Provisional translation

Revisions of Japan's Corporate Governance Code and Guidelines for Investor and Company Engagement

The Council of Experts Concerning the Follow-up of Japan's Stewardship Code and Japan's Corporate Governance Code

April ●, 2021

Ⅰ. Introduction

Under the changing environments surrounding business firms triggerd by the COVID-19 pandemic, all companies must recognize challenges and get ahead of the changes for their future growth. To do so, it is important for them to promptly address corporate governance issues, such as to make the board more effective, promote diversity in their core human resources, and pursue sustainability toward their continuous growth and increase of corporate value over the mid- to long-term.

In April 2022, the Tokyo Stock Exchange will shift to a new market segmentation. The Prime Market is expected to be a market attractive to both domestic and global investors, and global investors will be given good investment opportunities in Japan there. Therefore, it is important for companies listed on the Prime Market to advance efforts toward a higher level of corporate governance. It is also important for companies listed on other markets to make efforts to improve their corporate governance to achieve sustainable growth and increase corporate value over the mid- to long-term with the characteristics of each market in consideration.

In order to encourage companies to advance a higher level of governance, in December 2020, the Council of Experts Concerning the Follow-up of Japan's Stewardship Code and Japan's Corporate Governance Code (the "Council") published Opinion Statement No.5 "Board Effectiveness and Ensuring Diversity in the Core Human Resources in Companies for Post-COVID Transformation of Companies" (the "Opinion Statement No.5"). After this publication, the Council discussed and considered issues, such as sustainability, group governance and ensuring confidence of audits. Subsequently, the Council recommended proposals to revise Japan's Corporate Governance Code (the "Code") under the "comply or explain" approach, adding to the contents of Opinion Statement (5) (Please see Appendix 1 for details). In order to further encourage constructive dialogue between companies and institutional investors, the Council has also proposed revisions to the Guidelines for Investor and Company Engagement (the "Guidelines") (Please see Appendix 2 for details; hereinafter referred to as "Revision Drafts" together with the revision draft of the Code.).

Ⅱ. Recommended Revisions to the Code and the Guidelines

The Revision Drafts include issues such as, group governance, ensuring confidence of audits, and the general shareholder meeting, as well as board independence, ensuring diversity in the company's core human resources and managing sustainability related factors. The basic recommendations on the Revision Drafts are as follows.

1. Ensuring Board Independence

As described in Opinion Statement No.5, under non-linear changes in the business environment, the board is required to support and effectively oversee management's prompt and decisive risk-taking as well as making important decisions.

To do so, it is important for companies listed on the Prime Market, where investors could expect to find good investment opportunities in Japan, to appoint enough independent directors to account for at least one-third of the board. Further, if they consider necessary in light of their business environment and business characteristics, etc. companies should consider to appoint enough independent directors to form the majority of the board.

In addition, it is important to ensure that the board as a whole has the skills necessary in light of the mid- to long-term company direction and business strategy. To do so, it is important for companies to identify the skills, etc. that the board should have in light of their business strategies, and then disclose the combination of skills, etc. that each inside and outside director possesses in an appropriate form according to the business environment and business characteristics, etc. for example in the form of a so-called "skills matrix." It is also crucial to include independent directors with management experience* in other companies because independent directors are expected to play a more important role in ensuring that companies anticipate changes in the business environment and reflect them in their business strategies. It is important that these skills, etc. are actually utilized in the duties of each director for board effectiveness.

In addition, it is important to appoint individuals who are capable of fulfilling the role expected of them besides satisfying independence criteria. It is also important for independent directors to be well aware of the expected roles and fulfill them.

In addition, as the CEO plays a central role in management, the appointment and dismissal of the CEO is the most important strategic decision for a company. Based on the point, the existing version of the Code requires companies to establish independent advisory committees, such as a nomination committee and a remuneration committee. However, despite the fact that ensuring the independence of the committees is one of the important factors for it to fulfill its expected functions, it has been pointed out that it may not be sufficient at present, and that it is important to further enhance its independence in comparison with other countries.

Accordingly, from the perspective of making the board more effective, it is important for companies listed on the Prime Market to establish a nomination committee and a remuneration committee that are comprised of a majority of independent directors.

In addition, it is desirable that the nomination committee is involved in the nomination and succession planning of - not only the CEO- but also directors, and the remuneration committee should ensure the development of a

* These directors does not mean only those with the experience of CEO, etc.

remuneration system that is consistent with business strategy. However, it has been pointed out that, in many cases, disclosure is insufficient on what roles and powers such committees have been given and what activities they perform. In light of these comments, it is important to clarify the mandates and powers of the nomination committee and the remuneration committee to improve the transparency of the board related to nomination and remuneration.

With regard to CEOs and directors, it is important not only that appropriate processes are in place at the time of nomination but also that the effectiveness of the board, individual directors and board committees are periodically evaluated.

Further, from the viewpoint of absorbing management analysis and opinions from the perspective of capital providers and stimulating a healthy entrepreneurial spirit for sustainable growth, it is important for directors including independent directors to understand and recognize the perspective of institutional investors through dialogue. However, it has been pointed out that constructive dialogue with independent directors is not sufficiently advanced. In order to ensure appropriate response to any shareholder concerns by attendees of dialogue, it is important to take appropriate measures, such as appointing a lead independent director.

Furthermore, it is important to ensure the effectiveness of overseeing management by the board through the appointment of an independent director as the chairperson, if it is considered to be necessary in light of a company's governance structure. It is expected that this point will be further considered through dialogue with institutional investors.

2. Promoting Diversity in Core Human Resources

For a company to lead the non-linear changes brought about by the COVID-19 pandemic and achieve new growth, a diversity of perspectives and values is required, not only in the board, but also in management. Besides fully recognizing the business environment surrounding companies in Japan, it is very important to build a system to ensure diversity in terms of gender, internationality, work experience, age, etc. at the middle managerial level, which supports the top management and board, and to ensure that these core human resources gain experience and eventually are appointed as the top management and directors. The board is expected to promote and oversee such efforts in a proactive manner in order to ensure diversity.

Accordingly, it is important that companies should present their policies and voluntary measurable goals for ensuring diversity in core human resources, such as the promotion of women, foreign nationals and midcareer hires to middle managerial positions, as well as disclosing their status. Companies should also present their policies for human resource development and internal environment development to ensure diversity, as well as the status of their implementation. It is also important that companies disclose their policies for

human resource development and internal environment development to ensure diversity, as well as the status of their implementation.

3. Attention to Sustainability and ESG

With the aim of increasing corporate value over the mid- to long-term, it is becoming increasingly important to positively and proactively address factors related to sustainability (including environmental, social and governance factors), not only as a risk, but also as earning opportunities. In terms of sustainability, there has been a growing focus on environmental elements, and recently the importance of social elements, such as investment in human capital, has also been emphasized. It has also been pointed out that it is desirable to advance more effective efforts with regard to intellectual properties in addition to investment in human capital from the perspective of strengthening international competitiveness.

Based on these considerations, it is required for the Board to develop a basic policy for the company's sustainability initiatives in terms of increasing corporate value over the mid- to long-term, and to consider and promote such initiatives on a company-wide basis, including the development of an oversight system such as a committee on sustainability and engagement with stakeholders. Some sustainability related issues are common to all companies, while others may differ depending on the circumstances of each company. It is important for each company to accurately understand its own situation and decide on sustainability elements of most relevance to be addressed on a case-by-case basis, in order to ensure a substantive rather than a formulaic response to sustainability.

In addition, and in recognition that investments in human capital and the creation of intellectual property have a significant impact on corporate value when allocating management resources for sustainable corporate growth, it is necessary to effectively supervise the allocation of management resources such as investments in human capital and intellectual property to ensure their contribution to company's sustainable growth.

Further, from the perspective of promoting constructive engagement on sustainability between investors and companies, it is important to disclose information on sustainability. In particular, the Taskforce for Climate-related Financial Disclosures (TCFD) recommendations is currently an internationally well-established disclosure framework for climate change. In addition, the IFRS Foundation, the body that sets International Financial Reporting Standards (IFRS), is in the process of developing a unified disclosure framework for sustainability, including climate change, while taking into accout the TCFD recommendations.

Japan is expected to actively participate in this initiative to develop a comparable and consistent disclosure framework for climate change. When the IFRS Foundation develops a unified framework for sustainability disclosure based on the TCFD recommendations, it is expected that the framework will be equivalent to the TCFD recommendations. Also, it will be important to provide

specific information on investments in human capital and intellectual property to increase corporate value over the mid- to long- term.

