

Information on our corporate governance is provided below.

Basic approach on corporate governance, capital structure, corporate attributes and other basic information

1. Basic approach

Sinanen and our group companies recognize that continuously increasing corporate value by ensuring the transparency and soundness of management and promoting swift decision-making and execution is the basis of corporate governance and see this as an important management issue.

[Reasons for not implementing the principles of the Corporate Governance Code]

The Company respects the purpose of the Corporate Governance Code, and implements all items of the code.

[Disclosure based on the principles of the Corporate Governance Code] Update

(Principle 1.4) Cross-Shareholdings

The Company holds cross-shareholdings for the purpose of strengthening and facilitating business relationships and alliances. Every year, the Board of Directors reviews the economic rationale of major cross-shareholdings of this type from a medium- to long-term perspective to determine whether or not to keep them.

Additionally, exercising of voting rights with respect to cross-shareholdings is carried out based on a comprehensive consideration of whether the matter will contribute to improving our corporate value and the common benefit of the investee's shareholders.

(Principle 1.7) Transactions between Related Parties

The Company executes all transactions, including those between related parties, in accordance with internal rules, after review by specialized departments such as accounting, taxation, and legal affairs, depending on the size and importance of the transaction, and after obtaining the necessary approval. The Audit/Supervisory Committee has access to the details of the approvals at all times.

Collaborative transactions and transactions with conflicts of interest by Directors shall be submitted to the Board of Directors for approval in advance, in accordance with laws, regulations and internal rules. In particular, transactions involving conflicts of interest by Directors are subject to prior approval by the Audit/Supervisory Committee. In addition, the Company requires Directors to fill out an annual questionnaire on Information on Transactions with Related Parties to gain an understanding of transactions with related parties, and discloses the results in the annual securities report. etc.

(Supplementary Principle 2.4.1) [Ensuring diversity within the company]

The Group is approaching its 100th anniversary in 2027. In order to realize our vision of "Evolution into a comprehensive energy life creation group that contributes to achieving a decarbonized society," it is necessary to mobilize the power of the entire organization, and investment in human resources, the foundation of management, is essential. In 2020, the voluntary actions of our employees have launched corporate culture reforms toward becoming people and organizations that continue to be the choice of customers. Here, we have set forth our organizational vision for the centenary since our founding as "Spiral Up Company—a virtuous cycle of passion and exciting energy." Based on the belief that the essence of culture reform is diversity and inclusion, we are working to build a culture in which employees with diverse values, regardless of nationality, gender, or age, respect and recognize each other and utilize each other's strengths.

■ Appointing female managers

Based on the idea that corporate value is the sum of the market value of employees, we have declared a non-financial goal of "Increase the Market Value of Employees," in our 3rd Medium-Term Management Plan, and within this goal, one of the three targets of particular importance for us is to increase the ratio of women in management positions to 20% by 2027. In order to accelerate the appointment of women to management positions throughout the Group, we are identifying necessary actions to build a pipeline of female managers through understanding the current situation and analyzing issues. We will enhance training opportunities, including individual development, for employees who will assume management positions in the future.

■ Appointment of foreign managers

Although the number of eligible employees is small, we will hire and promote employees according to their aptitude regardless of nationality.

■ Appointment of mid-career hires to management positions

We will promote both new graduates and mid-career hires based on their abilities and aptitude.

Our mid-career hiring is focused on specialized human resources. Going forward, we will continue to hire the necessary human resources.

We believe that in order to create new value, it is necessary to have flexible ideas that are not bound by conventional values and to incorporate various values held by a diverse range of human resources. We expect that employees with diverse backgrounds working together will have opportunities to create new and unique ideas, and we will strengthen our Group-wide diversity promotion system to create an environment where everyone can work vigorously and in a way suited to each individual.

(Principle 2.6) Roles of Corporate Pension Funds as Asset Owners

The Company has introduced a corporate defined contribution pension plan for the stable asset formation of its employees, and does not fall under the category of asset owner of a corporate pension plan, as it has not adopted a corporate pension plan.

(Principle 3.1) Full Disclosure

(i) Company objectives (e.g., business principles), business strategies and business plans are disclosed on the Company's website.

Management policy: <https://sinanengroup.co.jp/en/company/management/>

Corporate philosophy: <https://sinanengroup.co.jp/en/company/management/philosophy.html>

Medium-term vision: <https://sinanengroup.co.jp/en/company/management/vision.html>

(ii) Basic approach and policy on corporate governance

"2. Matters related to the functions of business execution, audit and supervision, nomination, and determination of remuneration, etc. (overview of the current corporate governance system)" in Section II of this report and "Corporate Governance" on our website (<https://sinanengroup.co.jp/en/sustainability/governance/corporate-governance.html>).

(iii) Board policies and procedures for the Board of Directors to determine the remuneration of the senior management and directors

The Company's internal rules stipulate the remuneration for Directors other than Audit/Supervisory Committee Members, and the remuneration consists of a basic portion, a performance-linked portion, and a stock-based remuneration portion. The Board of Directors resolves each year to pay remuneration in accordance with the regulations, based on the content discussed by the Nominating and Compensation Committee, which is voluntary and not governed by the Companies Act. Remuneration for Audit/Supervisory Committee Members is determined through discussions by the Audit/Supervisory Committee. The remuneration for Audit/Supervisory Committee Members does not include the performance-linked portion or the stock-based remuneration portion.

(iv) Board policies and procedures for the Board of Directors to appoint/dismiss the senior management and nominate Director candidates

The basic policy for the selection of candidates for Directors other than Audit/Supervisory Committee Members is to appoint Directors who are personally familiar with the Group's business and are capable of properly carrying out group management, exhibiting the mentality of our foundational principles: "Shingi," "Shinshu," and "Rakugyo" (keeping our promises, making progress, and feeling joy in our work). The balance of knowledge, experiences and capabilities within the Board of Directors as a whole is taken into account. Our basic policy for selecting candidates for members of the Audit/Supervisory Committee is that they possess the extensive experience and deep knowledge required of Outside Directors or exceptional knowledge in the fields of law and corporate accounting as well as the ability to express fair and objective opinions from an independent standpoint in order to improve our corporate governance.

