

(Translation)

Corporate Governance Report

CORPORATE GOVERNANCE

Sumitomo Heavy Industries, Ltd.

Last Update: March 31, 2026

Sumitomo Heavy Industries, Ltd.

Toshiro Watanabe, President and CEO

Contact: Atsushi Nakanishi, General Manager, Corporate Communication Dept.

Securities code: 6302

<https://www.shi.co.jp>

The corporate governance of Sumitomo Heavy Industries, Ltd. (the “Company”) is described below.

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

1. Basic Views

The Company has established the Corporate Governance Basic Policy of Sumitomo Heavy Industries, Ltd. (the “Basic Policy”). The Company is making efforts to enhance its corporate governance, aiming to establish an efficient and highly transparent management structure, in order to increase the Company Group’s corporate value and further enhance its reputation among and trustfulness of all stakeholders.

Please refer to the Basic Policy posted on the Company’s website:

Japanese: <https://www.shi.co.jp/ir/policy/governance/index.html>

English: <https://www.shi.co.jp/english/ir/policy/governance/index.html>

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

The Company implements all principles of the Corporate Governance Code.

Disclosure Based on the Principles of the Corporate Governance Code Updated

[Principle 1.4] Cross-Shareholdings

(1) Policy on Cross-Shareholding and the Standards for Exercising the Voting Rights as to Cross-Shareholdings

Article 6 of the Basic Policy provides as follows:

Article 6

1. While SHI considers the task of improving asset efficiency to be important, from the viewpoint of establishing and maintaining stable and long-term transaction relationships and facilitating and strengthening business tie-ups and cooperative business development, among other matters, SHI may hold shares that it considers necessary to promote the businesses it owns as strategic shareholdings.
2. SHI shall annually review the significance, compare between benefits or earnings, such as dividends, and capital costs, and examine risks of each strategic shareholding at a Board of Directors meeting. SHI shall proceed to sell shares for which the rationality of its strategic shareholding is not confirmed.
3. SHI shall appropriately exercise the voting rights of its strategic shareholdings by judging whether such exercise of the voting rights will contribute to the improvement of the corporate value over the long-term of the SHI Group and the company shares which SHI holds as strategic shareholdings by confirming whether such companies’ capital policies could cause dilution or proposals submitted by such companies could harm corporate value, among others.

(2) Result of Assessment of Cross-Shareholdings

At the Board of Directors meeting in December 2025, the Company examined the significance, comparison between benefits or earnings, such as dividends, and capital costs, and risks of each of its 33 total shareholdings, and reviewed the appropriateness of each shareholding.

[Principle 1.7] Related Party Transactions

Article 7 of the Basic Policy provides as follows:

Article 7

When SHI conducts a transaction involving a conflict of interest with a director, and when SHI conducts with a corporate auditor, executive officer or main shareholder who holds shares of 10% or more of SHI's total voting rights an important transaction that could harm the common interests of shareholders, SHI shall, in accordance with the company rules, seek prior approval for such transaction at a Board of Directors meeting and report to the Board of Directors the result of such transaction.

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

Article 10 of the Basic Policy provides as follows:

Article 10

1. For the SHI Group's sustainable growth, SHI shall seek employees from a broad range of people regardless of nationality, gender and form of recruitment, and promote their utilization by appointing them to managerial positions.
2. SHI shall promote diversity management, aiming for an active organization that comprises diverse human resources and where individual employees may work actively and manifest their abilities.
3. For the purpose of encouraging the active participation of women, SHI shall continue to make efforts for, among other initiatives, a reform of awareness, the improvement of the work environment, the development of scopes of work, the expansion of opportunities for the participation of women and the appointment of women, and the promotion of work-life balance, including the establishment of a work-life balance support program, in the SHI Group.

In addition to the above, please refer to the Company's website below for more information on the Company's approach to ensuring diversity in areas such as the promotion of human resources:

SHI Group Human Resource Policy: <https://www.shi.co.jp/english/csr/employee/index.html>

Diversity: <https://www.shi.co.jp/english/csr/employee/diversity/index.html>

Key targets for areas such as the promotion of human resources (key targets by January 1, 2027) are as follows:

1. Expanding hiring of women
Percentage of new graduates hired who are women: 20% or more each year
2. Proactive promotion of women
Number of women on the Board of Directors: 2
Percentage of management positions held by women : 3.7% (Japanese consolidated)
3. Tapping into a diverse workforce
Percentage of management positions held by mid-career hires: 30% or more
Percentage of positions held by foreign nationals: 1.4%
Percentage of employees using paternity leave (including statutory leave): 100%

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

The Company's corporate pension fund is a defined contribution pension fund. The Company has not adopted a defined benefit pension fund or an employee pension fund of the fund or contract type presumed by this principle, and has therefore determined that this principle does not apply to the Company's pension plan.

[Principle 3.1]

(i) Corporate philosophy, business strategies and business plans

<Corporate philosophy>

Under the Sumitomo's business philosophy, the Company has established the Purpose (significance of a company's existence) and business principles as follows, and shall strive to improve the Company Group's social and corporate value.

Purpose

Enhance society and those within it with compassion through our ownership and vision

For other details of the Purpose, please refer to "Purpose (significance of existence)" on the Company's website (<https://www.shi.co.jp/english/company/purpose/index.html>).

Business Principles

• Corporate Mission Statement

We will aim to become a machinery manufacturer that continues to provide excellent products and services to the world. With integrity being a key principle in the Group, we will contribute towards society by gaining high respect and confidence from all stakeholders.

• Our Values

Customer First: We exceed customer expectations by providing sophisticated efficient products and services, giving the utmost consideration to their needs and requirements.

Embrace Changes: We will continue to drive and embrace changes without accepting the status quo.

Commitment to Technology and Innovation: We are passionate about contributing to society by further developing our unique, in-house technologies.

Respect People: We will nurture an organizational climate that fosters mutual respect, tolerance and learning for growth.

<Business Strategies and Business Plans>

For the business strategies and business plans, please refer to the Medium-Term Management Plan posted on the Company's website (<https://www.shi.co.jp/english/ir/policy/plan/index.html>).

(ii) Basic views and guidelines on corporate governance

Article 2 of the Basic Policy provides as follows:

Article 2

SHI shall make efforts to enhance its corporate governance, aiming to establish an efficient and highly transparent management structure, in order to increase the SHI Group's corporate value and further enhance its reputation among and trustfulness of all stakeholders.

(iii) Policies and procedures in determining the remuneration of directors and executive officers

The Company defines the policies for remuneration to establish a remuneration system that contributes to the Group's sustainable growth, the improvement of corporate value and value sharing with shareholders, and sets an appropriate remuneration standard for the Company's officers as follows:

The remuneration of the Company's directors and executive officers shall consist of basic remuneration, performance-linked remuneration and stock-based remuneration, and the ratio is about 60%, 30% and 10%, respectively. The basic remuneration is a

fixed remuneration determined for each position. For Directors, we provide a Directors' allowance, of which 85% is a fixed amount compensation.

The performance-linked remuneration consists of the dividend-linked basic remuneration that fluctuates based on the Company's annual dividend and the division's performance-linked basic remuneration. For the Directors and Executive Officers at the Head Office, the performance-linked basic remuneration is changed based on the Company's consolidated financial results, and for the Directors and Executive Officers who are in charge of operational divisions, it reflects the performance of the operational division of which they are in charge. The ratio of the dividend-linked basic remuneration and the division's performance-linked basic remuneration is 50:50. The dividend-linked basic remuneration is calculated by multiplying the basic remuneration for each position by a factor based on the Company's annual dividend. Fifteen percent of the Directors' allowance fluctuates by being multiplied by a dividend-linked basic remuneration factor. For the division's performance-linked basic remuneration, the Company, having the President as the final decision-maker, defines ranks from A to E based on three indicators of net operating income, operating income ratio, and ROIC, considering the status of safety record, compliance, etc. The amount is calculated by multiplying the basic amount for each position by a factor for each rank. As for the decision on the ranks, the President shall make the final decision after confirming with concerned divisions at the Head Office. By adopting these indicators, the Company intends to share the value with shareholders, and reflect perspectives such as profitability, growth, the maintenance of fiscal discipline, safety and compliance in officers' remuneration. Through the above, the Company ensures the appropriateness of remuneration. Basic remuneration and performance-linked remuneration are paid periodically during the term of office.

Stock-based remuneration aims to improve awareness about the need to help enhance earnings and increase corporate value in the medium to long term, by clarifying the linkage between remuneration of Directors to the Company's stock value, with Directors sharing profits and risks due to changes in the stock price with shareholders. Under this remuneration system, the Company contributes money and establishes a trust, which acquires the Company's shares, and the Company's shares (the number of the Company's shares, corresponding to the points to be granted by the Company to each Director) are issued to each Director via the trust.

The Company abolished the retirement benefits system for Directors at the conclusion of the 109th Ordinary General Meeting of Shareholders held on June 29, 2005.

The Company has established a voluntary Compensation Committee that deliberates and reports regarding the remuneration system and standards of directors and executive officers, among other matters, upon an inquiry from the Board of Directors, based on which the Board of Directors adopts resolutions.

The remuneration of Corporate Auditors is determined based on the discussion by Corporate Auditors. The remuneration of Outside Directors consists only of basic remuneration.

The maximum amount of remuneration is resolved as follows:

<Directors>

- June 29, 2006 (110th Ordinary General Meeting of Shareholders)

Resolution passed to limit the amount of remuneration for Directors to not more than ¥40 million per month.

- June 29, 2022 (126th Ordinary General Meeting of Shareholders)

Separately from the above, resolution passed to introduce a stock-based remuneration system to contribute cash with an upper limit of ¥112.5 million as funds for purchasing shares for three fiscal years. In the event that the covered period is extended, additional contributions will be made up to ¥45.0 million per fiscal year, and the total number of points to be granted to directors shall be capped at 30,000 points per fiscal year.

Furthermore, at the meeting of the Board of Directors held on March 24, 2025, it was resolved to continue this plan and to set the covered period after the continuation as the three fiscal years from fiscal year 2025 through fiscal year 2027. Accordingly, the term of the share delivery trust was extended by three fiscal years.

<Corporate Auditors>

- June 29, 2022 (126th Ordinary General Meeting of Shareholders)

Resolution passed to limit the amount of remuneration for Corporate Auditors to not more than ¥10 million per month.

(iv) Policies on and procedures in nomination of director and corporate auditor candidates and appointment/dismissal of executive officers

The policies on and the procedures for nominating director candidates are provided in Article 16 of the Basic Policy as follows:

Article 16

1. SHI's director candidates shall be nominated from those who satisfy the matters specified in each of the following items:
 - (1) a person who has excellent character, insights, and abilities, as well as a great sense of ethics;
 - (2) a person who has the capability to view the overall management system of SHI, the intrinsic sense of risks, and extensive knowledge on management; and
 - (3) a person who may understand and embody the Sumitomo's business philosophy and the SHI Group's business principles, among others.
2. In nominating director candidates, SHI shall consider the balance of the expertise and experience (including management and business experience and experience in developing global business) of each director candidate, and diversity, among other factors, to be able to realize effective corporate governance by the Board of Directors as a whole.
3. Inside director candidates shall be nominated also in consideration of their association with SHI's management strategy and business scope, and their past experience in management, business, and their specialized areas, among other fields.
4. Outside director candidates shall be nominated in consideration of not only their role to supervise SHI's management independently from the management team and appropriately reflect stakeholders' viewpoints, but also of their abundant experience as a manager or extensive knowledge on management, among other factors.
5. Director candidates shall be evaluated and determined at a Board of Directors meeting following examination by and reporting of the Nomination Committee, an advisory body to the Board of Directors.