With respect to such investments toward the future, it is essential to ensure the implementation of sustainable management and investment strategies by securing sufficient operating cash flow to support the execution of investment strategies.

4. Other Individual Items

(1) Group Governance

With regard to group governance, it has been pointed out that it is important to develop governance systems to protect minority shareholders of listed subsidiaries, such as by strengthening their governance systems, in light of recent discussions on the nature of group-based magement.

A controlling shareholder should respect the interests of the company and the common interests of shareholders, and should not treat minority shareholders unfairly. Accordingly, in companies with a controlling shareholder, it is required to protect minority shareholders through measures such as the realization of a higher level of independence in the composition of the board, or deliberations and reviews by an independent special committee for material transactions and actions that conflict with the interests of controlling shareholders and minority shareholders (e.g., direct transactions between a parent company and its subsidiary, business transfers or business adjustments between a parent company and its subsidiary, and a parent company squeezing out minority shareholders). It is also important for companies to take measures in order to ensure the protection of the common interests of the company and independence of the board from the controlling shareholder in terms of the ratio of independent directors and the mechanism for their appointment. In addition, it is desirable that not only companies with controlling shareholders but also companies that have a major shareholder having a similar level of control (quasi-controlling shareholders) will take measures based on the Revision Drafts.

(2) Ensuring Confidence in Audits, Internal Control and Risk Management

Ensuring confidence in audits is important as a basis for achieving mid- to long-term increase in corporate value. In particular, in “Recommended Directions for Further Promotion of Corporate Governance Reform” (Opinion Statement No. 4 of the Council of Experts Concerning the Follow-up of Japan’s Stewardship Code and Japan’s Corporate Governance Code” published in April 2019), it is pointed out that the internal audit department is under the control and supervision of the CEO in most companies, and that the oversight function of the department has not been fully performed in cases where senior management has been involved in dishonest practices.

In light of these points, it is important for companies to ensure coordination between the internal audit department, directors and *kansayaku* by establishing

processes where the internal audit department directly reports to the board, audit committees and the *kansayaku* board. In addition, in order to ensure the effectiveness of the operation of the whistle-blowing system, it is also important that the disclosure and explanation of the whistleblowing system and the results of operation related to whistle-blowing are easy to understand in order to ensure the effectiveness of the whistle-blowing system.

With regard to internal control and risk management, the board is required to develop an appropriate internal control and risk management system. In this context, there are comments to the importance of the perspective that the board should appropriately determine and assess the risks assumed by the company from a viewpoint of increasing corporate value. There are also comments to the importance of the board being more aware of internal control and risk management as governance issues and handling them. Further, for companies operating as a group, there are comments to the importance of making actions from the perspective of the group company level.

Therefore, it is important for the board to supervise the establishment and operation of effective internal control, enterprise risk management and whistle-blowing systems, including on the entire group basis. Considering the importance of such a system, it is also important to ensure that the necessary resources are allocated in the establishment and operation of the system.

Furthermore, in order to ensure the reliability of audits, it is important that *kansayaku* make appropriate judgments from an independent and objective standpoint. From this perspective, it is important that *kansayaku* are appointed through appropriate procedures, including the consent of the *kansayaku* board.

(3) General Shareholder Meetings Related Matters

In order to make the entire decision-making process at general shareholder meetings constructive and substantive, companies are required to take appropriate measures to ensure the exercise of shareholder rights, and to enhance the provision of information.

To this end, it is important for companies listed on the Prime Market to disclose necessary information in English and make available the Electronic Voting Platform.

It is also desirable that consideration be given to the early disclosure of materials for shareholder meeting electronically in a medium that is convenient for shareholders, and to the setting of the date of the general shareholder meeting and any associated dates in light of such factors as securing sufficient time for closing and auditing. In this regard, it is important to encourage companies that are considering changing their record dates to do so. In addition, it would contribute to constructive dialogue with investors if the results of the analysis of causes and the results of consideration of responses to company-proposed proposals that received a significant number of negative votes at a general shareholder meeting are explained in an easy-to-understand manner

during dialogue with institutional investors, and if annual securities reports are disclosed before the general shareholder meeting. Further, when holding a general shareholder meeting virtually from the perspective of ensuring opportunities for shareholders to attend and participate, it is important to ensure transparency and fairness besides giving consideration to the interests of shareholders in the operation of the meeting.

(4) Major Issues other than the Above

As the COVID-19 disaster accelerates changes in the environment surrounding companies and the increases uncertainty, it will be more necessary to allocate management resources, including the examination of business portfolio based on the cost of capital for each business segment.

Therefore, the board (or the board of the group headquarters in the case of a company with group management) is required to determine and review the basic policies regarding the business portfolio in a timely and appropriate manner, and to explain the policies and the status of reviews in specific and easy-to-understand manner in a way that will deepen shareholders' understanding. In addition, when companies with group management explain their approach and policies regarding group management, it is important to make such explanation specific and easy-to-understand.

While further reduction of cross-shareholdings is also an issue, enhanced disclosure of methods for examining the holding effects of cross shareholdings† would contribute to dialogue with institutional investors, and it is desirable to fully take into account the perspective of the common interests of shareholders in such examination, for example, through effective involvement of independent directors.

With regard to the relationship between pension fund beneficiaries and the pension fund sponsor, it is important that the sponsor avoids interfering with the investment decisions for the interests of the beneficiaries.

Further, given that *kansayaku*, as well as directors, have a fiduciary responsibility to shareholders, they should have a basic position to engage in dialogue with shareholders to the extent reasonable, taking into account their requests and interests, in order to contribute to the sustainable growth of the company and the increase of corporate value over the mid-to long-term.

Ⅲ. Implementation of the Revision of the Code

In April 2022, the Tokyo Stock Exchange will put its new market segmentation in force. Among the principles and supplementary principles of the revised Code, there are items that apply to companies listed on the Prime Market, items that

† Cross-shareholdings include shares that are not directly held by a company but in practice are under the company’s control, such as shares held in trust for retirement benefit trusts.

apply to companies listed on other markets, and items that apply to both of them following the new market segmentation.

Companies are expected to submit their corporate governance reports reflecting the revised Code by December this year at the latest. In addition, with respect to the principles that apply only to companies listed on the Prime Market, time may be needed for preparation, so that it is conceivable for companies to be asked to submit their corporate governance reports reflecting the revised principles in the timing soon after the conclusion of their general shareholder meetings that will take place after April 2022. The Tokyo Stock Exchange is expected to consider the more specific timing of the submission of the reports.

It is desirable that companies listed on other markets also take voluntary initiatives to improve their governance by using the Code items for companies listed on the Prime Market as a reference.

Furthermore, for companies listed on the Growth Market, in addition to ensuring that the Code's general principles apply as a comply-or-explain norm, it is desirable that such companies take voluntary initiatives to improve their governance by using the Code's principles and supplementary principles as a reference, depending on their situations.

While the revision draft of the Code has been made bearing in mind the companies listed on the Tokyo Stock Exchange, other stock exchanges are expected to consider their version for their markets based on the revision draft, taking into account the characteristics of each elevant market.

IV. Conclusion

The Council anticipates that the Tokyo Stock Exchange will make revisions of the Code promprtly, and the Financial Services Agency will make revisions of the Guidelines for Investor and Company Engagement, following the Revision Drafts.

The Council expects that, as a response to the revised Code, parties in the private sector will take measures in substance, and not in form, consistent with the purpose of revisions.

[End]

Appendix 1

Provisional translation

Japan's Corporate Governance Code

Seeking Sustainable Corporate Growth and Increased Corporate Value over the Mid- to Long-Term

(Draft Revision)

Japan's Corporate Governance Code

In this Corporate Governance Code, "corporate governance" means a structure for transparent, fair, timely and decisive decision-making by companies, with due attention to the needs and perspectives of shareholders and also customers, employees and local communities.

This Corporate Governance Code establishes fundamental principles for effective corporate governance at listed companies in Japan. It is expected that the Code's appropriate implementation will contribute to the development and success of companies, investors and the Japanese economy as a whole through individual companies' self-motivated actions so as to achieve sustainable growth and increase corporate value over the mid- to long-term.

General Principles

Securing the Rights and Equal Treatment of Shareholders

1. Companies should take appropriate measures to fully secure shareholder rights and develop an environment in which shareholders can exercise their rights appropriately and effectively.

   In addition, companies should secure effective equal treatment of shareholders.

   Given their particular sensitivities, adequate consideration should be given to the issues and concerns of minority shareholders and foreign shareholders for the effective exercise of shareholder rights and effective equal treatment of shareholders.

