

Please note that the following is an unofficial English translation of the Japanese original text of the Corporate Governance Report of Unipres Corporation, which is reported to the Tokyo Stock Exchange. The Japanese original prevails over its English translation in the case of any discrepancies between the documents.

Corporate Governance Report

CORPORATE GOVERNANCE

UNIPRES CORPORATION

Last Update: June 25, 2026

Unipres Corporation

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The corporate governance of Unipres Corporation (the “Company”) is described below.

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

1. Basic Views

The Company has in place the Sustainability Committee to ensure the appropriateness of its operations. Under this committee, the Company has also two committees—(1) the Risk Management Committee and (2) the Corporate Ethics Committee—to determine policies and measures. This arrangement allows us to integrate our internal control system.

The Company supports Japan’s Corporate Governance Code as advocated by Tokyo Stock Exchange, Inc. (TSE).

Disclosure Based on Each Principle of the Corporate Governance Code Updated

Principle 1.4. Strategic Shareholdings

The Company holds shares of other listed and unlisted companies as strategic shareholdings to enhance its corporate value over the medium- to long-term by maintaining and strengthening stable business relationships with such listed and unlisted companies. In line with this purpose, the Company has already taken steps to reduce the number of such listed and unlisted companies.

The Company examines each individual such shareholding through qualitative and quantitative assessment both of the nature, scale, etc. of the business relationship and of the benefits, risks, etc. associated with holding such shares. Based on such assessments, the Board of Directors decides whether it should keep or sell the shares.

When exercising its voting rights attached to such shares, the Company decides in each case whether to vote for or against a proposal through comprehensive examination of such factors as the purpose of holding the shares and the enhancement of the shares in value.

Principle 1.7. Related Party Transactions

The Board of Directors approves in advance any transaction by a director if it may involve conflicts of interest. The Rules of the Board of Directors stipulate that any director who has made a conflict-of-interest transaction must report to the Board regularly regardless of the amount of money involved.

Supplementary Principle 2.4.1. Ensuring Diversity in Core Human Resources

<Approach to ensuring diversity>

We are committed to sustainability management for sustainable growth to secure revenues and address social issues amid intensifying competition in the automobile industry. One of the key issues to be addressed to that end is how to secure, and maximize the potential of, talent who have diverse values and broad perspectives, regardless of their gender, nationality, age, employment status, academic background, and job category.

<Active employment and promotion of women>

We believe that businesses where women play active roles are capable of leveraging their abilities and thriving on their diversity. As such, we are committed to creating a workplace that allows all employees to fulfill their potential.

Given our nature as a manufacturer, the Company has had a relatively small number of female employees. It recognizes the need to rectify the situation. Accordingly, we are working to employ more women by setting a target percentage of women in new graduates.

We are also committed to promoting women to managerial positions. As part of its commitment, it has a target of raising the percentage of women in managerial positions from 3.0% in April 2026 to 7.0% or more by 2030. For this purpose, we are working to create an environment conducive to women's success. Specific positive actions to this end include the development of managerial promotion plans by individual and the following up on progress in these plans, providing capacity development opportunities such as external training for female leaders, and holding round-table discussions between the President and female employees.

<Active employment and promotion of non-Japanese>

We strive to be a global strategic company that addresses structural changes in the automobile industry. Globally, the Unipres Group as a whole operates in nine countries. Coordination within each function is important to globally deliver total press engineering, a sector we excel in. To this end, our offices and plants in Japan and abroad are making coordinated efforts. In the process of such efforts, people from many different backgrounds, such as places of residence and nationalities, are work in our Group.

As of April 2026, Unipres had 32 non-Japanese employees and two non-Japanese executive officers. At our overseas offices and plants, we are also committed to promoting local employees to managerial positions. People hired from local communities account for 52.9% of senior managers who are at the level of full-time executive officer or higher. We have the target of increasing this share to 60% by FY2030. For further expansion in the future, we aim to ramp up training at the local level.

<Active employment and promotion of mid-career hires>

We actively hire mid-career workers in search of talented people from outside. The percentage of mid-career hires in all newly-hired regular workers stood at 28% in FY2025 (29% in FY2024 and 28% in FY2023). Mid-career hires accounted for 23.4% of all managers in April 2026. We provide mid-career hires with opportunities to be promoted based on their merits regardless of length of service. We appoint employees who have the potential to work as managers regardless of whether they are new graduate hires or mid-career hires. As such, we do not have a numerical target specifically for mid-career hires.

For all these initiatives, see our Sustainability Report (<https://www.unipres.co.jp/en/csr/report/>).

Principle 2.6. Roles of Corporate Pension Funds as Asset Owners

We have the Unipres Pension Fund in place to manage the investment of our employees' pension contributions.

We assign full-time staff members to the Fund and they are supported by experts.

We hire a consulting firm and leave the exercise of voting rights of investee companies to the firm in order to avoid conflicts of interest.

Investment instruments are selected based on recommendations by the Asset Management Committee to ensure an optimal asset mix for stable management.

The Asset Management Committee meets quarterly to appropriately monitor the investment status and reports to the Executive Committee once a year.

Principle 3.1. Full Disclosure

(1) Our business principles, business strategies, and business plans

Our corporate philosophy and mid-term management policies are available on our website. Visit the following URLs.
Corporate Philosophy: <https://www.unipres.co.jp/en/company/philosophy/>
Mid-Term Management Policies: <https://www.unipres.co.jp/en/ir/strategy>

(2) Basic views and guidelines on corporate governance

See “1. Basic Views” in this report.

(3) Policies and procedures in determining the remuneration of the senior management and directors

See “II-1. Organizational Composition and Operation (‘Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods’ under the heading ‘**Director Remuneration**’)” in this report.

