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Japaniace Co., Ltd.

Saburo Nishikawa

Representative Director, Chairman and President

Contact: Administration Division

+81-45-670-7240

Securities code: 9558

<https://jna.co.jp/>

The corporate governance of Japaniace Co., Ltd. (the “Company”) is described below.

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

1. Basic Views

Our basic approach to corporate governance emphasizes “improving transparency and accountability” and “clarifying the division of roles between management oversight and execution”. To improve transparency and accountability, we will strengthen management oversight and monitoring functions from the perspective of Outside Directors, and we will also establish an internal control system for information disclosure and conduct fair and timely information disclosure.

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

The Company complies with all principles of the Corporate Governance Code.

2. Capital Structure

Foreign Shareholding Ratio	Less than 10%
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Status of Major Shareholders

Name or Company Name	Number of Shares Owned	Percentage (%)
West River Co., Ltd.	1,600,000	40.36
Saburo Nishikawa	620,700	15.66
PERSHING SECURITIES LTD CLIENT SAFE CUSTODY ASSET ACCOUNT	153,400	3.87
Ryota Matsushima	119,500	3.01
Akihiro Nishikawa	104,000	2.62
Yu Nishikawa	104,000	2.62
Kayoko Nishikawa	100,000	2.52
INTERACTIVE BROKERS LLC	33,100	0.83
Custody Bank of Japan, Ltd. (Trust Account)	30,800	0.77
Kenichi Maruyama	30,000	0.75

Name of Controlling Shareholder, if applicable (excluding Parent Companies)	Saburo Nishikawa
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Name of Parent Company, if applicable	—
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Supplementary Explanation

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3. Corporate Attributes

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

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

The Company does not conduct transactions with its controlling shareholder and will not plan to do so in the future. However, in case of conducting transactions, the Company will make decisions after sufficient deliberation at the Board of Directors regarding the reason and necessity of the transactions, the transaction conditions, and the appropriateness of the method of determining the conditions, so as not to harm the interests of minority shareholders.

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

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

1. Organizational Composition and Operation

Corporate Governance System	Company with Audit & Supervisory Committee
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Directors

Number of Directors Stipulated in Articles of Incorporation	11
Directors' Term of Office Stipulated in Articles of Incorporation	1
Chairperson of the Board	President
Number of Directors	8
Election of Outside Directors	Elected
Number of Outside Directors	4
Number of Independent Directors	4

Outside Directors' Relationship with the Company (1)

Name	Attributes	Relationship with the Company*										
		a	b	c	d	e	f	g	h	i	j	k
Hidetoshi Osawa	From another company											
Shuhei Sakuno	From another company											
Tatsuya Nagase	From another company											
Michiko Saito	Lawyer											

*Categories for "Relationship with the Company".

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

- Person who executes business for the Company or its subsidiary
- Person who executes business for a non-executive director of the Company's parent company
- Person who executes business for a fellow subsidiary
- Person/entity for which the Company is a major client or a person who executes business for said person/entity
- Major client of the Company or a person who executes business for said client
- Consultant, accounting expert, or legal expert who receives large amounts of cash or other assets from the Company in addition to remuneration as a director/company auditor
- Major shareholder of the Company (in cases where the shareholder is a corporation, a person who executes business for 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 director him/herself only)
- Person who executes business for another company that holds cross-directorships/cross-auditorships with the Company (applies to director him/herself only)
- Person who executes business for an entity receiving donations from the Company (applies to director him/herself only)
- Other

Outside Directors' Relationship with the Company (2)

Name	Membership of Supervisory Committee	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons for Appointment
Hidetoshi Osawa		○	—	<p>Hidetoshi Osawa has been appointed as he has many years of experience in the manufacturing industry, a wide range of contacts, and in-depth knowledge of corporate management, and can be expected to make appropriate recommendations.</p> <p>Hidetoshi Osawa also meets the requirements for independence set out by the Tokyo Stock Exchange, Inc. and it has been judged that there is no risk of a conflict of interest with general shareholders. Therefore, he has been designated as an independent officer.</p>
Shuhei Sakuno	○	○	—	<p>Shuhei Sakuno has been appointed as he possesses extensive experience and broad insight as a Corporate Auditor and is expected to provide appropriate supervision of the Company's management from an objective standpoint. Furthermore, since he meets the independence requirements set forth by the Tokyo Stock Exchange, Inc. and is deemed to have no potential conflict of interest with general shareholders, the Company has designated him as an Independent Officer.</p>
Tatsuya Nagase	○	○	—	<p>Tatsuya Nagase has been appointed as he possesses extensive experience in business management and as a Corporate Auditor in the manufacturing industry, as well as advanced insight into financial accounting, internal control, risk management, and the establishment of internal audit systems. Furthermore, since he meets the independence requirements set forth by the Tokyo Stock Exchange, Inc. and is deemed to have no potential conflict of interest with general shareholders, the Company has designated him as an Independent Officer.</p>
Michiko Saito	○	○	—	<p>Michiko Saito has been appointed as she is a lawyer with specialized legal knowledge and can be expected to make appropriate recommendations.</p> <p>Michiko Saito also meets the requirements for independence set out by the Tokyo Stock Exchange, Inc. and it has been judged that there is no risk of a conflict of interest with general shareholders. Therefore, she has been designated as an independent Director.</p>