The voluntary Nominating and Compensation Committee will receive each Director's recommendation concerning the procedures and discuss the matter, then propose the details of their decision to the Board of Directors, who will make a decision about the procedures. In addition, the Company obtains the consent of the Audit/Supervisory Committee for the selection and dismissal of Audit/Supervisory Committee Members. In addition, the voluntary Nominating and Compensation Committee deliberates on the selection and dismissal of Directors and Auditors of the Company and its group companies, and makes proposals to the Board of Directors. In this way, we believe we increase the transparency and objectivity of procedures and contribute to enhancement of corporate governance functions and healthy growth of the Group as a whole.

(v) Explanation of individual selection, dismissal, and nomination when the Board of Directors appoints and dismisses senior management and nominates Directors based on (iv) above

The selection and nomination of candidates for Directors are explained in the "Reference Materials for the General Meeting of Shareholders" in the notice of the convocation of the General Meeting of Shareholders each time. In addition, the convocation notice is posted on the Company's website.

(Supplementary Principle 3.1.3) [Initiatives for sustainability]

(i) Our company's initiatives for sustainability

The Group recognizes that addressing issues related to sustainability is an important element of its management strategy. In May 2022, the Group formulated a Basic Policy on Sustainability based on its management policies, and established a Sustainability Promotion Committee. Furthermore, in setting our non-financial targets for the 3rd Medium-Term Management Plan that began in April 2023, we have made a comprehensive list of social issues that we consider important for the Group and our stakeholders, referring to international guidelines. After verifying the issues on this list in terms of both their importance and urgency based on the Group's mission and values, and after discussions by the management team and a resolution by the Board of Directors, we formulated two non-financial targets for the 3rd Medium-Term Management Plan and these are 1. "Transformation to Business Structure Appropriate to Decarbonized Society" to respond to climate change and 2. "Increase the Market Value of Employees" as part of human capital management. In addition, the same details were declared for the Group's materiality (important issues) as initiatives for sustainability.

For more information on our sustainability initiatives, please refer to the "Sustainability" section of our website (<https://sinanengroup.co.jp/en/sustainability/>).

(ii) Investment in human capital, etc.

In order to realize our organizational vision for the centenary of our founding as "Spiral Up Company—a virtuous cycle of passion and exciting energy," we are promoting culture reform, an activity to promote reform in terms of awareness, behavior, and communication, as well as work style reform, an activity to ensure we continue to be the choice of diverse human resources, in order to achieve autonomous growth of each employee. Based on the idea that corporate value is the sum of the market value of employees, we are advancing initiatives to increase the market value of employees.

One of the measures to accelerate the shift to a stronger management foundation is promoting human resource development and achieving appropriate allocation of human resources.

We regard human resources as one of our most important assets, and believe that the growth of individual employees leads to the growth of the company, i.e., greater employee market value leads to greater corporate value, and we regard employee training as an investment and provide educational opportunities accordingly.

In rolling out specific measures, we have established our Human Resources Development Policy, composed of the following four elements.

(i) Shift from conventional level-specific education to focus on open enrollment education to provide more motivated employees with opportunities for learning

(ii) Develop basic skills as essential education for the Sinanen Holdings Group

(iii) Establish a career support system (CDP* for young employees, internal open enrollment system, etc.)

(iv) Strengthen human resource development through use of pipelines for the stable generation of management human resources

*CDP: Career Development Program

In accordance with this policy, in addition to level-specific education, we offer career support systems, enhanced basic education, and open enrollment education programs.

In addition, as part of work style reform efforts to ensure we continue to be the choice of diverse human resources, we are establishing and expanding necessary systems each year. We will continue to develop systems that will lead to support for autonomous career development by employees.

In business execution, as we continue to make our work easier by enhancing operational efficiency and promoting digitization, we improve job satisfaction by having employees reflect on their own lives and the way they work.

(iii) Investment in intellectual property, including technology, data, and digital applications

We are actively promoting IT-related investments for DX as part of "Improving productivity through measures such as the streamlining and standardization of operations" and "Strengthening the Group management framework" as defined in the overall Group strategy in the 3rd Medium-Term Management Plan. For details of specific initiatives, please refer to the "DX Promotion" page of our website (<https://sinanengroup.co.jp/en/company/management/dx-promotion/>).

(iv) Impact of climate change-related risks and opportunities on the Company's business activities and earnings

In regard to the impact of climate change-related risks and opportunities on the Company's business activities and earnings, we have endorsed and signed the TCFD recommendations and are working to enhance information disclosures in accordance with the recommendations. For more information on our disclosures, please refer to the "Sustainability" section of our website (<https://sinanengroup.co.jp/en/sustainability/>).

(Supplementary Principle 4.1.1) [Scope of delegation to management]

The Board of Directors makes decisions on matters stipulated by laws and regulations, the Articles of Incorporation, and the Regulations of the Board of Directors, as well as matters equivalent thereto, and delegates other matters to the management team in accordance with the resolutions of the Board of Directors and internal rules, thereby clarifying the authority and responsibility of each person.

(Principle 4.9) Criteria for Determining the Independence and Qualifications of Independent Outside Directors

In appointing Independent Outside Directors, the Company considers that they do not have sufficient independence for the Company if they fall under any of the following items in addition to the independence standards set forth by the financial instruments exchanges.

1. A person from the Company and its consolidated subsidiaries (below, the "Group")
2. Major shareholder of the Company (Note 1)
3. Business executors of companies that fall under any of the following
 - Major business partners of the Group (Note 2)
 - Major lenders to the Group (Note 3)
 - Companies, etc. in which the Group owns 10% or more of the shares on a voting right basis
4. Certified public accountants belonging to the auditing firm which is the Accounting Auditor of the Group
5. Consultants, accountants, tax accountants, attorneys at law, judicial scriveners, patent attorneys, and other professionals who receive a large amount (Note 4) of money or other assets from the Group
6. Business executors of other companies with which the outside officers have a mutual relationship of appointment (Note 5)
7. Notwithstanding the provisions of the preceding paragraph, any other person who is deemed to have special reasons that may cause a conflict of interest with the Company

(Note 1) A major shareholder is a shareholder who owns 5% or more of the Company's voting rights as of the end of the fiscal year under his or her own name or that of another person. If the major shareholder is a corporation, partnership, or other organization, the person in charge of operations belonging to the organization.

(Note 2) Major business partner means a customer or supplier of the Group's products, etc., whose annual transaction amount exceeds 2% of the Company's consolidated net sales or the consolidated net sales of the counterparty.