Appropriate Cooperation with Stakeholders Other Than Shareholders

2. Companies should fully recognize that their sustainable growth and the creation of mid- to long-term corporate value are brought as a result of the provision of resources and contributions made by a range of stakeholders, including employees, customers, business partners, creditors and local communities. As such, companies should endeavor to appropriately cooperate with these stakeholders.

   The board and the management should exercise their leadership in establishing a corporate culture where the rights and positions of stakeholders are respected and sound business ethics are ensured.

Ensuring Appropriate Information Disclosure and Transparency

3. Companies should appropriately make information disclosure in compliance with the relevant laws and regulations, but should also strive to actively provide information beyond that required by law. This includes both financial information, such as financial standing and operating results, and non-financial information, such as business strategies and business issues, risk, and governance.

   The board should recognize that disclosed information will serve as the basis for constructive dialogue with shareholders, and therefore ensure that such information, particularly non-financial information, is accurate, clear and useful.

Responsibilities of the Board

4. Given its fiduciary responsibility and accountability to shareholders, in order to promote sustainable corporate growth and the increase of corporate value over the mid- to long-term and enhance earnings power and capital efficiency, the board should appropriately fulfill its roles and responsibilities, including:

   (1) Setting the broad direction of corporate strategy;
   (2) Establishing an environment where appropriate risk-taking by the senior management is supported; and
   (3) Carrying out effective oversight of directors and the management (including *shikkoyaku* and so-called *shikkoyakuin*) from an independent and objective standpoint.

   Such roles and responsibilities should be equally and appropriately fulfilled regardless of the form of corporate organization – i.e., Company with *Kansayaku* Board (where a part of these roles and responsibilities are performed by *kansayaku* and the *kansayaku* board), Company with Three Committees (Nomination, Audit and Remuneration), or Company with Supervisory Committee.

Dialogue with Shareholders

5. In order to contribute to sustainable growth and the increase of corporate value over the mid- to long-term, companies should engage in constructive dialogue with shareholders even outside the general shareholder meeting.

   During such dialogue, senior management and directors, including outside directors, should listen to the views of shareholders and pay due attention to their interests and concerns, clearly explain business policies to shareholders in an understandable manner so as to gain their support, and work for developing a balanced understanding of the positions of shareholders and other stakeholders and acting accordingly.

Section 1: Securing the Rights and Equal Treatment of Shareholders

General Principle 1

Companies should take appropriate measures to fully secure shareholder rights and develop an environment in which shareholders can exercise their rights appropriately and effectively.

In addition, companies should secure effective equal treatment of shareholders.

Given their particular sensitivities, adequate consideration should be given to the issues and concerns of minority shareholders and foreign shareholders for the effective exercise of shareholder rights and effective equal treatment of shareholders.

Notes

Companies have various stakeholders, including shareholders. Without appropriate cooperation with these stakeholders, it would be difficult for companies to achieve sustainable growth. Suppliers of capital are an important cornerstone, and shareholders are the primary starting point for corporate governance discipline. Companies should secure appropriate cooperation with shareholders and strive toward the achievement of sustainable growth by fully securing shareholder rights and providing for the smooth exercise thereof.

In addition, the Companies Act requires companies to equally treat shareholders based on the class and number of shares they hold. Gaining broad confidence of shareholders that they receive equal treatment will also contribute to strengthening support from the suppliers of capital.

Principle 1.1 Securing the Rights of Shareholders

Companies should take appropriate measures to fully secure shareholder rights, including voting rights at the general shareholder meeting.

Supplementary Principles

1.1.1 When the board recognizes that a considerable number of votes have been cast against a proposal by the company and the proposal was approved, it should analyze the reasons behind opposing votes and why many shareholders opposed, and should consider the need for shareholder dialogue and other measures.

1.1.2 When proposing to shareholders that certain powers of the general shareholder meeting be delegated to the board, companies should consider whether the board is adequately constituted to fulfill its corporate governance roles and responsibilities. If a company determines that the board is indeed adequately constituted, then it should recognize that such delegation may be desirable from the perspectives of agile decision-making and expertise in business judgment.

1.1.3 Given the importance of shareholder rights, companies should ensure that the exercise of shareholder rights is not impeded. In particular, adequate consideration should be given to the special rights that are recognized for minority shareholders with respect to companies and their officers, including the right to seek an injunction against illegal activities or the right to file a shareholder lawsuit, since the exercise of these rights tend to be prone to issues and concerns.

Principle 1.2 Exercise of Shareholder Rights at General Shareholder Meetings

Companies should recognize that general shareholder meetings are an opportunity for constructive dialogue with shareholders, and should therefore take appropriate measures to ensure the exercise of shareholder rights at such meetings.

Supplementary Principles

1.2.1 Companies should provide accurate information to shareholders as necessary in order to facilitate appropriate decision-making at general shareholder meetings.

1.2.2 While ensuring the accuracy of content, companies should strive to send convening notices for general shareholder meetings early enough to give shareholders sufficient time to consider the agenda. During the period between the board approval of convening the general shareholder meeting and sending the convening notice, information included in the convening notice should be disclosed by electronic means such as through TDnet[1] or on the company's website.

1.2.3 The determination of the date of the general shareholder meeting and any associated dates should be made in consideration of facilitating sufficient constructive dialogue with shareholders and ensuring the accuracy of information necessary for such dialogue.

1.2.4 Bearing in mind the number of institutional and foreign shareholders, companies should take steps for the creation of an infrastructure allowing electronic voting, including the use of the Electronic Voting Platform, and the provision of English translations of the convening notices of general shareholder meeting.
In particular, companies listed on the Prime Market should make the Electronic Voting Platform available, at least to institutional investors.

1.2.5 In order to prepare for cases where institutional investors who hold shares in street name express an interest in advance of the general shareholder meeting in attending the general shareholder meeting or exercising voting rights, companies should work with the trust bank (*shintaku ginko*) and/or custodial institutions to

[1] TDnet: The Tokyo Stock Exchange operates a real-time internet service (Timely Disclosure network) which distributes the information provided by listed companies on a timely basis in accordance with its listing rules.

consider such possibility.

Principle 1.3 Basic Strategy for Capital Policy

Because capital policy may have a significant effect on shareholder returns, companies should explain their basic strategy with respect to their capital policy.

Principle 1.4 Cross-Shareholdings

When companies hold shares of other listed companies as cross-shareholdings[2], they should disclose their policy with respect to doing so, including their policies regarding the reduction of cross-shareholdings. In addition, the board should annually assess whether or not to hold each individual cross-shareholding, specifically examining whether the purpose is appropriate and whether the benefits and risks from each holding cover the company's cost of capital. The results of this assessment should be disclosed.

Companies should establish and disclose specific standards with respect to the voting rights as to their cross-shareholdings, and vote in accordance with the standards.

Supplementary Principles

1.4.1 When cross-shareholders (i.e., shareholders who hold a company's shares for the purpose of cross-shareholding) indicate their intention to sell their shares, companies should not hinder the sale of the cross-held shares by, for instance, implying a possible reduction of business transactions.

1.4.2 Companies should not engage in transactions with cross-shareholders which may harm the interests of the companies or the common interests of their shareholders by, for instance, continuing the transactions without carefully examining the underlying economic rationale.

[2] Cross-shareholding: There are cases where listed companies hold the shares of other listed companies for reasons other than pure investment purposes, for example, to strengthen business relationships. Cross-shareholdings here include not only mutual shareholdings but also unilateral ones.

Principle 1.5 Anti-Takeover Measures

Anti-takeover measures must not have any objective associated with entrenchment of the management or the board. With respect to the adoption or implementation of anti-takeover measures, the board and *kansayaku*[3] should carefully examine their necessity and rationale in light of their fiduciary responsibility to shareholders, ensure appropriate procedures, and provide sufficient explanation to shareholders.

Supplementary Principle

1.5.1 In case of a tender offer, companies should clearly explain the position of the board, including any counteroffers, and should not take measures that would frustrate shareholder rights to sell their shares in response to the tender offer.

Principle 1.6 Capital Policy that May Harm Shareholder Interests

With respect to a company's capital policy that results in the change of control or in significant dilution, including share offerings and management buyouts, the board and *kansayaku* should, in order not to unfairly harm the existing shareholders' interests, carefully examine the necessity and rationale from the perspective of their fiduciary responsibility to shareholders, should ensure appropriate procedures, and provide sufficient explanation to shareholders.