Supervisory Committee

Composition of Supervisory Committee and Attributes of the Chairperson

	All Committee Members	Full-time Members	Inside Directors	Outside Directors	Committee Chair
Supervisory Committee	3	0	0	3	Outside Director

Appointment of Directors and/or Staff to Support the Supervisory Committee

Not Appointed

Matters Concerning Independence of Said Directors and/or Staff from Executive Officers/Reasons for Adopting Current System

The Internal Audit Department cooperates in the execution of duties by the Audit & Supervisory Committee, and assists the Committee members in their duties as necessary. When assisting the Audit & Supervisory Committee, the Internal Audit Department shall be subject to the instructions and orders of the Committee and shall not receive instructions or orders from any Directors other than the Audit & Supervisory Committee members. Furthermore, if the Audit & Supervisory Committee deems it necessary to appoint specific Directors or employees to assist in auditing operations, the Committee may designate such individuals.

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

Internal audit personnel coordinate with audits conducted by the Audit & Supervisory Committee as well as with the Accounting Auditor to enhance the efficiency and quality of auditing operations. Furthermore, the Internal Audit Department, the Audit & Supervisory Committee, and the Accounting Auditor hold regular meetings to share information regarding their respective audit plans and results. They also exchange information on audit risks and significant issues to be noted, striving to ensure the implementation of efficient and effective audits.

Voluntary Established Committee(s)

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 Chairperson

	Committee's Name	All Members	Full-time Members	Inside Directors	Outside Directors	Outside Experts	Other	Chairperson
Voluntarily Established Committee Equivalent to Nomination Committee	Nomination and Compensation Committee	3	0	1	2	0	0	Outside Director
Voluntarily Established Committee Equivalent to Remuneration Committee	Nomination and Compensation Committee	3	0	1	2	0	0	Outside Director

Supplementary Explanation

The Nomination and Compensation Committee has been established as a voluntary advisory body to the Board of Directors with the aim of further enhancing the corporate governance system by strengthening the fairness, transparency and objectivity of the procedures for the nomination and compensation of Directors. The Nomination and Compensation Committee is composed of three or more members who are Directors, with the majority of the members being Independent Outside Directors, and the chairperson is an Independent Outside Director.

Matters Concerning Independent Directors

Number of Independent Directors	4
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Other Matters Concerning Independent Directors

The Company has designated all Outside Officers who qualify as Independent Officers as such. Hidetoshi Osawa concurrently serves as an Outside Director of Tokkyokiki Corporation with which the Company has been conducting business since last year. However, the Company has determined that his independence is ensured because the transaction prices are appropriate in light of market prices, and the amount of sales from said company to the Company is less than 0.05% of the Company's net sales, which is considered immaterial.

Incentives

Implementation Status of Measures related to Incentives Granted to Directors

Introduction of Stock Options Scheme

Supplementary Explanation for Applicable Items

The Company grants stock options to Internal Directors and employees with the aim of raising awareness and morale in relation to improving business performance.

Persons Eligible for Stock Options

Inside Directors and Employees

Supplementary Explanation for Applicable Items

The aim is to raise awareness and morale in relation to improving business performance.

Director Remuneration

Status of Disclosure of Individual Director's Remuneration

No Disclosure for any Directors

Supplementary Explanation for Applicable Items

As there is no individual whose total remuneration exceeds ¥100 million, individual disclosure of remuneration is not performed. The remuneration of Directors and Audit & Supervisory Board Members is disclosed in the total amount for each officer category.

Policy on Determining Remuneration Amounts and Calculation Methods

Established

Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods

The amount of remuneration for Directors (excluding Directors who are Audit & Supervisory Committee Members) is determined within the limit of remuneration amount resolved at the General Meeting of Shareholders, in accordance with the duties and performance of each Director (excluding Directors who are Audit & Supervisory Committee Members). In making the determination, the report from the Nomination and Compensation Committee is respected. In addition, the remuneration for Directors who are Audit & Supervisory Committee Members is determined within the limit of remuneration amount resolved at the General Meeting of Shareholders, through consultation among the Directors who are Audit & Supervisory Committee Members.