(Note 3) Major lender means a financial institution from which the Group borrows and whose balance of borrowings exceeds 2% of the total consolidated assets of the Company or the total consolidated assets of the relevant financial institution at the end of the fiscal year.

(Note 4) Large amount is defined as follows, depending on the involvement of the relevant expert in the provision of services.

- In the case that the relevant expert provides services to the Group as an individual, the amount of consideration received from the Group (excluding Officer compensation) exceeding 10 million yen per year is considered a large amount.
- In the case that a corporation, partnership, or other organization to which the expert belongs provides services to our group, the total amount of consideration received by the organization from the Group shall be considered a large amount if it exceeds 2% of the annual gross income of the organization. However, even if the amount does not exceed 2%, it shall be considered a large amount if the total amount of consideration received by the organization for the services directly provided by the expert exceeds 10 million yen per year.

(Note 5) Relationship means a relationship in which a business executor of the Group is an external officer of another company and an executive officer of that other company is an external officer of the Company.

(Supplementary Principle 4.10.1) [Nominating Committee and Compensation Committee]

The Company shall establish a voluntary Nominating and Compensation Committee (referred to as "the Nominating and Compensation Committee" in this paragraph) not based on the Companies Act that discusses appointment and dismissal of Directors (including Directors who are Audit/Supervisory Committee Members) of the Company and Directors and Auditors of Group companies, and also deliberates on compensation for officers.

The Nominating and Compensation Committee consists of the President and CEO and Independent Outside Directors. The Nominating and Compensation Committee shall have at least three members, and the majority of these members will be Independent Outside Directors. There are currently six members: the President and CEO along with five Independent Outside Directors. The chairperson shall be selected through a mutual vote by the Independent Outside Directors. When selecting a new member, the Nominating and Compensation Committee shall recommend a candidate, and the Board of Directors shall make a decision on whether the member is selected. The term of office of committee members shall be one year for the President and CEO, and two years for Independent Outside Directors. Note that this rule does not stop reappointments. Furthermore, when a committee member retires from the position of Director, they shall also retire as a committee member even if it is during their term of office.

The Nominating and Compensation Committee can resolve to appoint advisors on nomination and compensation based on resolutions when necessary.

The voluntary Nominating and Compensation Committee will receive each Director's recommendation concerning candidates for Directors (including Directors who are Audit/Supervisory Committee Members) of the Company and Directors and Auditors of Group companies, discuss the matter, then propose the details of their decision to the Board of Directors, who will make a decision about the candidates. Note that the consent of the Audit/Supervisory Committee shall be obtained for nominations of candidates for Directors who are Audit/Supervisory Committee Members.

With regard to the remuneration of Directors and Auditors of the Company and its Group companies, based on internal rules, the Nominating and Compensation Committee decides the compensation for Directors who are not Audit/Supervisory Committee Members, and the remuneration of Directors who are Audit/Supervisory Committee Members is proposed by the Nominating and Compensation Committee and decided by the Audit/Supervisory Committee. This enhances the transparency and objectivity of the procedures regarding the nomination of officers and the determination of individual officers' compensation, leading to further enhancement of the corporate governance function. We will continue to strengthen the independence, objectivity and accountability of the Board of Directors and enhance its corporate governance system.

(Supplementary Principle 4.11.1) [Approach to the balance of knowledge, experience and ability, diversity and size of the Board of Directors]

The Company believes that the Board of Directors must be composed of personnel with diverse knowledge, diverse experience, and diverse and advanced capabilities in order to supervise business execution and make important decisions, and appoints directors after discussing the balance of knowledge, experience, and capabilities, diversity, and the appropriate number of Directors.

The current Board of Directors consists of nine members who have a wealth of knowledge and experience in corporate management, including five Independent Outside Directors.

The Company discloses a list of the knowledge, experience, abilities, etc. of Directors using a skills matrix in the agenda item for the election of Directors at the Ordinary General Meeting of Shareholders.

(Supplementary Principle 4.11.2) [Status of concurrent positions of Directors]

The status of important concurrent positions held by Directors (including candidates) is disclosed annually in the notice of convocation of the General Meeting of Shareholders and in the annual securities report.

(Supplementary Principle 4.11.3) [Analysis and evaluation of the effectiveness of the Board of Directors]

The Secretariat of the Board of Directors periodically conducts written questionnaires on the effectiveness of the Board of Directors, which are reported to the Board of Directors and improvements are made as necessary. An outline of the results of the evaluation of the effectiveness of the

Board of Directors is disclosed in the “Corporate Governance” section of the Company’s website.

(Supplementary Principle 4.14.2) [Training policy for Directors]

For director training, we have established an environment that allows active participation in external seminars and training to promote acquisition of the necessary knowledge and understanding of roles and responsibilities.

In addition, for newly elected Directors who are not members of the Audit/Supervisory Committee, we carry out training utilizing internal and external training programs.

(Principle 5.1) Policy for Constructive Dialogue with Shareholders

The Company believes that constructive dialogue with its shareholders and investors contributes to its sustainable growth and improves its corporate value in the medium to long term.

1. To facilitate constructive dialogue with shareholders and investors, the officer in charge of the Finance and IR Department, and the Finance and IR Department have formed a point of contact under the supervision of the President and CEO to respond appropriately to inquiries. The Finance and IR Department is in charge of the planning and execution of specific matters related to dialogue with shareholders and investors and works closely with each division of the Company, including the Corporate Planning Department, the Growth Strategy Department, and operating companies. For information on the status of our IR activities, please refer to “III. 2. IR Activities.”

2. In regard to dialogue and interviews with shareholders and investors, basically either the President and CEO or members of senior management (primarily the officer in charge of the Finance and IR Department) participate in interviews directly. This is to fulfill our accountability as a listed company and to faithfully reflect the knowledge and ideas gained through constructive dialog with shareholders and investors in future management decisions. When engaging in such dialog with shareholders and investors, we do not communicate insider information (material facts that have not been made public) to specific individual on a selective basis.

3. We actively disclose IR information on our website to shareholders and investors to promote a deeper understanding of the Group’s management policies, basic strategies, financial situation, etc. and will continue working on enhancing that information.

