of Independent Outside Directors>

The Company has appointed four independent outside directors in order to reinforce the oversight functions of the Board of Directors through advice and oversight from objective and neutral perspectives.

<Principle 4-9. Independence Standards and Qualification for Independent Outside Directors>

The Company determines the independence criteria of outside directors in accordance with independence criteria set by the Tokyo Stock Exchange, and when an outside director does not fall under any of the following items, said outside director will be considered independent from the Company, and have no risk of conflicts of interests with general shareholders.

(1) A director who is not an executive of the Group (“executive[1]”) or a subsidiary.
(2) Parties whose major suppliers are the Company[2] or their executive.
(3) Major clients of the Company[3] or their executive.
(4) Consultants, accounting experts, or legal experts who receive a large amount[4] of money or other assets from the Company, other than remuneration for directors/A&SBMs (if the person receiving such assets is a corporation, partnership, or other organization, a person who belongs to such organization).
(5) A major shareholder[5] of the Company. If such a major shareholder is a corporation, this means an executive, or former executive of such corporation.
(6) A Person from other companies in a relationship of mutual appointment of an outside director or A&SBM[6].
(7) A person to whom or from whom the Company has donated a large amount of money or other property.
(8) Those who have fallen under any of the above clauses 1 through 7 in the past 3 years.
(9) A person whose close relatives[7] fall under any of the above clauses 1 through 8. However, with the exception of paragraph 4, only important persons[8] are eligible.

*1 “Executive” means a director, executive officer, corporate officer or other similar person who is currently affiliated with a company (the same shall apply hereinafter).
*2 “Parties whose major suppliers are the Company” is defined as a party to which the Company has made payments in excess of 2% of the other party's consolidated sales.

[*3] “Major clients of the Company” are those who have made payments to the Company in excess of 2% of the Company’s consolidated sales or have provided loans the Company us in excess of 2% of the Company’s consolidated total assets.
[*4] “Large amount” is defined as an amount of money or other property provided by the Company in excess of ¥10 million per year in the case of an individual, or in excess of 2% of the consolidated sales or gross income of the relevant organization in the case of a corporation, partnership, etc. in any of the past three fiscal years (the same applies hereinafter).
[*5] “Major shareholder” means a person who directly or indirectly holds 10% or more of the total voting rights.
[*6] “Mutual appointment of an outside director or A&SBM” means that an executive of the Company is an outside director or A&SBM of another company, and that the executive of that other company is an outside director or A&SBM of the Company.
[*7] “Close relative” means a spouse or a relative within the second degree of kinship.
[*8] “Important persons” means a director, executive officer, corporate officer, or a person who has a position and authority equivalent to or greater than that of a general manager.

<Principle 4-10. Use of Optional Approach>
Supplementary Principle 4-10-1

For details of the Governance Committee, which has been established as a voluntary advisory body to the Board of Directors, are given under “[Voluntary Established Committee(s)] Voluntary Establishment of Committee(s) equivalent to Nomination Committee or Remuneration Committee – Supplementary Explanation” in “II Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight – 1. Organizational Composition and Operation” in this document.

<Principle 4-11. Preconditions for Securing the Effectiveness of the Board of Directors>
Supplementary Principle 4-11-1

In order to secure the balance of knowledge, experience, ability, and diversity within the Board of Directors as a whole, for the appointment of directors, the Company’s policy is to appoint individuals possessing the ability to realize and apply the Company’s corporate philosophy, excellent management skills that will support sustainable growth, and highly capable individuals possessing an abundance of knowledge and experience in specialist fields, regardless of age, gender, or nationality.
Regarding currently appointed Directors, analyses have been conducted in the manner shown in “Directors’ Skills Matrix” attached at the end of this document, and human resources have been appointed in accordance with the above policies.
Furthermore, regarding views on the size of the Board of Directors as a whole, in consideration of future business development and an appropriately balanced outside director ratio, the Company believes that the current size is appropriate.

Supplementary Principle 4-11-2

The Company annually discloses the status of major concurrent offices of candidate directors and directors in the reference documents and the business report of the “Notice of Convocation of the General Meeting of Shareholders,” and other disclosure documents such as securities reports, etc.

Supplementary Principle 4-11-3

As an approach taken to vitalize the Board of Directors, the Company sets the schedule for meetings to be held over the course of a year in advance to improve attendance, with ample time set for these meetings to secure sufficient time for deliberations. In addition, advance notification of agenda items is implemented in order to enrich the content of deliberations. Furthermore, all directors are required to complete questionnaire surveys implemented in relation to the operation of the Board of Directors once a year, in order to analyze and evaluate the effectiveness of the Board.
With the results showing that these approaches were given a consistent level of appraisal, the Company concludes that, as a Board of Directors, the Board of Directors of the Company is functioning effectively. In addition, opinions on further improvements in the future were put forward, and approaches to improving effectiveness will continue.

<Principle 4-14. Director Training>
Supplementary Principle 4-14-2

To ensure that the directors can fully perform the roles and duties demanded of them, the Company provides training opportunities with external specialists in relation to the responsibilities of directors and corporate governance.
Even after appointment to office, continual training opportunities are provided in response to amendments to laws and changes to the Company’s business environment.
In addition, when appointing outside directors, the Company arranges opportunities to provide information such as an overview of the Company’s business and business principles, etc.

<Principle 5-1. Policy for Constructive Dialogue with Shareholders>

The Company believes in the importance of deepening mutual understanding through constructive dialogue with one of its important stakeholder groups, the shareholders and investors, in order to improve corporate value. To this end, systems to promote dialogue with shareholders have been prepared, and the Company actively sets up opportunities for dialogue with institutional investors and individual investors.

Supplementary Principle 5-1-1

The President and senior management members, participate as appropriate when engaging in dialogue with shareholders and investors, in order to properly reflect the opinions, etc. of shareholders in management practice.

Supplementary Principle 5-1-2

(1) The President oversees all dialogue with shareholders.

(2) The IR Group in charge of investor relations is established under the Corporate Planning Department, and frequently holds meetings, exchanges opinions and examines the contents when preparing disclosure materials in coordination with other departments related to accounting and finance, legal affairs, etc.

(3) In addition to statutory disclosure and timely disclosure, the Company implements active disclosure of information on the Group’s activities in order to contribute to constructive dialogue with shareholders and investors.
Regarding approaches related to dialogue with institutional investors, the Company deals with daily meetings with domestic and overseas institutional investors as well as holding briefing sessions, etc. covering matters such as overviews of the Group’s group business strategies, performance and business status, and returns to shareholders, etc. To the fullest extent possible, the President and senior management members participate in direct dialogue with institutional investors, as opportunities for dialogue from long-term perspectives that look forward to improved corporate value facilitate the reflection of dialogue results in management practice.
Regarding dialogue with individual investors, the Company creates opportunities for dialogue that will serve to deepen understanding of the Group’s business content, by allocating ample time for questions after providing explanations on business report content and business strategies, etc. through video and slide presentations in General Shareholders Meetings, which provide valuable and important opportunities for dialogue.