Principle 1.7 Related Party Transactions

When a company engages in transactions with its directors or major shareholders (i.e., related party transactions), in order to ensure that such transactions do not harm the interests of the company or the common interests of its shareholders and prevent any concerns with respect to such harm, the board should establish appropriate procedures beforehand in proportion to the importance and characteristics of the transaction. In addition to their use by the board in approving and monitoring such transactions, these procedures should be disclosed.

[3] *Kansayaku*: See Notes to the General Principle 4.

Section 2: Appropriate Cooperation with Stakeholders Other Than Shareholders

General Principle 2

Companies should fully recognize that their sustainable growth and the creation of mid- to long-term corporate value are brought about as a result of the provision of resources and contributions made by a range of stakeholders, including employees, customers, business partners, creditors and local communities. As such, companies should endeavor to appropriately cooperate with these stakeholders.

The board and the management should exercise their leadership in establishing a corporate culture where the rights and positions of stakeholders are respected and sound business ethics are ensured.

Notes

Companies have a variety of important stakeholders besides shareholders. These stakeholders include internal parties such as employees and external parties such as customers, business partners and creditors. In addition, local communities form the foundation for the on-going business activities of companies. Companies should fully recognize that appropriate cooperation with these stakeholders is indispensable in achieving sustainable growth and increasing corporate value over the mid- to long-term. ~~Given the recent and growing interest in social and environmental problems worldwide, taking positive and proactive measures toward ESG (environmental, social and governance) matters may also be included as part of this cooperation.~~

Moreover, given that the Sustainable Development Goals (SDGs) were adopted at the United Nations Summit and the number of organizations supporting the recommendation of the FSB's Task Force on Climate-related Financial Disclosure (TCFD) has increased, there is a growing awareness that sustainability (mid-to long-term sustainability including ESG factors) is an important management issue from the perspective of increasing mid-to long-term corporate value. In light of this, it is important for Japanese companies to further promote positive and proactive responses to sustainability issues.

The appropriate actions of companies based on the recognition of their stakeholder responsibilities will benefit the entire economy and society, which will in turn contribute to producing further benefits to companies, thereby creating a virtuous cycle.

Principle 2.1 Business Principles as the Foundation of Corporate Value Creation Over the Mid- to Long-Term

Guided by their position concerning social responsibility, companies should undertake their businesses in order to create value for all stakeholders while increasing corporate value over the mid- to long-term. To this end, companies should draft and maintain business principles that will become the basis for such activities.

Principle 2.2 Code of Conduct

Companies should draft and implement a code of conduct for employees in order to express their values with respect to appropriate cooperation with and serving the interests of stakeholders and carrying out sound and ethical business activities. The board should be responsible for drafting and revising the code of conduct, and should ensure its compliance broadly across the organization, including the front line of domestic and global operations.

Supplementary Principle

2.2.1 The board should review regularly (or where appropriate) whether or not the code of conduct is being widely implemented. The review should focus on the substantive assessment of whether the company's corporate culture truly embraces the intent and spirit of the code of conduct, and not solely on the form of implementation and compliance.

Principle 2.3 Sustainability Issues, Including Social and Environmental Matters

Companies should take appropriate measures to address sustainability issues, including social and environmental matters.

Supplementary Principle

2.3.1 ~~With the recognition~~The board should recognize that dealing with sustainability issues, ~~is an important element~~such as taking care of ~~risk management, the board should take appropriate actions to this end. Given the increasing demand~~climate change and ~~interest with~~ other global environmental issues, respect ~~to sustainability issues in recent years, the board~~of human rights, fair and

appropriate treatment of the workforce including caring for their health and working environment, fair and reasonable transactions with suppliers, and crisis management for natural disasters, are important management issues that can lead to earning opportunities as well as risk mitigation, and should further consider addressing these matters positively and proactively~~.~~ in terms of increasing corporate value over the mid-to long-term.

Principle 2.4 Ensuring Diversity, Including Active Participation of Women

Companies should recognize that the existence of diverse perspectives and values reflecting a variety of experiences, skills and characteristics is a strength that supports their sustainable growth. As such, companies should promote diversity of personnel, including the active participation of women.

Supplementary Principle

2.4.1 Companies should present their policies and voluntary and measurable goals for ensuring diversity in the promotion to core human resources, such as the promotion of women, foreign nationals and midcareer hires to middle managerial positions, as well as disclosing their status.
In addition, in light of the importance of human resource strategies for increasing corporate value over the mid-to long-term, companies should present its policies for human resource development and internal environment development to ensure diversity, as well as the status of their implementation.

Principle 2.5 Whistleblowing

Companies should establish an appropriate framework for whistleblowing such that employees can report illegal or inappropriate behavior, disclosures, or any other serious concerns without fear of suffering from disadvantageous treatment. Also, the framework should allow for an objective assessment and appropriate response to the reported issues, and the board should be responsible for both establishing this framework, and ensuring and monitoring its enforcement.

Supplementary Principle

2.5.1 As a part of establishing a framework for whistleblowing, companies should

establish a point of contact that is independent of the management (for example, a panel consisting of outside directors[4] and outside *kansayaku*[5]). In addition, rules should be established to secure the confidentiality of the information provider and prohibit any disadvantageous treatment.

Principle 2.6 Roles of Corporate Pension Funds as Asset Owners

Because the management of corporate pension funds impacts stable asset formation for employees and companies' own financial standing, companies should take and disclose measures to improve human resources and operational practices, such as the recruitment or assignment of qualified persons, in order to increase the investment management expertise of corporate pension funds (including stewardship activities such as monitoring the asset managers of corporate pension funds), thus making sure that corporate pension funds perform their roles as asset owners. Companies should ensure that conflicts of interest which could arise between pension fund beneficiaries and companies are appropriately managed.

[4] Outside director: A director who satisfies certain requirements such as not holding specific positions, including the position of executive director, in the company or its subsidiaries (Article 2, Paragraph 15 of the Companies Act). Furthermore, matters such as not holding a specific position in the parent company or other subsidiaries and not having specific kinship ties with controlling shareholders will be also required for outside directors after the 2014 amendments to the Companies Act.

[5] Outside *kansayaku*: A *kansayaku* who satisfies certain requirements such as not holding specific positions, including the position of director, in the company or its subsidiaries (Article 2, Paragraph 16 of the Companies Act). Furthermore, matters such as not holding a specific position in the parent company or other subsidiaries and not having specific kinship ties with controlling shareholders will be also required for outside *kansayaku* after the 2014 amendments to the Companies Act.

Section 3: Ensuring Appropriate Information Disclosure and Transparency

General Principle 3

Companies should appropriately make information disclosure in compliance with the relevant laws and regulations, but should also strive to actively provide information beyond that required by law. This includes both financial information, such as financial standing and operating results, and non-financial information, such as business strategies and business issues, risk and governance.

The board should recognize that disclosed information will serve as the basis for constructive dialogue with shareholders, and therefore ensure that such information, particularly non-financial information, is accurate, clear and useful.

Notes

Companies are legally required to disclose a wide range of information. The timely and appropriate disclosure of information in accordance with the relevant laws and regulations is essential for investor protection and securing market confidence. The board, *kansayaku*, the *kansayaku* board [6] and external auditors all bear an important responsibility in this regard, starting with the establishment of an appropriate internal control system as to financial information.

Companies should actively strive to provide information other than what is required by laws and regulations.

It has been noted that while the quantitative part of financial statements of Japanese companies conform to a standard format and therefore excel with respect to comparability, non-financial information, such as financial standing, business strategies, risks and ESG (environmental, social and governance) matters, is often boiler-plate and lacking in detail, therefore less valuable. The board should actively commit to ensure that disclosed information, including non-financial information, is as valuable and useful as possible.

Irrespective of whether the disclosed information is required by law, the appropriate provision of information is an effective means to develop a shared awareness and understanding with shareholders and other stakeholders, in particular given that as

[6] *Kansayaku* board: See Notes to the General Principle 4.

outsiders they suffer from information asymmetry. Appropriate information disclosure will also contribute to constructive dialogue based on Japan's Stewardship Code.

Principle 3.1 Full Disclosure

In addition to making information disclosure in compliance with relevant laws and regulations, companies should disclose and proactively provide the information listed below (along with the disclosures specified by the principles of the Code) in order to enhance transparency and fairness in decision-making and ensure effective corporate governance:

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

ii) Basic views and guidelines on corporate governance based on each of the principles of the Code;

iii) Board policies and procedures in determining the remuneration of the senior management and directors;

iv) Board policies and procedures in the appointment/dismissal of the senior management and the nomination of directors and *kansayaku* candidates; and

v) Explanations with respect to the individual appointments/dismissals and nominations based on iv).