Response to Achieve Management That Is Aware of the Capital Cost and Stock Price

Our response to achieve management that is aware of the capital cost and stock price was disclosed in the 3rd Medium-Term Management Plan Explanatory Document announced in May 2023. The Company uses ROE as an important KPI indicator for this management plan, and is implementing a growth strategy to improve profitability while also generating ROE in a stable manner above the cost of shareholders’ equity with the aim of achieving a constant PBR of 1x or higher. For details, please refer to our 3rd Medium-Term Management Plan: Explanatory Document (https://sinanengroup.co.jp/company/upload/Medium-term_management_plan_3rd.pdf).

2. Capital structure

Percentage of shares held by foreigners	Less than 10%
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[Largest shareholders] Update

Name or designation	Number of shares	Percentage (%)
UHPartners2 Co., Ltd.	1,067,900	9.81
UHPartners3 Co., Ltd.	818,200	7.52
SIL, Inc.	815,100	7.49
Hikari Tsushin K.K.	811,900	7.46
Cosmo Oil Marketing Co., Ltd.	789,105	7.25
The Master Trust Bank of Japan, Ltd. (trust account)	681,200	6.26
Meiji Yasuda Life Insurance Company	672,000	6.17
Sinanen Group Customer Stock Ownership Plan	449,116	4.12
Idemitsu Kosan Co., Ltd.	379,128	3.48
Rinnai Corporation	374,419	3.44

Controlling shareholders (excluding the parent company)	-----
Parent company	No

Supplementary descriptions

3. Company attributes

Stock exchange listing and market classification	Tokyo Stock Exchange, Prime Market
Fiscal year end	March
Industry	Wholesale business
Number of (consolidated) employees at the end of the previous fiscal year	1,000 or more
Consolidated net sales for the most recent fiscal year	100 billion yen or more but less than 1 trillion yen
Number of consolidated subsidiaries at the end of the previous fiscal year	10 companies or more but less than 50 companies

4. Guidelines on measures to protect minority shareholders in transactions with controlling shareholders

5. Other special circumstances that may have a significant impact on corporate governance

II Status of management control organization and other corporate governance systems related to management decision-making, execution and supervision

1. Matters related to institutional structure and organizational management, etc.

Form of organization	Company with Audit/Supervisory Committee
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[Directors]

Number of Directors as set forth in articles of incorporation	12
Term of office of Directors as set forth in articles of incorporation	1 year
Chair of Board of Directors	President
Number of Directors Update	11
Status of appointment of Outside Directors	Appointed
Number of Outside Directors Update	7
Number of Outside Directors designated as Independent Officers Update	6

Relationship with the Company (1) Update

Name	Attributes	Relationship with the Company (*)										
		a	b	c	d	e	f	g	h	i	j	k
Hiroyuki Ohashi	People from other companies							○				
Yuichiro Munakata	People from other companies								△			
Ren Shino	Attorney at law											
Nobutaka Murao	Scholar											
Hiroyuki Mitani	People from other companies											
Motoshi Muraoka	People from other companies											
Yoshishige Takenaka	Attorney at law											

* Selections regarding the relationship with the company

* If the person is applicable to each item in the present and recent, "○;" if the person is applicable to each item in the past, "△."

* If a close relative is applicable to each item in the present and recent, "●;" if a close relative is applicable to each item in the past, "▲."

a A person who is a business executor of the listed company or its subsidiary

b A business executor or non-executive director of the parent company of the listed company

c A business executor of a sister company of the listed company

d A person who has the listed company as a major business partner or a business executor of such a person

e A major business partner of the listed company or a business executor of such a business partner

f A consultant, accounting professional, or legal professional who receives a large amount of money or other assets from the listed company in addition to compensation as an officer

g A major shareholder of the listed company (if the major shareholder is a corporation, the business executor of the corporation)

h A business executor (the individual only) of a business partner of the listed company (not falling under any of d, e and f)

i A business executor of an entity with which the listed company has a relationship of mutual appointment of outside officers (the individual only)

j A business executor of a company to which the listed company has made a donation (the individual only)

k Other

Name	Member of Audit/Supervisory Committee	Independent Officer	Supplemental explanation on compliance items	Reason for election
Hiroyuki Ohashi			----	We elected Mr. Ohashi because we determined that his extensive experience in corporate management and broad knowledge with regard to finance can be utilized to improve the Company's corporate governance.
Yuichiro Munakata	○	○	Although Mr. Munakata was formerly a business executor of Ernst & Young ShinNihon LLC, the Company's Accounting Auditor, he has since retired from the role.	We elected Mr. Munakata because we determined that his professional knowledge and abundant experience in accounting and auditing as a certified public accountant as well as his international experience and international perspective through overseas assignments can be utilized to increase our corporate value and the Company's corporate governance.
Ren Shino	○	○	----	We elected Ms. Shino because we determined that his extensive experience and broad knowledge as a lawyer can be utilized to improve the Company's corporate governance.
Nobutaka Muraō	○	○	----	We elected Mr. Muraō, based on the judgment that he can utilize his rich experience and wide range of insight as a financial bureaucrat, news program anchor, and university professor to improve the Company's corporate governance.
Hiroyuki Mitani	○	○	----	We elected Mr. Mitani because we determined that his broad knowledge based on his extensive experience in corporate management and experience in human resources development acquired as a university and business school professor can be utilized to improve the Company's corporate governance.
Motoshi Muraoka	○	○	----	We elected Mr. Muraoka because we determined that his extensive experience and broad knowledge of environmental management strategies, decarbonization consulting, and supporting the overseas expansion of infrastructure projects can be utilized to improve the Company's corporate governance.
Yoshishige Takenaka	○	○	----	We elected Mr. Takenaka because we determined that his extensive experience as a lawyer, as well as his broad insights and experience as an outside director and other roles in other listed companies, can be utilized to improve the Company's corporate governance.

[Audit/Supervisory Committee]

Composition of committee members and attributes of the chairman [Update](#)

	All members (persons)	Full-time members (persons)	Inside Directors (persons)	Outside Directors (persons)	Chairman (chairperson)
Audit/Supervisory Committee	6	1	0	6	Outside Director

Directors and employees to assist the Audit/Supervisory Committee in its duties

Yes

Matters concerning the independence of such Directors and employees from the Executive Directors

- We have established the Audit/Supervisory Committee Office as the Secretariat of the Audit/Supervisory Committee, and an individual associated with the Internal Auditing Department will also serve to assist the duties performed by the Audit/Supervisory Committee.
- Work concerning the assistance of duties performed by the Audit/Supervisory Committee are not subject to the direction and orders of Executive Directors.