(4) Policies and procedures in the appointment and dismissal of the senior management and the nomination of director candidates

Senior management appointments are made after the Board of Directors deliberates and decides whether to make such appointments by itself or to submit an appointment proposal to the General Meeting of Shareholders based on the recommendations of the Nomination and Remuneration Committee. Appointment criteria include whether the candidates are well-versed in overall business operations and make a substantial contribution to the Company’s performance, whether they are critical in achieving business plans going forward, and whether they are excellent in character and ability.

A senior manager may be dismissed if he or she are found (i) to have committed an act that is suspected to be unlawful, unjust or unfaithful; (ii) to be unqualified as a senior manager; or (iii) to fall under any of the grounds for disqualification as set forth in the Companies Act. In any of these cases, the Board of Directors deliberates and decides whether to punish that manager or submit a proposal to dismiss him or her to the General Meeting of Shareholders based on the recommendations of the Nomination and Remuneration Committee.

(5) Explanations with respect to individual appointments, dismissals, and nominations in the appointment and dismissal of the senior management and the nomination of director candidates

The name, background, and other information about each director candidate are provided in “Reference Documents for General Meeting of Shareholders.”

Supplementary Principle 3.1.3. Initiatives on Sustainability, etc.

<Initiatives on sustainability>

Under the Unipres Group Basic Policy for Sustainability, we have identified the issues of materiality that we should address to help create a sustainable society through our business. As a specific measure, we have established medium- and long-term targets by FY2030.

To achieve these targets, we have also set annual targets and conduct activities at five specialist committees that report to the Sustainability Committee as well as at relevant divisions. Progress in achieving these targets is assessed quarterly by the Sustainability Committee, which is chaired by the President. Such assessments are reported to the Board of Directors.

In June 2021, we declared our support for the TCFD Recommendations. Since then, we have made analysis based on 1.5°C and 4°C scenarios to identify climate-change-related risks and opportunities and developed a specific roadmap that is linked to our climate-change targets. We will continue to assess associated financial impacts according to changes in the external environment and to make scenario analysis. By so doing, we will ramp up our climate change and other environmental initiatives and better reflect them in our business strategies.

For details, see our Sustainability Report (<https://www.unipres.co.jp/en/csr/report>).

<Investments in human capital>

For sustainable growth, the Company needs to ensure that employees—which are the human capital indispensable for business management—demonstrate their individual knowledge, skills, and ability fully. To make the most of these attributes, we consider it necessary for them to enjoy physical, mental, and social well-being.

Our efforts to support the well-being of our employees revolve around five aspects: career, human relations, the economy, mental and physical health, and local communities. Specific efforts include supporting autonomous career development and promoting diverse workstyles, developing a learning organization by improving psychological safety, giving fair treatment and securing satisfactory remuneration levels, promoting health and productivity management and eradicating occupational accidents, and expanding social contribution activities. One of our management tasks is to develop and implement a well-being management strategy. Progress in this regard is overseen by the Board of Directors.

<Investments in intellectual property>

The Company combines its foundational technologies relating to dies, jigs, and tools with core technologies comprising car body pressing, precision pressing, and plastic pressing to develop and manufacture products that prioritize safety and the environment. The Company is deepening its core domains centering on press technologies, as well as making a powerful foray into new domains, including innovative production methods and products. For research and development (R&D), our development division leads the development of new technologies and products. We also conduct joint research with automobile manufacturers, steel manufacturers, and universities. Our investment in intellectual property involves 6.7 billion yen in R&D expenses for FY2025. As of the end of FY2025, the Unipres Group held a total of 65 industrial property rights. Promoting the development of new technologies and products is another management task for us. Progress in this regard is overseen by the Board of Directors.

Supplementary Principle 4.1.1. Overview of the Scope of Matters Delegated to the Management

We have the executive-officer system in place to ensure the transparency of management decision-making and efficient business operations by separate directors' managerial decision-making and business execution.

Matters to be referred to the Board of Directors are provided for in the Rules of the Board of Directors, which are formulated by the Board. They include statutory agenda items, matters related to account settlement, and matters related to disclosure.

Other important matters related to business execution are delegated to the Executive Committee, which is chiefly comprised of executive officers, for prompt decision making.

Principle 4.9. Independence Criteria and Qualifications for Independent Outside Directors

In appointing outside directors, in addition to the requirements under the Companies Act, we also prioritize the ability to understand various businesses and the mental independence that makes it possible to raise questions and hold discussions, conduct re-investigations, and express contrary opinions in meetings such as the Board of Directors' meetings.

In addition, the appointment criteria for independent directors require candidates to fulfill the qualifications for independent directors / independent company auditors (ID/As) as defined by Tokyo Stock Exchange, Inc. (TSE), and to have no possibility of having conflicts of interest with general shareholders.

Supplementary Principle 4.10.1. Involvement and Advice by the Committee on Nomination and Remuneration

As an advisory body to the Board of Directors, we have the Nomination and Remuneration Committee, a majority of which comprises independent outside directors. The idea is to ensure objectivity and transparency in the procedures for determining directors' nomination and remuneration.

At the request by the Board of Directors, the Nomination and Remuneration Committee deliberates and examines director nominations and remunerations and submits its recommendations to the Board. The Board respects such recommendations as much as possible.

Supplementary Principle 4.11.1. Views on the Balanced Composition, Diversity, and Size of the Board of Directors

To make timely decisions in view of our corporate size, the Company's Articles of Incorporation stipulate that the number of directors who are not Audit and Supervisory Committee Members must not exceed ten and that the number of directors who are Audit and Supervisory Committee Members must not exceed five.

We have a well-balanced Board of Directors as we focus on knowledge and experience in overall business operations in appointing inside directors, as well as on expertise in overall business management, laws and regulations, finance, etc. in appointing outside directors. For our policy and procedures for appointing directors, see **Principle 3.1 (4)** under the section "**Disclosure Based on Each Principle of the Corporate Governance Code**" in this report. Information on skills sets expected of directors that is described in a skills matrix and other forms is provided in "Reference Documents for General Meeting of Shareholders" in the Notice of Convocation of the Ordinary General Meeting of Shareholders.