Supplementary Principles

3.1.1 These disclosures, including disclosures in compliance with relevant laws and regulations, should add value for investors, and the board should ensure that information is not boiler-plate or lacking in detail.

3.1.2 Bearing in mind the number of foreign shareholders, companies should, to the extent reasonable, take steps for providing English language disclosures.
In particular, companies listed on the Prime Market should disclose and provide necessary information in their disclosure documents in English.

3.1.3 Companies should appropriately disclose their initiatives on sustainability when disclosing their management strategies. They should also provide information on investments in human capital and intellectual properties in an understandable

and specific manner, while being conscious of the consistency with their own management strategies and issues.
In particular, companies listed on the Prime Market should collect and analyze the necessary data on the impact of climate change-related risks and earning opportunities on their business activities and profits, and enhance the quality and quantity of disclosure based on the TCFD recommendations, which are an internationally well-established disclosure framework, or an equivalent framework.

Principle 3.2 External Auditors

External auditors and companies should recognize the responsibility that external auditors owe toward shareholders and investors, and take appropriate steps to secure the proper execution of audits.

Supplementary Principles

3.2.1 The *kansayaku* board should, at minimum, ensure the following:

i) Establish standards for the appropriate selection of external auditor candidates and proper evaluation of external auditors; and

ii) Verify whether external auditors possess necessary independence and expertise to fulfill their responsibilities.

3.2.2 The board and the *kansayaku* board should, at minimum, ensure the following:

i) Give adequate time to ensure high quality audits;

ii) Ensure that external auditors have access, such as via interviews, to the senior management including the CEO and the CFO;

iii) Ensure adequate coordination between external auditors and each of the *kansayaku* (including attendance at the *kansayaku* board meetings), the internal audit department and outside directors; and

iv) Ensure that the company is constituted in the way that it can adequately respond to any misconduct, inadequacies or concerns identified by the external auditors.

Section 4: Responsibilities of the Board

General Principle 4

Given its fiduciary responsibility and accountability to shareholders, in order to promote sustainable corporate growth and the increase of corporate value over the mid- to long-term and enhance earnings power and capital efficiency, the board should appropriately fulfill its roles and responsibilities, including:

(1) Setting the broad direction of corporate strategy;
(2) Establishing an environment where appropriate risk-taking by the senior management is supported; and
(3) Carrying out effective oversight of directors and the management (including *shikkoyaku*[7] and so-called *shikkoyakuin*[8]) from an independent and objective standpoint.

Such roles and responsibilities should be equally and appropriately fulfilled regardless of the form of corporate organization – i.e., Company with *Kansayaku* Board (where a part of these roles and responsibilities are performed by *kansayaku* and the *kansayaku* board), Company with Three Committees (Nomination, Audit and Remuneration) or Company with Supervisory Committee.

Notes

Companies may choose one of three main forms of organizational structure under the Companies Act ~~(Revised in 2014)~~: Company with *Kansayaku* Board, Company with Three Committees (Nomination, Audit and Remuneration), or Company with Supervisory Committee. A Company with *Kansayaku* Board is a system unique to Japan in which certain governance functions are assumed by the board, *kansayaku* and the *kansayaku* board. Under this system, *kansayaku* audit the performance of duties by

[7] *Shikkoyaku*: According to the Companies Act, Companies with Three Committees (Nomination, Audit and Remuneration) must appoint one or more *shikkoyaku* from directors or non-directors by a resolution of the board and delegate business administration to *shikkoyaku*. Also, authority to make certain kinds of business decisions may be delegated to *shikkoyaku*.

[8] *Shikkoyakuin*: There are cases where a Company with *Kansayaku* Board or a Company with Supervisory Committee creates positions with the title of "*shikkoyakuin*" for persons who are delegated by the board a certain range of discretion regarding business administration. Unlike *shikkoyaku* in Companies with Three Committees (Nomination, Audit and Remuneration), *shikkoyakuin* is not a statutory position.

directors and the management and have investigation power by law. Also, to secure both independence and high-level information gathering power, not less than half of *kansayaku,* as appointed at the general shareholder meeting, must be outside *kansayaku*, and at least one full-time *kansayaku* must also be appointed. The latter two forms of organizational structure are similar to companies in other countries where committees are established under the board and assigned certain responsibilities with the aim of strengthening monitoring functions. Irrespective of which form of organizational structure is adopted, what is important is that the various institutions within the company effectively and fully execute their responsibilities through creativity and ingenuity.

One of the major objectives of establishing the Code is to promote transparent, fair, timely and decisive decision-making by Japanese companies. The possibility cannot be ruled out that, due to changes in the external environment or other factors, a decision made by a company ultimately results in losses for the company. In such a circumstance, the reasonableness of the decision-making process at the time of the decision is generally considered an important factor in determining whether or not the management and directors should owe personal liability for damages. The Code includes principles and practices that are expected to contribute to such a reasonable decision-making process, and promote transparency, fairness, timeliness and decisiveness as well.

Controlling shareholders should respect the common interests of the company and its shareholders and should not treat minority shareholders unfairly, and accordingly, companies with a controlling shareholder are required to develop a governance system to protect the interest of minority shareholders.

Principle 4.1 Roles and Responsibilities of the Board (1)

The board should view the establishment of corporate goals (business principles, etc.) and the setting of strategic direction as one major aspect of its roles and responsibilities. It should engage in constructive discussion with respect to specific business strategies and business plans, and ensure that major operational decisions are based on the company's strategic direction.

Supplementary Principles

4.1.1 The board should clearly specify its own decisions as well as both the scope and content of the matters delegated to the management, and disclose a brief summary thereof.

4.1.2 Recognizing that a mid-term business plan (*chuuki keiei keikaku*) is a commitment to shareholders, the board and the senior management should do their best to achieve the plan. Should the company fail to deliver on its mid-term business plan, the reasons underlying the failure of achievement as well as the company's actions should be fully analyzed, an appropriate explanation should be given to shareholders, and analytic findings should be reflected in a plan for the ensuing years.

4.1.3 Based on the company objectives (business principles, etc.) and specific business strategies, the board should proactively engage in the establishment and implementation of a succession plan for the CEO and other top executives and appropriately oversee the systematic development of succession candidates, deploying sufficient time and resources.

Principle 4.2 Roles and Responsibilities of the Board (2)

The board should view the establishment of an environment that supports appropriate risk-taking by the senior management as a major aspect of its roles and responsibilities. It should welcome proposals from the management based on healthy entrepreneurship, fully examine such proposals from an independent and objective standpoint with the aim of securing accountability, and support timely and decisive decision-making by the senior management when approved plans are implemented.

Also, the remuneration of the management should include incentives such that it reflects mid- to long-term business results and potential risks, as well as promotes healthy entrepreneurship.

Supplementary Principle

4.2.1 The board should design management remuneration systems such that they operate as a healthy incentive to generate sustainable growth, and determine actual remuneration amounts appropriately through objective and transparent procedures. The proportion of management remuneration linked to mid- to long-term results and the balance of cash and stock should be set appropriately.

4.2.2 The board should develop a basic policy for the company's sustainability

initiatives from the perspective of increasing corporate value over the mid- to long- term.
In addition, in light of the importance of investments in human capital and intellectual properties, the board should effectively supervise the allocation of management resources, including such investments, and the implementation of business portfolio strategies to ensure that they contribute to the sustainable growth of the company.

Principle 4.3 Roles and Responsibilities of the Board (3)

The board should view the effective oversight of the management and directors from an independent and objective standpoint as a major aspect of its roles and responsibilities. It should appropriately evaluate company performance and reflect the evaluation in its assessment of the senior management.

In addition, the board should engage in oversight activities in order to ensure timely and accurate information disclosure, and should establish appropriate internal control and risk management systems.

Also, the board should appropriately deal with any conflict of interests that may arise between the company and its related parties, including the management and controlling shareholders.

Supplementary Principles

4.3.1 The board should ensure that the appointment and dismissal of the senior management are based on highly transparent and fair procedures via an appropriate evaluation of the company's business results.

4.3.2 Because the appointment/dismissal of the CEO is the most important strategic decision for a company, the board should appoint a qualified CEO through objective, timely, and transparent procedures, deploying sufficient time and resources.

4.3.3 The board should establish objective, timely, and transparent procedures such that a CEO is dismissed when it is determined, via an appropriate evaluation of the company's business results, that the CEO is not adequately fulfilling the CEO's responsibilities.