Cooperation between the Audit/Supervisory Committee, Accounting Auditor, and Internal Auditing Department

- The Audit/Supervisory Committee and the Internal Auditing Department hold regular meetings to work closely on such matters as exchanging opinions and investigating the development and operation of the internal control system.
- The Internal Auditing Department sends the internal audit plan and audit results to members of the Audit/Supervisory Committee and the Accounting Auditor, so that information is shared on a regular basis.
- Full-time members of the Audit/Supervisory Committee and the Internal Auditing Department attend the Accounting Auditor's audit plan and quarterly review, and the audit result report meeting to receive regular reports from the Accounting Auditor and exchange opinions.

[Voluntary committees]

Voluntary committees equivalent to the Nominating Committee or the Compensation Committee

Yes

Status of establishment of voluntary committees, composition of members, and attributes of the chairman (chairperson) [Update](#)

	Name of the committee	All members (persons)	Full-time members (persons)	Inside Directors (persons)	Outside Directors (persons)	External experts (persons)	Other (persons)	Chairman (chairperson)
Voluntary committees equivalent to the Nominating Committee	Nominating and Compensation Committee	7	0	1	6	0	0	Outside Director
Voluntary committees equivalent to the Compensation Committee	Nominating and Compensation Committee	7	0	1	6	0	0	Outside Director

Supplementary descriptions [Update](#)

- The Nominating and Compensation Committee performs the functions of both the Nominating Committee and the Compensation Committee.
- The committee consists of seven members, including the President and CEO and six Independent Outside Directors, and is chaired by an Outside Director selected by mutual vote.
- The Committee deliberates and makes proposals on the selection and dismissal of the Company's Directors and the Directors and Auditors of Group companies.
- The Committee deliberates on and determines the remuneration of the Company's Directors other than Audit/Supervisory Committee Members and Directors and Auditors of Group companies.
- The secretariat of the committee is located in the Human Resources and General Affairs Department.

[Independent officers]

Number of independent officers [Update](#) 6

Other matters concerning independent officers

All six Company Directors who are Audit/Supervisory Committee Members meet the qualifications for independent officers, and all of the Directors who are Audit/Supervisory Committee Members have been designated as independent officers.

[Incentives]

Status of implementation of measures to provide incentives to Directors

Introduction of performance-linked compensation system, etc.

Supplementary descriptions of applicable items

The Company has introduced the following compensation system for Business Executive Directors other than Audit/Supervisory Committee Members.

- Performance-linked compensation system: In order to raise awareness of the need to improve the Company's performance in each fiscal year, the Company has set consolidated ordinary income as the target performance indicator for a single fiscal year, and the amount calculated in accordance with the degree of achievement of the target value is multiplied by the coefficient that corresponds to the contribution to medium- to long-term performance and then paid every month as performance-linked compensation in addition to the fixed compensation. The reason for selecting consolidated ordinary income as the performance indicator is that the Company believes it is important to improve overall profitability, including not only operating activities but also financial activities.
- Stock based compensation (post-delivery performance-linked share-based compensation) system: The Company has introduced this system to provide incentives for the sustainable enhancement of the Group's corporate value and to promote further value sharing with our shareholders.

Persons to whom stock options are granted

Supplementary descriptions of applicable items

[Remuneration for Directors]

Status of disclosure (of individual Director remuneration)

Individual remuneration is not disclosed

Supplementary descriptions of applicable items

The total amount is disclosed separately for Inside Directors and Outside Directors.

Policy for determining the amount of remuneration or its calculation method Update

Yes

Details of disclosure of policy for determining the amount of remuneration or its calculation method

The Company resolved at the meetings of the Board of Directors held on March 31, 2021 and May 24, 2021 to revise and enact rules and regulations concerning officer compensation, including a policy for determining the details of remuneration, etc. for individual Directors (below, the "decision policy"). The individual remuneration of Directors who are members of the Audit/Supervisory Committee will be determined through consultation with the Audit/Supervisory Committee.

(Outline of the details of the decision policy)

- A) The basic remuneration for the President shall be determined at a competitive level, taking into consideration the levels of other companies in the same industry and public.
- B) The basic remuneration for full-time officers shall be determined by multiplying the base amount by a coefficient determined for each position, with the base amount for the President as the base amount. The determination of the base amount and the coefficients for each position shall be left to the discretion of the Nominating and Compensation Committee.
- C) Remuneration for part-time Directors (excluding Directors who are members of the Audit/Supervisory Committee) shall be determined separately.
- D) The ratio of performance-linked compensation to the total amount of compensation for officers shall be approximately 15%.
- E) The performance-linked compensation for the President shall be determined by calculating the consolidated ordinary income, etc., and this shall be the performance-based amount. The performance-linked compensation for other full-time officers shall be determined by multiplying the performance-based amount by a coefficient determined for each position. The total amount of performance-linked compensation shall not exceed a certain percentage of consolidated ordinary income, etc. The performance-linked compensation for each individual, including the President, will be finally determined by taking into account the contribution to medium- to long-term performance. The determination of the performance-based amount, coefficients for each position, and medium to long-term evaluation shall be left to the discretion of the Nominating and Compensation Committee.
- F) Post-delivery performance-linked share-based compensation is a system that grants the number of the Company's common stock calculated in accordance with the ratio of achievement of the target value of evaluation indicators related to performance during the period determined by the Board of Directors of the Company (two fiscal years beginning April 1, 2024 and ending March 31, 2026) to Directors other than those who are Audit/Supervisory Committee Members as compensation for eligible Directors. Because the evaluation period is still in progress, whether or not to grant shares of common stock of the Company to each eligible Director and the amount of the number of shares to be granted have not been determined.

[Support system for Outside Directors]

We have established the Audit/Supervisory Committee Office to support the Audit/Supervisory Committee Members.

Outside Directors are invited to Board of Director meetings without exception, receive documents in advance, and are provided with explanations and such in advance from the departments submitting proposals, separate to other Directors, concerning particularly important proposals. For important matters concerning management as well as risk management to be reported and discussed by the Board of Directors, Outside Directors receive explanations in advance on a monthly or quarterly basis from the Corporate Planning Department, Internal Control Department and Internal Auditing Department at the Audit/Supervisory Committee, etc.