The policies on and the procedures for nominating corporate auditor candidates are provided in Article 24 of the Basic Policy as follows:

Article 24

1. SHI's corporate auditor candidates (including substitute corporate auditor candidates; the same will apply hereinafter) shall be nominated from those who satisfy the matters specified in each of the following items and who have the ability to make appropriate judgements from an independent and objective standpoint:
 - (1) a person who has excellent character, insights, and abilities, as well as a great sense of ethics;
 - (2) a person who has the capability to view the overall management system of SHI, the intrinsic sense of risks, and extensive knowledge on management; and
 - (3) a person who may understand and embody the Sumitomo's business philosophy and the SHI Group's business principles, among others.
2. In nominating corporate auditor candidates, SHI shall consider the balance of the expertise and experience (including management and business experience) of each corporate auditor candidate, and diversity, among other factors, to be able to realize effective audits by the Board of Corporate Auditors. In addition, SHI shall nominate at least one candidate who has appropriate knowledge on finance and accounting.

3. Inside corporate auditor candidates shall be nominated also in consideration of their understanding about SHI's management strategy, management, and business.
4. Outside corporate auditor candidates shall be nominated also in consideration of their abundant experience as a manager and extensive knowledge on finance, accounting, and legal affairs, among other areas.
5. Corporate auditor candidates shall be evaluated and determined at a Board of Directors meeting following examination by and reporting of the Nomination Committee, an advisory body to the Board of Directors, and consent from the Board of Corporate Auditors.

The policies on and the procedures for appointing executive officers are provided in Article 17 of the Basic Policy as follows:

Article 17

1. SHI's executive officers shall be appointed from those who satisfy the matters specified in each of the following items:
 - (1) a person who has excellent character, insights, and abilities, as well as a great sense of ethics;
 - (2) a person who has the capability to view the overall management system of SHI, the intrinsic sense of risks, and extensive knowledge on management; and
 - (3) a person who may understand and embody the Sumitomo's business philosophy and the SHI Group's business principles, among others.
2. Executive officers shall be appointed from those in charge of business execution (including those who undertake such a responsibility as an assistant), such as SHI's president, a general manager of SHI's main business, the president of a main group company, and a general manager of a main division at SHI's headquarters.
3. Executive officer candidates shall be reported to the Nomination Committee, an advisory body to the Board of Directors, and after receiving necessary advice, the executive officers shall be appointed or dismissed after deliberation at a Board of Directors meeting.

(v) Explanations with respect to the individual nominations of director and corporate auditor candidates and the appointments of executive officers

Please refer to the "Reference Documents for the Shareholders' Meeting" attached to the "Notice of the 130th Ordinary General Meeting of Shareholders" for explanations with respect to the individual nominations of director and corporate auditor candidates. With regard to explanations with respect to the appointments of executive officers, the "Business and Financial Report" attached to the "Notice of the 130th Ordinary General Meeting of Shareholders" states that executive officers are appointed in accordance with the policies and procedures set forth in the Basic Policy, comprehensively taking into account the knowledge, experience and ability possessed by the candidates (<https://www.shi.co.jp/english/ir/stock/meeting/index.html>).

[Supplementary Principle 3.1.3] Disclosure of Initiatives on Sustainability

Please refer to the Integrated Report (https://www.shi.co.jp/english/ir/library/annual_report/index.html) for information on matters such as the Company's sustainability efforts and investments in human capital and intellectual property.

[Supplementary Principle 4.1.1] Decision Matters of the Board of Directors and Scope of Delegation to the Management Team

Article 13 of the Basic Policy provides as follows:

Article 13

1. Regarding matters that are set as resolution matters of the Board of Directors under laws and regulations, and matters specified as important matters to be decided for management by the regulations of the Board of Directors, SHI shall decide such matters by resolution at Board of Directors meetings.
2. Regarding decisions on business execution other than the matters specified in the preceding paragraph, SHI's Board of Directors shall delegate such decisions to the president and other executive officers and clearly specify the scope of such delegation in the decision-making authority regulations.

[Principle 4.9] Independence Standards for Outside Officers

Please refer to Article 28 and Exhibit 1 “Independence Standards for Outside Officers” of the Basic Policy.

[Supplementary Principle 4.10.1] Mandates and Roles of Nomination Committee and Compensation Committee

The mandates and roles of the Nomination Committee and the Compensation Committee are provided in Article 31 of the Basic Policy as follows:

Article 31

1. SHI’s Board of Directors shall, in order to strengthen its independence and objectivity and ensure the transparency of the management, establish as its advisory bodies a Nomination Committee and a Compensation Committee chaired by an independent outside director, having the majority of the directors in each committee be outside directors and outside corporate auditors.
2. The Nomination Committee shall deliberate and report regarding the nomination of director and corporate auditor candidates, the dismissal of directors and corporate auditors, the appointment and removal of the representative director and directors with managerial positions, and the succession plan for the CEO and other top executives, upon an inquiry from the Board of Directors. When deliberating and reporting, the Nomination Committee shall confirm execution of business of SHI by the CEO and other top executives, among others.
3. The Compensation Committee shall deliberate and report regarding the remuneration system and standards of directors and executive officers, among other matters, upon an inquiry from the Board of Directors.

The composition of the Nomination Committee and Compensation Committee is as described in “2. Matters Concerning Functions of Business Execution, Auditing and Supervision, Nomination, and Remuneration Decisions (Overview of Current Corporate Governance System)” in “II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight in Management.”

[Supplementary Principle 4.11.1] View on the Balance, Diversity and Size of the Board of Directors

The view on the structure of the Board of Directors of the Company is provided in Article 15 of the Basic Policy as follows:

Article 15

1. The number of SHI’s directors shall be no more than 12, the maximum number stipulated in its Articles of Incorporation. The board shall comprise an appropriate number of directors so that substantial discussions at Board of Directors meetings are ensured, and for which director diversity is considered.
2. As part of establishing a governance structure for the SHI Group’s sustainable growth and improvement of its corporate value over the medium- to long-term, SHI shall appoint at least one third of its directors as outside directors who satisfy the Independence Standards for Outside Officers stipulated in Article 28 of this basic policy to strengthen the Board of Directors’ management supervision function.
3. Under the Corporate Mission Statement “We will aim to become a machinery manufacturer that continues to provide excellent products and services to the world” and “With integrity being a key principle in the Group, we will contribute towards society by gaining high respect and confidence from all stakeholders,” for the SHI Group’s sustainable growth and improvement of corporate value over the medium- to long-term, in the composition of the Board of Directors, SHI shall consider each director’s expertise and experience (including management and business experience, and experience of global business), as well as the diversity.

A skills matrix of the Board of Directors is also included at the end of this report.

[Supplementary Principle 4.11.2] Directors and Corporate Auditors Serving Concurrently as an Officer at Another Listed Company

Article 19 of the Basic Policy provides as follows:

Article 19

In reference documents for a General Meeting of Shareholders and in a business report, SHI shall disclose every year where its directors, corporate auditors, and their candidates are serving concurrently as an officer at another listed company, and other important details concerning jobs they concurrently have.

Please refer to the “Reference Documents for the Shareholders’ Meeting” and “Business and Financial Report” attached to the “Notice of the 130th Ordinary General Meeting of Shareholders” for the concurrent positions of officers during the current fiscal year (<https://www.shi.co.jp/english/ir/stock/meeting/index.html>).

[Supplementary Principle 4.11.3] Evaluation of Effectiveness of the Board of Directors

The Company evaluates the effectiveness of the Board of Directors every year aiming to improve the function of the Board of Directors through the ongoing process to verify if the Board of Directors is functioning properly and take necessary measures to improve the issues and reinforce it based on the results.

As the evaluation for the fiscal year ended December 31, 2025 has been completed, the Company has released the following summary of the results.

I. Analysis and Evaluation Process for the Fiscal Year Ended December 31, 2025

- (1) With reference to advice from a third-party organization, the Company examined the evaluation perspectives and items regarding the effectiveness of the Board of Directors and prepared a draft questionnaire. Opinions on the draft questionnaire were then sought from the Outside Officers, and the questionnaire was finalized reflecting the feedback received.
- (2) In November 2025, a questionnaire survey based on the above was conducted for all eleven Directors and all five Corporate Auditors.
- (3) Based on the results of the questionnaire survey in (2), in order to further delve into awareness of issues regarding the Company’s Board of Directors, interviews were conducted between January and February 2026 with a Specific Outside Director serving as the interviewer, for all eleven Directors and all five Corporate Auditors.
- (4) Based on the results of the questionnaire survey in (2) and the interviews in (3), discussions regarding the evaluation results of the effectiveness of the Company’s Board of Directors for the fiscal year ended December 31, 2025 were held at the meeting of Outside Officers convened in March 2026.
- (5) Based on the discussions in (4), at the Board of Directors meeting held in March 2025, deliberations regarding the results of the evaluation of the effectiveness of the Company’s Board of Directors were conducted among all of the Directors and Corporate Auditors, and the evaluation results for the fiscal year ended December 31, 2024 were finalized.

In this effectiveness evaluation, objectivity was ensured by establishing a process in which Outside Officers were broadly involved, including their participation in formulating the questionnaire, interviews of all members of the Board of Directors conducted by an Outside Director, and the finalization of the evaluation results based on discussions at the meeting of Outside Officers.

In the previous fiscal year, the Company appointed a third-party organization for the purpose of introducing an external perspective to identify issues that may not be recognized through self-evaluation alone and that are aligned with investor perceptions. Going forward, we intends to consider conducting effectiveness evaluations by a third-party organization at least once every few years.

<Questionnaire Survey Items>

The major items of the questionnaire survey for the fiscal year ended December 31, 2025 are as follows. In principle, responses are given based on a five-point evaluation scale for each question, and a space for free comments is provided for each major item.

- (i) Ideal state of the Board of Directors
- (ii) Composition of the Board of Directors

- (iii) Operation of the Board of Directors (number of items deliberated, explanations provided in advanced, Board of Directors meeting materials/explanations)
- (iv) Management strategy and management plans (deliberations with awareness of profitability and capital efficiency, follow-up on progress of management plans, KPI setting for achieving sustainable growth, determination and review of business portfolio policies)
- (v) Internal control and risk management
- (vi) Performance of Inside Directors
- (vii) Performance of Outside Directors
- (viii) Support structure for Directors/Corporate Auditors
- (ix) Training
- (x) Dialogue with shareholders (investors)
- (xi) Individual initiatives
- (xii) Summary

II. Initiatives for the Fiscal Year Ended December 31, 2025 Based on the Analysis and Evaluation Results for the Previous Fiscal Year

In the effectiveness evaluation of the previous fiscal year, it was confirmed that the Board of Directors should be oriented toward emphasizing its supervisory function; however, many opinions were expressed that further discussion was necessary to continue sharing awareness among Board members regarding the meaning and substance of emphasizing the supervisory function and to make it more concrete.