4.3.4 The establishment of effective internal control and proactive enterprise risk management systems ~~for compliance and financial reporting~~ has the potential ~~of~~ to support~~ing~~ sound risk-taking. The board should ~~place priority on the appropriate establishment of~~appropriately establish such systems ~~and~~on an enterprise basis and oversee the operational status, besides utilizing the ~~oversight of whether they effectively operate, and should not limit itself to the examination of compliance with respect to specific business operations.~~internal audit department.

Principle 4.4 Roles and Responsibilities of *Kansayaku* and the *Kansayaku* Board

Kansayaku and the *kansayaku* board should bear in mind their fiduciary responsibilities to shareholders and make decisions from an independent and objective standpoint when executing their roles and responsibilities including the audit of the performance of directors' duties, appointment and dismissal of *kansayaku* and external auditors, and the determination of auditor remuneration.

Although so-called "defensive functions," such as business and accounting audits, are part of the roles and responsibilities expected of *kansayaku* and the *kansayaku* board, in order to fully perform their duties, it would not be appropriate for *kansayaku* and the *kansayaku* board to interpret the scope of their function too narrowly, and they should positively and proactively exercise their rights and express their views at board meetings and to the management.

Supplementary Principle

4.4.1 Given that not less than half of the *kansayaku* board must be composed of outside *kansayaku* and that at least one full-time *kansayaku* must be appointed in accordance with the Companies Act, the *kansayaku* board should, from the perspective of fully executing its roles and responsibilities, increase its effectiveness through an organizational combination of the independence of the former and the information gathering power of the latter. In addition, *kansayaku* or the *kansayaku* board should secure cooperation with outside directors so that such directors can strengthen their capacity to collect information without having their independence jeopardized.

Principle 4.5 Fiduciary Responsibilities of Directors and *Kansayaku*

With due attention to their fiduciary responsibilities to shareholders, the directors, *kansayaku* and the management of companies should secure the appropriate cooperation with stakeholders and act in the interest of the company and the common interests of its shareholders.

Principle 4.6 Business Execution and Oversight of the Management

In order to ensure effective, independent and objective oversight of the management by the board, companies should consider utilizing directors who are neither involved in business execution nor have close ties with the management.

Principle 4.7 Roles and Responsibilities of Independent Directors

Companies should make effective use of independent directors[9], taking into consideration the expectations listed below with respect to their roles and responsibilities:

i) Provision of advice on business policies and business improvement based on their knowledge and experience with the aim to promote sustainable corporate growth and increase corporate value over the mid- to long-term;

ii) Monitoring of the management through important decision-making at the board including the appointment and dismissal of the senior management;

iii) Monitoring of conflicts of interest between the company and the management or controlling shareholders; and

iv) Appropriately representing the views of minority shareholders and other stakeholders in the boardroom from a standpoint independent of the management and controlling shareholders.

[9] Independent director: The listing rules of securities exchanges provide that the outside directors, as defined in the Companies Act, are independent directors where they satisfy independence criteria of securities exchanges and the company determines that they do not have the possibility of conflicts of interest with its shareholders.

Principle 4.8 Effective Use of Independent Directors

Independent directors should fulfill their roles and responsibilities with the aim of contributing to sustainable growth of companies and increasing corporate value over the mid- to long-term. Companies listed on the Prime Market should therefore appoint at least ~~two~~ one-third of their directors as independent directors (two directors if listed on other markets) that sufficiently have such qualities.

Irrespective of the above, if a company listed on the Prime Market believes it needs to appoint the majority of directors (at least one-third of directors if listed on other markets) as independent directors based on a broad consideration of factors such as the industry, company size, business characteristics, organizational structure and circumstances surrounding the company, it should appoint a sufficient number of independent directors.

Supplementary Principles

4.8.1 In order to actively contribute to discussions at the board, independent directors should endeavor to exchange information and develop a shared awareness among themselves from an independent and objective standpoint. Regular meetings consisting solely of independent directors (executive sessions) would be one way of achieving this.

4.8.2 Independent directors should endeavor to establish a framework for communicating with the management and for cooperating with *kansayaku* or the *kansayaku* board by, for example, appointing the lead independent director from among themselves.

4.8.3 Companies that have a controlling shareholder should either appoint at least one-third of their directors (the majority of directors if listed on the Prime Market) as independent directors who are independent of the controlling shareholder or establish a special committee composed of independent persons including independent director(s) to deliberate and review material transactions or actions that conflict with the interests of the controlling shareholder and minority shareholders.

Principle 4.9 Independence Standards and Qualification for Independent Directors

Boards should establish and disclose independence standards aimed at securing effective independence of independent directors, taking into consideration the independence criteria set by securities exchanges. The board should endeavor to select independent director candidates who are expected to contribute to frank, active and constructive discussions at board meetings.

Principle 4.10 Use of Optional Approach

In adopting the most appropriate organizational structure (as stipulated by the Companies Act) that is suitable for a company's specific characteristics, companies should employ optional approaches, as necessary, to further enhance governance functions.

Supplementary Principle

4.10.1 If the organizational structure of a company is either Company with *Kansayaku* Board or Company with Supervisory Committee and independent directors do not compose a majority of the board, in order to strengthen the independence, objectivity and accountability of board functions on the matters of nomination (including succession plan) and remuneration of the senior management and directors, the company should seek appropriate involvement and advice from ~~independent directors~~the committees, including from the perspective of gender and other diversity and skills, in the examination of such important matters as nominations and remuneration by establishing an independent ~~advisory committees under the board, such as an optional~~[10] nomination committee and ~~an optional~~ remuneration committee under the board, to which ~~independent directors~~such committees make significant contributions.

In particular, companies listed on the Prime Market should basically have the majority of the members of each committee be independent directors, and should disclose the mandates and roles of the committees, as well as the policy regarding the independence of the composition.

[10] ~~If a company is either a Company with *Kansayaku* Board or Company with Supervisory Committee, the company is not required to establish a nomination committee or a remuneration committee by the Companies Act. However, the company may establish such committees on its own initiative.~~

Principle 4.11 Preconditions for Board and *Kansayaku* Board Effectiveness

The board should be well balanced in knowledge, experience and skills in order to fulfill its roles and responsibilities, and it should be constituted in a manner to achieve both diversity, including gender ~~and~~, international experience, work experience and age, and appropriate size. In addition, persons with appropriate experience and skills as well as necessary knowledge on finance, accounting, and the law should be appointed as *kansayaku*. In particular, at least one person who has sufficient expertise on finance and accounting should be appointed as *kansayaku*.

The board should endeavor to improve its function by analyzing and evaluating effectiveness of the board as a whole.

Supplementary Principles

4.11.1 The board should identify the skills, etc. that it should have in light of its managing strategies, and have a view on the appropriate balance between knowledge, experience and skills of the board as a whole, and also on diversity and appropriate board size. Consistent with its view, the board should establish policies and procedures for nominating directors and disclose them along with ~~its view~~the combination of skills, etc. that each director possesses in an appropriate form according to the business environment and business characteristics, etc., such as what is known as a "skills matrix." When doing so, independent director(s) with management experience in other companies should be included.

4.11.2 Outside directors, outside *kansayaku*, and other directors and *kansayaku* should devote sufficient time and effort required to appropriately fulfill their respective roles and responsibilities. Therefore, where directors and *kansayaku* also serve as directors, *kansayaku* or the management at other companies, such positions should be limited to a reasonable number and disclosed each year.

4.11.3 Each year the board should analyze and evaluate its effectiveness as a whole, taking into consideration the relevant matters, including the self-evaluations of each director. A summary of the results should be disclosed.

Principle 4.12 Active Board Deliberations

The board should endeavor to foster a climate where free, open and constructive discussions and exchanges of views take place, including the raising of concerns by outside directors.

Supplementary Principle

4.12.1 The board should ensure the following in relation to the operation of board meetings and should attempt to make deliberations active:

i) Materials for board meetings are distributed sufficiently in advance of the meeting date;

ii) In addition to board materials and as necessary, sufficient information is provided to directors by the company (where appropriate, the information should be organized and/or analyzed to promote easy understanding);

iii) The schedule of board meetings for the current year and anticipated agenda items are determined in advance;

iv) The number of agenda items and the frequency of board meetings are set appropriately; and

v) Sufficient time for deliberations.

Principle 4.13 Information Gathering and Support Structure

In order to fulfill their roles and responsibilities, directors and *kansayaku* should proactively collect information, and as necessary, request the company to provide them with additional information.