(4) The details of questions posed by institutional investors and their opinions, etc. are appropriately shared among senior management members, and applied in relation to the Group’s future management practice.

(5) The Company has established regulations related to information disclosure and the prevention of insider trading. Information disclosure is conducted promptly, fairly and accurately, with duty of confidentiality clearly stated in relation to important information, and the Company implements regular educational sessions to ensure thorough compliance.

Supplementary Principle 5-1-3

The Company endeavors to identify shareholder ownership structure through the implementation of regular shareholder identification surveys, etc.

[Status of Dialogue with Shareholders]

<Status of implementation>

- Financial Results Briefing (Online)
  Response: President and Representative Director, Senior Managing Executive Officer
  Period: 4 times (May, August, November, and February)
- Individual meetings
  Response: IR Group (to the extent possible, the President and Representative Director and Senior Managing Executive Officer are also striving to respond to such matters).
  Timing: From time to time

<Overview of Shareholders>

Domestic and overseas institutional investors (analysts and fund managers), etc.

<Main themes of dialogue>

Performance trends, progress of key services, medium- to long-term strategies, and shareholder returns.

<Status of feedback>

The Company prepares quarterly reports on shareholder and institutional investors' opinions and suggestions obtained through dialogue as IR activity reports, which are shared with the President and Representative Director and Executive Officer.

Action to Implement Management That Is Conscious of Cost of Capital and Stock Price

Content of Disclosure UPDATED	Disclosure of Initiatives (Update)
Availability of English Disclosure UPDATED	Available
Date of Disclosure Update UPDATED	June 29, 2026

Explanation of Actions UPDATED

In executing the "Medium-Term Management Plan 2028," the Company will promote management conscious of the cost of capital, centering on three perspectives: "improvement of profitability and capital productivity through implementation of ROIC management," "construction of a strategic financial foundation," and "strengthening of shareholder returns."
At present, the Company recognizes its cost of equity to be 9% to 11% and WACC to be 7% to 9%. Through the promotion of the aforementioned management conscious of the cost of capital, the Company will pursue capital productivity that exceeds the cost of capital. By aiming to achieve a return on equity (ROE) of 21% and a return on invested capital (ROIC) of 16% in the fiscal year ending March 31, 2029, the final year of the Medium-Term Management Plan, the Company will drive the enhancement of shareholder value over the medium to long term.
Furthermore, regarding cash allocation, the Company will execute balance sheet management that achieves a balance between the "reduction of capital cost" and "financial soundness." While executing growth investments using operating cash flow generated during the three-year period of the Medium-Term Management Plan as the primary source of funds, the Company plans to resume dividend payments in the fiscal year ending March 31, 2029, by utilizing appropriate leverage and controlling cash and deposits.

For details, please refer to the Medium-Term Management Plan materials (p. 44–).
https://ssl4.eir-parts.net/doc/2440/tdnet/2823228/00.pdf

2. Capital Structure

Foreign Shareholding Ratio	Less than 10%

Status of Major Shareholders UPDATED

Name or Company Name	Number of Shares Owned	Percentage (%)
Rakuten Group, Inc.	9,274,600	16.45
Hisao Taki	7,097,800	12.59
The Master Trust Bank of Japan, Ltd. (Trust account)	3,268,500	5.80
SHIFT Inc.	2,257,300	4.00
Japan Traffic Culture Association	1,862,800	3.30
Akio Sugihara	1,322,789	2.35
Odakyu Electric Railway Co., Ltd.	1,128,500	2.00
Tokyo Metro Co., Ltd.	973,600	1.73
Hiroko Taki	847,000	1.50
OPTiM Corporation	779,200	1.38

Name of Controlling Shareholder, if applicable (excluding Parent Companies)	—
Name of Parent Company, if applicable	None

Supplementary Explanation

1. The above status of major shareholders is as of March 31, 2026.
2. Other than the above, there are 526,662 treasury stock shares. The above percentages have been calculated excluding treasury stock.

3. Corporate Attributes

Listed Stock Exchange and Market Segment	Standard Market
Fiscal Year-End	March
Business Sector	Services
Number of Employees (Consolidated) as of the End of the Previous Fiscal Year	500 or more but fewer than 1,000
Net Sales (Consolidated) for the Previous Fiscal Year	¥10 billion or more but less than ¥100 billion
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	Fewer than 10

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

—

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

The Company is in a capital and business alliance relationship with Rakuten Group Inc. (hereinafter referred to as "Rakuten"). As of March 31, 2026, Rakuten is the largest shareholder of the Company, retaining 16.45% of the Company's voting rights. The Company is an equity method affiliate of Rakuten. In the operation of the Company's services, this alliance aims to achieve the Company's business expansion and development by utilizing the Rakuten Ecosystem, which is built around Rakuten's Rakuten members and Rakuten points, and providing convenience and competitiveness that differs from other restaurant information services. Since the synergy this creates has contributed to the efficient acquisition of new members and the retention of existing member stores, the Company believes that the continued reinforcement of its collaboration with Rakuten will contribute to the maximization of the Company's corporate value.

Meanwhile, the following governance structure has been established in order to ensure the independence of the Company's management within the aforementioned alliance relationship. First, the Company's important management decisions do not require Rakuten's prior approval, etc. Furthermore, in principle, transactions with the Rakuten group are conducted under the same general conditions that apply to transactions with independent third parties, and in order to secure the effectiveness of this principle, all transactions are subject to deliberations by a committee headed by external experts (lawyers). Second, Rakuten retains the right to nominate some candidates for the directorship of the Company with the objective of generating alliance synergy, and while this has resulted in the appointment of three directors (President and Representative Director, Mr. Akio Sugihara, and two Outside Directors, Mr. Kazuhiko Kasahara and Mr. Ryo Matsumura), Outside Director Mr. Koji Ando, who is likewise from Rakuten, was appointed Director not by Rakuten but through invitation by the Company, and the Company maintains a structure whereby the majority of directors on the Board of Directors are nominated by the Company (including Mr. Ando). Due to these structures, Rakuten's intent is not unilaterally reflected in the Company's management, and management independence is ensured.