Accordingly, in the fiscal year ended December 31, 2025, the Company positioned the further deepening of discussions on the ideal form of the Board of Directors and on the operation and deliberations necessary to exercise the supervisory function as key issues, and primarily undertook the following initiatives.

1. Conduct of Group Discussions

In August 2025, group discussions were conducted under the theme of “What roles are expected of Inside and Outside Directors on the Company’s Board of Directors,” and in November 2025 under the theme of “The ideal form of the Board of Directors toward strengthening the supervisory function.” Board members were divided into small groups, shared their individual views, and worked toward enhancing mutual understanding.

2. Deliberation on Important Themes

With respect to the follow-up on the Medium-Term Management Plan and business portfolio reform, which were frequently cited in the previous year’s effectiveness evaluation as themes requiring deeper discussion, the direction of discussion was first confirmed, after which deliberations were advanced. In addition, deliberations were conducted on highly important themes such as financial strategy, human capital, dialogue with shareholders, sustainability, and intellectual property.

3. Expansion of Delegation of Authority to Execution

In order for the Board of Directors to shift toward emphasizing its supervisory function, the criteria for matters to be submitted to the Board of Directors were substantially revised, and the scope of delegation of authority to execution was expanded. At the same time, in order to ensure the rationality and transparency of the execution-side decision-making process, a system was established under which materials and minutes of important internal meetings are disclosed to the Board of Directors.

4. Training on Governance Structure

In May 2025, a training session was held with an external expert under the theme of “A Comparison between Companies with a Board of Corporate Auditors and Companies with an Audit and Supervisory Committee,” thereby deepening understanding of the characteristics of each governance structure and recent trends.

5. Dialogue Between Outside Directors and Institutional Investors and Feedback to the Board of Directors

Dialogue sessions were conducted between Outside Directors and institutional investors. By having Outside Directors feed back the content of such dialogue to the Board of Directors, efforts were made to reflect the voices of institutional investors in Board discussions.

III. Summary of the Analysis and Evaluation Results for the Fiscal Year Ended December 31, 2025

1. Conclusion

Based on the results of the effectiveness evaluation questionnaire survey, interviews, discussions at the meeting of Outside Officers, and deliberations by the Board of Directors, it was confirmed that the Board of Directors was effective and functioned effectively in the fiscal year ended December 31, 2025.

2. Evaluation

The overall average score for all questionnaire items exceeded the benchmark score, indicating that each Director and Corporate Auditor assessed the Board of Directors as functioning to a considerable extent. In particular, high evaluation scores were observed for “Diversity and skills of the Board of Directors,” “Composition of the Board of Directors,” “Support by the Board Secretariat,” “Supervision of risk response and crisis management systems by the Board of Directors,” “Performance of Outside Directors,” and “Support structure and training for Directors and Corporate Auditors.” Furthermore, in comparison with the previous fiscal year, improvements were observed in twelve out of twenty-three questions, and the Board was assessed as functioning effectively.

Interviews with Directors and Corporate Auditors revealed a shared recognition that the Company’s Board of Directors should shift toward emphasizing its supervisory function. Under this common recognition, a wide variety of opinions were expressed regarding the ideal form and composition of the Board, Board operation, deliberation themes, the structure of the execution side subject to supervision, and the sharing of dialogue with shareholders and the content of Board discussions with execution.

Based on the evaluation results, the Company organized eight key discussion points for the Board of Directors, and opinions were expressed for each point regarding matters for improvement and further consideration, as outlined below.

(1) Ideal state of the Board of Directors

- (i) While the necessity of strengthening the supervisory function was broadly shared, opinions were expressed that the authority, responsibility, and decision-making processes of execution subject to supervision should be clarified further, and that a common understanding of the scope of supervision by the Board should be established.
- (ii) Opinions were also expressed that information provision from execution, presentation of execution-side awareness of issues, and clarification of execution roles were insufficient, posing challenges in developing a structure and foundation that would enable the Board to specialize in supervision.
- (iii) Regarding potential changes to governance structure, opinions were expressed that such matters should be considered after further deepening the common understanding of the ideal form of the Board of Directors.

(2) Composition of the Board of Directors

- (i) Multiple opinions called for skills related to human resources, and while some emphasized the need for non-Japanese members from the perspective of international diversity, others noted challenges associated with appointing non-Japanese Directors.
- (ii) While many opinions viewed the composition ratio of the new Board structure after this year’s General Meeting of Shareholders as appropriate, there were also opinions that reconsideration of the composition of Inside Directors (such as the balance between corporate and business-side Directors) and an increase in the number of Outside Directors should be considered.

(3) Operation of the Board of Directors

- (i) Opinions were expressed that the number of agenda items is large, making it difficult to secure sufficient time for discussion.
- (ii) In order to further transition to a Board focused on supervisory functions, opinions pointed out challenges such as the need for presentations and materials that better contribute to supervision and the narrowing down of agenda items.

(4) Discussions at the Board of Directors

Opinions were expressed that, in order for the Board of Directors to exercise its supervisory function, KPIs linked to strategy and process KPIs should be further enhanced.

(5) Internal control and risk management

- (i) Opinions were expressed that clarifying the optimal overall structure of global governance under the segment-based organization remains an issue.
- (ii) In addition, opinions pointed to the need for monitoring competitive and business risks in China, discussions of risks linked to management strategy, and consideration of latent and investment risks.

(6) Support structure for Directors/Corporate Auditors

Many opinions indicated the necessity of training. While required knowledge may differ by individual, suggested themes included governance structures, IR and SR, DX, IT, human resources, and geopolitical risks

(7) Dialogue with shareholders (investors)

- (i) Opinions were expressed that it is important to refine the value creation story based on investor feedback and to disseminate it externally.
- (ii) In addition, opinions emphasized that Inside Directors in charge of business operations should increase opportunities for dialogue with shareholders, and that the content of investor dialogue should be communicated to the execution frontline.

IV. Future Initiatives Based on the Analysis and Evaluation Results for the Fiscal Year Ended December 31, 2025

In the previous year, the Company revised the criteria for matters to be submitted to the Board of Directors, significantly expanded delegation of authority to execution, conducted multiple group discussions on the theme of the ideal form of the Board of Directors, and enhanced deliberations on important themes such as the follow-up on the Medium-Term Management Plan and business portfolio reform.

In the latest effectiveness evaluation as well, it was confirmed as a common recognition that the direction the Company's Board of Directors should aim for is "a Board of Directors focused on the supervisory function." At the same time, multiple opinions were expressed that it remains necessary to continue developing the organizational foundation and operational framework required to exercise the supervisory function, including the structure on the execution side.

Accordingly, in the current fiscal year, the Company will continue its efforts to strengthen the supervisory function of the Board of Directors, focusing on improving Board operations aimed at exercising the supervisory function and deepening shared understanding with the execution side regarding investor perspectives and the direction sought by the Board of Directors.

[Supplementary Principle 4.14.2] Training Policy for Directors and Corporate Auditors

Article 32 of the Basic Policy provides as follows:

Article 32

1. SHI shall provide its directors and corporate auditors with opportunities for the training necessary to fulfill their important roles and responsibilities in SHI's corporate governance at SHI's expense before and at the time when they assume their positions. Further, SHI shall continue to provide such opportunities after they assume their positions to improve and renew the knowledge and capability of them.
2. As opportunities for the training outlined in the preceding paragraph, SHI shall provide its directors and corporate auditors with necessary and useful knowledge, information, and the like on management, such as matters on the quality of directors and corporate auditors, on legal affairs under the Companies Act and the like, on compliance, and on corporate governance.
3. SHI shall provide its outside directors and outside corporate auditors with an explanation necessary for them to understand the Sumitomo's business philosophy, the SHI Group's business principles and management strategy, and its business situation, among other matters, when they assume their positions. For the SHI Group's main business, SHI shall offer opportunities to its outside directors and outside corporate auditors to visit factories and have relevant officers provide such an explanation, among other actions.
4. SHI's Board of Directors shall confirm whether the provision of training opportunities for directors, corporate auditors and the like is being conducted appropriately.

[Principle 5.1] Policy for Constructive Dialogue with Shareholders

1. Basic Views

Based on Article 33 of the Basic Policy and "Policy for Constructive Dialogue with Shareholders" in Exhibit 2 of the Basic Policy, the Company is listening to the opinions of investors, including shareholders, while fulfilling its responsibility to explain corporate activities through general meetings of shareholders and IR activities. In doing so, it is working to maintain and improve trust from the stock market and endeavoring toward appropriate stock prices and improved corporate value through an accurate understanding of the company.

Furthermore, the company is working toward timely, fair information disclosure based on Article 11 of the Basic Policy.

2. Situation of Engaging in Dialogue with Capital Market

Please refer to the Company's website "Shareholders/Investors".

<https://www.shi.co.jp/english/csr/social/shareholders/index.html>

[Action to Implement Management that is Conscious of Cost of Capital and Stock Price]

[Update: March 31, 2026] **Updated**

We have introduced Return on Invested Capital (ROIC) as a key management indicator and have set our management objective as achieving sustainable profitability that exceeds the cost of capital, together with the transformation of our business structure (ROIC > WACC).

Under the Medium-Term Management Plan 2026 (FY2024–FY2026), we are targeting a ROIC of 8% and operating profit of ¥100.0 billion (an operating profit margin of 8%).

Furthermore, under our current long-term vision for fiscal 2030, we aim to achieve a ROIC of 10% or higher and operating profit of ¥130.0 billion.

By fiscal 2030, we will focus on enhancing corporate value by setting targets to ensure that company-wide ROIC exceeds the level of WACC demanded by the market, with a sufficient spread, and that the ROIC of all segments exceeds WACC. In addition, we will promote structural reforms to improve profitability and reduce invested capital, concentrate management resources on growth areas, and work toward achieving an ROE of 10% or higher at an early stage.

Please refer to the integrated reports and latest handout for financial briefing, for details.

- Integrated Reports

https://www.shi.co.jp/english/ir/library/annual_report/index.html

- Handout for Financial Briefing

<https://www.shi.co.jp/english/ir/library/presentation/index.html>

2. Capital Structure

Foreign Shareholding Ratio	30% or more
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Status of Major Shareholders **Updated**

Name or Company Name	Number of Shares Owned	Percentage (%)
The Master Trust Bank of Japan, Ltd. (trust account)	20,011,800	16.28
Custody Bank of Japan, Ltd. (trust account)	10,923,500	8.89
STATE STREET BANK AND TRUST COMPANY 505001 Standing proxy: Mizuho Bank, Ltd.	6,775,801	5.51
NORTHERN TRUST CO. (AVFC) RE SILCHESTER INTERNATIONAL INVESTORS INTERNATIONAL VALUE EQUITY TRUST Standing proxy: The Hongkong & Shanghai Banking Corporation Limited, Tokyo Branch	5,272,000	4.29
Sumitomo Life Insurance Company	4,333,128	3.53
Sumitomo Heavy Industries, Ltd. Kyoeikai	3,454,900	2.81
NORTHERN TRUST CO. (AVFC) RE U.S. TAX EXEMPTED PENSION FUNDS Standing proxy: The Hongkong & Shanghai Banking Corporation Limited, Tokyo Branch	3,062,290	2.49
Sumitomo Heavy Industries, Ltd.	2,588,382	2.11
NORTHERN TRUST CO. (AVFC) RE NON TREATY CLIENTS ACCOUNT Standing proxy: The Hongkong & Shanghai Banking Corporation Limited, Tokyo Branch	2,129,905	1.73
Sumitomo Heavy Industries Employee Stock Ownership Association	1,997,349	1.63

Name of Controlling Shareholder, if applicable (excluding Parent Company)	---
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Name of Parent Company, if applicable	None
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The above Status of Major Shareholders is the status as of December 31, 2025. The following large volume holding reports and change reports thereof are available for public inspection as of the date of submission of this report.