Also, companies should establish a support structure for directors and *kansayaku,* including providing sufficient staff.

The board and the *kansayaku* board should verify whether information requested by directors and *kansayaku* is provided smoothly.

Supplementary Principles

4.13.1 Directors, including outside directors, should request the company to provide them with additional information, where deemed necessary from the perspective of contributing to transparent, fair, timely and decisive decision-making. In addition, *kansayaku,* including outside *kansayaku,* should collect information appropriately, including the use of their statutory investigation power.

4.13.2 Directors and *kansayaku* should consider consulting with external specialists at company expense, where they deem it necessary.

4.13.3 Companies should ensure coordination between the internal audit department, directors and *kansayaku*~~.~~ by establishing a system in which the internal audit department appropriately reports directly to the board and the *kansayaku* board in order for them to fulfill their functions. In addition, companies should take measures to adequately provide necessary information to outside directors and outside *kansayaku*. One example would be the appointment of an individual who is responsible for communicating and handling requests within the company such that the requests for information about the company by outside directors and outside *kansayaku* are appropriately processed.

Principle 4.14 Director and *Kansayaku* Training

New and incumbent directors and *kansayaku* should deepen their understanding of their roles and responsibilities as a critical governance body at a company, and should endeavor to acquire and update necessary knowledge and skills. Accordingly, companies should provide and arrange training opportunities suitable to each director and *kansayaku* along with financial support for associated expenses. The board should verify whether such opportunities and support are appropriately provided.

Supplementary Principles

4.14.1 Directors and *kansayaku*, including outside directors and outside *kansayaku*, should be given the opportunity when assuming their position to acquire necessary knowledge on the company's business, finances, organization and other matters, and fully understand the roles and responsibilities, including legal liabilities, expected of them. Incumbent directors should also be given a

continuing opportunity to renew and update such knowledge as necessary.

4.14.2 Companies should disclose their training policy for directors and *kansayaku*.

Section 5: Dialogue with Shareholders

General Principle 5

In order to contribute to sustainable growth and the increase of corporate value over the mid- to long-term, companies should engage in constructive dialogue with shareholders even outside the general shareholder meeting.

During such dialogue, senior management and directors, including outside directors, should listen to the views of shareholders and pay due attention to their interests and concerns, clearly explain business policies to shareholders in an understandable manner so as to gain their support, and work for developing a balanced understanding of the positions of shareholders and other stakeholders and acting accordingly.

Notes

With the establishment of Japan's Stewardship Code, institutional investors are encouraged to engage in purposeful dialogue (engagement) based on the in-depth knowledge of investee companies and their business environment.

Regularly engaging in dialogue with shareholders to gain their understanding of specific business strategies and business plans and taking appropriate action when there are concerns are extraordinarily useful for companies to strengthen the foundations of management legitimacy and support their efforts to generate sustainable growth. Although the management and directors have opportunities to interact and exchange views with employees, business partners and financial institutions on a daily basis, these stakeholders are all creditors. In contrast, the management and directors typically have limited interactions with shareholders. If the senior management and directors give due attention to the views of shareholders through dialogue, they can absorb views and analyses of business management from the perspective of capital providers. Dialogue with shareholders should also inspire healthy entrepreneurship in the management and directors and thereby contribute to sustainable corporate growth.

Principle 5.1 Policy for Constructive Dialogue with Shareholders

Companies should, positively and to the extent reasonable, respond to the requests from shareholders to engage in dialogue (management meetings) so as to support sustainable growth and increase corporate value over the mid- to long-term. The board should establish, approve and disclose policies concerning the measures and organizational structures aimed at promoting constructive dialogue with shareholders.

Supplementary Principles

5.1.1 Taking the requests and interests of shareholders into consideration, to the extent reasonable, the senior management ~~and~~, directors, including outside directors, and *kansayaku*, should have a basic position to engage in dialogue (management meetings) with shareholders.

5.1.2 At minimum, policies for promoting constructive dialogue with shareholders should include the following:

i) Appointing a member of the management or a director who is responsible for overseeing and ensuring that constructive dialogue takes place, including the matters stated in items ii) to v) below;

ii) Measures to ensure positive cooperation between internal departments such as investor relations, corporate planning, general affairs, corporate finance, accounting and legal affairs with the aim of supporting dialogue;

iii) Measures to promote opportunities for dialogue aside from individual meetings (e.g., general investor meetings and other IR activities);

iv) Measures to appropriately and effectively relay shareholder views and concerns learned through dialogue to the senior management and the board; and

v) Measures to control insider information when engaging in dialogue.

5.1.3 Companies should endeavor to identify their shareholder ownership structure as necessary, and it is desirable for shareholders to cooperate as much as possible in this process.

Principle 5.2 Establishing and Disclosing Business Strategies and Business Plans

When establishing and disclosing business strategies and business plans, companies should articulate their earnings plans and capital policies, and present targets for profitability and capital efficiency after accurately identifying the company's cost of capital. Also, companies should provide explanations that are clear and logical to shareholders with respect to the allocation of management resources, such as reviewing their business portfolio and investments in fixed assets, R&D, and human resources, and specific measures that will be taken in order to achieve their plans and targets.

Supplementary Principle

5.2.1 In formulating and announcing business strategies, etc., companies should clearly present the basic policy regarding the business portfolio decided by the board and the status of the review of such portfolio.

Appendix 2

Provisional translation

Guidelines for Investor and Company Engagement

Guidelines for Investor and Company Engagement

The Guidelines herein provide agenda items for engagement that institutional investors and companies are expected to focus on based on the Stewardship Code and the Corporate Governance Code, in recognition of the corporate governance issues prevalent at this time. Through constructive engagement with institutional investors, companies are expected to generate sustainable growth and increase corporate value over the mid- to long-term based on their own business principles[1], which will eventually lead to the growth of the Japanese economy as a whole and stable asset formation for the Japanese people.

The Guidelines are intended to be a supplemental document to the Stewardship Code and the Corporate Governance Code. Although the intention is not to require institutional investors and companies to "comply or explain" with respect to the Guidelines themselves, the Guidelines are intended to encourage institutional investors and companies to implement both Codes effectively on a "comply or explain" basis[2]. Companies are expected to consider the contents of the Guidelines when they comply with a principle of the Corporate Governance Code, including principles calling for disclosure, or, if not, explain the reasons why they are not doing so.

Because corporate governance issues and company priorities are diverse, it is not appropriate to use the Guidelines' agenda items as a mechanical checklist, and it is important to have effective engagement between investors and companies that takes into consideration each company's specific circumstances[3].

1. Management Decisions in Response to Changes in the Business Environment

1.1 Are specific business strategies and business plans established and disclosed to generate sustainable growth and increase corporate value over the mid- to long-term? Are these business strategies and business plans consistent with the company's business principles?

1.2 Does management accurately identify the company's cost of capital, reflecting risks associated with the business in an appropriate manner? Does management manage the business with a recognition of the company's cost of capital by setting targets on profitability and capital efficiency to generate sustainable growth and increase corporate value over the mid- to long-term? Does management clearly explain why they decided upon such targets? Does the company achieve returns which cover the cost of capital on a mid- to long-term basis?

[1] Depending upon the company, "business principles" may be described as a "vision," "mission," or "philosophy".

[2] In order to enhance constructive engagement between institutional investors and companies, even when a company complies with a principle, it is beneficial for the company to proactively explain its specific implementation activities.

[3] There are many cases where a company is managed as part of a corporate group, and the Guidelines have been established taking such companies into consideration. In such cases, it is expected that investors will view the company in light of its corporate group status.

1.3 Does the company appropriately respond to changes in the environment surrounding the business, such as increasing social demand for and interest in ESG and SDGs, progress in digital transformation,[4] the need to address cyber security, and the need for fair and appropriate transactions throughout the supply chain in its management strategies and plans? Further, does the company have a structure in place, such as the establishment of a committee on sustainability under the board or the management side, to review and promote sustainability-related initiatives on an enterprise-wide basis?

1.~~3~~ Does management understand the business environment and business-related risks appropriately and make decisions decisively, such as restructuring the company's business portfolio, including investment in new businesses with higher growth potential and exit from or sale of existing businesses, based on the company's business strategies and business plans? Is a policy on reviewing a business portfolio clearly established, and is the review process effective?

2. Investment Strategy and Financial Management Policy

2.1 Are investments in fixed assets, R&D, and human resources including personnel expenses to generate sustainable growth and increase corporate value over the mid- to long-term carried out strategically and systematically using the company's resources and from the standpoint of generating returns which cover the company's cost of capital on a mid-to long- term basis?