Supplementary Principle 4.11.2. Concurrent Positions Taken by Directors

Information on the concurrent positions taken by directors is disclosed in our business reports and "Reference Documents for General Meeting of Shareholders."

We believe that the numbers of concurrent positions taken by directors do not undermine the time and effort needed for them to appropriately fulfill their respective roles and responsibilities.

Supplementary Principle 4.11.3. Evaluation of Effectiveness of the Board of Directors

As part of our efforts to increase our corporate value by ramping up corporate governance, we conduct an annual questionnaire survey of all directors on the performance, effectiveness, etc. of the Board of Directors. The idea is to make an overall analysis and evaluation of the Board.

The findings of the effectiveness evaluation of the Board of Directors for FY2025 are summarized below:

- The Board discusses the Company's grand strategic directions in formulating medium-term management plans and on other occasions based on substantial prior briefings.
- The Board has a balanced composition of members. It has four inside directors, who are well-versed in overall business operations and have extensive knowledge and experience in business management, as well as three outside directors, who have expertise in overall business management, laws and regulations, finance, etc. The Board is also diverse in terms of both membership and attributes.
- In FY2025, the Board of Directors met an appropriate number of times and for appropriate durations. Handouts were sufficient. We will continue to make an overall analysis and evaluation of the Board of Directors to further improve its effectiveness.

Supplementary Principle 4.14.2. Policy on Training of Directors

We develop and provide training programs for directors. When newly-appointed directors assume office, we give them training designed for them to better understand the roles and responsibilities required of directors and acquire knowledge they should have as directors. Training does not stop there. After assuming office, they are given opportunities to deepen their knowledge about laws and regulations, corporate governance, and other matters needed for them to execute their duties. The Board of Directors is informed of how all these kinds of training are managed.

Outside directors are given additional training designed for them to build a base for making managerial decisions. When they assume office, they are briefed by in-house divisions concerned on the Company's history, lines of business, finance, organization, and management tasks, as well as the industrial environment surrounding the Company. They are also given opportunities to inspect some of our offices, plants, and other sites. Directors are encouraged to participate in external seminars and training sessions to further acquire necessary knowledge according to their individual experiences, insights, and skills. The Company pays for associated costs under its internal rules.

Principle 5.1. Policy for Constructive Dialogue with Shareholders

- For constructive dialogue with shareholders, we have an executive officer in charge of public and investor relations.
- To facilitate dialogue with shareholders, our division of public and investor relations takes the lead in planning opportunities for dialogue and works with other divisions concerned to hold regular meetings as part of our efforts to build a structure for gathering and sharing information.
- We semiannually organize financial results briefings given by the President as well as by the executives in charge of finance, engineering, and plants and production to allow shareholders to better understand the Company. In addition, we quarterly hold individual dialogue given by the executives in charge of finance, and public and investor relations. Moreover, we conduct another kind of individual dialogue with voting officers (institutional investors) given by the executive in charge of public and investor relations.
- Insights expressed and requests made by shareholders and investors in all these kinds of dialogue are fed back to the Board of Directors for information sharing.
- To prevent information leakage and ensure fairness, our information disclosure rules designate the period from the day following the financial closing date through the date when relevant financial results are announced as a quiet period, during which both dialogue with shareholders and investors and interviews by media outlets are restricted.
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Details of the Dialogue Held with Shareholders, etc.

For details of the dialogue held with shareholders and investors, see "Mid-Term Management Policies" on our website.

(<https://www.unipres.co.jp/en/ir/strategy/>)

Action to Implement Management That Is Conscious of Cost of Capital and Stock Price

| | |
|--|------------------------------------|
| Content of Disclosure | Disclosure of Initiatives (Update) |
| Availability of English Disclosure | Available |
| Date of Disclosure Update Updated | 15/5/2026 |

Explanation of Actions Updated

The FY2026-2028 Mid-Term Management Policies sets a target of achieving an ROE of 10% over the medium- to long term to improve PBR. The idea is to enhance our sustainable corporate/shareholder value.

For details, see “Mid-Term Management Policies” on our website. (<https://www.unipres.co.jp/en/ir/strategy/>)

2. Capital Structure

| | |
|----------------------------|-------------------------------|
| Foreign Shareholding Ratio | 20% or more but less than 30% |
|----------------------------|-------------------------------|

Status of Major Shareholders Updated

| Name or Company Name | Number of Shares Owned | Percentage (%) |
|--|------------------------|----------------|
| Nippon Steel Corporation | 6,692,000 | 15.00 |
| The Master Trust Bank of Japan, Ltd. (trust account) | 4,639,800 | 10.40 |
| Marubeni-Itochu Steel Inc. | 4,359,500 | 9.77 |
| Custody Bank of Japan, Ltd. (trust account) | 1,793,700 | 4.02 |
| STATE STREET BANK AND TRUST COMPANY 505223 | 1,306,177 | 2.92 |
| INTERACTIVE BROKERS LLC | 930,700 | 2.08 |
| STATE STREET BANK AND TRUST COMPANY 505001 | 885,305 | 1.98 |
| Yoshinori Eguchi | 598,000 | 1.34 |
| JP Morgan CHASE BANK 385781 | 510,056 | 1.14 |
| UNIPRES Employee Shareholding Association | 497,566 | 1.11 |

| | |
|---|-------|
| Name of Controlling Shareholder, if applicable (excluding Parent Companies) | ----- |
|---|-------|

| | |
|---------------------------------------|------|
| Name of Parent Company, if applicable | None |
|---------------------------------------|------|

Supplementary Explanation Updated

1. As of March 31, 2026, the Company holds 392,624 treasury shares (0.87%). (A total of 1,000 shares are effectively not owned by the Company although they are described otherwise on the list of shareholders.)