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

1. Organizational Composition and Operation

Corporate Governance System	Company with Audit & Supervisory Committee

Directors

Number of Directors Stipulated in Articles of Incorporation	15
Directors' Term of Office Stipulated in Articles of Incorporation	1 year
Chairperson of the Board	President
Number of Directors	10
Election of Outside Directors	Elected
Number of Outside Directors	7
Number of Independent Directors	4

Outside Directors' Relationship with the Company (1) UPDATED

Name	Attributes	Relationship with the Company*										
		a	b	c	d	e	f	g	h	i	j	k
Hirohisa Fujiwara	From another company								○			
Kazuhiko Kasahara	From another company							△	△			
Koji Ando	From another company							△	△			
Ryo Matsumura	From another company							○	○			
Hidehiko Sato	Lawyer											
Yoshio Ishida	From another company											
Mio Minaki	Lawyer											

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

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

j. Person who executes business for an entity receiving donations from the Company (applies to director him/herself only)
k. Other

Outside Directors' Relationship with the Company (2) UPDATED

Name	Membership of A&SCM	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons for Appointment
Hirohisa Fujiwara		○	There are currently transactions between the Company and TOKYU CORPORATION, at which Hirohisa Fujiwara currently serves as Director and Senior Executive Officer, corresponding to approximately ¥19 million in relation to the distribution of sales and operational expenses for the "LIVE JAPAN PERFECT GUIDE", a tourism information services for foreign visitors to Japan jointly operated by the two companies. However, as this figure is less than 2% of TOKYU CORPORATION's consolidated net sales, there is no risk of conflicts of interest with general shareholders, and no impact on independence.	With a high degree of independence from senior management, Hirohisa Fujiwara has been appointed as an outside director and at the same time designated an independent director in order to utilize his abundance of experience and high-level insight, gained through his work in the proposal and promotion of financial strategies for the TOKYU CORPORATION, in the management of the Company, and for his ability to perform oversight functions appropriately as an outside director.
Kazuhiko Kasahara			Kazuhiko Kasahara was engaged as managing executive officer of Rakuten Group Inc., the largest and major shareholder of the Company. The two companies currently collaborate in relation to membership ID/points-services, sales of the products and services of the two companies, and the promotion of utilization, etc. Additionally, the Company is collaborating with Rakuten Payment, Inc., where he is engaged as executive planner, on initiatives related to acquiring Rakuten Pay.	Kazuhiko Kasahara has been appointed as an outside director in order to utilize his abundance of experience as a business manager and high-level insight into payment systems and sales in the management of the Company, and for his ability to perform oversight functions appropriately as an outside director.

Koji Ando			Koji Ando was engaged as managing executive officer of Rakuten Group Inc., the largest and major shareholder of the Company. The two companies currently collaborate in relation to membership ID/points-services, sales of the products and services of the two companies, and the promotion of utilization, etc.	Koji Ando has been appointed as an outside director in order to utilize his abundance of experience as a business manager and high-level insight into travel-related services on the Internet and venture capital in the management of the Company, and to perform oversight functions appropriately as an outside director based on his experience as the officer in charge of the Internal Audit Department.
Ryo Matsumura			Ryo Matsumura is currently engaged as group executive vice president of Rakuten Group Inc., the largest and major shareholder of the Company. The two companies currently collaborate in relation to membership ID/points- services, sales of the products and services of the two companies, and the promotion of utilization, etc.	Ryo Matsumura has been appointed as an outside director in order to utilize his abundance of experience in business management and high-level insight into marketing in the management of the Company, and for his ability to perform oversight functions appropriately as an outside director.
Hidehiko Sato	○	○	—	While possessing no other experience of company management other than through appointment as outside director or outside A&SCM, Hidehiko Sato possesses experience as the Commissioner General of the National Police Agency and as a lawyer, and possesses specialist knowledge of legal matters. Consequently, he has been deemed capable of performing his duties appropriately, and has been appointed an outside director in the role of A&SCM from the perspective of compliance and organizational operation.

Yoshio Ishida	○	○	—	With a high degree of independence from senior management, Yoshio Ishida has been deemed capable of performing his duties appropriately, and has been appointed an outside director in the role of A&SCM in order to utilize his ability to offer expert advice and recommendations based on his abundance of experience and high- level insight as a business manager for other companies, his extensive knowledge and experience in the field of the public transportation, and his experience as an A&SBM for other companies as well as an outside A&SBM for the Company.
Mio Minaki	○	○	—	While possessing no other experience of company management other than through appointment as outside director or outside A&SBM, Mio Minaki served as an outside officer of several other companies and has a high level of insight into compliance management as a prosecutor and lawyer. Consequently, she has been deemed capable of performing her duties appropriately, and has been appointed an outside director in the role of A&SCM.

Audit & Supervisory Committee

Composition of Supervisory Committee and Attributes of the Chairperson

	All Members	Full-time Members	Inside Directors	Outside Directors	Chairperson
Audit & Supervisory Committee	4	1	1	3	Inside Director

Appointment of Directors and/or Staff to Support the Audit & Supervisory Committee	Not Appointed

Reasons for Adopting Current System

Since the Audit & Supervisory Committee is able to conduct appropriate information gatherings through directors who are full-time A&SCMs, and through cooperation with the Audit Department, which is an internal department, employees to assist in the duties of the Audit & Supervisory Committee have not been appointed. Furthermore, when the Audit & Supervisory Committee does require employees to assist in its duties, employees mainly from the Audit Department will be appointed as Audit Assistants and placed as necessary, following discussion with the Audit & Supervisory Committee.

Cooperation among the Audit & Supervisory Committee, Accounting Auditors and Internal Audit Department

A&SCMs, Accounting Auditors, and the Audit Department maintain a high level of mutual cooperation through timely exchanges of information as necessary, including regular meetings concerning audit schedules.

Voluntary Established Committee(s)

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

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

	Committee's Name	All Members	Full-time Members	Inside Directors	Outside Directors	Outside Experts	Other	Chairperson
Voluntarily Established Committee Equivalent to Nomination Committee	Governance Committee	3	—	1	2	—	—	Outside Director
Voluntarily Established Committee Equivalent to Remuneration Committee	Governance Committee	3	—	1	2	—	—	Outside Director

Supplementary Explanation UPDATED

The Company has established the Governance Committee as a voluntary advisory body to the Board of Directors to ensure transparency of nominating and determining compensation for senior management including the Representative Director and directors, thereby enhancing the oversight function, independence, objectivity, and accountability of the Board of Directors, and enhancing the Company's corporate governance system.
In order to ensure its independence and objectivity, the Governance Committee is chaired by an outside director/A&SCM, and the majority of members are outside directors/A&SCMs.

<Role of the committee >
The committee, in response to a request for advice from the Board of Directors, mainly deliberates and reports on the following matters.
(1) Matters concerning the selection of director candidates.
(2) Matters concerning the appointment and dismissal of the Representative Director.
(3) Matters concerning the appointment and dismissal of directors (including directors with special titles) and senior management.
(4) Matters concerning the compensation for senior management including the Representative Director and directors.
(5) Matters concerning a succession plan (including a training plan) of the Representative Director.
(6) Matters concerning corporate governance.
(7) Other important management matters deemed necessary by the Board of Directors.

<Composition of the committee and status of attendance>
Results from June 25, 2025 to June 28, 2026
Chairperson: Hidehiko Sato, Outside Director (5 times)
Member: Mio Minaki, Outside Director (5 times)
Member: Akio Sugihara, President & Representative Director (5 times)

Matters Concerning Independent Directors

Number of Independent Directors	4

Other Matters Concerning Independent Directors

All people meeting the requirements for independent directors/A&SCMs have been designated as independent directors/A&SCMs.

