

Note: This document has been translated from the Japanese original, for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.



June 12, 2025

To All Concerned Parties:

Company name: Japan Airport Terminal Co., Ltd.
Representative: Kazuhito Tanaka, Representative Director and President
(Code: 9706, Prime Market, Tokyo Stock Exchange)
Inquiries: Shigeyuki Taguchi, Senior Managing Executive Officer,
Senior Vice President, Planning & Administration Department
Tel: 03-5757-8000

Notice Regarding Formulation of Recurrence Prevention Measures and Reduction of Executive Compensation

We hereby announce that Japan Airport Terminal Co., Ltd. (“Company”) takes the matters pointed out in the Special Investigation Committee’s investigation report dated May 9, 2025, regarding the issue of inappropriate actions, in violation of the Company’s Basic Compliance Guidelines, related to supplier selection and other processes at one of the Company’s subsidiaries, etc., seriously, and has passed a resolution to take measures to prevent recurrence at the Board of Directors’ meeting held today.

In addition, we are announcing a reduction of executive compensation in order to clarify management responsibilities.

We sincerely apologize for the inconvenience and concern caused to our stakeholders, including our shareholders and investors. Going forward, we will be sure to implement measures to prevent recurrence and make every effort to restore trust.

1. Analysis of Cause

In the Special Investigation Committee’s investigation report, the cause is analyzed as follows:

- (1) lack of compliance awareness among top management and ineffective governance;
- (2) lack of oversight and problems with organizational climate; and
- (3) problem with the current method of nominating executives.

2. Overview of Recurrence Prevention Measures

*Part of the “Notice Concerning Executive Structure Following 81st Ordinary General Meeting of Shareholders” dated May 22, 2025 has been re-posted.

(1) Reorganization of Management Structure

- (i) To recover from the governance failure caused by organizational rigidity, we will reorganize the top management.
- (ii) To ensure oversight over the execution of business and strengthen governance, a majority of the Board of Directors (including directors who are Audit & Supervisory Committee members) will consist of outside directors.
- (iii) To clarify management responsibilities and strengthen corporate governance, we will abolish the post of senior advisor.
- (iv) To build a sound management system, we will abolish directors’ titles.

- (2) **Formulation of a Succession Plan for the Top Executive, Transparency in the Nomination Process, and Review of the Role of the Nomination Advisory Committee**
- (i) To enhance fairness, objectivity, and transparency in the evaluation and decision-making processes, we will appoint a chairperson of the voluntary **Nomination and Compensation Advisory Committee from among the independent outside directors.**
 - (ii) The Nomination Advisory Committee will establish a system in which outside directors can take the lead in discussing the top executive succession plan, the ideal criteria for selecting officers, and transparency in the nomination process, based on the human resources information provided.
- (3) **Enhancement of Oversight Over Top Management**
- (i) To ensure the effectiveness and efficiency of audits on an ongoing basis, such as collaboration with the Audit & Supervisory Committee and the Internal Audit Division, and the regular collection of information and exchange of opinions with internal controllers, internal auditors, and accounting auditors, we will appoint a new full-time Audit & Supervisory Committee member.
 - (ii) To ensure the effectiveness of audits by the Audit & Supervisory Committee, we will establish the new “Audit & Supervisory Committee Office and transfer secretariat functions from the Audit Office.
 - * We will assign employees who have ensured their independence from persons in charge of carrying out business relating to personnel transfers, evaluations, and other matters, and directors other than Audit & Supervisory Committee members, and these employees are authorized to collect necessary information at the direction of the Audit & Supervisory Committee.
 - (iii) Part-time Audit & Supervisory Board members of group companies are assigned to the Audit & Supervisory Committee Office to share relevant information and receive support related to operations.
 - (iv) To strengthen the effectiveness of the group audit function relating to the internal control system, we will appoint an officer in charge of internal control and internal audits.
- (4) **Reform of Organizational Climate**
- (i) We will establish a **Legal & Compliance Office** that is independent from our organization and is responsible for the compliance of the entire group, and will work on appropriate responses and resolutions through a system that is independent from management, in collaboration with the Audit and Supervisory Committee and a independent law firm (not our retained law firm) (“Outside Law Firm”).
 - (ii) We will establish an internal compliance whistleblower hotline in the **Legal & Compliance Office** that allows employees to report and consult directly on important matters related to compliance, in accordance with the Whistleblower Protection Act.
 - (iii) From the perspective of psychological safety, we will establish an external compliance whistleblower hotline at the Outside Law Firm that whistleblowers are able to use with peace of mind.
 - (iv) We will establish a mechanism that allows compliance issues caused by directors and executive officers to be reported directly to outside directors who serve as Audit & Supervisory Committee members and who have high levels of independence.
 - (v) We will establish a system for reporting to the Audit & Supervisory Committee on the operational status of the group-wide whistleblowing system in a timely and appropriate manner.
 - (vi) If a violation of laws or regulations is discovered at a group company, we will rebuild the reporting system so that prompt reports can be made to the Company’s Board of Directors and related divisions.
 - (vii) We will clarify the process for handling situations after receiving a report (responses to whistleblowers, collaboration with lawyers, and other procedures), and will