In addition, full-time Audit/Supervisory Committee Members participate in important meetings, including the Management Meetings, and have access to important management information and are able to express their opinions.

2. Matters related to the functions of business execution, audit and supervision, nomination, and determination of remuneration, etc. (overview of the current corporate governance system)

Business execution is carried out in accordance with laws and regulations, the Articles of Incorporation, as well as the Regulations of the Board of Directors and the Approval Regulations, depending on the importance of the business. The Company has established the Management Meeting as an organization to assist the President and CEO in the execution of business. The Management Meeting consists of Directors who execute business, full-time Audit/Supervisory Committee Members, officers in charge, and persons designated by the President, and discusses management policies and important management matters.

Nominations of candidates for Directors are made by the Board of Directors based on the recommendations of the Representative Director, which are deliberated and proposed by the voluntary Nominating and Compensation Committee. Note that the consent of the Audit/Supervisory Committee is obtained for nominations of candidates for Audit/Supervisory Committee Members.

Officer compensation is determined in accordance with internal rules, compensation for Directors other than Audit/Supervisory Committee Members is determined by the Board of Directors and the voluntary Nominating and Compensation Committee, and compensation for Audit/Supervisory Committee Members is proposed by the voluntary Nominating and Compensation Committee and determined through consultation with the Audit/Supervisory Committee. As a matter of course, the amounts are within the ranges set forth by resolution of the General Meeting of Shareholders.

3. Reasons for selecting the current corporate governance system

In order to respond to changes in the business environment surrounding the Company, the Company has adopted a holding company structure in order to (1) clarify the delegation of authority and responsibility in each business, (2) expedite management decisions, and (3) establish a group management system that enables flexible and agile management.

In addition, the Company has selected a company with an Audit/Supervisory Committee as its organizational design in order to realize strengthening of auditing and supervisory functions and speeding up of decision making, and we believe that these objectives are consistent with the purpose of adopting the holding company system.

In addition to the above, the Company has established a voluntary Nominating and Compensation Committee to enhance the independence and objectivity of the Board of Directors and to further enhance the corporate governance function.

III Status of implementation of measures concerning shareholders and other interested parties

1. Efforts to promote meaningful General Meetings of Shareholders and facilitate the exercise of voting rights

	Supplementary descriptions
Early notice of convening of General Meetings of Shareholders	We make an effort to send out notices of General Meeting of Shareholders before the legally required date to the meetings to facilitate the exercise of voting rights.
Avoidance of days on which many companies hold shareholders meetings	We make an effort to avoid days on which many companies hold shareholders meetings when setting the date for ours.
Electronic exercise of voting rights	We have made it possible to exercise voting rights electronically.
Participation in platform for exercising voting rights electronically and other efforts to improve environment for institutional investors to exercise voting rights	We have adopted a platform for institutional investors to exercise voting rights operated by ICJ, Inc.
Provision of notices of convocation (summaries) in English	The Company posts an English version of the convocation notice on the Tokyo Stock Exchange, the Electronic Proxy Voting Platform (ICJ), and the Company's website on the same day as the Japanese convocation notice.

2. IR activities Update

	Supplementary descriptions	Explanations by representative
Disclosure Policy creation and publishing	The Disclosure Policy has been published on the Group's website. Disclosure Policy: https://sinanengroup.co.jp/en/disclosure-policy/x.html	
Regular IR conferences for individual investors	The Company holds company briefings for individual investors multiple times a year. In addition, we record and distribute financial results briefings held for analysts and institutional investors, and try to ensure fairness in the dissemination of information by providing individual investors with an environment in which they can also watch.	No
Regular IR conferences for analysts and institutional investors	The Company holds financial results briefings for analysts and institutional investors. We also make efforts to communicate with analysts and institutional investors by disclosing financial results presentation materials on the Company's website for quarterly financial results, as well as by visiting institutional investors and responding to individual interviews.	Yes
Publishing of IR material on website	We have established an IR site on our website, where we post not only financial results and financial information, but also explanatory materials for financial results, timely disclosure materials, shareholder newsletters, and various notices. Some of the above material is also provided in English.	
Establishment of IR department (persons in charge)	We have established an IR/SR team within the Finance and IR Department.	
Other	In order to deepen the understanding of our company, we focus on providing information via the Internet, and actively disseminate the details of our initiatives through Group Topics on our website and various SNS.	

3. Efforts related to respect for the stakeholder's perspective Update

	Supplementary descriptions
Provision on respect for stakeholder's perspective within internal rules	The Sinanen Holdings Group Charter of Corporate Conduct stipulates the fulfillment of our corporate social responsibility, which is based on the concept of faith to fulfill our duties in response to the trust of a wide range of people, including stakeholders, as the foundation of our management.
Implementation of environmental conservation and CSR activities	<p>The Sinanen Holdings Group Charter of Corporate Conduct recognizes the importance of the global environment and stipulates that we will actively work to address environmental problems. In addition to addressing environmental issues through our business activities, such as our renewable energy business, in 2020, Sinanen Co., Ltd. launched the "Sinanen Akari-no-Mori Project" for protecting bountiful forests through the use of clean energy. Through the project, we collaborate with municipalities and non-profit organizations on tree planting and forest protection activities in the aim of creating bountiful forests and preventing global warming. At the Group's headquarters office, we are engaged in energy conservation activities, including thorough air conditioning temperature control.</p> <p>Achievements in other CSR activities</p> <p>[Support for cultivation of the next generation]</p> <ul style="list-style-type: none">• Conducting an environmental education program for junior high school students on the theme of energy mix• Giving lessons on antibacterial practices at elementary schools• Holding the "Itsumo Arigato (Thank You) Essay Competition" for elementary school students nationwide <p>[Social/international contribution]</p> <ul style="list-style-type: none">• Support for agriculture-welfare collaboration activities which aim to support the employment of people with disabilities through agriculture• Donating naturally grown rice harvested through agriculture-welfare collaboration activities to organizations working to reduce child poverty• Participation in the "Kids Earth Fund" for children around the world in need of assistance due to illness, conflict, or disaster• Participation in the smile for people project that supports independence of people with disabilities and domestic resource recycling <p>[Regional promotion/environmental conservation]</p> <ul style="list-style-type: none">• Support for the forest maintenance project of the C.W. Nicol Afan Woodland Trust, which aims to conserve the environment and protect biodiversity• Promotion of the SINANEN Akari no Mori Project, through which we sell 100% renewable energy electricity and donate a proportion of the electricity charges to environmental conservation activities• Holding a youth soccer tournament to contribute to the future of children and their local communities• Running a community clean-up walk for the beautification of the community <p>Other specific activities are stated in the Social Contribution Activities section of our website.</p>
Establishment of policy on providing information to stakeholders	The Sinanen Holdings Group Charter of Corporate Conduct stipulates the appropriate disclosure of corporate information.