Incentives

Implementation Status of Measures related to Incentives Granted to Directors	Introduction of Performance-linked Remuneration Scheme, Other

Supplementary Explanation for Applicable Items

The remuneration of the Company's directors (excluding directors who are A&SCMs and outside directors) consists of "fixed basic remuneration", "short-term incentives" which are performance-linked remuneration, and "medium- to long-term incentives" which are stock-based remuneration, and details regarding the incentives are as follows.

- Short-term incentives are paid in cash once a year as an annual bonus to the directors (excluding directors who are A&SCMs and outside directors). In determining the amount to be paid, the forecast figures for consolidated net profit published in the Summary of Financial Results are used as the basic index, since it is the most appropriate measure of the contribution to the Company's performance in each fiscal year, and determines the amount by taking into consideration and evaluating the director's position and the business performance/results of the business areas under said director's charge. In addition, depending on the Company's performance in each fiscal year, the payment may not be made.
- As a "medium- to long-term incentives", a restricted stock compensation plan to the directors including outside directors (excluding directors who are A&SCMs. Hereinafter, "applicable directors") is adopted with the objective of awarding of incentives aiming for the realization of mid- to long-term improvements in the Company's business performance and increased corporate value and promoting further shared value with applicable directors and shareholders. The amount and number of shares to be granted shall be determined in consideration of the responsibilities of each applicable director, etc., and in comprehensive consideration of various performance indicators of the Company for each fiscal year and other qualitative factors, and shall be granted once a year during the term of office.

Persons Eligible for Stock Options	Internal directors, employees of the Company

Supplementary Explanation for Applicable Items

Stock options have been granted to the directors and employees of the Company for the purpose of increasing motivation for improving the business performance and increasing the corporate value of the Company.
In 2018, the Company reviewed the executive compensation system and introduced a restricted stock compensation plan in place of compensation for stock acquisition rights as a stock option for its directors. Since then, the Company has not issued any stock acquisition rights as a stock option to the Company's directors (excluding directors who are A&SCMs).

Director Remuneration

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

Supplementary Explanation for Applicable Items

Total amounts for each are disclosed separately for Directors and Outside Officers.

Policy on Determining Remuneration Amounts and Calculation Methods	Established

Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods UPDATED

1. Amount of remuneration

The amount of remuneration, etc. for the fiscal year ending March 2026 is as follows;

<Directors>

- Number of eligible officers:	Ten
- Total amount of remuneration:	145,110 thousand yen
- Total amount of remuneration by type:	
Fixed basic remuneration:	143,100 thousand yen
Performance-linked remuneration:	－
Stock-based remuneration:	2,010 thousand yen

<Outside directors of the above>

- Number of eligible officers:	Seven
- Total amount of remuneration:	27,150 thousand yen
- Total amount of remuneration by type:	
Fixed basic remuneration:	27,150 thousand yen
Performance-linked remuneration:	－
Stock-based remuneration:	－

2. Policy on determining the calculation method

(1) Basic policy

The remuneration, etc. of the Company's directors (hereinafter, the "Remuneration") shall be determined based on the basic policy rewarding contributions in accordance with the roles and responsibilities required of each director in light of the economic environment and market standards, on the premise that it will contribute to the acquisition of human resources who can put the corporate philosophy into practice and realize the enhancement of corporate value.

(2) Remuneration system and policy on determining the amount

The remuneration of the Company's directors (excluding directors who are A&SCMs and outside directors) consists of "fixed basic remuneration", "short-term incentives", which are performance linked remuneration, and "medium- to long-term incentives", which are stock-based remuneration (short-term incentives and medium- to long-term incentives hereinafter referred to collectively as "variable remuneration"). The details are given below.

- "Fixed basic remuneration" is paid monthly in cash to each director in a fixed amount based on their responsibilities and other factors.
- "Short-term incentives" are paid in cash once a year as an annual bonus to the directors (excluding directors who are A&SCMs and outside directors). In determining the amount to be paid, the forecast figures for consolidated net profit published in the Summary of Financial Results are used as the basic index, since it is the most appropriate measure of the contribution to the Company′s performance in each fiscal year, and determines the amount by taking into consideration and evaluating the director′s position and the business performance/results of the business areas under said director's charge. In addition, depending on the Company's performance in each fiscal year, the payment may not be made.
- As "medium- to long-term incentives," a restricted stock compensation plan for the directors including outside directors (excluding directors who are A&SCMs. Hereinafter, "applicable directors") is adopted with the objective of awarding of incentives aiming for the realization of mid- to long-term improvements in the Company's business performance and increased corporate value and promoting further shared value with applicable directors and shareholders. The amount and number of shares to be granted shall be determined in consideration of the responsibilities of each applicable director, etc., and in comprehensive consideration of various performance indicators of the Company for each fiscal year and other qualitative factors, and shall be granted once a year during the term of office.

(3) Policy on the Composition of Remuneration

When paying variable remuneration to directors (excluding directors who are A&SCMs), payments shall be made at levels not exceeding two thirds of fixed basic remuneration.

For directors (excluding directors who are A&SCMs) who are not executive directors, from the perspective of expectations for opinions and suggestions from an objective standpoint and the exercise of appropriate supervisory functions, the Company shall basically pay the total amount as fixed basic remuneration, but shall consider and determine the payment of medium- to long-term incentives as necessary.

Directors who are A&SCMs shall be paid only fixed basic remuneration.

(4) Policy on decision-making process

The President & Representative Director, who has been entrusted by the Board of Directors with the entire decision on the content of directors' remuneration (excluding directors who are A&SCMs), shall decide the remuneration within the scope of the total amount resolved at the General Meeting of Shareholders, after deliberations with the Governance Committee and

receiving its report.
Remuneration for directors who are A&SCMs shall be determined within the scope of the total amount resolved at the General Meeting of Shareholders following consultation between directors who are A&SCMs.

Support System for Outside Directors

In relation to outside directors, the Company guarantees opportunities to attend important meetings, and has established systems to support information-gathering activities. This allows oversight or audit related information of outside directors, internal audit related information, accounting audit related information and information related to internal control departments to be shared between outside directors, internal auditors, accounting auditors and internal control departments, with the aim of enabling the effective use of such information by all parties.

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

1. Status of business management organization and other systems related to decision-making execution, and oversight by the Company

<Board of Directors>
- The Board of Directors is comprised of ten directors (nine men and one woman), including the representative director. Of these, seven are outside directors.
- In principle, a meeting of the Board of Directors is convened once a month to make decisions on important management related matters and supervise business executions.

<Governance Committee>
- The Company establishes the Governance Committee as a voluntary advisory body to the Board of Directors to ensure transparency of nominating and determining compensation for senior management including the Representative Director and directors, thereby enhancing the oversight function, independence, objectivity, and accountability of the Board of Directors, and enhancing the Company's corporate governance system.