Support System for Outside Directors

Support for Outside Directors is provided by the Administration Division. In distributing materials for important meetings such as the Board of Directors meeting, we strive to distribute them as early as possible to ensure that there is enough time for thorough consideration, and we also provide advance explanations as necessary.

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

In order to improve the corporate value, the Company has established the following corporate governance system based on the structure of Company with Audit & Supervisory Committee, with the aim of strengthening supervision and auditing by four Outside Directors.

- Directors and Board of Directors

Members: Saburo Nishikawa, Ryota Matsushima, Akihiro Nishikawa, Shinichi Murakami, Hidetoshi Osawa (Outside Director), Shuhei Sakuno (Outside Director), Tatsuya Nagase (Outside Director), Michiko Saito (Outside Director)

The Board of Directors of the Company consists of eight Directors (including three Directors who are Audit & Supervisory Committee Members). By appointing four Outside Directors (including three Directors who are Audit & Supervisory Committee Members), the Company has strengthened the supervisory function over the executive bodies. In principle, the Board of Directors meets at least once a month. As the decision-making body for management, it has the authority to deliberate and decide on statutory matters and important items related to the execution of business, and to supervise the execution of duties by Directors.

- Audit & Supervisory Committee

Members: Shuhei Sakuno (Outside Director), Tatsuya Nagase (Outside Director), Michiko Saito (Outside Director)

The Company is a Company with an Audit & Supervisory Committee, which consists of three Audit & Supervisory Committee Members (all of whom are Outside Audit & Supervisory Committee Members). The Committee audits whether the Company's operations are conducted in a legal and appropriate manner under an adequate internal control system, from the perspectives of compliance, the status of execution of duties based on management policies, and corporate governance.

The Audit & Supervisory Committee holds a meeting once a month in principle.

- Internal Audit Office

The Internal Audit Office conducts regular audits to ensure that each department is operating effectively and appropriately, and to ensure compliance, in accordance with the internal audit regulations. The Internal Audit Office also functions as a key component of the Company's internal control over financial reporting.

- Management Meeting

Members: Saburo Nishikawa, Ryota Matsushima, Akihiro Nishikawa, Shinichi Murakami, Managers of Business Departments, Managers of Business Offices (Department Managers), Manager of Human Resources Department, Manager of General Affairs Department, Manager of Finance and Accounting Department

The Company holds a Management Meeting at least once a month as a decision-making body for business execution, and deliberates and decides on matters related to business execution, as well as deliberating and reporting on agenda items to be submitted to the Board of Directors, progress on business performance, and future business performance forecasts.

- Risk and Compliance Committee

Chairperson: Director in charge of administration

Vice-chairperson: Director in charge of business

Members: Manager of Human Resources Department, Manager of General Affairs Department, Manager of Internal Audit Office, and the managers and members of the relevant departments (as appropriate)

The Company has established the Risk and Compliance Committee, chaired by the Director in charge of administration and composed of executives from relevant departments. This committee is responsible for the thorough dissemination and execution of risk management, including compliance and the identification of risks in business operations.

From the perspective of the Company's social role, in addition to ensuring that the above-mentioned organizations have a checking function over the execution of business operations and respecting compliance, the Company strives to maintain friendly relationships with a diverse range of stakeholders, including not only shareholders but also employees and business partners, by disclosing corporate information in a timely manner.

- Accounting Auditor

The Company has concluded an audit contract with Grant Thornton Taiyo LLC, and timely and appropriate audits are being conducted. In addition, the Company has concluded a limited liability contract with the accounting auditors that limits liability for damages under Article 423, Paragraph 1 of the Companies Act, in accordance with the provisions of Article 427, Paragraph 1 of the same act.

- Nomination and Compensation Committee

Chairperson: Hidetoshi Osawa (Outside Director)

Members: Saburo Nishikawa, Michiko Saito (Outside Audit & Supervisory Committee Member)

The Company has established a voluntary Nomination and Compensation Committee as an advisory body to the Board of Directors in order to enhance the fairness, transparency and objectivity of the procedures for the nomination and compensation of Directors and to improve corporate governance.

3. Reasons for Adoption of Current Corporate Governance System

The Company transitioned to a Company with an Audit & Supervisory Committee following approval at the 26th Annual General Meeting of Shareholders held on February 24, 2026. The primary reasons for this transition are to strengthen the supervisory function of the Board of Directors and to accelerate the decision-making process of the Board of Directors.