- (1) Change Report for Large Volume Holding Report by Sumitomo Mitsui Trust Bank, Limited and its Joint Holders dated January 21, 2026
- (2) Change Report for Large Volume Holding Report by Silchester International Investors LLP and its Joint Holders dated February 27, 2026

3. Corporate Attributes

Listed Stock Exchange and Market Segment	Prime Market of Tokyo Stock Exchange
Fiscal Year-End	December
Business Sector	Machinery
Number of Employees (Consolidated) as of the End of the Previous Fiscal Year	1,000 or more
Net Sales (Consolidated) as of the End of the Previous Fiscal Year	More than ¥1 trillion
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	100 or more and fewer than 300

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

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

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

1. Organizational Composition and Operation

Corporate Governance System

Company with Board of Corporate Auditors

Directors

Number of Directors Stipulated in Articles of Incorporation	12
Number of Directors Updated	9
Directors' Term of Office Stipulated in Articles of Incorporation	1 year
Chairperson of the Board	Chairperson (excluding those concurrently serving as President)
Election of Outside Directors	Elected
Number of Outside Directors	4
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
Susumu Takahashi	From another company											
Akio Hamaji	From another company											
Sumie Morita	From another company											
Miho Hanafusa	From another company											

*Categories for "Relationship with the Company".

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

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

Outside Directors' Relationship with the Company (2) **Updated**

Name	Designation as Independent Director	Supplementary Explanation of the Applicable Relationship	Reasons for Appointment
Susumu Takahashi	○		<p>Mr. Susumu Takahashi possesses high-level knowledge in economy and management, and has broad experience of actual professional practice in both private sector and government institutions. As an Outside Director, he provides advice for the Company's sustainable growth and improvement of corporate value and supervises the Company's management from an objective and independent standpoint. He has been designated as an Independent Director because he has no mutual or conflicting interest with the Company's management team and there is no risk of conflicts of interest with general shareholders.</p>
Akio Hamaji	○		<p>Mr. Akio Hamaji has long experience of actual professional practice as a manager and is well versed in corporate management. He is providing advice for the Company's sustainable growth and the improvement of the Company's corporate value, and his supervision of the Company's management. Based on this abundant experience and deep insight, as an Outside Director, he provides advice for the Company's sustainable growth and improvement of corporate value and supervises the Company's management from an objective and independent standpoint. He has been designated as an Independent Director because he has no mutual or conflicting interest with the Company's management team and there is no risk of conflicts of interest with general shareholders.</p>

Sumie Morita	○		<p>Ms. Sumie Morita has extensive experience of actual professional practice as a developer of product in the area of telecommunications and information networks. In addition, she has engaged in corporate management serving as Corporate Executive. Based on this abundant experience and deep insight, as an Outside Director, she provides advice for the Company's sustainable growth and improvement of corporate value and supervises the Company's management from an objective and independent standpoint. She has been designated as an Independent Director because she has no mutual or conflicting interest with the Company's management team and there is no risk of conflicts of interest with general shareholders.</p>
Miho Hanafusa	○		<p>Ms. Miho Hanafusa has an extensive track record in reearch and development, commercialization, and sustainability promotion, as well as practical experience as a manager. She has also engaged in Public-private partnerships and promoting women's active participation in government agencies, and has worked hard to resolve social issues. The Company has determined that, as an Outside Director, she will provide advice for the Company's sustainable growth and improvement of corporate value and supervise the Company's management from an objective and independent standpoint. She has been designated as an Independent Director because she has no mutual or conflicting interest with the Company's management team and there is no risk of conflicts of interest with general shareholders.</p>

Voluntary Establishment of Committee(s) equivalent to Nomination Committee or Remuneration Committee	Established
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Status of Voluntarily Established Committee(s), Attributes of Members Constituting the Committee and the Committee Chair (Chairperson)
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	Committee's Name	All Members	Full-time Members	Inside Directors	Outside Directors	Outside Experts	Other	Chairperson
Voluntarily Established Committee Equivalent to Nomination Committee	Nomination Committee	6	6	2	4	0	0	Outside Director
Voluntarily Established Committee Equivalent to Remuneration Committee	Compensation Committee	6	6	2	4	0	0	Outside Director

Supplementary Explanation

The Nomination Committee and Compensation Committee are as described in “2. Matters Concerning Functions of Business Execution, Auditing and Supervision, Nomination, and Remuneration Decisions (Overview of Current Corporate Governance System)” in “II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight in Management.”

Corporate Auditors

Establishment of Board of Corporate Auditors	Established
Number of Corporate Auditors Stipulated in Articles of Incorporation	5
Number of Corporate Auditors	5

Cooperation among Corporate Auditors, Accounting Auditors and Internal Audit Departments

The cooperation among Corporate Auditors and Accounting Auditors is provided in Article 27 of the Basic Policy as follows:

Article 27

SHI's corporate auditors shall ensure sufficient cooperation with the accounting auditor necessary for appropriate audits by receiving reports, such as audits of financial statements, audits of internal control, and quarterly reviews, among other reports, from the accounting auditor, and exchanging opinions at Board of Corporate Auditors meetings.

The cooperation among Corporate Auditors and Internal Audit Department is provided in Paragraph 4, Article 23 of the Basic Policy as follows:

- In order for the Board of Corporate Auditors to fulfill its functions, SHI shall establish a system in which the internal control division appropriately reports directly to the Board of Corporate Auditors.

Appointment of Outside Corporate Auditors	Appointed
Number of Outside Corporate Auditors	3
Number of Independent Corporate Auditors	3

Corporate Auditors' Relationship with the Company (1)

Name	Attributes	Relationship with the Company*												
		a	b	c	d	e	f	g	h	i	j	k	l	m
Masaichi Nakamura	CPA													
Mio Minaki	Lawyer													
Hajime Watanabe	From another company													

*Categories for "Relationship with the Company".

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

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

Outside Corporate Auditors' Relationship with the Company (2) Updated

Name	Designation as Independent Corporate Auditor	Supplementary Explanation of the Applicable Relationship	Reasons for Appointment
Masaichi Nakamura	○		Mr. Masaichi Nakamura, as a certified public accountant, is an expert in finance and accounting and has long experience of actual professional practice. He has also been involved in company management as a Representative Director in the past. Based on this abundant experience and deep insight, as an Outside Corporate Auditor, he conducts effective audits of the Company's management from an objective and independent standpoint. He has been designated as an Independent Corporate Auditor because he has no mutual or conflicting interest with the Company's management team and there is no risk of conflicts of interest with general shareholders.

Mio Minaki	○		<p>Ms. Mio Minaki has been active as a prosecutor, and after her retirement, as an attorney - at - law. She has extensive experience and ample knowledge cultivated through her long service in the judicial world. As an Outside Corporate Auditor, she conducts effective audits of the Company's management from an objective and independent standpoint. She has been designated as an Independent Corporate Auditor because she has no mutual or conflicting interest with the Company's management team and there is no risk of conflicts of interest with general shareholders.</p>
Hajime Watanabe	○		<p>Mr. Hajime Watanabe has extensive experience of actual professional practice in accounting and treasury division and global business division, etc. and has engaged in corporate management as an executive officer. Mr. Watanabe is also a Certified Internal Auditor (CIA) and has extensive experience and ample knowledge. As an outside Corporate Auditor, he conducts effective audits of the Company's management from an objective and independent standpoint. He has been designated as an Independent Corporate auditor because he has no mutual or conflicting interest with the Company's management team and there is no risk of conflicts of interest with general shareholders.</p>

Matters Concerning Independent Directors and Independent Corporate Auditors

Number of Independent Directors and Independent Corporate Auditors	7
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Other Matters Concerning Independent Directors and Independent Corporate Auditors

The Company designates all Outside Directors and Corporate Auditors who meet the qualifications for Independent Directors and Corporate Auditors as Independent Directors and Corporate Auditors.

Incentives

Implementation Status of Measures related to Incentives Granted to Directors	Introduction of Performance-linked Remuneration Scheme, Other
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Supplementary Explanation for Applicable Items **Updated**

The Company defines the policies for remuneration to establish a remuneration system that contributes to the Group's sustainable growth, the improvement of corporate value and value sharing with shareholders, and sets an appropriate remuneration standard for the Company's officers as follows:

The remuneration of the Company's directors and executive officers shall consist of basic remuneration, performance-linked remuneration and stock-based remuneration, and the ratio is about 60%, 30% and 10%, respectively. The basic remuneration is a fixed remuneration determined for each position. For Directors, we provide a Directors' allowance, of which 85% is a fixed amount compensation.

The performance-linked remuneration consists of the dividend-linked basic remuneration that fluctuates based on the Company's annual dividend and the division's performance-linked basic remuneration. For the Directors and Executive Officers at the Head Office, the performance-linked basic remuneration is changed based on the Company's consolidated financial results, and for the Directors and Executive Officers who are in charge of operational divisions, it reflects the performance of the operational division of which they are in charge. The ratio of the dividend-linked basic remuneration and the division's performance-linked basic remuneration is 50:50. The dividend-linked basic remuneration is calculated by multiplying the basic remuneration for each position by a factor based on the Company's annual dividend. Fifteen percent of the Directors' allowance fluctuates by being multiplied by a dividend-linked basic remuneration factor. For the division's performance-linked basic remuneration, the Company, having the President as the final decision-maker, defines ranks from A to E based on three indicators of net operating income, operating income ratio, and ROIC, considering the status of safety record, compliance, etc. The amount is calculated by multiplying the basic amount for each position by a factor for each rank. As for the decision on the ranks, the President shall make the final decision after confirming with concerned divisions at the Head Office. By adopting these indicators, the Company intends to share the value with shareholders, and reflect perspectives such as profitability, growth, the maintenance of fiscal discipline, safety and compliance in officers' remuneration. Through the above, the Company ensures the appropriateness of remuneration. Basic remuneration and performance-linked remuneration are paid periodically during the term of office.

Stock-based remuneration aims to improve awareness about the need to help enhance earnings and increase corporate value in the medium to long term, by clarifying the linkage between remuneration of Directors to the Company's stock value, with

Directors sharing profits and risks due to changes in the stock price with shareholders. Under this remuneration system, the Company contributes money and establishes a trust, which acquires the Company's shares, and the Company's shares (the number of the Company's shares, corresponding to the points to be granted by the Company to each Director) are issued to each Director via the trust.

The Company abolished the retirement benefits system for Directors at the conclusion of the 109th Ordinary General Meeting of Shareholders held on June 29, 2005.

The Company has established a voluntary Compensation Committee that deliberates and reports regarding the remuneration system and standards of directors and executive officers, among other matters, upon an inquiry from the Board of Directors, based on which the Board of Directors adopts resolutions.

The remuneration of Corporate Auditors is determined based on the discussion by Corporate Auditors.

The remuneration of Outside Directors consists only of basic remuneration.