3. Corporate Attributes

| | |
|---|--|
| Listed Stock Exchange and Market Segment | Tokyo Stock Exchange Prime Section |
| Fiscal Year-End | March |
| Business Sector | Transportation Equipment |
| Number of Employees (Consolidated) as of the End of the Previous Fiscal Year | 1,000 or more |
| Net Sales (Consolidated) for the Previous Fiscal Year | ¥100 billion or more but less than ¥1 trillion |
| Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year | 10 or more but fewer than 50 |

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

5. Other Special Circumstances Which May Have a Material Impact on Corporate Governance

As the Company does not have a parent company or any listed subsidiaries, there are no special circumstances that may have a material impact on its corporate governance.

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

1. Organizational Composition and Operation

| | |
|-----------------------------|--|
| Corporate Governance System | Company with Audit and Supervisory Committee |
|-----------------------------|--|

Directors

| | |
|---|-----------|
| Number of Directors Stipulated in the Articles of Incorporation | 15 |
| Directors' Term of Office Stipulated in the Articles of Incorporation | 1 year |
| Chairperson of the Board | President |
| Number of Directors Updated | 9 |
| Appointment of Outside Directors | Appointed |
| Number of Outside Directors Updated | 4 |
| Number of Independent Directors / Independent Company Auditors (ID/As) Updated | 4 |

Outside Directors' Relationship with the Company (1) Updated

| Name | Attributes | Relationship with the Company* | | | | | | | | | | |
|----------------|----------------------|--------------------------------|---|---|---|---|---|---|---|---|---|---|
| | | a | b | c | d | e | f | g | h | i | j | k |
| Kiyoshi Doi | From another company | | | | | | | | △ | | | |
| Kazu Ikeda | From another company | | | | | | | | | | | |
| Hiroko Yoshiba | Lawyer | | | | | | | | | | | |
| Sonoe Hasegawa | CPA | | | | | | | | | | | |

* Categories for outside directors' relationship with the Company

* Use "○" when the director presently falls or has recently fallen under the category; and "△" when the director fell under the category in the past.

* Use "●" when a close relative of the director presently falls or has recently fallen under the category (except h. through j.); and "▲" when a close relative of the director fell under the category in the past.

a. Person who executes business for the Company or its subsidiary

b. Person who executes business for, or is a non-executive director of, the Company's parent company

c. Person who executes business for a fellow subsidiary

d. Person for whom the Company is a major client or supplier or a person who executes business therefor

e. Major client or supplier of the Company or a person who executes business therefor

f. Consultant, accounting expert, or legal expert who receives large amounts of cash or other assets from the Company in addition to remuneration as a director/company auditor

g. Major shareholder of the Company (in cases where the shareholder is a corporation, a person who executes business for the corporation)

h. Person who executes business for a client or supplier of the Company (excluding persons categorized as any of d, e, or f above) (applies to director him/herself only)

i. Person who executes business for another company that holds cross-directorships/cross-auditorships with the Company (applies to director him/herself only)

j. Person who executes business for an entity receiving donations from the Company (applies to director him/herself only)

k. Other

| Name | Audit and Supervisory Committee Member | Designation as ID/A | Supplementary Explanation of the Relationship | Reasons for Appointment |
|-------------|--|---------------------|--|--|
| Kiyoshi Doi | | ○ | <p>Mr. Kiyoshi Doi served as the director at NOK Corporation until June 2021. NOK Corporation and our company have a business relationship involving the transaction of automotive parts, and the proportion of the transaction amount for the most recent fiscal year represents less than 0.2% of our company's net sales. We believe that NOK Corporation's intentions do not have any significant impact on the Company.</p> | <p>Reasons for appointment as outside director We have selected Mr. Kiyoshi Doi as an outside director candidate because he contributes to the Company's management based on his extensive experience and insight as a senior executive at a global company in the sectors of automobile parts and electronic substrates. Accordingly, we have concluded that he is well-qualified as an outside director at the Company.</p> <p>Reasons for designation as ID/A Mr. Kiyoshi Doi served as senior adviser at Mektec Corporation until June 2025. There is no transactional relationship between Mektec Corporation and the Company. We believe that Mektec Corporation's intentions do not have any significant impact on the Company. Furthermore, as noted on the left, we have determined that the business relationship between NOK Corporation and the Company does not affect his independence. In light of the above, we have concluded that there is no risk of conflicts of interest arising between Mr. Kiyoshi Doi and general shareholders.</p> |
| Kazu Ikeda | | ○ | <p>-----</p> | <p>Reasons for appointment as outside director We have selected Ms. Kazu Ikeda as an outside director candidate because she has extensive experience and broad expertise in promoting diversity in the ESG and sustainability sectors, as well as in human capital initiatives such as work-style reform and corporate disclosure, in addition to her experience serving as a director at a group company. Accordingly, we have concluded that she is well-qualified as an outside director at the Company.</p> <p>Reasons for designation as ID/A There is no transactional relationship between the Company and Oji Materia Co., Ltd. or Oji Nepia Co., Ltd., to which Ms. Kazu Ikeda belongs. We believe that the intentions of these companies do not have any significant impact on the</p> |

| | | | | |
|----------------|---|---|-----|--|
| | | | | <p>Company.</p> <p>In light of the above, we have concluded that there is no risk of conflicts of interest arising between Ms. Kazu Ikeda and general shareholders.</p> |
| Hiroko Yoshiba | ○ | ○ | ——— | <p>Reasons for appointment as outside director</p> <p>We have selected Ms. Hiroko Yoshiba as an outside director because she has extensive experience and insight as a lawyer and is thus expected to provide oversight and useful advice on overall business management from an objective perspective that encompasses the entire business communities as well as laws and regulations. Accordingly, we have concluded that she is well-qualified for the task of providing independent oversight on our business management.</p> <p>Reasons for designation as ID/A</p> <p>There is no transactional relationship between Yoshiba & Akisada Law Office, to which Ms. Hiroko Yoshiba belongs, and the Company. We believe that the law firm's intensions do not have any significant impact on the Company.</p> <p>In light of the above, we have concluded that there is no risk of conflicts of interest arising between Ms. Hiroko Yoshiba and general shareholders.</p> |