establish a hotline that is available to external business partners and make them aware of this.

(5) Establishment of a Management Improvement Committee

We will establish a new Management Improvement Committee, for which Recurrence Prevention Measures will be a driving force for effective, functional internal oversight and the restoration of social trust, rather than merely a formality for temporary “external appeal”:

- (i) Ensuring the effectiveness of Recurrence Prevention Measures and promoting them
We will conduct multifaceted verification of effectiveness and express opinions to management (president).
- (ii) Continuing improvement of business conditions
We will report to management (president) on specific countermeasures based on investigation and analysis of business conditions and the results of screenings in response to inquiries from each division.
- (iii) Engaging in dialogue and creating trust between employees and management
The committee will consist of outside directors, inside directors, executive officers, and employees, and will be responsible for providing opportunities for dialogue and building trusting relationships between employees and management.

(6) Establishment of a Corporate Governance Committee

To build a sound and highly transparent governance system, in addition to the current committee, which specializes in nominations and compensation, we will establish a new voluntary committee to discuss the following matters related to corporate governance:

- (i) Evaluation of conformity with the Basic Policy on Corporate Governance
For purposes of enhancing corporate governance on an ongoing basis, committee members, mainly independent outside directors, will evaluate the status of conformity with the Basic Policy on Corporate Governance, discuss ways to enhance effectiveness, and make recommendations to the Board of Directors.
- (ii) Evaluation and improvement of the effectiveness of the Board of Directors
The committee will evaluate the effectiveness of the Board of Directors, discuss countermeasures in cooperation with the Nomination Advisory Committee and Compensation Advisory Committee, and make recommendations to the Board of Directors.

(7) Continuous Monitoring

- (i) The Audit & Supervisory Committee will conduct periodic reviews of the degree of achievement, effectiveness, and satisfaction of employees with respect to each measurement.

3. Reduction of Executive Compensation

To clarify management responsibilities in relation to this incident, we will reduce the executive compensation as follows.

Representative Director and President	Kazuhito Tanaka	Reduct 50% of monthly compensation (one month) Reduct 50% of bonuses (for FY 2024)
Representative Director, Executive Vice President, and Executive Officer	Hiroshi Onishi	Reduct 50% of monthly compensation (one month) Reduct 50% of bonuses (for FY 2024)
Senior Managing Director and Executive Officer	Yoko Koyama Takeshi Fujino	Reduct 30% of monthly compensation (one month) Reduct 50% of bonuses (for FY 2024)

Managing Director and Executive Officer	Keishi Matsuda	Reduct30% of monthly compensation (one month) Reduct 50% of bonuses (for FY 2024)
Director and Executive Officer	Hisayasu Suzuki	Reduct 50% of monthly compensation (one month) Reduct 50% of bonuses (for FY 2024)
Outside Director	Keiji Kimura Ichiro Fukuzawa Yukihiro Kawamata Yuji Saito	Reduct 10% of monthly compensation (one month)
Outside Director (Audit & Supervisory Committee member)	Tamaki Kakizaki Ryoko Takeda Kenji Iwasaki	

*The Board of Directors has passed a resolution that Isao Takashiro and Nobuaki Yokota, who resigned on May 9, 2025, will not be paid bonuses (for FY 2024) and retirement bonuses for officers abolished in 2009. Stock compensation for FY 2024 (introduced in 2024) will not be granted because they do not meet the conditions for the grant, in accordance with the share granting regulations.

End