IV Matters related to internal control systems, etc.

1. Basic policy on internal control system and status of its development Update

1. System to ensure that the execution of duties by directors and employees complies with laws and regulations and the Articles of Incorporation
 - (1) The Company shall establish the Group Charter of Corporate Conduct and Compliance Rules, and make compliance with laws and regulations a prerequisite for all corporate activities of the Group.
 - (2) The Company shall establish the Risk Management and Compliance Committee, chaired by the Chief Compliance Officer, to establish the Group's compliance system.
 - (3) The Chief Compliance Officer shall develop the compliance system, identify problems, give instructions on measures to prevent the recurrence of compliance violations, and conduct training. Particularly important issues shall be discussed by the Risk Management and Compliance Committee and reported to the Board of Directors and the Audit/Supervisory Committee.
 - (4) The Company shall establish an internal consultation service and an external lawyer consultation service as an internal reporting system, and endeavor to secure information related to compliance.
 - (5) The Company recognizes that having relationships with antisocial forces is a violation of compliance and have implemented measures to firmly refuse such dealings as an ongoing priority.
2. System for the storage and management of information related to the execution of duties by Directors
 - (1) The Company shall stipulate the basic matters for document management in its internal rules and appropriately store and manage important information related to the execution of duties by Directors.
 - (2) Directors may access the information in the preceding item at any time.
3. Rules and other systems for managing the risk of loss
 - (1) The Company shall establish internal rules for risk management, clarify the risks involved in the execution of business, and conduct appropriate management in accordance with the risks.
 - (2) In accordance with the organizational rules, each position and organization shall manage risks that arise or are encountered in the course of

operating the company in accordance with the authority and responsibility assigned to them.

(3) In accordance with the Internal Audit Regulations, the Audit Department shall conduct internal audits based on the risk-based audit plan approved by the Board of Directors, and the audit results shall be reported directly to the Board of Directors.

(4) The Company shall conduct an inventory of the risks and risk management status of the Company and its group companies at the Risk Management and Compliance Committee, and propose methods to improve risk management and reduce risks to the President as necessary.

4. System to ensure the efficient execution of duties by Directors

(1) The Board of Directors shall formulate a Medium-Term Management Plan, set priority management targets and budgets for each fiscal year, review monthly business results, and implement improvement measures.

(2) The Board of Directors shall formulate a Medium-Term Management Plan in internal rules and set priority management targets and budgets for each fiscal year.

(3) The Company shall establish a Management Meeting to assist the President in decision-making. The Company shall also establish the Group Management Meeting and other bodies to address management issues of the Group.

(4) The Company shall establish a voluntary Nominating and Compensation Committee to enhance the objectivity and transparency of the procedures for determining the nomination and compensation of directors (including officers of Group companies).

5. System to ensure the appropriateness of business operations of the corporate group consisting of the relevant stock company and its subsidiaries

(1) The Company shall establish rules for the management of operating companies, which require reporting to the Company of important information on Group companies, and shall dispatch Directors to each Group company for appropriate management and supervision.

(2) The Company shall establish common risk management rules and compliance rules for the Group, and the Risk Management and Compliance Committee shall comprehensively manage the risks and compliance of the Group companies.

(3) All officers and employees of the Group companies shall be able to use the internal consultation service and the external lawyer consultation service established by the Company for internal reporting, etc., and shall strive for early detection of compliance violations.

(4) The Company shall prohibit the disadvantageous treatment of any person who has made a report as described in the preceding item on the grounds that such report was made.

(5) The Audit Department shall conduct internal audits to check the appropriateness of operations at the Group companies.

(6) Auditors of Group companies shall share audit results with the Audit Department, and the Audit Department shall report the internal audit results of Group companies to the Audit/Supervisory Committee.

(7) The Company shall improve the operational and financial efficiency of the entire Group by introducing a common accounting management system and cash management system for the Group.

6. Matters related to employees who are requested by the Audit/Supervisory Committee to assist in the performance of their duties

Employees to assist the Audit/Supervisory Committee Members in their duties shall be assigned to the Audit/Supervisory Committee Office and shall perform their duties under the direction of the Audit/Supervisory Committee Members.

7. Matters concerning the independence of the employees set forth in the preceding paragraph from Directors other than the Audit/Supervisory Committee Members and ensuring the effectiveness of the Audit/Supervisory Committee's instructions

(1) Internal audits conducted by the Audit Department in consultation with the Audit/Supervisory Committee are not subject to the direction and orders of directors other than the Audit/Supervisory Committee Members.

8. System for reporting to the Audit/Supervisory Committee by Directors and employees other than Audit/Supervisory Committee Members, and officers and employees of subsidiaries

(1) Directors other than Audit/Supervisory Committee Members and employees shall report the following matters to the Audit/Supervisory Committee.

1) Important matters concerning the monthly management status

2) Important matters concerning risk management

3) Status of internal audits

4) Important matters concerning the assessment of the appropriateness of financial information

5) Status and details of reporting under the whistleblowing system

6) Matters that may cause significant damage to the Group

7) Serious violations of laws, regulations, or the Articles of Incorporation

8) Other important compliance matters

(2) All officers and employees of Group companies may report directly to the Audit/Supervisory Committee if they have a serious concern or discover any material fact related to the above.

(3) The Company shall prohibit the disadvantageous treatment of any person who has made a report as described in the preceding item on the grounds that such report was made.

9. Other systems to ensure that audits by the Audit/Supervisory Committee are conducted effectively

(1) The Audit/Supervisory Committee shall regularly exchange opinions with the President, the Chairman of the Risk Management and Compliance Committee, and the Accounting Auditor.

(2) In the event that an Audit/Supervisory Committee Member makes a request for advance payment or reimbursement of expenses incurred in the performance of his or her duties, the Audit/Supervisory Committee shall comply with such request, unless the expenses incurred are deemed to be unnecessary for the execution of the Audit/Supervisory Committee Member's duties.