| | | | | |
|----------------|---|---|------|---|
| Sonoe Hasegawa | ○ | ○ | ---- | <p>Reasons for appointment as outside director We have selected Ms. Sonoe Hasegawa as an outside director because she has accumulated expertise and experience as a certified public accountant (CPA) and a licensed tax accountant and is thus expected to provide oversight and useful advice on overall business management. Accordingly, we have concluded that she is well-qualified for the task of providing independent oversight on our business management.</p> <p>Reasons for designation as ID/A There is no transactional relationship between Hasegawa CPA and Tax Accounting Office, to which Ms. Sonoe Hasegawa belongs, and the Company. We believe that this office's intensions do not have any significant impact on the Company. In light of the above, we have concluded that there is no risk of conflicts of interest arising between Ms. Sonoe Hasegawa and general shareholders.</p> |
|----------------|---|---|------|---|

Audit and Supervisory Committee

Composition of Audit and Supervisory Committee and Attributes of the Chairperson

| | All Committee Members | Full-time Members | Inside Directors | Outside Directors | Committee Chair |
|---------------------------------|-----------------------|-------------------|------------------|-------------------|-----------------|
| Audit and Supervisory Committee | 3 | 1 | 1 | 2 | Inside Director |

| | |
|--|-----------|
| Appointment of Directors and/or Staff to Support the Audit and Supervisory Committee | Appointed |
|--|-----------|

Matters Concerning Independence of Said Directors and/or Staff from Executive Officers

Personnel reassignment and disciplining of the assistants to the Audit and Supervisory Committee are subject to prior consultation with the Audit and Supervisory Committee, thereby ensuring the effectiveness of instructions to these assistants.

Coordination between the Audit and Supervisory Committee, Accounting Auditor, and Internal Audit Division

The Audit and Supervisory Committee, the Accounting Auditor, and the internal audit division hold regular meetings to ensure close coordination, notably working to ensure a consistent approach to key auditing considerations and auditing-related issues that need to be addressed.

Voluntarily Established Committee(s)

| | |
|--|-------------|
| Voluntary Establishment of Committee(s) Equivalent to Nomination Committee or Remuneration Committee | Established |
|--|-------------|

Status of Voluntarily Established Committee(s), Attributes of Members Constituting the Committee and the Committee Chairperson

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

Supplementary Explanation

In June 2022, we established the Nomination and Remuneration Committee, a voluntary advisory body to the Board of Directors, in order to strengthen the independence, objectivity, and accountability of the Board's functions related to director nominations and remuneration, and to further enhance and strengthen the corporate governance system. The three-member Committee consists of one inside director (Chair: Shigeto Ito) and two independent outside directors (Hiroko Yoshiba and Sonoe Hasegawa). Therefore, outside directors account for a majority thereof. The Committee deliberates on the content of consultations with the Board of Directors and submits its advice and recommendations to the Board.

Matters Concerning Independent Directors / Independent Company Auditors (ID/As)

| | |
|-----------------|---|
| Number of ID/As | 3 |
|-----------------|---|

Other Matters Concerning ID/As

All the outside directors designated as ID/As meet the qualifications for ID/As as stipulated by Tokyo Stock Exchange, Inc.(TSE).

Incentives

| | |
|--|---|
| Implementation Status of Measures Related to Incentives Granted to Directors | Introduction of Performance-linked Remuneration Scheme, Other |
|--|---|

Supplementary Explanation for Applicable Items

See "II-1. Organizational Composition and Operation ('Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods' under the heading '**Director Remuneration**') in this report.

Persons Eligible for Stock Options

Supplementary Explanation for Applicable Items

Director Remuneration

Status of Disclosure of Individual Director's Remuneration

No Disclosure for individual Directors

Supplementary Explanation for Applicable Items

The Annual Securities Report discloses the total amount of remunerations each for directors who are members of the Audit and Supervisory Committee and for directors who are not.

Policy on Determining Remuneration Amounts and Calculation Methods

Established

Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods

Updated

(1) Matters related to the determination of the arrangements for remuneration for each director

The Board of Directors has resolved the following policy regarding the determination of the amount of individual remuneration (including the policy on the timing or conditions for granting remuneration) for Directors who are not Audit and Supervisory Committee members, with respect to basic remuneration (monetary remuneration).

- (i) Monetary compensation for an executive director (that is, director who also serves as executive officer) is a fixed monthly remuneration, the amount and calculation method of which is determined on the basis of their position and in consideration of their merit, experience, and other factors.
- (ii) Monetary compensation for an outside director who is not members of the Audit and Supervisory Committee is a fixed monthly remuneration only. The idea is to secure their independence from business execution.

The Board of Directors has resolved the following policy regarding the determination of the proportions of the amount of monetary remuneration, performance-linked remuneration and non-monetary remuneration to the amount of individual remuneration for Directors who are not Audit and Supervisory Committee members.

- (i) These percentages are determined in ways they are linked to business performance and shareholder value and conducive to constant remuneration.
- (ii) For executive directors, the higher their position is, the greater the percentage of their performance-linked remuneration is. The aim is to maximize their performance in the execution of their duties. When performance targets are 100% achieved, the composition of their remuneration is generally 50% fixed remuneration and 50% performance-linked remuneration.
- (iii) Outside directors who are not Audit and Supervisory Committee members is only paid a consistent monthly remuneration without it being linked to business performance or shareholder value.

Furthermore, in determining the details of individual remuneration for Directors, the Board of Directors has confirmed that the opinions of the Audit and Supervisory Committee, of which Outside Directors constitute a majority, are reflected in the original proposal, and has judged that the details of remuneration, etc. for Directors are consistent with the said policy.