The maximum amount of remuneration is resolved as follows:

<Directors>

- June 29, 2006 (110th Ordinary General Meeting of Shareholders)
Resolution passed to limit the amount of remuneration for Directors to not more than ¥40 million per month
- June 29, 2022 (126th Ordinary General Meeting of Shareholders)

Separately from the above, resolution passed to introduce a stock-based remuneration system to contribute cash with an upper limit of ¥112.5 million as funds for purchasing shares for three fiscal years. In the event that the covered period is extended, additional contributions will be made up to ¥45.0 million per fiscal year, and the total number of points to be granted to directors shall be capped at 30,000 points per fiscal year.

Furthermore, at the meeting of the Board of Directors held on March 24, 2025, it was resolved to continue this plan and to set the covered period after the continuation as the three fiscal years from fiscal year 2025 through fiscal year 2027.

Accordingly, the term of the share delivery trust was extended by three fiscal years.

<Corporate Auditors>

- June 29, 2022 (126th Ordinary General Meeting of Shareholders)
Resolution passed to limit the amount of remuneration for Corporate Auditors to not more than ¥10 million per month

Persons Eligible for Stock Options

Supplementary Explanation for Applicable Items

Director Remuneration

Status of Disclosure of Individual Directors' Remuneration	No Disclosure for any Directors
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Supplementary Explanation for Applicable Items

Updated

The total amount of remuneration, etc. for Directors in FY2025 was ¥425 million for 11 Directors (including ¥49 million in remuneration for 4 Outside Directors).

Policy on Determining Remuneration Amounts and the Calculation Methods Thereof

Established

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

As described in the Supplementary Explanation for “Implementation Status of Measures related to Incentives Granted to Directors” above.

Support System for Outside Directors and/or Outside Corporate Auditors

Directors, including Outside Directors, are supported by the Board of Directors Secretariat, and Corporate Auditors, including Outside Corporate Auditors, are supported by a dedicated Corporate Auditor’s Department.

Statutes of Persons who have Retired as Representative Director and President, etc.

Information on Persons Holding Advisory Positions (*Sodanyaku, Komon*, etc.) after Retiring as Representative Director and President, etc. **Updated**

Name	Job title/ position	Responsibilities	Terms and Conditions of Employment (Full/part time, with/without remuneration, etc.)	Date when former role as president/ CEO ended	Term
Mitoshi Ozawa	Honorary Consultant	Activities outside the company, including activities in the financial world (not involved in management)	Part time, with remuneration	June 27, 2002	Permanent
Yoshiro Hinoh	Honorary Consultant	Activities outside the company, including activities in the financial world (not involved in management)	Part time, with remuneration	March 31, 2013	Permanent
Yoshinobu Nakamura	Honorary Consultant	Activities outside the company, including activities in the financial world (not involved in management)	Part time, with remuneration	March 31, 2019	Permanent
Shunsuke Betsukawa	Honorary Consultant	Activities outside the company, including activities in the financial world (not involved in management)	Part time, without remuneration	March 31, 2022	Fixed term

Number of Persons Holding Advisory Positions (*Sodanyaku, Komon, etc.*)
After Retiring as Representative Director and President, etc.

4

Other Related Matters

Effective April 1, 2022, the following revisions were made to the system (those who were appointed as Counsellors on or before March 31, 2022, are not subject to said revision)

- The position of Counsellor shall be abolished and replaced with that of Senior Consultant (not involved in management), who shall be appointed every year for a term of up to two years in principle
- Senior Consultants may be appointed as Honorary Consultants (not involved in management) after retiring, but with a fixed age limit and without remuneration

The above table shows those who served as Representative Director and President before March 31, 2022 and retired as Chairman.

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

(1) Outline of the Current Corporate Governance System

The Company has adopted a governance system of a company with a board of corporate auditors. An executive officer system has been introduced within this framework to separate management's business execution and supervisory functions.

<Supervision>

Board of Directors

At the time of submitting this report, the Board of Directors is comprised of 9 directors (limited to 12 directors). They include the Chairman of the Board, who chairs the Board of Directors, and four external directors, who supervise management from a standpoint independent from the senior management and whose role is to incorporate the perspectives of external stakeholders into management. (Please refer to the Company's website (<https://www.shi.co.jp/english/company/officer/index.html>) for the members of the Board of Directors). The Board of Directors has introduced an executive officer system to create an environment that enables prompt and bold business execution. The senior management reports as appropriate to the Board of Directors on critical management issues and high-risk management challenges, thereby ensuring effective supervision over the senior management and directors. The Board of Directors has also appropriately built up the internal control system and risk management system, pursuant to the Companies Act and other relevant laws and regulations, while supervising the operation of those systems as appropriate by receiving reports from the Internal Control Department on its annual plan and operational status and giving necessary instructions. The Board of Directors meets once a month in principle. Extraordinary Board of Directors meetings are held as appropriate. The Board of Directors held 15 meetings in FY2025, with an average attendance rate of 98.7% for Directors and 100% for Directors excluding Outside Directors.

The Company has also established the Nomination Committee and the Compensation Committee as advisory bodies to the Board of Directors. Each committee is chaired by an Outside Director to ensure objectivity. The roles and composition of each committee are as follows.

Nomination Committee

On the advice of the Board of Directors, the Selection and Nomination Committee deliberates on candidates for directors and corporate auditors, dismissal of directors and corporate auditors, appointments and dismissal of representative directors and directors with managerial positions, as well as progress of the succession plan for the CEO and other top executives, and reports to and advises the Board of Directors. The Selection and Nomination Committee meets at any time as appropriate. In FY2025, the committee met seven times to report on the appointment of representative directors and directors with managerial positions, as well as the nomination of candidates for directors and corporate auditor, while advising on the appointment of the candidates for executive officers, verifying the progress of the succession plan for the CEO and other top executives, and discussing the skills matrix of directors and corporate auditor.

(Structure at the time of report submission: Committee Chairman: Akio Hamaji, Outside Director; Committee Members:

Susumu Takahashi, Outside Director; Sumie Morita, Outside Director; Miho Hanafusa, Outside Director; Shinji Shimomura, Representative Director and Chairman; Toshiro Watanabe, Representative Director and President & CEO)

Compensation Committee

On the advice of the Board of Directors, the Compensation Committee deliberates on the system and standards of compensation of directors and executive officers and related matters, and reports to and advises the Board of Directors. The Compensation Committee meets once a year in principle but may meet at any time as appropriate. In FY2025, the committee met five times to report on the revision of executive compensation for FY2025, discussions were held on revisions to the performance-linked remuneration (the division's performance-linked basic remuneration), recent trends in executive compensation, issues associated with the current executive compensation framework, and the future direction of the executive compensation system.

(Structure at the time of report submission: Committee Chairman: Akio Hamaji, Outside Director; Committee members: Susumu Takahashi, Outside Director; Sumie Morita, Outside Director; Miho Hanafusa, Outside Director; Shinji Shimomura, Representative Director and Chairman; Toshiro Watanabe, Representative Director and President & CEO)

[Board of Corporate Auditors]

The Board of Corporate Auditors is currently comprised of five corporate auditors (limited to five corporate auditors), including the chairman, served by a standing corporate auditor, and three external corporate auditors. (Please refer to the Company's website (<https://www.shi.co.jp/english/company/officer/index.html>) for the members of the Board of Corporate Auditors). Highly effective audits are conducted by external corporate auditors who capitalize on advanced expertise and a wealth of experience in various fields, as well as by standing corporate auditors who capitalize on their expertise and wealth of experience in the Company's management. They also provide their opinions actively to the senior management at meetings, including those of the Board of Directors and the Executive & Operating Officers Committee. Mr. Masaichi Nakamura, Corporate Auditor, has considerable knowledge of finance and accounting as a certified public accountant.

The Board of Corporate Auditors meets once a month in principle but may meet at any time as appropriate. The Board of Corporate Auditors held 15 meetings in FY2025, with an average attendance rate of 100% for Corporate Auditors.

In addition, the Corporate Auditor's Department has been established to support Corporate Auditors, and full-time employees have been assigned to support Corporate Auditors in their duties and smoothly provide them with information. The consent of Corporate Auditors is required with respect to matters such as the transfer and performance evaluation of such employees, thereby enhancing their independence from Directors and ensuring the effectiveness of instructions from Corporate Auditors.

<Business Execution>

[Executive & Operating Officers Committee]

The Executive & Operating Officers Committee, chaired by the President and CEO, consists of inside directors, standing corporate auditors, executive officers and those responsible for business execution at each operation division of the SHI Group. For the purpose of supervising business execution within the Group, the status of business execution, matters resolved by the Board of Directors and important corporate policies shall be disseminated across the Group, in an effort to follow up with the management of consolidated business results and the implementation of management policies. The Executive & Operating Officers Committee meets once a month in principle.

[Management Strategy Committee]

The Management Strategy Committee, chaired by the President and CEO, consists of directors and others appointed by the President and CEO. It deliberates on matters to be discussed by the Board of Directors, including the important management strategies and business strategies concerning the SHI Group, and equivalent important decision-making matters, as an advisory body to the President and CEO. It reports the results of deliberations to the President and CEO. The Management Strategy Committee meets once a month in principle, but may meet at any time as appropriate.

(2) Auditing Status

(1) Status of Internal Audits and Audits by Corporate Auditors

The Internal Audit Department (16 employees in addition to the General Manager) has been established under the direct control of the President. The Internal Audit Department promotes the acquisition of professional auditing qualifications to enhance the expertise of audit personnel, and has four Certified Internal Auditors (CIA), three Certified Fraud Examiner (CFE), two Certified Information System Auditor(CISA), two Certified Public Accountants (CPA) including qualified persons, and eight Qualified Internal Auditors (QIA) .

The Internal Audit Department (Operational Audit) (eight employees) has introduced auditing methods in accordance with the international standards of the Institute of Internal Auditors (IIA). Based on an annual risk-based audit plan, the Operational Audit Group conducts regular audits of business execution in each internal department as well as in domestic and overseas affiliates, recommends and follows up on operational improvements, and works to improve the quality of operations of the entire SHI Group.

In addition, the Internal Audit Department (J-SOX Audit) (eight employees) has been established to objectively evaluate the effectiveness of “internal control over financial reporting” under the Financial Instruments and Exchange Act from an independent standpoint.

The Internal Audit Department reports to the Board of Directors on a semiannual basis on the results of internal audits conducted in the business divisions, and also reports twice a year on the results of evaluations of the effectiveness of internal controls over financial reporting. All results of internal audits are reported to Corporate Auditors, and information is shared through regular reports on the improvement status of important matters that have been identified. In addition to providing the Accounting Auditor with audit results, Corporate Auditors, the Internal Audit Department, and the Accounting Auditor work closely with each other through regular liaison meetings to exchange information and opinions, thereby establishing and promoting an efficient and effective audit system.

Each Corporate Auditor formulates audit policies and plans in accordance with the Auditing Standards for Corporate Auditors established by the Board of Corporate Auditors, attends the Board of Directors and other important meetings, inspects important documents such as approval documents, as well as examines the operations and financial conditions of each internal department and domestic and overseas affiliates and audits the execution of duties by Directors. Corporate Auditors hold regular meetings with the Representative Director and President and make recommendations based on audit reports and audit findings. Corporate Auditors also exchange opinions with the persons in charge of business sites and affiliates through on-site inspections and make recommendations as necessary. Corporate Auditors, the Board of Corporate Auditors, the Internal Audit Department, and the Accounting Auditor work closely with each other and share information on audit results to build and promote an efficient audit system. Standing Corporate Auditors also collaborate with auditors of affiliated companies through regular information exchanges.