<Audit & Supervisory Committee >
- The Audit & Supervisory Committee is comprised of four A&SCMs (three men and one woman) including one full-time A&SCM, of which three are outside directors.
- Each A&SCM attends important meetings such as meetings of the Board of Directors, as well as Audit & Supervisory Committee meetings, which are in principle convened once a month, and audits the status of each director's execution of duties.
- Attributes such as ability, experience, character and insight, etc. are considered in the appointment/dismissal of senior management and the appointment of director candidates, to reach a comprehensive judgment on whether an individual possesses a full understanding of the Company's corporate philosophy and the ability to put said philosophy into practice. In addition, as the core business of the Company is food, a woman's perspective is important, and the appointment of female directors is also progressing. In view of roles such as management oversight and oversight functions, the selection of outside directors involves the comprehensive consideration of attributes such as company management experience and specialist expertise, etc.
- In the event that a member of senior management commits an act of misconduct, undertakes actions that harm the Company's reputation, or is deemed unsuitable for a senior management position, said individual shall be dismissed by the resolution of the Board of Directors.
- Basic policies and procedures related to remuneration for directors are given under [Director Remuneration] in "II Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight – 1. Organizational Composition and Operation" in this document.

<Executive Officer System>
- The Company reinforces governance structures by introducing an executive officer system to separate oversight functions by the Board of Directors and business execution functions undertaken by executive officers.
- Twelve executive officers, eleven men and one woman, are appointed from employees.

<Executive Committee>
- In accordance with the basic policies determined by resolution of the Board of Directors, the Executive Committee is set up to deliberate on important issues related to management and exercise general controls over business execution.
- The Executive Committee is comprised of the President & Representative Director and executive officers, and the meetings of the Executive Committee are held regularly with the attendance of the full-time A&SCM.

<Compliance & Risk Management Committee>

- The Company establishes the Compliance & Risk Management Committee, which deliberates on important issues of compliance and reports the results to the Board of Directors.

<Internal Audit>

- The Company's Audit Department, comprised of three people, is in charge of internal audits.

<Accounting Audit>

- Name of audit corporation: KPMG AZSA LLC
- Continuous audit period: 27 years
- CPA performing audit: Hiroto Yamane, Auditing Accountant of designated LLC
  Satoshi Tahara, Auditing Accountant of designated LLC
- Composition of assistants related to auditing duties: thirteen CPAs, thirty-nine others

2. Status of approaches to reinforce the functions of the Audit & Supervisory Committee

The Company aims to heighten audit effectiveness and reinforce the functions of A&SCMs by enhancing opportunities to gather business related information through A&SCMs' attendance in meetings such as the Executive Committee (convened on a regular basis), which serve as platforms for deliberation on important management related matters.

3. Status of execution of limited liability agreements

- In accordance with the provisions set forth in Article 426-1 of the Companies Act, the Company has set forth provisions in the Articles of Incorporation allowing directors (including former directors) and former auditors to be exempted from liability for damages due to neglect of duties, within the scope allowed by applicable laws and regulations, through a resolution of the Board of Directors, in order to enable directors to fully perform the roles expected of them.
- In accordance with the provisions set forth in the Articles of Incorporation and Article 427- 1 of the Companies Act, the Company and its directors (excluding those who are executive directors, etc.), have, in relation to cases that correspond to the requirements of laws and regulations, executed agreements that limit liability for damages as stipulated in Article 423-1 of said Act. The amount of liability under said agreements is the total amount stipulated by laws and regulations.
- In addition, the Company has executed an agreement with KPMG AZSA LLC in relation to audits conducted in accordance with the Companies Act and the Financial Instruments and Exchange Act. At the same time, an agreement that limits liability stipulated in Article 423- 1 of the Companies Act was executed in accordance with the provisions set forth in the Articles of Incorporation and Article 427-1 of said Act. Furthermore, the amount of liability under said agreement is set at ¥86 million or the amount determined under applicable laws and regulations, whichever is the higher.

3. Reasons for Adoption of Current Corporate Governance System

With the addition to the Company's senior management of the current President & Representative Director, appointed from a major shareholder and the current Chairman and Director, a major shareholder, the Company endeavors to improve corporate value through the implementation of management practice that applies its corporate philosophies with the perspectives of shareholders taken into consideration. The Company believes that, depending on the approaches taken to improve corporate value, the interests of general shareholders are also protected. However, from the perspective of general shareholders, there is a possibility that concerns may arise over damage to general shareholders' interests due to a bias towards major shareholders' interests.

Consequently, in order to eliminate such concerns, the Company has opted for the company with Audit & Supervisory Committee system, whereby four directors who are A&SCMs (of which three are independent directors) impose controls on business execution in general from a background of exercise of voting rights at meetings of the Board of Directors and audit/oversight of legality/validity, and ensure process transparency in the determination of nomination and remuneration for senior management including the Representative Director and directors in order to reinforce the oversight functions, independence, objectivity, and accountability of the Board of Directors, and with the aim of contributing to the reinforcement of the Company's corporate governance, the Company has established the Governance Committee, a voluntary advisory body to the Board of Directors, in order to fully protect the interests of general shareholders.

III. Implementation of Measures for Shareholders and Other Stakeholders

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

	Supplementary Explanation
Early Posting of Notice of the General Meeting of Shareholders	Notification is sent in advance of the date stipulated by law.
Electronic Exercise of Voting Rights	Shareholders can exercise voting rights electronically via the internet by accessing the "e-vote" exercise of voting rights website specified by the Company, operated by IR Japan, Inc., using PCs, smartphones or mobile phones.
Participation in a Platform for the Electronic Exercise of Voting Rights and Other Initiatives to Enhance Environment for Institutional Investors to Exercise Voting Rights	In cases where advance applications are received for the utilization of the electronic voting platform for institutional investors operated by ICJ Inc., said platform can be used as a means of exercising voting rights in the company's General Shareholders Meeting.
Provision of Notice (or Summary of Notice) of the General Meeting of Shareholders in English	An English language convocation notice will be prepared and posted on the Company's website and on the electronic voting platform for institutional investors.
Other	- The convocation notice of the General Shareholders Meeting will be disclosed on the Company's website as well as stock exchanges. - Immediately after the General Shareholders Meeting, a movie explaining the business report given in the General Shareholders Meeting will be usually posted on the Company's website for general distribution.

2. Status of IR-related Activities

	Supplementary Explanation	Explanation by a representative director or a representative executive officer
Formulation and Publication of Disclosure Policies	The disclosure policy is published on the Company's website. https://corporate.gnavi.co.jp/en/ir/management/disclosure.html	
Regular Investor Briefings held for Analysts and Institutional Investors	Quarterly financial results briefings are held four times a year. Presentation materials are posted on the Company's website. In addition, a video of the presentation at the briefings is also provided on the Company's website for a certain period for general distribution.	Held
Online Disclosure of IR Information	Information such as the summary of financial results, timely disclosure documents, IR calendar, and content for individual investors, etc. is posted on the Company's website.	
Establishment of Department and/or Placement of a Manager in Charge of IR	The IR Group established under the Corporate Planning Department is in charge.	