On the other hand, the remuneration for Directors who are Audit and Supervisory Committee members is determined through consultation among the Directors who are Audit and Supervisory Committee members, within the limit of the total amount of remuneration resolved at the General Meeting of Shareholders.

(2) Performance-linked remuneration and non-monetary compensation

The Board of Directors has resolved the following policy regarding the determination and the method for calculating the amount or number of performance-linked remuneration and non-monetary remuneration

(including the policy on the timing or conditions for granting remuneration) for Directors who are not Audit and Supervisory Committee members.

(a) Short-term performance-linked remuneration (bonus)

- (i) Short-term performance-linked remuneration is a bonus, a monetary compensation as an incentive for short-term performance improvement. Only executive directors are eligible.
- (ii) The amount of said bonus is determined on the basis of monthly remuneration multiplied by a given coefficient that comprehensively takes into account performance indicators and other factors.
- (iii) The performance indicator for said bonus is ordinary profit, which is an objective and unambiguous index capable of measuring the outcome of efforts to maintain and improve ordinary profitability on a consolidated basis with a view to increasing shareholder value.
- (iv) Said bonus is given after the General Meeting of Shareholders based on performance indicators and other factors for the business year concerned.

(b) Long-term performance-linked remuneration (restricted stock compensation)

- (i) Long-term performance-linked remuneration is a restricted stock compensation that causes executives to share the benefits and risks of stock price fluctuations with shareholders and motivates them to contribute to stock price increase and corporate value enhancement. Only executive directors are eligible.
- (ii) Restricted stock compensation is made up of fixed and variable portions. The former is granted in accordance with the executive's position. The latter is granted after reflecting the achievement rate of performance indicator targets during the previous business year in the position-specific remuneration amount.
- (iii) The performance indicators are company performance (ordinary profit, ROE), ESG evaluation, and the performance of the division of which the executive is in charge. The weight ratio of performance indicators varies within a range of 0 to 100%; the higher their position is, the higher the company-wide performance is weighted.
- (iv) Relevant stock compensation is granted after the annual General Meeting of Shareholders in the form of restricted stocks.
- (v) The restrictions on transfer will be terminated upon the executive leaving their position.

On the other hand, the remuneration for Directors who are Audit and Supervisory Committee members consists solely of fixed monthly remuneration.

(3) Matters regarding the delegation of authority for determining the details of individual remuneration for Directors

The Board of Directors has resolved the following regarding matters related to the determination of the details of individual remuneration for Directors who are not Audit and Supervisory Committee members.

- (i) The President has the authority to determine the amounts of remuneration for directors or the specific method of calculating these amounts. This authority is given by the Board of Directors, to which the General Meeting of Shareholders delegates such authority.
- (ii) The authority thus given allows the President to determine the remuneration amount for each director in accordance with the internal rules that provide a general framework for remuneration composition, the ranges of variable factors, and the like. All this is done under this basic policy and within the total remuneration amount for directors that has been decided on by the General Meeting of Shareholders.
- (iii) To ensure that the delegated authority is exercised properly, the President makes individual remuneration proposals to the Nomination and Remuneration Committee—which is an advisory body to the Board of Directors and a majority of which is independent outside directors—while explaining such proposals and the factors behind them. The Nomination and Remuneration Committee in turn discusses the validity of such proposals and submits relevant recommendations to the Board of Directors. The Board respects such recommendations as much as possible in discussing the proposals and then adopts a resolution to leave the matter to the President to decide.

It is worth noting that the remuneration amounts for directors who are members of the Audit and Supervisory Committee are determined through consultation among such directors within the total remuneration amount that has been decided on by the General Meeting of Shareholders.

For an overview of our remuneration structure based on all these policies, see also the schematic diagram at the end of this report.

Support System for Outside Directors

The division responsible for general administration helps with the duties of outside directors. Such assistance includes preparing materials for the Board of Directors and providing corporate information, as well as giving supplementary explanations as requested by outside directors.

The division responsible for general administration also assists the duties of the Audit and Supervisory Committee (including outside directors who sit on this committee). This division assigns a supporter, and helps with auditing activities under the instructions of the Committee.

Status of Persons Who Have Retired as Representative Director and President, etc.

Information on Persons Holding Advisory Positions (Senior Adviser, Adviser, etc.) After Retiring as Representative Director and President, etc.

| Name | Job title/position | Responsibilities | Terms and Conditions of Employment (Full/part time, with/without remuneration, etc.) | Date when former role as president/CEO ended | Term |
|------------------|--------------------|--|--|--|-----------|
| Yoshinori Eguchi | Honorary Adviser | Providing advice based on his experience and knowledge at the Company's request (not involved in management) | Part time, with remuneration | March 31, 1998 | Not fixed |

| | |
|---|---|
| Total number of advisers who once served as President and Representative Director, etc. | 1 |
|---|---|

Other Related Matters

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

Our corporate governance system has a managerial structure described below:

- (1) The Board of Directors serves both as a decision-making body for important matters relating to the execution of business by the Company and as a supervising body for the execution of duties by directors. It also appoints outside directors to enhance the transparency in the management process for better corporate governance.
- (2) The Audit and Supervisory Committee serves as an independent body that audits the execution of duties by directors.
- (3) Executive officers work to ensure efficient business execution in their respective business segments.
- (4) The Executive Committee, made up of executive officers, confirms policies concerning the execution of business based on decisions made by the Board of Directors. It also monitors progress in business execution. A director who is also a full-time Audit and Supervisory Committee member attends Executive Committee meetings.
- (5) The Sustainability Committee manages non-financial information in an integrated manner to promote internal control. Under its supervision, this committee has the Risk Management Committee and the Corporate Ethics Committee.
- (6) We have the Unipres Group Code of Conduct in place to promote corporate ethics. We work to ensure that this code of ethics is instilled in officers and employees.
- (7) We have an internal whistleblowing system in place to gather and assess information related to compliance. We also have the Unipres Hotline for whistleblowers.
- (8) Directors are appointed after the President explains about director candidates to the Nomination and Remuneration Committee, followed by the Board of Directors deciding on the candidates in consideration of recommendations from the Nomination and Remuneration Committee.
- (9) Director remuneration is determined in the following manner. First, the President makes remuneration proposals to the Nomination and Remuneration Committee, explaining the director remuneration structure and individual remuneration amounts that are calculated based on it within the total remuneration amount that has been decided on by the General Meeting of Shareholders. Second, the Nomination and Remuneration Committee submits relevant recommendations to the Board of Directors. Third, the Board discusses the President's proposals and then adopts a resolution to leave the matter to the President to decide.