(2) Accounting Audit Status

a. Name of audit firm

KPMG AZSA LLC

b. Length of continuous audit period

57 years

c. Certified public accountants who performed services

Designated Limited Liability Partner, Engagement Partner, Takashi Maeda

Designated Limited Liability Partner, Engagement Partner, Michiko Muramatsu

Designated Limited Liability Partner, Engagement Partner, Hiroshi Yabumae

d. Composition of audit assistants

The Company’s assistants for the accounting audit consisted of 25 certified public accountants and 42 others.

(3) Limited Liability Contract

The Company has entered into a contract with Outside Directors Susumu Takahashi, Akio Hamaji, Sumie Morita and Miho Hanafusa and Outside Corporate Auditors Masaichi Nakamura, Mio Minaki, and Hajime Watanabe, respectively, to limit their liability to the Company for damages under Article 423, Paragraph 1 of the Companies Act to ¥10 million or the minimum liability amount as provided in Article 425, Paragraph 1 of the Companies Act, whichever is higher.

3. Reasons for Adoption of Current Corporate Governance System

The Company has adopted the system of a company with a board of corporate auditors. The system is supported by a dual checking function based on management supervision by the Board of Directors' decision-making over business execution and audits by corporate auditors. The supervisory function is further reinforced by the appointments of multiple external directors and utilization of various discretionary committees, with a view to enhancing management transparency and fairness. This structure is believed to be the most appropriate institutional design for ensuring an effective supervisory function for the Company with its highly diversified business domains.

III. Implementation of Measures for Shareholders and Other Stakeholders

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

	Supplementary Explanation
Early Posting of Notice of the General Shareholders Meeting	A convocation notice is sent out three weeks prior to the General Meeting of Shareholders.
Electronic Exercise of Voting Rights	Voting rights can be exercised through the platform for the electronic exercise of voting rights for institutional investors.
Participation in a Platform for the Electronic Exercise of Voting Rights and Other Initiatives to Enhance Environment for Institutional Investors to Exercise Voting Rights	Voting rights can be exercised through the platform for the electronic exercise of voting rights for institutional investors.
Provision of Notice (or Summary of Notice) of the General Shareholders Meeting in English	An English translation of the full text of the Notice of the General Meeting of Shareholders is prepared and posted on the Company's website, etc.
Other	The Notice of the General Meeting of Shareholders (in Japanese and English) is posted on the Company's website, etc. before it is sent in order to disclose information to shareholders as early as possible.

2. Status of IR-related Activities Updated

	Supplementary Explanation	Explanation by a representative director or a representative executive officer
Regular Investor Briefings held for Analysts and Institutional Investors	Financial briefings are held four times a year, at the time of every quarter financial results. Business briefings and factory tours are also held with respect to the Company's main businesses.	Held
Regular Investor Briefings held for Overseas Investors	The Company arranges meetings with overseas investors in Europe, the Americas, and Asia about four times a year to explain financial results, management plans, and other matters.	Held
Online Disclosure of IR Information	IR information such as the Integrated Report and materials about financial and business briefings are available in	

	Japanese and English.
Establishment of Department and/or Placement of a Manager in Charge of IR	Atsushi Nakanishi, General Manager, Corporate Communications Department, Corporate Global Strategy Group (TEL. 03-6737-2332)

3. Status of Measures to Ensure Due Respect for Stakeholders Updated

	Supplementary Explanation
Implementation of Environmental Conservation Activities and CSR Activities, etc.	<p>The Company engages in environmental conservation activities, social contribution activities, and corporate governance based on Sumitomo's business philosophy, the Company's Purpose, and business principles. Through these activities, the Company strives to earn the trust of society and to solve social issues and enhance corporate value through the provision of products and services. The Board of Directors resolved the Basic Sustainability Policy at its September 2021 meeting. The Company's activities, based on the material issues (Materiality) revised on January 2024, are discussed at the Sustainability Committee, and are reported to the Board of Directors twice a year in principle.</p> <p>As an international initiative, we have signed the United Nations Global Compact and implement human rights due diligence in line with its Ten Principles covering four areas: human rights, labour, the environment, and anti-corruption.</p> <p>With regards to the environment, the Board of Directors set the target of reduction of CO2 emissions at its May 2022 meeting (reduction by 50% for Scope 1 and 2 and 30% for Scope 3 (Category 11) compared to FY2019 emissions by 2030; achievement of carbon neutrality by 2050). In addition, the Company formulated the 7th Medium-Term Environmental Plan based on the SHI Group Environmental Policy, which defines key issues, and has been working on environmental management, including biodiversity.</p> <p>Please refer to the "Sustainability" section of the Company's website*(1) and the "Integrated Report"*(2) for specific details.</p> <p>*(1) https://www.shi.co.jp/english/csr/index.html *(2) https://www.shi.co.jp/english/csr/report/index.html</p>

Other

The Board of Directors resolved the Human Rights Policy at its February 2023 meeting, and the Company is strengthening its initiatives regarding the human rights throughout the Group.

For information on our Human Rights Policy, please refer to our website (<https://www.shi.co.jp/csr/social/humanrights/index.html>).

The Company is promoting diversity management for the sustainable growth of the Group, aiming to create a vibrant organization composed of diverse human resources where all employees can work and play an active role.

The Company is promoting various measures, including educational activities to promote understanding of the importance of diversity management, active recruitment of women, development of a workplace environment where women can play more active roles, and enhancement of management skills for line managers. The Company is also working on LGBT-oriented internal educational activities, system revisions, and workplace environment improvements so that everyone can play an active role without losing their identity.

From FY2019, the Company has strengthened measures to promote female managers, including dispatching employees to organizations that support the development of female managers and providing individual training support for women who are just starting their managerial careers. As a result, the ratio of female managers reached 2.6% (Japanese consolidated) in FY2025.

In addition, in response to the globalization of our business, the Company is continuously strengthening efforts to secure employees with global capabilities, including the appointment of non-Japanese executive officers and the recruitment of non-Japanese employees and those with overseas study experience. In addition, the Company introduced a global talent development training program (the Global Talent Program) in 2024 to further enhance the development of globally capable human resources.

IV. Matters Concerning the Internal Control System

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

Basic Policies for Establishment of an Internal Control System

I. Purpose

The purpose of these basic policies is to improve the corporate value and ensure the sustainable development of the Company Group through the formulation and implementation by the Board of Directors of the Company of basic policies for the establishment of an internal control system.

II. Basic Policies

(1) Establishment of a structure necessary to ensure the appropriate conduct of business by the Company

1) Structure for ensuring that the execution of duties by the Directors of the Company is in compliance with laws and regulations and the Articles of Incorporation

(a) The Board of Directors of the Company shall determine the basic policies for the establishment of an internal control system, verify its effectiveness as necessary, and strive toward the continuous enhancement and improvement of the Company's internal control system as well as the internal control system of the Group.

(b) The Company shall elect Outside Director(s), who are independent of management, to improve the supervisory function of the Board of Directors.

(c) The Corporate Auditors of the Company shall audit the appropriateness of the execution of duties by the Directors concerning the establishment and operation of the Company's internal control system as well as the internal control system of the Group.

(d) The Company shall also make the Directors of the Company submit a pledge to observe specific compliance requirements.

2) Structure for maintenance and administration of information relating to the execution of duties by the Directors of the Company

(a) The information related to the execution of duties by the Directors of the Company shall be recorded and maintained under the related rules of the Company, and such records shall be made available to the Directors and the Corporate Auditors of the Company for inspection at any time.

(b) The Company shall make efforts to disclose material information related to the execution of duties by the Directors of the Company pursuant to related laws and regulations in an appropriate and timely manner.

3) Rules and other relevant corporate structures on loss-risk management of the Company

(a) The Company shall establish the Risk Management Committee, which is chaired by the President, formulate the Company's risk management policy, and promote the identification, mitigation and prevention of risks.

(b) The Company shall establish an internal control promotion structure that consists of the persons responsible for the promotion of internal control deployed in each section. Presided over by the President, the Company's Internal Control Group shall supervise the internal control promotion structure and promote risk management.

(c) The section(s) responsible for specific types of risks shall stipulate the rules relevant to risk management, and shall strive to reduce risk through education, training, auditing, etc. based on such rules.

(d) The Company shall deploy persons responsible for being a liaison for emergencies in each section. At the occurrence of an emergency situation, the persons responsible for being a liaison for emergencies shall report such emergency situation promptly to the top management in accordance with the related rules. The management who receive such a report shall take appropriate actions in a timely manner.

4) Structure for ensuring the reliability of the financial reporting of the Company

(a) The Company shall develop a necessary structure to ensure the appropriateness of financial information and to prepare and disclose reliable financial reports.

(b) The Company's internal audit department shall audit the operational status of the internal control system related to financial reporting to ensure the reliability of the Company's financial reporting.

5) Structure for ensuring the efficient execution of duties by the Directors of the Company

(a) To conduct the efficient execution of duties, the Company shall adopt a system of Executive Officers wherein the Directors delegate authority to Executive Officers within an appropriate range under the Company's rules such as rules on approval authority.

(b) The Company shall adopt a structure to monitor the status of the execution of duties by having the responsible Executive and Operating Officers report the status of the execution of medium-term management plans and annual budgets that are determined by resolution of the Board of Directors of the Company at the monthly meetings of the Executive & Operating Officers Committee, etc.

(c) To make decisions on material managerial matters based on a multi-dimensional review, the Management Strategy Committee, etc. shall be established as an advisory organ to the President to consider and discuss such matters.

6) Structure for ensuring that the execution of duties by the Company's Executive Officers and employees is in compliance with laws and regulations and the Articles of Incorporation

(a) The basic policies on compliance shall be determined at the Compliance Committee chaired by the President of the Company, and the Internal Control Group shall promote rigorous observance of such policies through the internal control promotion structure.

(b) The Company shall continue to provide training related to compliance. The Company shall also make the Executive Officers and all managerial staff submit a pledge to observe specific compliance requirements.

(c) The Company shall take a resolute position against entities or individuals that threaten the order and safety of civil society and shall sever any relations with such entities or individuals.

(d) The Company shall set up an in-house whistleblower system through which actual or suspected violations of laws and regulations or corporate ethics should be reported, and the use of this system shall be encouraged so that problems can be detected at an early stage.

(e) The execution of duties by the Executive Officers and employees of the Company shall be audited by the responsible section(s) to ensure that such execution of duties is in compliance with laws and regulations and the Articles of Incorporation.

(2) Establishment of a structure necessary to ensure the appropriate conduct of business by the entire Group comprising the Company and its subsidiaries

1) Structure for reporting to the Company on matters regarding the execution of duties by directors, etc. of the Company's subsidiaries

(a) The Company shall pursue strengthened governance and the efficient execution of duties of its subsidiaries based on the rules concerning the management of the business of the Group.

(b) The Company shall have its major subsidiaries formulate basic policies for the establishment of an internal control system, and the status of operation of the system shall be reported to the Company's Board of Directors through the Company's Internal Control Group.

2) Rules and other relevant corporate structures on loss-risk management of the Company's subsidiaries

(a) The Company's Internal Control Group shall promote group-wide risk management through the internal control promotion structure that has been established at major subsidiaries of the Company.