10. System to ensure the appropriateness of financial reporting

(1) The Company and its Group companies shall establish accounting rules and other internal rules, and comply with accounting standards and other relevant laws and regulations.

(2) The internal control departments of the Group companies shall share the results of their assessment of the appropriateness of internal control concerning financial reporting with the Audit Department, which shall report the assessment of the Group companies to the President and CEO, the officer in charge of Finance, and the Audit/Supervisory Committee.

2. Basic policy for elimination of antisocial forces and status of its development Update

The Company recognizes that having a relationship with antisocial forces is a violation of compliance, and has placed an ongoing priority on implementing measures to prevent any relationship with antisocial forces.

1. The basic matters concerning the response to antisocial forces are stipulated in the Sinanen Holdings Group's Charter of Corporate Conduct and the Regulations for Handling Antisocial Forces, which clearly stipulate the severance of relations with antisocial forces and establish a system to respond as an organization to unreasonable demands by antisocial forces.

2. We have placed the Legal Affairs Office in charge of our response to unreasonable demands by antisocial forces, etc., and shall

endeavor to build cooperative relationships with specialist external organizations such as the police, Tokyo Center for Removal of Criminal Organizations, and attorneys.

3. We have joined a specialized external group and work to gather information about antisocial forces while putting together a system for taking inquiries and receiving guidance in the event of an incident.

4. Contracts and other agreements entered into by the Group shall stipulate clauses that exclude antisocial forces.

VOthers

1. Introduction of anti-takeover measures

Introduction of anti-takeover measures	No
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Supplementary descriptions of applicable items

2. Other matters related to corporate governance system, etc. Update

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

1. Basic policy on timely disclosure of corporate information

The Company's basic policy is to proactively disclose corporate and financial information from the perspective of timeliness, fairness and accuracy in order to deepen understanding of the Group among shareholders, investors and all other stakeholders, and to disclose information in accordance with laws and regulations and the timely disclosure rules stipulated by the Tokyo Stock Exchange.

2. Internal system for timely disclosure of corporate information

The Company has registered the officer in charge of the Finance and IR Department as the "Information Handling Manager" with the Tokyo Stock Exchange as the person responsible for the management of corporate information and timely disclosure as stipulated in the Timely Disclosure Rules, has designated the Finance and IR Department as the department in charge of timely disclosure, and has established an information control system to consolidate and scrutinize information from the Corporate Planning Department and related departments.

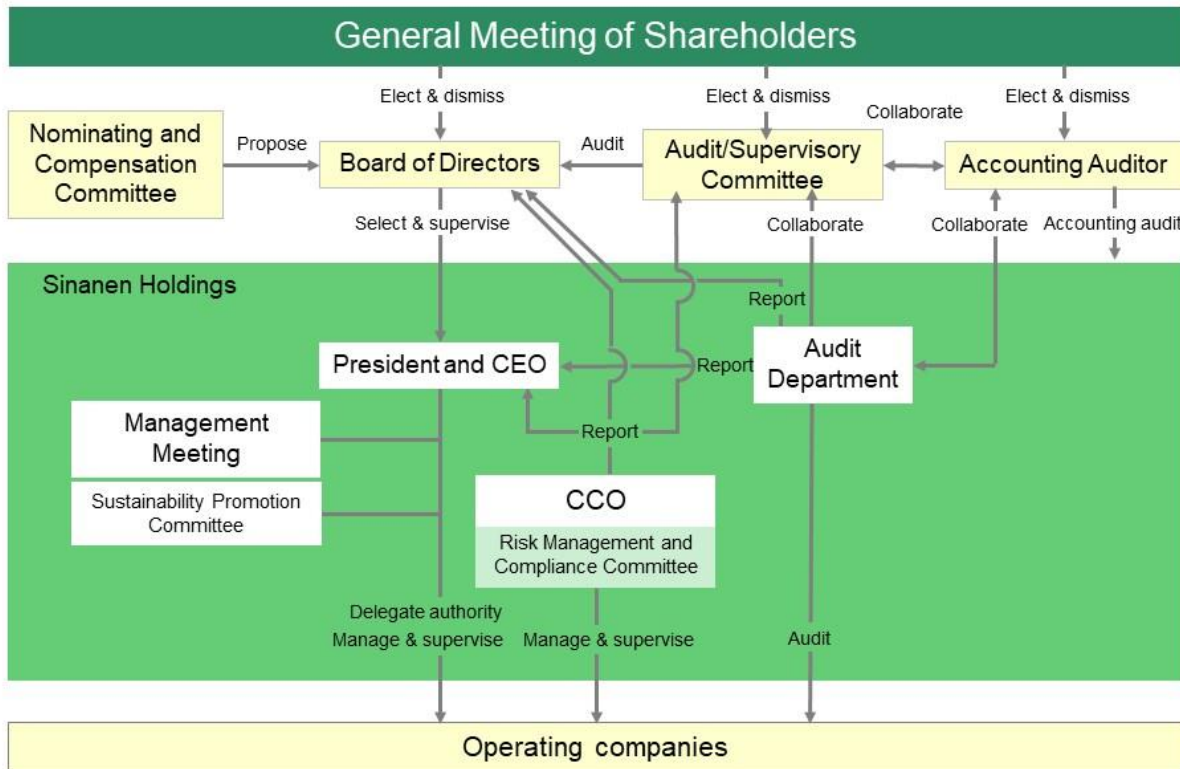
3. Disclosure method

Information that falls under the Timely Disclosure Rules stipulated by the Tokyo Stock Exchange is disclosed through the Timely Disclosure Network (TDnet) provided by the Tokyo Stock Exchange, and the disclosed information is promptly posted on the Company's website to inform shareholders and investors. Information that does not fall under the scope of the Timely Disclosure Rules will also be disclosed by posting it on the Company's website, etc., based on the purpose of the Timely Disclosure Rules, if it has an impact on investment decisions.

4. Group Rules on Timely Disclosure

The Company has established "Internal Information Management Rules" to ensure thoroughness of the prohibition of insider trading and to take all possible measures for information management. In addition, the Company strives to ensure that all employees are familiarized with the relevant regulations through training at personnel orientation upon joining the Company and regular announcements by the department in charge of stock administration.

Corporate Governance System



Outline of Timely Disclosure System Schematic Diagram