- (10) Based on Article 427, paragraph 1 of the Companies Act, the Company concludes with directors (excluding executive directors, etc.) an agreement that limits the amount of their liability as set forth in Article 423, paragraph 1 of the same act. The maximum amount of liability based on such an agreement is the minimum liability as set forth in Article 425, paragraph 1 of the same act.
- (11) The Company has selected Deloitte Touche Tohmatsu LLC as the Accounting Auditor as part of its efforts to create an environment conducive to impartial auditing.

3. Reasons for Adoption of Current Corporate Governance System

In April 2015, the Company implemented changes to its business management structure. The changes were intended to facilitate prompt managerial decisions and business execution by clearly separating its managerial decision-making and supervisory functions from business execution, as well as to enhance corporate value by strengthening corporate governance. Moreover, we sought to strengthen our governance even further by upgrading the Company with Board of Company Auditors to the Company with Audit and Supervisory Committee at the 77th Ordinary General Meeting of Shareholders, held in June 2016.

III. Implementation of Measures for Shareholders and Other Stakeholders

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

| Updated | Supplementary Explanation |
|---|--|
| Early Posting of Notice of the General Meeting of Shareholders | We send the Notice of the General Meeting of Shareholders 21 days before the date of the meeting. |
| Scheduling of the General Meeting of Shareholders on a Non-Peak Day | We held the meeting on June 25, 2026, a non-peak day. |
| Electronic Exercise of Voting Rights | When we send the Notice of the General Meeting of Shareholders, we remind shareholders with the fact that they can exercise their voting rights via electromagnetic means. We also inform them of the internet site that allows them to do so. |
| Participation in a Platform for the Electronic Exercise of Voting Rights and Other Initiatives to Enhance Environment for Institutional Investors to Exercise Voting Rights | The Company has participated in the electronic voting platform for institutional investors operated by ICJ, Inc. |
| Provision of Notice (or Summary of Notice) of the General Meeting of Shareholders in English | A summary of the Notice of the General Meeting of Shareholders is available on our website and the TSE website. |
| Other | We sent the Notice of the General Meeting of Shareholders at an early date. For the 87th General Meeting of Shareholders on June 25, 2026, we started the electronic provision of the material on May 28, 2026 on the website of Tokyo Stock Exchange, Inc. ("TSE Listed Company Information Service") and on our website. |

2. Status of IR-related Activities

| | Supplementary Explanation | Explanation by a representative director or a representative executive officer |
|---|---|--|
| Formulation and Publication of Disclosure Policies | Available on our website | |
| Regular Investor Briefings Held for Individual Investors | We hold investor briefings for individual investors as appropriate. Also we actively share information by such means as the IR Information Email Distribution Service and an information distribution tool for individual shareholders. | Not held |
| Regular Investor Briefings Held for Analysts and Institutional Investors | After announcing financial results for the year and for the second quarter, we organize financial results briefings attended by the President as well as by the executives in charge of finance, engineering, and plants and production. Additionally, the announcement of financial results for each quarter is followed by small meetings attended by the executives in charge of finance, and public and investor relations. | Held |
| Online Disclosure of IR Information | IR materials are available on "Investors" on our website. URL https://www.unipres.co.jp/en/ir/ <Materials available> Summaries of financial results, timely disclosure materials, the Annual Securities Report, financial statement materials, fact sheets, the Notice of the General Meeting of Shareholders, business reports, and more | |
| Establishment of Department and/or Placement of a Manager in Charge of IR | The Sustainability Promotion Group within the General Administration Department serves as the IR function. | |

3. Status of Measures to Ensure Due Respect for Stakeholders

| | Supplementary Explanation |
|--|--|
| Establishment of Internal Rules Stipulating Respect for the Position of Stakeholders | The Unipres Group Code of Conduct focuses six aspects: (1) Our Stance Toward Our Customers, (2) Our Stance Toward Our Business Partners, (3) Our Stance Toward Our Stockholders and Investors, (4) Our Stance Toward Society, (5) Our Workplace, and (6) Our Work Mindset. We work to ensure that this code of conduct is strictly adhered to. |
| Implementation of Environmental Preservation Activities and CSR Activities, etc. | <p>Our management philosophy is "Achieve Sustainability Management." We, through our excellence in press technologies, shall contribute the realization of environmentally friendly and safer society globally. We shall build a trust-based relationship with our stakeholders by fair and sincere business activities. In this way, we shall create economic and social values at once to enable sustainable development of society and the Unipres Group in a mutually beneficial manner.</p> <p>We are determined to further strengthen our efforts to solve social issues in line with this management philosophy to position ourselves as a company that can contribute to society more than ever before. We conduct earth-conscious business activities such as climate action, green product development, and efficient use of resources. At the same time, we are actively engaged in investment in human capital (well-being management), social contribution activities, and compliance. In this way, we are committed to fulfilling our social responsibility as a corporation.</p> <p>We put together our wide range of sustainability activities into the Unipres Sustainability Report and make it available on our website. The idea is to allow our stakeholders to have a better understanding of the Company. URL https://www.unipres.co.jp/en/csr/report/</p> |
| Formulation of Policies, etc. on Provision of Information to Stakeholders | Our information disclosure rules set out our disclosure policy. |

IV. Matters Concerning the Internal Control System

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

The Company has established the following internal control system to ensure the appropriateness of business operations, the reliability of financial reporting, compliance with laws, loss risk management, and efficient execution of operations.