(b) The Company shall have its subsidiaries stipulate the rules to manage specific types of risks.

The Company shall strive for group-wide risk reduction through education, training, auditing, etc. by the Company's responsible section for each risk.

(c) The Company shall deploy persons responsible for being a liaison for emergencies at its major subsidiaries. At the occurrence of an emergency situation, the persons responsible for being a liaison for emergencies shall report such emergency situation promptly to the directors of the subsidiary and the top management of the Company in accordance with the related rules. The management who receive such a report shall take appropriate actions in a timely manner.

3) Structure for ensuring the efficient execution of duties by the directors, etc. of the Company's subsidiaries.

(a) Pursuant to the rules concerning the management of the business of the Group, the Company's subsidiaries shall formulate rules on approval authority and execute their duties efficiently.

(b) The medium-term management plans and annual budgets of the Company's major subsidiaries shall be executed after the Company's Board of Directors approves them. The Company shall adopt a structure to monitor the status of the execution of the businesses of the entire Group by having the subsidiaries' directors, etc. report the status of the execution of duties at the meetings of the Executive & Operating Officers Committee, etc. of the Company.

(c) To make decisions on the material managerial matters of the Company's major subsidiaries based on a multi-dimensional review, such matters shall be considered and discussed at the Company's Management Strategy Committee, etc.

4) Structure for ensuring that the execution of duties by the directors, etc. and employees of the Company's subsidiaries is in compliance with laws and regulations and the Articles of Incorporation

(a) The Company's Internal Control Group shall promote rigorous compliance throughout the Group through the internal control promotion structure that has been installed at major subsidiaries of the Company.

(b) The Company shall have its subsidiaries continue to provide training related to compliance. The Company shall also make the directors and all managerial staff of the subsidiaries submit a pledge to observe specific compliance requirements, as necessary.

(c) The Company shall cooperate with its subsidiaries, ensuring that the subsidiaries shall also take a resolute position against entities or individuals that threaten the order and safety of civil society and shall sever any relations with such entities or individuals.

(d) The Company shall have its subsidiaries set up in-house whistleblower systems based on the Company's in-house whistleblower system. Whistleblower reports about subsidiaries shall be shared with the corporate auditors of the company concerned.

(e) The Company shall send Director(s) or Corporate Auditor(s) to its major subsidiaries to reinforce the internal control of the Group. The execution of duties by directors of the subsidiaries of the Company shall be audited by the responsible section(s) of the Company to ensure that such execution of duties is in compliance with laws and regulations and the Articles of Incorporation.

5) Structure for ensuring the reliability of financial reporting of the subsidiaries of the Company

(a) To ensure the appropriateness of financial information of the subsidiaries of the Company and prepare and disclose reliable financial reports, the Company shall require its major subsidiaries to establish the internal control system related to financial reporting.

(b) The Company's internal audit department shall audit the operational status of the internal control system related to financial reporting at major subsidiaries of the Company to ensure the reliability of the financial reporting by subsidiaries of the Company.

(3) Necessary matters for the execution of auditing duties by the Corporate Auditors of the Company

1) Matters related to the staff who assist the Corporate Auditors when the Corporate Auditors request to place such assistant staff

As a department under the direct control of the Board of Corporate Auditors, the Corporate Auditor's Department, which includes dedicated staff who assist the Corporate Auditors of the Company with the execution of auditing duties, shall be established.

2) Matters related to independence of the staff who assist the Corporate Auditors of the Company with the execution of auditing duties from the Directors

The personnel changes, performance appraisals to and disciplinary action against the staff of the Corporate Auditor's Department shall require approval of the Corporate Auditors of the Company.

3) Matters for ensuring the effectiveness of instructions given to staff who assist the Corporate Auditors of the Company with the execution of auditing duties

Concerning the duties of staff who assist the Corporate Auditors of the Company with the execution of auditing duties, instructions and commands to the staff of the Corporate Auditor's Department shall be given by the Corporate Auditors of the Company.

4) Structure for reporting to the Corporate Auditors of the Company

(a) Structure for Directors, Executive Officers and employees of the Company reporting to the Corporate Auditors of the Company

To audit the execution of duties by the Directors and the Executive Officers, the Corporate Auditors of the Company shall attend the meetings of the Board of Directors, the Executive & Operating Officers Committee and other important meetings of the Company and shall inspect major ringisho (documents for approval) and other important documents relating to the execution of duties.

(i) If any actual or potential violation of laws and regulations, the Articles of Incorporation or compliance obligations exists, the Directors, the Executive Officers and employees of the Company shall report to the Corporate Auditors of the Company promptly.

(ii) The contact persons for the Company's in-house whistleblower system shall include the Company's Corporate Auditors.

(b) Structure for directors or employees of subsidiaries of the Company or those who received a report from them reporting to the Corporate Auditors of the Company.

(i) If any actual or potential violation of laws and regulations, the Articles of Incorporation or compliance obligations exists, directors, corporate auditors or employees of the subsidiaries of the Company shall promptly report to the Corporate Auditors of the Company through the responsible section(s) of the Company.

(ii) From among the issues reported to the in-house whistleblower system of the major subsidiaries of the Company, important issues shall be reported, as necessary, by the Company's Internal Control Group to the Company's Corporate Auditors as to the content of the report and how the issue has been addressed.

(iii) Results of audits of the Company's subsidiaries conducted by the Company's internal audit department shall be reported to the Company's Corporate Auditors without delay.

(c) Structure for ensuring that reporters in the preceding section will not receive detrimental treatment because of the reporting
The Company and its major subsidiaries shall stipulate in their internal rules that whistleblowers or persons who inform or report to the Company's Corporate Auditors shall not receive detrimental treatment because of such reporting, and their employees shall be well informed of this stipulation.

5) Policies related to the treatment of expenses or liabilities incurred in connection with the execution of duties by the Company's Corporate Auditors

Expenses, etc. incurred in connection with the execution of duties by the Company's Corporate Auditors shall be included in the budget. In the case where legally prescribed prepayments, etc. are billed, the Company shall make such payments except in the case where it is determined that such payments are unnecessary for the execution of duties by such Corporate Auditors.

6) Other structures for ensuring effective auditing by the Company's Corporate Auditors

(a) The Company's Directors and Executive Officers and the directors of the Company's subsidiaries shall establish a structure for effective auditing by the Company's Corporate

Auditors through liaisons and cooperation with the Company's internal audit department and internal control department, as well as the corporate auditors of subsidiaries and the Independent Auditor, etc.

(b) To exchange information related to auditing and to enhance the auditing functions across the Company Group, the Company shall hold a group-wide Corporate Auditors meeting on a regular basis, attended by the Corporate Auditors of the Company and the corporate auditors of its subsidiaries.

(c) Corporate Auditors elected by the Company shall include those who have an appropriate level of knowledge of finance and accounting.

III. Revision and Abolition of these Policies

he necessary revision of these policies shall be undertaken by resolution of the Board of Directors.

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

In the "Basic Policies for Establishment of an Internal Control System," the Company clearly states that "The Company shall take a resolute position against entities or individuals that threaten the order and safety of civil society and shall sever any relations with such entities or individuals." This is also stated in the Compliance Manual and SHI Ethics Cards that are distributed to all employees.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures

Not Adopted

Supplementary Explanation for Applicable Items

At the Board of Directors meeting held on May 26, 2017, the Company resolved not to continue its “Countermeasures against Large Scale Acquisition Actions of Company Shares,” which would expire at the conclusion of the 121st Ordinary General Meeting of Shareholders.

Please refer to the IR information “Notice Regarding the Non-Continuation (Termination) of Countermeasures against Large Scale Acquisition Actions of Company Shares (<https://www.shi.co.jp/english/info/2017/6kgpsq0000001w1h.html>)” posted on the Company’s website dated May 26, 2017, for details.

The “Basic Policy on Position of the Person Controlling Decisions on Financial and Business Policies of the Company” is as follows:

(1) Contents of the Basic Policy

The Company believes that the position of the person controlling decisions on the financial and business policies of the Company should be ultimately decided by the shareholders from the standpoint of improving the Company’s corporate value and protecting shareholders’ common interests. Therefore, the Company believes that the issue of whether to accept a proposal for a large-scale acquisition of shares, etc. resulting in a change of control of the Company should be ultimately decided based on the intention of the shareholders.

However, the Company anticipates that certain large-scale acquisitions of shares and purchase proposals (hereinafter referred to as the “Large-Scale Acquisition Actions”) may materially affect our corporate value or the shareholders’ common interests, for instance, where they are expected to plainly infringe upon our corporate value or the shareholders’ common interests in light of the purpose of the acquisition and the managerial policy to be adopted after the acquisition, or where they are conducted without providing the shareholders with reasonably necessary information to enable a decision on the acquisition proposal. The Company believes that it should make an exception in the above instances wherein a party who makes such Large-Scale Acquisition Actions is inappropriate as a person controlling decisions regarding the financial and business policies of the Company.

(2) Special Measures to Pursue the Basic Policy

Under the Corporate Mission Statement, “We will aim to become a machinery manufacturer that continues to provide excellent products and services to the world, and with integrity being a key principle in the Group, we will contribute towards society by gaining high respect and confidence from all stakeholders,” in order to realize the above Basic Policy, the Company is working to formulate and implement the medium-term management plans, and enhance its corporate governance as follows.

The Company has established the Corporate Governance Basic Policy of Sumitomo Heavy Industries, Ltd. in order to increase the corporate value of the Company Group and to enhance the evaluations by and trust of stakeholders, for the purpose of establishing an efficient and highly-transparent management structure. In addition, the Company has been striving to invigorate the Board of Directors and maintain the transparency of management; for instance, through the adoption of the system of Executive Officers in 1999, the election of Outside Directors since 2002, the adoption of a shortened term of Directors from two years to one year in 2007, the election of more than one Outside Director since 2015, etc.

Specifically, Outside Directors are responsible for overseeing management from a standpoint independent from management and appropriately reflecting the viewpoints of stakeholders. In addition, by introducing an executive officer system, while establishing an environment that enables prompt and decisive business execution, important management issues and high-risk management issues are reported as appropriate by management at Board of Directors meetings. Based on this, the Board of Directors carries out highly effective supervision of management and Directors. Furthermore, the Board of Directors appropriately develops the internal control system and risk management system based on the Companies Act and other relevant laws and regulations, receives reports from the internal control division about fiscal year plans and the situation, and gives necessary instructions. By doing so, the Board of Directors properly oversees its operation.

Outside Corporate Auditors utilize their high level of expertise and abundant experience in their respective fields, while Standing Corporate Auditors utilize their expertise concerning the Company's management along with their extensive experience, to conduct highly effective audits, as well as to actively state their opinions to management at Board of Directors meetings, and Executive & Operating Officers Committee meetings, etc. In addition, the Company has established the Corporate Auditor's Department as a department supporting Corporate Auditors and staffs the department with full-time employees, thereby supporting the Corporate Auditors' work and providing information to the Corporate Auditors in a smooth manner. Moreover, in order to enhance auditing functions across the Company Group, the Corporate Auditors of the Company hold Corporate Auditors meetings across the Company's subsidiaries and affiliates on a regular basis. In addition, the Corporate Auditors conduct on-site audits annually at overseas subsidiaries in response to the increasingly globalized business conditions within the Company Group.