III. Implementation of Measures for Shareholders and Other Stakeholders

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

	Supplementary Explanation
Early Posting of Notice of the General Meeting of Shareholders	The Company makes efforts to send the notice of the General Meeting of Shareholders as early as possible to ensure that shareholders have sufficient time to consider the proposals.
Scheduling of the General Meeting of Shareholders on a Non-Peak Day	The fiscal year ends on November 30th of each year, and the Annual General Meeting of Shareholders is usually held in late February.
Electronic Exercise of Voting Rights	The Company has made it possible to exercise voting rights via electronic means, starting from the Annual General Meeting of Shareholders held in February 2026.
Participation in a Platform for the Electronic Exercise of Voting Rights and Other Initiatives to Enhance Environment for Institutional Investors to Exercise Voting Rights	The Company will consider this as a future issue.
Provision of Notice (or Summary of Notice) of the General Meeting of Shareholders in English	The Company provides a summary of the convocation notice in English.

2. Status of IR-related Activities

	Supplementary Explanation	Explanation by a representative director or a representative executive officer
Formulation and Publication of Disclosure Policies	The Company has created a disclosure policy, which is posted on the IR site of the Company's website.	
Regular Investor Briefings held for Individual Investors	The Company plans to hold a briefing session for individual investors with the representative Director.	Held
Regular Investor Briefings held for Analysts and Institutional Investors	Around the time of the announcement of the full-year financial results, a briefing session for analysts and institutional investors is held by the representative Director.	Held
Regular Investor Briefings held for Overseas Investors	The Company will consider this as a future issue.	Not Held
Online Disclosure of IR Information	The Company has created an IR page on its corporate website and post information on financial results and timely disclosure materials, etc.	
Establishment of Department and/or Placement of a Manager in Charge of IR	The department in charge of IR is the Disclosure Committee.	

3. Status of Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanation
Establishment of Internal Rules Stipulating Respect for the Position of Stakeholders	With the aim of achieving fair and appropriate management, the Company has established a “Basic Compliance Policy” that sets out responsible actions towards society, and the Company is working to establish a compliance system and put corporate ethics into practice.
Implementation of Environmental Preservation Activities and CSR Activities, etc.	The Company will consider this as a future issue.
Formulation of Policies, etc. on Provision of Information to Stakeholders	The timely disclosure rules set out the basic policy, requirements and procedures for the disclosure of important information.

IV. Matters Concerning the Internal Control System

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

The Company has established the following basic policy regarding the development of an internal control system.

1. System for ensuring that the execution of duties by Directors and employees complies with laws and regulations and the Articles of Incorporation

In the execution of duties by Directors (excluding Directors who are Audit & Supervisory Committee Members) and employees, the Company shall establish internal regulations regarding the operation of the organization, clarify the decision-making process and results, and establish a system that allows Directors and the Internal Audit Office to inspect the relevant process and results as necessary.

A Risk and Compliance Committee shall be established, with the Director in charge of management as the committee chair, to ensure thorough awareness and implementation of compliance with laws and regulations and the Articles of Incorporation. In addition, to ensure and improve compliance awareness, compliance-related education and training shall be provided to Directors (excluding Directors who are Audit & Supervisory Committee Members) and employees on an ongoing basis.

An Internal Audit Office shall be established under the direct control of the President and Representative Director, and by conducting regular internal audits in accordance with internal audit regulations, the effectiveness of business operations, the reliability of financial reporting, and the status of development and operation of internal controls shall be evaluated, and advice and recommendations for improvement shall be provided.

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

Information related to the execution of duties by Directors (excluding Directors who are Audit & Supervisory Committee Members) shall be recorded in documents or electromagnetic media and stored and managed appropriately in accordance with internal regulations. In addition, Directors shall be able to inspect documents at any time.

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

With regard to the management of risk of loss, the Risk & Compliance Committee shall be the main body for activities, and a risk management system shall be established in accordance with risk management regulations.

In the event of an unforeseen situation, the Company will take prompt action to prevent damage from spreading and minimize any damage that does occur.

4. System for ensuring that the execution of duties by Directors and employees is carried out efficiently

The Board of Directors shall define the duties of Directors (excluding Directors who are Audit & Supervisory Committee Members) and employees, clarify the location of responsibility and authority, and in accordance with the rules on division of duties, rules on authority, and rules on approval, shall aim to speed up decision-making and ensure efficient execution of duties. In addition, the Board of Directors shall formulate business plans and set clear goals, and shall manage progress by comparing monthly financial results to ascertain the status of achievement of business plans, analyze and evaluate the efficiency of operations, and aim to achieve the goals of business activities.