2.2 Is financial management policy (including capital structure decisions and use of cash on hand in recognition of the company's cost of capital) established and managed appropriately based on the company's business and investment strategies? In addition, does the company pursue sustainable management and investment strategies, such as generating sufficient operating cash flow to support the implementation of its investment strategy?

3. CEO Appointment/Dismissal and Responsibilities of the Board

CEO Appointment/Dismissal and Development

3.1 Is there an established policy on CEO qualifications in order to appoint a CEO who can make decisions decisively to generate sustainable growth and increase corporate value over the mid- to long-term?

3.2 Is a qualified CEO appointed through objective, timely, and transparent procedures, deploying sufficient time and resources? In order to make these procedures effective, is an independent nomination committee established with required mandates and actively involved?

[4] It was pointed out that in leading technological innovation toward the realization of carbon neutrality and digital transformation, it is important to establish a management structure such as an appointment of a chief technology officer (CTO).

3.3 Is a CEO succession plan appropriately established and implemented, and are CEO candidates developed or, if necessary, selected from outside the company, systematically deploying sufficient time and resources?

3.4 Are objective, timely, and transparent procedures established such that a CEO is dismissed when it is determined, via an appropriate evaluation of the company's business results, that the CEO is not adequately fulfilling the CEO's responsibilities?

Determination of Management Remuneration

3.5 Are objective and transparent procedures established to design management remuneration systems such that they operate as a healthy incentive to generate sustainable growth and increase corporate value over the mid- to long-term and to determine actual remuneration amounts appropriately? In order to make these procedures effective, is an independent remuneration committee established with required mandates and actively involved? Is the appropriateness of the remuneration system and of the actual remuneration amount clearly explained?

Responsibilities of the Board

3.6 In order to generate sustainable growth and increase corporate value over the mid- to long-term, is the board of directors constituted in a manner such that it is equipped with appropriate knowledge, experience, and skills as a whole and ensures diversity, including gender ~~and~~, international experience, work experience and age? Are there women appointed as directors?

3.7 Is evaluation of the board's effectiveness as to whether the board fulfills its roles and responsibilities implemented appropriately, and are the evaluation results, including issues identified through such evaluation, clearly disclosed and explained? From the perspective of ensuring the effectiveness of the board, are each director and the statutory and voluntary committees properly evaluated?

Appointment of Independent Directors and Their Responsibilities

3.8 Is a sufficient number of ~~qualified~~ independent directors with the required qualities appointed, in order to ensure that the board as a whole has the appropriate skills, etc.? Does the board ensure the effectiveness of its supervision of management, including the appointment of independent directors as the chair when necessary? Do the independent directors possess the necessary knowledge to effectively contribute to sustainable growth and increasing corporate value over the mid- to long-term, including knowledge of finance, such as capital efficiency, and understanding of relevant laws and regulations?
Are appropriate actions taken for the reappointment or retirement of independent directors, taking into consideration the issues and changes facing the company?

3.9 Do independent directors recognize their roles and responsibilities, and provide advice and

monitor management appropriately in response to business issues?

Appointment of *Kansayaku*[5] and Their Responsibilities and Ensuring Confidence of Audits and Effective Risk Management

3.10 Are persons with appropriate experience and skills as well as necessary knowledge on finance, accounting, and the law appointed as *kansayaku* through appropriate procedures, including the consent of the *kansayaku* board?

3.11 Do *kansayaku* conduct business audits appropriately and act effectively to secure proper accounting audits~~?~~ including discussions with the external auditor during the review process of key audit matters? Is a sufficient support structure for *kansayaku* established and appropriate coordination between *kansayaku* and the internal audit department ensured?

3.12 For ensuring the operational effectiveness of the whistleblowing systems, are the systems related to the whistleblowing and the operational results disclosed and explained in an easy-to-understand manner?

[5] The contents of this section are also intended to apply to Audit Committee Members of Companies with Three Committees and Supervisory Committee Members of Companies with Supervisory Committee. Companies may choose one of three main forms of organizational structure under the Companies Act (Revised in 2014): Company with *Kansayaku* Board, Company with Three Committees (Nomination, Audit and Remuneration), or Company with Supervisory Committee. A Company with *Kansayaku* Board is a system unique to Japan in which certain governance functions are assumed by the board, *kansayaku*, and the *kansayaku* board. Under this system, *kansayaku* audit the performance of duties by directors and the management and have investigation power by law (See Notes to the General Principle 4 of Japan's Corporate Governance Code).

4. ~~Cross-Shareholdings~~ Specific Challenges on Governance

(1) General Shareholder Meetings

4.1.1 When engaging in dialogue with shareholders regarding a proposal by the company that has been approved but a considerable number of votes have been cast against, are the analysis of the reasons behind opposing votes, the reason why many shareholders opposed, and the results of consideration clearly explained to the extent possible?

4.1.2 Does the company strive to disclose information included in the convening notice to give shareholders sufficient time to consider the agenda, such as through TDnet and on the company's website promptly after the contents are finalized?

4.1.3 Does the company consider measures to enhance constructive dialogue with shareholders, for example, by submitting the annual securities report prior to the date of the general shareholder meeting while recognizing that the general shareholder meetings are an opportunity for constructive dialogue with shareholders?
In addition, does the company examine the way the general shareholder meeting is handled, including the appropriate setting of the dates related to the general shareholder meeting, so that it can provide accurate information to shareholders even in the event of unforeseen circumstances, while ensuring sufficient time for closing and auditing?

4.1.4 If the general shareholder meeting is to be held virtually from the perspective of ensuring opportunities for shareholders to attend and participate in the meeting, is consideration given to ensuring the interests of shareholders? Also, are appropriate measures taken to ensure transparency and fairness in its operation?

(2) Cross-Shareholdings

Assessment of Cross-Shareholdings

4.2.1 Does the company clearly explain the purpose of each cross-shareholding[6,7] and the status of its cross-shareholdings, including any changes in its cross-shareholdings?
Does the board assess whether or not to hold each individual cross-shareholding, specifically examining whether the purpose is appropriate and whether the benefits and risks from each holding cover the company's cost of capital? Does the company appropriately make decisions based on such assessment? In particular, whether the assessment of holding effects is sufficient based on the perspective of the common interests of shareholders, for example through the effective involvement of independent directors.

[6] There are cases where listed companies hold the shares of other listed companies for reasons other than pure investment purposes, for example, to strengthen business relationships. Cross-shareholdings here include not only mutual shareholdings but also unilateral ones.

[7] Cross-shareholdings include shares that are not directly held by a company but in practice are under the company's control.

Does the company specifically and clearly disclose and explain the results of this assessment including the assessment methods?

Has the company established appropriate standards that are clearly disclosed with respect to the voting rights as to cross-shareholdings? Does the company vote appropriately in accordance with the standards?

4.2.2 As part of its cross-shareholding policy disclosure, does the company make clear its policy regarding the reduction of cross-shareholdings, and take appropriate actions in accordance with the policy?

Relations with Cross-Shareholders

4.2.3 When cross-shareholders (i.e., shareholders who hold a company's shares for the purpose of cross-shareholding) indicate their intention to sell their shares, does the company hinder the sale of the cross-held shares by, for instance, implying possible reduction of business transactions?

4.2.4 Does the company engage in transactions with cross-shareholders which may harm the interests of the company or the common interests of their shareholders by, for instance, continuing the transactions without carefully examining the underlying economic rationale?

~~5.~~(3) Asset Owners

~~5~~4.3.1 As a pension fund sponsor, does the company take measures to improve human resources and operational practices, such as recruitment or assignment of qualified persons (including hiring outside experts), in order to increase the investment management expertise of corporate pension funds (including stewardship activities such as monitoring the asset managers of corporate pension funds), thus making sure that corporate pension funds perform their roles as asset owners?[8] Are these measures clearly disclosed and explained?

4.3.2 When managing the corporate pension funds, does the company avoid interfering with the appropriate management of its corporate pension plan, or otherwise require the corporate pension funds to select an investment trustee from the perspective of maintaining relationships with business partners?

(4) Enhancement of the Dialogue between Shareholders and Companies

4.4.1 Does the company appropriately make efforts regarding who should engage in dialogue with shareholders, for example, the appointment of the "lead independent director" in order to respond to the requests of shareholders and the main concerns of the dialogue?

[8] During engagements, investors and companies need to be careful to appropriately manage conflicts of interest which could arise between plan sponsor companies and pension fund beneficiaries as a result of these activities.