In addition, the Company has established the Nomination Committee and Compensation Committee as voluntary committees. The Nomination Committee examines and reports regarding the nomination of director and corporate auditor candidates, the dismissal of directors and corporate auditors, and the appointment and removal of directors with a managerial position and representative director, among other matters, upon an inquiry from the Board of Directors. The Nomination Committee also confirms the successor plans each year for the CEO, and reports the progress to the Board of Directors. The Compensation Committee deliberates and reports regarding the remuneration system and standards of directors and executive officers, among other matters, upon an inquiry from the Board of Directors.

(3) Plan to Prevent Any Inappropriate Party, in Light of the Company's Basic Policy, from Controlling Decisions on the Financial and Business Policies of the Company

The Company's proposal regarding the introduction of a plan for responding to large-scale acquisitions of the Company's shares (anti-takeover measures) was approved at the 112th Ordinary General Meeting of Shareholders of the Company held on June 27, 2008. Thereafter, at the 115th Ordinary General Meeting of Shareholders of the Company held on June 29, 2011, and the 118th Ordinary General Meeting of Shareholders of the Company held on June 27, 2014, necessary changes thereto were made, and it was approved by a majority vote of the shareholders to continue the plan for responding to large-scale acquisitions of the Company's shares (hereinafter such continued plan is referred to as the "Plan").

However, as a result of consideration of the Plan, the implementation period of which was expired at the conclusion of the 121st Ordinary General Shareholders Meeting held on June 29, 2017, in the current operating environment, the Company felt that to ensure and increase common interests of shareholders, the focus had to be on the steady implementation of measures aimed at achieving the objectives set forth in the Medium-Term Management Plan as well as further improvements and enhancements to corporate governance. Through such actions, the Company will not only be able to ensure sustainable growth, but also gain the trust of all stakeholders including shareholders, capital markets and the broader society. With this in mind, the Company decided that the continuation of the Plan was no longer necessary and the board members passed a resolution to discontinue such Plan after the expiry of the current implementation period at the Board of Directors meeting held on May 26, 2017.

Moreover, after the expiry of the current implementation period of the Plan, there may be a situation where an entity or person attempts to take a large-scale acquisition action on the Company's shares. If such event occurs, from the standpoint of ensuring corporate value and common interests of shareholders, the Company will adhere to any relevant laws and regulations, and take the necessary steps to allow shareholders to have enough time and information to deliberate on the action. Such steps will include the disclosure of necessary and sufficient information regarding the pros and cons of the large-scale acquisition action to enable shareholders to make an appropriate judgment, and the release of the opinions of the Company's board members.

(4) The Board of Directors' Opinion on Measures to Pursue the Basic Policy

The Company believes that advancing the aforementioned measures (2) and (3) as an effort to realize the basic policy above will lead to ensuring and increasing the Company's corporate value and the common interests of shareholders. At the same time, the Company believes that it will be difficult to conduct a large-scale acquisition that does not contribute to the corporate value of the Company and the common interests of shareholders. In addition, if a person conducting a large-scale acquisition emerges, the Company will take appropriate measures, such as striving to ensure necessary and sufficient information and time for shareholders to properly judge the pros and cons. Therefore, the Company has determined that measures (2) and (3) above are consistent with the above basic policy and are not intended to maintain the Company's officers' positions.

2. Other Matters Concerning the Corporate Governance System Updated

1. Basic Policy on Timely Disclosure

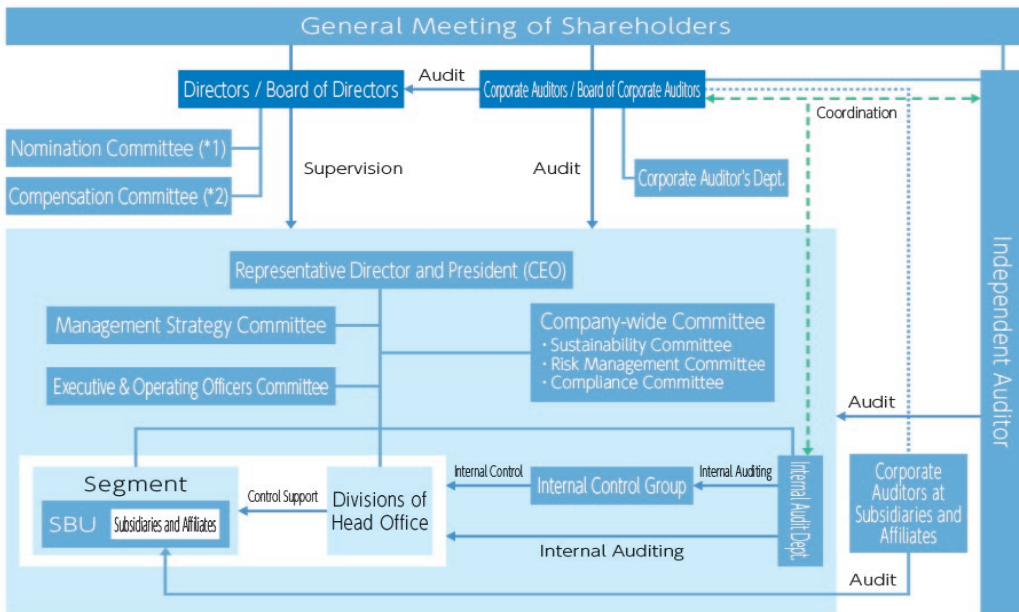
The "Corporate Governance Basic Policy of Sumitomo Heavy Industries, Ltd." stipulates the following basic policy on information disclosure.

1. To maintain and develop relationships of trust with all stakeholders, SHI shall disclose important information concerning the SHI Group timely and appropriately, focusing on transparency, fairness, and continuity.
2. SHI shall establish a Timely Disclosure Judgement Committee with the officer in charge of investor relations and public relations taking charge, and shall disclose information promptly pursuant to relevant laws and regulations, such as the Financial Instruments and Exchange Act, and the rules decided by the Tokyo Stock Exchange, among others.
3. SHI shall not only disclose information based on relevant laws and regulations and the rules decided by the Tokyo Stock Exchange, among others, but also actively and fairly disclose information that SHI has considered useful to deepen stakeholders' understanding about the SHI Group's management policy and business.

2. Internal System for Timely Disclosure

The Corporate Communications Department of the Corporate Planning Group has been designated as the department in charge of disclosing corporate information, and its General Manager is the person responsible for handling information. The timely and appropriate disclosure of corporate information is conducted as described below.

- (1) The Timely Disclosure Judgement Committee shall, in principle, determine whether timely disclosure is required for decision-making facts and financial information before formal decisions are made by the Board of Directors or other parties.
- (2) In the event of a disaster, accident, or incident that may have a material impact on management, this fact shall be immediately reported to top management by the emergency liaison officers assigned to each department and major subsidiary in accordance with regulations, and a determination shall be made by the Timely Disclosure Judgement Committee as to whether or not timely disclosure is required. In addition, for incidents other than the above that may affect investment decisions, the Timely Disclosure Judgement Committee shall determine whether timely disclosure is required immediately after the incident.
- (3) The Timely Disclosure Judgement Committee shall examine and determine whether or not the facts and information in (1) and (2) above fall under the category of "Corporate Information Required for Timely Disclosure" as defined by the Tokyo Stock Exchange.
- (4) If the facts and information are determined to be "Corporate Information Required for Timely Disclosure," the General Manager of the Corporate Communications Department, Corporate Strategy Planning Group will make timely disclosure without delay.



SKILLS MATRIX OF THE BOARD OF DIRECTORS

Composition of the Company's Board of Directors and Approach to Attributes Necessary for the Board of Directors

The Company Group shall have “Sumitomo’s business philosophy” as the basis of the management, and in the business principles, “We will aim to become a machinery manufacturer that continues to provide excellent products and services to the world” and “With integrity being a key principle in the Group, we will contribute towards society by gaining high respect and confidence from all stakeholders” as the corporate mission statement. The Company shall strive for sustainable development and improvement of corporate value through the resolution of social issues by providing excellent products and services globally, supported by solid technologies.

The composition of the Board of Directors shall be determined after considering the necessary attributes of the Board of Directors (primary areas of experience and expertise) in embodying these business principles and conducting highly effective supervision over the management.

Necessary Attributes of the Board of Directors (Primary Areas of Experience and Expertise)

The primary areas of experience and expertise held by individual Directors and Corporate Auditors are as follows:

*The table below does not present all knowledge and expertise of Directors and Corporate Auditors.

	Name	Independent Outside Directors	Gender	Tenure	Primary Areas of Experience and Expertise						
					Corporate Management	Legal Affairs/ Compliance/ Risk Management	ESG/ Sustainability	Business Strategy/ Marketing	Global	Technology/ IT/ Production	Finance/ Accounting
Directors	Shinji Shimomura		Male	9 years and 9 months	✓	✓	✓		✓	✓	
	Toshiro Watanabe		Male	3 years and 9 months			✓				✓
	Tatsuro Araki		Male	3 years		✓		✓	✓	✓	
	Haruhiko Tsuzuki		Male			✓		✓		✓	
	Masaki Arai		Male			✓	✓	✓	✓		
	Susumu Takahashi	*	Male	11 years and 9 months	✓	✓	✓		✓		
	Akio Hamaji	*	Male	5 years and 9 months	✓	✓	✓		✓	✓	✓
	Sumie Morita	*	Female	3 years			✓		✓	✓	
	Miho Hanafusa	*	Female		✓	✓	✓			✓	
Corporate Auditors	Hideo Suzuki		Male	3 years and 9 months		✓	✓				✓
	Kazunori Jikihara		Male			✓				✓	
	Masaichi Nakamura	*	Male	8 years and 9 months		✓	✓				✓
	Mio Minaki	*	Female	2 years		✓	✓				
	Hajime Watanabe	*	Male	1 year		✓			✓		✓

Reasons for Selecting Necessary Attributes of the Board of Directors

Item	Necessity and Reasons for Selection
Corporate Management	In the midst of a substantially changing environment surrounding businesses, it will become necessary to indicate the direction of the Company (corporate strategies) and make quick business decisions, based on business principles, in order to respond to changes quickly, develop in a sustainable manner and improve corporate value.
Legal Affairs /Compliance /Risk Management	Under Sumitomo's business philosophy, it will be required for the continued Company Group's sustainable development and improvement of corporate value, in order to promote risk management, taking into account compliance based on business principles, the ethics code and the laws.
ESG /Sustainability	In the midst of emphasizing the role of companies for the realization of a sustainable society, it will become necessary to improve social value as a company while solving social issues, in order for the Company Group to develop in a sustainable manner and improve corporate value.
Business Strategy /Marketing	It will be necessary to develop and implement realistic and specific business and marketing strategies in order to realize corporate strategies and achieve the Medium-Term Management Plan we commit to.
Global	Experience in global business, and extensive experience in understanding overseas cultures, environments, etc. will be necessary to continue providing excellent products and services to the world.
Technology /IT /Production	In order to be a machinery manufacturer that continues to provide excellent products and services to the world, it will be necessary to continue providing high-quality products and solutions, supported by solid technologies, and this will in turn require knowledge and experience in technology, IT and production.
Finance /Accounting	Knowledge and experience in finance and accounting will be required to realize accurate financial reporting, development of a resilient corporate structure, and growth investments that contribute to sustainable development and improvement of corporate value.