3. Status of Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanation
Establishment of Internal Rules Stipulating Respect for the Position of Stakeholders	Details are stipulated in the corporate philosophy and compliance guidelines in order to earn the trust of the people involved with the Company and to fulfill social responsibilities.

IV. Matters Concerning the Internal Control System

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

A. Basic views

In accordance with the Companies Act and the Ordinance for Enforcement of the Companies Act, the Company is developing the system outlined below (hereinafter, "internal controls") to ensure the propriety of business conducted by the Company and its subsidiaries.

1. A system that ensures that the execution of duties undertaken by the directors and employees of the company and its subsidiaries comply with laws and Articles of Incorporation.

(1) The Company has established the following basic policies related to compliance for the Group (corporate group comprised of the Company and its subsidiaries. Same hereinafter), and through repeated transmission of the spirit of these basic policies by the President & Representative Director to all the Group company directors and employees, the Company has thoroughly entrenched compliance with laws and its Articles of Incorporation and compliance with social ethics as the prerequisites for corporate activities.

Based on the Company's PURPOSE defined as "Food: Satisfying People and Creating Connections", the Group, believes in the potential of food, and exists as a company that will connect people, things, and events, to create places where people will be satisfied.

In order to maximize the value of our existence, as well as each director and employee's compliance with laws and social standards, it is essential for the Company to live up to the trust of all who surround the Group, and to fulfill the social responsibilities expected of a corporate citizen.

Consequently, the Company has set forth the items of the following paragraph as "Gurunavi Compliance Guidelines", which the Group is committed to upholding.

1) We will take the customer's point of view, provide services that satisfy the customer, and strive to improve trust.
We will sincerely listen to our customers' opinions and use them to improve our services.
We will strive to provide correct information to our customers and will not infringe on the intellectual property rights of others.

2) We will respect the human rights and personal dignity of our employees, and strive to create a comfortable workplace.
We will observe the three "Promises to Employees" set forth under our Corporate Philosophy, and respect diversity.
We will deal strictly with discrimination and harassment, and aim to be a company where employees can work with peace of mind.

3) We will always maintain an equal relationship with our business partners and practice fair trade.
We will maintain fair and equitable relationships with our business partners, and strive for mutual growth.
We will engage in sound competition and aim for the further development of all food-related industries.
We will not have any relationship with any antisocial forces.

4) We will appropriately manage and utilize information.
We will build an advanced information security environment and protect our information from those who try to obtain it through illegal means.
We will obtain information through appropriate procedures, and use it to provide safe and useful services.

5) We will strive for highly transparent corporate management.
We will comply with proper procedures to promote our business.
We will practice appropriate financial reporting in compliance with accounting laws and regulations.
We will disclose information to investors in a timely and appropriate manner, and strive to prevent insider trading.
We will manage funds provided by the government and financial institutions, etc. (subsidies, grants, competitive research funds) for prescribed objectives in an appropriate manner, and strive to prevent fraud.

(2) The Company has appointed an officer in charge of compliance & risk management and has also established the Compliance & Risk Management Department, which works to develop compliance structures and an understanding of issues for the whole the Group.

In addition, a Compliance & Risk Management Committee has been set up with the President & Representative Director as the committee chairman and the officer in charge of compliance & risk management as the vice-chairman. This committee deliberates on important issues of compliance and reports the results to the Board of Directors.

(3) The Company has established a system whereby all the Group directors and employees can immediately forward reports to the Compliance & Risk Management Department when they encounter a compliance related issue.

the Company has established Compliance Consultation Desk Operation Rules, and has established a consultation desk that allows all the Group employees to report directly to the Compliance & Risk Management Department or an external agency.

Upon receiving a report or notification, the Compliance & Risk Management Department examines the details, submits a report to the full-time A&SCM, and following discussions concerning the prevention of recurrence with the department in charge, makes decisions on the issue and implements measures to prevent recurrence across the whole the Group.

(4) The Company has set forth, "Gurunavi will not have any relations whatsoever with antisocial forces and will not bow to unreasonable demands." within the basic policy for compliance, and based on this policy, the Group upholds the severance of ties with antisocial forces that threaten the order and safety of civil society, and stands resolutely against unreasonable demands, etc.

(5) The Company has established an internal control reporting system in order to ensure the reliability of financial reports created in accordance with the Financial Instruments and Exchange Act, and this system is operated and evaluated.

(6) For the Group directors and employees, training sessions related to compliance with laws, etc. are conducted more than once a year by the Company's personnel in charge of compliance, with the aim of entrenching thorough compliance awareness.

(7) In accordance with audit plans based on its Internal Audit Rules and its Affiliate Management Rules, internal audit departments implement internal audits of the Company's subsidiaries.

2. Systems for the storage and management of information concerning execution of duties by directors of the Company

(1) The Company has established Management Rules of Management Information for information concerning the execution of duties by Directors.

(2) The following documents (including electronic records.), together with related materials, shall be stored and managed appropriately in accordance with the Management Rules of Management Information.

- Minutes of General Shareholders Meetings
- Minutes of meetings of the Board of Directors
- Financial statements
- Annexed detailed statements of financial statements
- Managerial approval documents
- Other documents and reports, etc. specified by the President & Representative Director

3. Rules and other systems for managing risk of loss concerning the Group

(1) The officer in charge of compliance & risk management, appointed in accordance with the aforementioned 1 (2), establishes the basic risk management rules for the whole the Group.
These rules determine the responsible department for each risk category, provide comprehensive/overall risk management for the whole the Group, and clarify the risk management system.

(2) The Compliance & Risk Management Department, established in accordance with the aforementioned 1 (2), oversees risk management related affairs for the whole the Group.

(3) The Company's internal audit department undertakes internal audits on status of risk management across the whole the Group.

(4) The Compliance & Risk Management Committee, established in accordance with the aforementioned 1 (2), deliberates on important risk management issues, and on receiving the results of the aforementioned internal audits, conducts reviews on the progress status of risk management across the whole the Group.

(5) In preparation for the occurrence of unforeseen circumstances or crises, the Company has defined Basic Crisis Management Rules and Large-scale Disaster Response Procedures for the whole the Group, and ensured that these rules and procedures are widely disseminated among the directors and employees of each company in the Group.

4. Systems to ensure the effective execution of duties by the directors of the Group

In accordance with scale or circumstances, etc. each the Group company uses the following management control systems, as necessary, in order to improve the effectiveness of execution of duties by its directors, etc.

(1) Formulation of rules on decision-making such as Rules on Official Authority, Rules on Division of Duties, Rules for Managerial Approval, etc.

(2) Establishment of an Executive Committee comprised of the President & Representative Director, and other executive officers.

(3) Setting budgets and implementation of monthly and quarterly performance management by the Boards of Directors of each the Group company.

(4) Implementation of monthly performance reviews and measures for improvement by the Boards of Directors of each the Group company.