5. System for ensuring the appropriateness of business operations within the corporate group

Currently, there are no subsidiaries, but in the event that any are established in the future, the Company will ensure thorough internal controls throughout the group by preparing regulations for the management of affiliated companies, etc.

6. System for employees to assist Audit & Supervisory Committee Members in the event that they request the placement of such employees, and matters concerning the independence of such employees from Directors (excluding Directors who are Audit & Supervisory Committee Members)

In the event that Audit & Supervisory Committee Members request the placement of employees to assist them in the performance of their duties, the Company will place such employees to assist them in the performance of their duties.

The assistant employees may hold other positions concurrently, but when performing their duties, they shall not receive orders or instructions from Directors (excluding Directors who are Audit & Supervisory Committee Members) or other employees.

7. Systems for Directors (excluding Directors who are Audit & Supervisory Committee Members) and employees to report to Audit & Supervisory Committee and other systems for reporting to Audit & Supervisory Committee

Audit & Supervisory Committee Members may attend important meetings, including Board of Directors meetings, and may ask Directors and employees about the status of business execution and request the disclosure of necessary information.

When asked by an Audit & Supervisory Committee Member to report on business execution, Directors and employees shall promptly provide an appropriate report.

Directors (excluding Directors who are Audit & Supervisory Committee Members) and employees shall promptly report to the Audit & Supervisory Committee Members in the event of any violation of laws or the Articles of Incorporation, or in the event of confirmation of any fact that may have a significant impact on the Company's business or performance. In addition, no person who has reported to the Audit & Supervisory Committee Members shall be treated disadvantageously on the grounds of having made such a report.

8. Other systems to ensure that the audits of Audit & Supervisory Committee Members are carried out effectively

Audit & Supervisory Committee Members hold regular meetings with Directors (excluding Directors who are Audit & Supervisory Committee Members) to hear about the status of operations. They also exchange information closely with the Internal Audit Office and accounting auditors to carry out effective audits.

9. Matters concerning procedures for the advance payment or reimbursement of expenses incurred in the execution of the duties of Audit & Supervisory Committee Members and other policies concerning the handling of expenses or liabilities incurred in the execution of said duties

When an Audit & Supervisory Committee Member makes a request for the advance payment or reimbursement of expenses for the execution of his/her duties, the Company shall promptly process the request, except in cases where the expenses or liabilities pertaining to the request are deemed to be unnecessary for the execution of the duties of the Audit & Supervisory Committee Member.

10. System for ensuring the reliability of financial reporting

In order to ensure the reliability of financial reporting, the Company shall establish an internal control system with the aim of effectively and appropriately submitting internal control reports based on the Financial Instruments and Exchange Act, and shall continuously assess the proper functioning of the system and take necessary corrective measures.

11. Basic Policy and Status of Implementation for Anti-Social Forces

The basic policy is to have no relationship with anti-social forces and to reject any unreasonable demands, and this will be clearly stated in various internal regulations. In addition, if it is discovered that a business partner is an individual, company, or organization involved with these forces, the business relationship will be terminated.

The Administration Division will be positioned as the department in charge of dealing with antisocial forces, and will be responsible for the centralized management and storage of information. In addition, we will establish an education system to ensure that officers and employees comply with the basic policy, and will also establish and publicize measures to prevent damage caused by antisocial forces.

In the event of an unjust demand from an antisocial force, we will work with external specialist organizations such as the police and our legal advisors to establish a cooperative system for dealing with emergencies.

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

The Company's basic policy is to have no relationship with antisocial forces and to reject any unreasonable demands.

The Company has established "Regulations on the Elimination of Antisocial Forces" to eliminate antisocial forces and has established matters related to the development of systems and other measures to eliminate any relationship with antisocial forces. If it is discovered that a business partner is an individual, company, or organization involved with antisocial forces, the Company will terminate the business relationship.

The General Affairs Section of the General Affairs Department is responsible for dealing with antisocial forces and is responsible for the centralized management and storage of information.

The Company has established an education system to ensure that Directors and employees comply with the basic policy and has also established and publicized measures to prevent damage caused by antisocial forces.

In the event of an unjust demand from an antisocial force, the Company will work with external specialist organizations such as the police and our legal advisors to establish a cooperative system for dealing with emergencies.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures

Not Adopted

Supplementary Explanation for Applicable Items

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2. Other Matters Concerning the Corporate Governance System

A flowchart of the Company's corporate governance system and timely disclosure procedures is attached as a reference.