5. System for ensuring appropriate conduct of business within the Group

(1) With the aim of establishing internal controls for the whole the Group, the Group has designated the Company's Compliance & Risk Management Department as the department responsible for the internal controls for the whole the Group, and has established systems that include discussion on internal controls, information sharing, and systems that enable the efficient transmission of instructions and requests, etc. between the Company and its subsidiaries.

(2) The Company's directors and the presidents of the Company's subsidiaries bear the responsibility and authority concerning the establishment and operation of internal controls that ensure the propriety of operations in each department.
(3) the Company's internal audit department implements internal audits for each the Group company. The results are reported to the Compliance & Risk Management Department and the officer in charge of compliance & risk management, and where necessary, the Compliance & Risk Management Department provides guidance on measures to improve internal controls, and support and advice on the implementation of such measures, to the Company's directors and the presidents of the Company's subsidiaries.
(4) The directors, etc. of the Company's subsidiaries report to the Company without delay on matters concerning the subsidiary's acquisition of the Company's prior approval in relation to important matters, and the subsidiary's operating results, financial status and other important information, as defined under the Company's Affiliate Management Rules.

6. Matters regarding directors and employees required to assist in the duties of the Audit & Supervisory Committee, matters regarding the independence of such directors and employees from other directors (excluding directors who are A&SCMs), and matters regarding ensuring the Audit & Supervisory Committee's issuance of effective instructions to such directors and employees
(1) When the Audit & Supervisory Committee requires employees to assist in its duties, following consultation with the Audit & Supervisory Committee, Audit Assistants will be appointed, principally from among employees in the Audit Department, and the necessary personnel will be placed. Audit Assistants shall provide assistance for said duties under the sole instruction of the Audit & Supervisory Committee.
(2) In order to allow Audit Assistants to execute duties indicated through instructions issued by the Audit & Supervisory Committee, the Company's directors must give due consideration to the other tasks said Audit Assistants.
(3) Regarding matters related to the employment terms of Audit Assistants, such as dismissal, transfer, evaluation, pay and other remuneration, etc. the prior approval of the Audit & Supervisory Committee must be obtained.

7. Systems for directors (excluding directors who are A&SCMs) and employees, etc. of the Group, and persons who have received reports from said parties, to report to the Audit & Supervisory Committee, and systems to ensure that parties submitting reports to the Audit & Supervisory Committee are not subsequently treated in a disadvantageous manner due to said report
(1) The directors of the Company (excluding directors who are A&SCMs) shall report the following matters, etc. related to the Group to the Audit & Supervisory Committee. However, such reports may be omitted for meetings attended by the full-time A&SCM or an A&SCM designated by the full-time A&SCM.
1) Important matters deliberated by the Executive Committee
2) Matters that may cause significant damage to the Company
3) Important matters related to internal audits
4) Matters related to serious violations of laws and its Articles of Incorporation
5) Other important matters related to compliance & risk management
(2) If the directors or employees of each the Group company discover any important facts related to items 2), 4) and 5) in above (1), or when receiving a report of such from another director or employee, they may report the matter via the compliance & risk management related consultation desk of Paragraph 1.(3) or directly to the Audit & Supervisory Committee.
(3) To ensure that employees tendering a report pursuant to above (2) are not subsequently treated in a disadvantageous manner due to said report, measures to protect said employees will be implemented in accordance with "Compliance Consultation Desk Operation Rules".

8. Matters regarding procedures for the advance payment or reimbursement of expenses arising from the execution of duties of A&SCMs (limited to the execution of duties of the Audit & Supervisory Committee), and matters regarding policies for the processing of other expenses or obligations incurred through the execution of such duties
(1) When an A&SCM submits a request to the Company for advance payment of expenses in relation to the execution of duties, the Company shall immediately process the relevant expenses or obligations, except in cases where the Company deems the expenses or obligations related to said request to be unnecessary for the execution of duties by said A&SCM.
(2) When the Audit & Supervisory Committee seeks to independently appoint an external expert (lawyer, certified public accountant, etc.) as an advisor for the Audit & Supervisory Committee, the Company shall bear the expenses, except in cases where the Company deems such appointment unnecessary for the execution of duties by said A&SCM.

9. Other systems to ensure the effective implementation of audits by the Audit & Supervisory Committee
(1) The full-time A&SCM conducts regular exchanges of opinions with the President & Representative Director along with the Audit Department's internal audit reports. In addition, forums for regular discussions with the officer in charge of compliance & risk management are arranged in order to achieve mutual understanding and to confirm that there are no omissions in reports, etc. submitted to the Audit & Supervisory Committee.

(2) The full-time A&SCM attends the Compliance & Risk Management Committee in order to reflect opinions from an audit perspective. For internal audits, the Group audits are conducted in accordance with audit plans based on "Internal Audit Rules" and "Affiliate Management Rules", and the results are reported to the President and Representative Director.

B. Development status

1. As given in "A. Basic views" above.

2. Other specific development status items

(1) Establishing compliance guidelines

The Company has established compliance guidelines in order to earn the trust of the people involved with the Company and to fulfill its social responsibilities.

(2) Establishment of consultation desks

Internal and external compliance consultation desks have been established, allowing employees to report directly when any issues are discovered. Furthermore, upon receiving a report or notification, the Compliance & Risk Management Department examines the details, reports to the full-time A&SCM, and following discussions concerning the prevention of recurrence with the department in charge, makes decisions on the issue and implements companywide measures to prevent recurrence. In a similar manner, an external Harassment Consultation Desk has been established.

Furthermore, Consultation Desk Usage Guides have been posted on groupware, and all employees are educated in the appropriate use of these consultation desks.

Reference: Please see "Organizational diagram" at the end of this document.

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

1. Basic views on measures for eliminating anti-social forces

To fulfill its corporate social responsibility in all business activities, the Company has set forth, "Gurunavi will not have any relations whatsoever with antisocial forces." within its basic policy for compliance, and based on this policy, the Group upholds the severance of ties with antisocial forces that threaten the order and safety of civil society, and stands resolutely against unreasonable demands, etc.

2. Status of development on measures for eliminating anti-social forces

As shown below, the Company has adopted systems that do not yield to unreasonable demands by antisocial forces, and that eliminate antisocial forces.

(1) Establishment status of a General Response department and appointment of officers in charge of responses

The Company has adopted a system of not yielding to unreasonable demands by antisocial forces, by designating the General Affairs Department as the General Response department, appointing officers in charge of responses, and by holding discussions with the Compliance & Risk Management Department as necessary, when undertaking responses.

(2) Status of cooperation with specialized external agencies

The Company has established a system whereby, in the unlikely event of an unreasonable intervention by antisocial forces, either direct or indirect, such as unreasonable demands, etc., the Company will respond appropriately by cooperating with the relevant government agencies such as the police, and corporate attorneys.

(3) Status of information gathering/management in relation to antisocial forces

The General Affairs Department and the Compliance & Risk Management department gather/manage information from related external agencies, etc. and use these materials to confirm the identity of antisocial forces.

(4) Status of response manual development

With the declaration in the compliance guidelines on the severance of any relations with antisocial forces, the Company established Antisocial Force Countermeasure Rules that set forth specific responses for when an unreasonable demand, etc. by antisocial forces actually occurs.

(5) Status of training activity implementation

Compliance guidelines are posted on the Company's website to enable all executive officers and all employees to maintain a constant awareness of the guidelines. Moreover, compliance training is implemented on joining the company and at regular intervals, and educational activities on the elimination of antisocial forces are conducted.

(6) Checks on business partners

To ensure that antisocial forces cannot become business partners, the Company always implements investigations into relations with antisocial forces prior to any new transactions.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Not Adopted

Supplementary Explanation for Applicable Items

No items concerning anti-takeover have been set forth.

2. Other Matters Concerning the Corporate Governance System

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

1. Basic policy on timely disclosure

The Company strictly adheres to laws such as the Companies Act and the Financial Instruments and Exchange Act, etc. and disclosure related regulations set forth by stock exchanges, and constantly upholds a basic policy of conducting prompt, accurate and fair disclosure of company information from the perspective of investors.

2. Internal controls on timely disclosure

Regarding internal controls for timely disclosure, with the basic policy in mind, the Corporate Division Manager is designated as the officer in charge of information handling, and the IR Group is designated as the department in charge. The examination meeting is set up for the purpose of confirming laws and regulations concerning disclosure of company information, examining disclosure policies, and confirming the accuracy of disclosed materials.

3. Timely disclosure procedures

(1) Information on important decisions

Regarding decisions made by the Company and its subsidiaries, the Corporate Planning Department undertakes checks and reviews to ascertain the presence of any important matters subject to timely disclosure or any conditions corresponding to immateriality standards. Where disclosure is necessary, disclosure materials are prepared by the Corporate Planning Department, and upon approval by the officer in charge of information handling and the President & Representative Director, said materials are disclosed immediately after decisions on such matters have been passed.

(2) Information on important occurrences

Officers in charge of each department immediately report the details of occurrences in the Company and its subsidiaries to the Corporate Planning Department. Upon receiving such reports, the Corporate Planning Department submits a report on the occurrence to the officer in charge of information handling, and at the same time, conducts checks and reviews to ascertain the presence of any important matters subject to timely disclosure or any conditions corresponding to immateriality standards. Where disclosure is necessary, disclosure materials are prepared by the Corporate Planning Department, and immediately disclosed upon approval by the officer in charge of information handling and the President & Representative Director.

(3) Information on financial statements

Regarding information on financial statements, information gathered from each company within the Group is used as the basis upon which related departments work together to prepare disclosure materials under the supervision of the Accounting and Finance Group of the Administration Department, and after careful examination of contents by the examination meeting, these materials are immediately disclosed upon approval by the officer in charge of information handling and the President & Representative Director.

4. Timely disclosure method

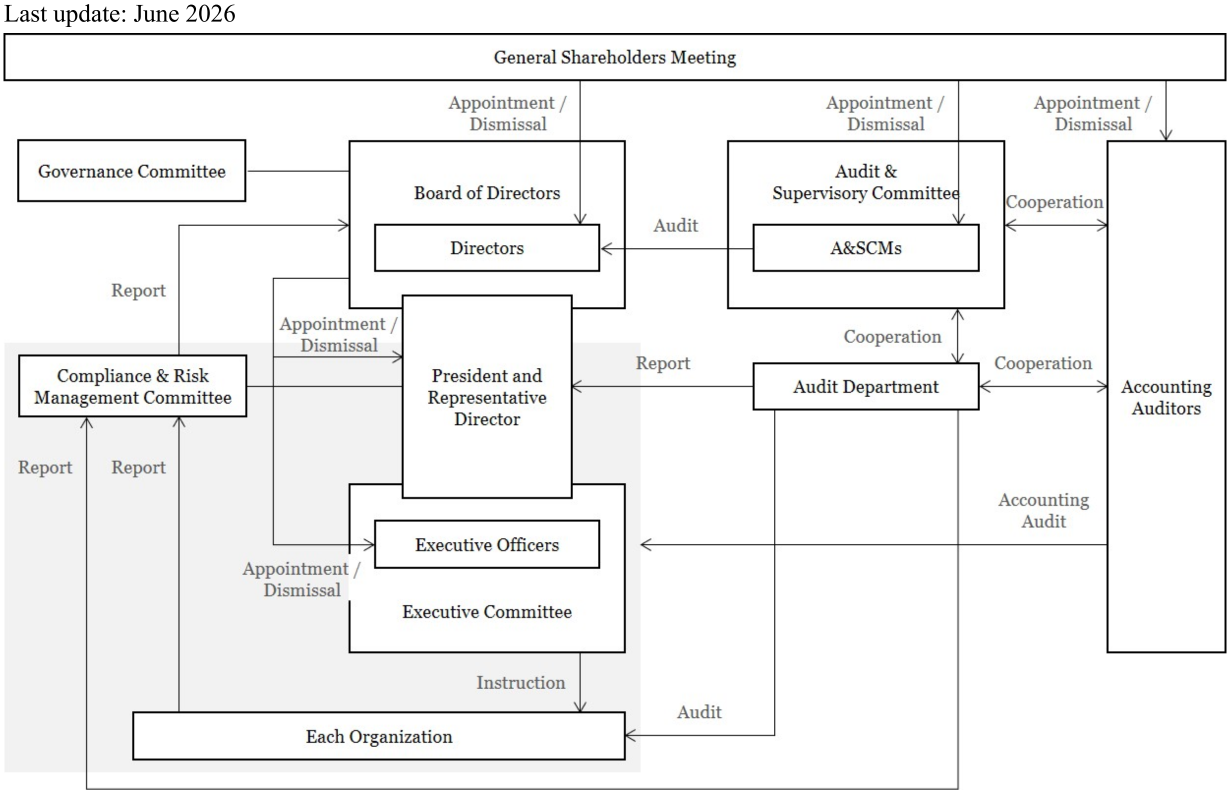
Company information to be disclosed is immediately disclosed via TDnet and EDINET, with disclosure materials also distributed to news media. In addition, the Company also endeavors to provide prompt, accurate, and fair information to shareholders and investors, etc. by posting published company information on the Company's website, etc.

Directors' Skills Matrix (as of June 2026)

	Hisao Taki	Akio Sugihara	Hirohisa Fujiwara	Kazuhiko Kasahara	Koji Ando	Ryo Matsumura	Kiyoshi Suzuki	Hidehiko Sato	Yoshio Ishida	Mio Minaki
Management	○	○	○	○	○	○	○		○	
Finance/ Accounting			○				○		○	
Admin./Public Investment	○							○	○	
Marketing/Sales	○	○		○	○	○				
Legal/Risk Management					○			○		○
HR Development/ Recruitment/Labor		○		○	○					○
Technology system		○	○		○		○			
Internationality/ Diversity	○		○		○	○				

Reference: Organizational Diagram

Last update: June 2026



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