Specifics

1. Structure to ensure that the execution of duties by directors, executive officers, and employees is conducted in compliance with laws and ordinances and with the Company's Articles of Incorporation

- (1) The Unipres Group Code of Conduct has been laid down, and the President has conveyed the spirit of the Code to all officers and employees and is taking thorough steps to ensure that legal compliance and adherence to social ethics constitute the basis of corporate activity.
- (2) The President appoints an executive officer with specific responsibility for compliance and designates the division responsible for general administration as the compliance supervisory unit, in order to enhance the Company-wide compliance structure and identify problem areas. The Corporate Ethics Committee has also been established under the Sustainability Committee, thereby improving the structure for addressing compliance-related issues.
- (3) Unipres Hotline is established in order to enable officers and employees having found a compliance-related issue to directly bring whistle-blowing and have consultation, where contact points for whistle-blowing and consultation are established in the compliance supervisory unit and an external organization designated by the compliance supervisory unit, so as to ensure fairness and transparency.
- (4) The President appoints an executive officer with specific responsibility for disclosure of financial information and designates the division responsible for accounting as the financial information disclosure supervisory unit, in order to enhance the structure for disclosure of financial information and identify problem areas.
- (5) The Audit and Supervisory Committee has been established as an independent body to audit the execution of duties by directors.
- (6) The internal audit division, under the direct control of the President, conducts internal auditing for the purpose of ensuring the effectiveness of internal control.

2. Matters relating to the storage and management of information concerning the execution of duties by members of the Board

The President stores information concerning the execution of the duties of the Board of Directors, the Executive Committee, etc., together with related documents in accordance with the Rules of the Board of Directors, Rules of the Executive Committee, and other internal Company rules. Board of Directors information is managed by the division responsible for general administration, and Executive Committee information is managed by the division responsible for corporate planning. The information-management unit keeps the aforesaid documents in a state that enables them to be inspected at any time by directors.

3. Rules relating to management of risk of loss and other structures

The President appoints an executive officer with specific responsibility for risk management and designates the division responsible for general administration as the risk management supervisory unit, in order to enhance the Company-wide risk-management structure and identify problem areas. The Risk Management Committee has also been established under the Sustainability Committee, thereby improving the structure for addressing issues relating to the implementation of risk management.

4. Structure to ensure that duties of members of the Board are performed efficiently

The following management system is employed for the purpose of enhancing the efficiency with which the members of the Board perform their duties.

- (1) An executive-officer system has been established with the objective of separating decision-making and business-execution relating to management by the directors, thereby ensuring the transparency of management decision-making and efficient conduct of business.

- (2) The Executive Committee, composed principally of executive officers, has been established to validate policy for business execution based on decision-making by the Board of Directors, and to progress business execution.
- (3) The Executive Committee and Board of Directors formulate and approve three-year medium-term management plans. Each executive officer in charge formulates policy for each fiscal year based on the medium-term management plans and approves the business plan for individual divisions.
- (4) The executive officers in charge of individual divisions manage the business progress of each such division under efficient monitoring systems for business execution.
- (5) The Executive Committee manages the progress of monthly business results.

5. Structure for ensuring the appropriateness of business operations within the Unipres Group

To ensure the proper execution of business operations within the Unipres Group, the Company provides the following assistance and guidance to its subsidiaries.

- (1) The Company provides education based on the Unipres Group Code of Conduct to ensure thoroughgoing compliance with laws and regulations and social ethics.
- (2) The Company establishes Unipres Hotline whistle-blowing and consultation liaison points at each subsidiary to facilitate early detection and correction of misconduct.
- (3) The internal audit division of the Company provides support and advice through audits to strengthen the internal audit and internal control of each subsidiary.
- (4) Important information on each subsidiary is reported to the Board of Directors or the Executive Committee of the Company after first being reported to the division responsible for corporate planning and related divisions of the Company in accordance with the Company's Management Regulations of Related Affiliates.
- (5) Risk management is implemented at subsidiaries based on the Company's Regulations of Risk Management Committee and Risk Management Operating Procedure Manual.
- (6) To ensure the efficient execution of duties by directors, each subsidiary establishes rules for directors' committees appropriate to its size.

6. Matters relating to directors and employees assisting the Audit and Supervisory Committee in its duties

The division responsible for general administration takes charge of assisting the duties of the Audit and Supervisory Committee; assistants are appointed, and they provide assistance in auditing activities at the direction of the Audit and Supervisory Committee.

7. Matters relating to independence from other directors (excluding members of the Board who are members of the Audit and Supervisory Committee) of members of the Board and employees assisting the Audit and Supervisory Committee in its duties

The prior consultation with the Audit and Supervisory Committee must be required with regard to personnel reassignment and disciplining of the above-mentioned assistants.

8. Matters relating to ensuring effectiveness of the instructions to members of the Board and employees assisting the Audit and Supervisory Committee in its duties

- (1) In the following cases, the Audit and Supervisory Committee makes necessary requests to the President, or the Board of Directors.
 - (i) If it is determined that attendance at meetings that assistant employees will be holding, collection of information, and other necessary actions, as instructed by the Audit and Supervisory Committee, are unduly restricted.
 - (ii) If it is determined that the rights of the Audit and Supervisory Committee to supervise and give orders to assistant employees are unduly restricted.
- (2) If the President, or the Board of Directors, without just cause, fails to take appropriate measures against such requests of the Audit and Supervisory Committee, such failure is pointed out in the auditing report or the like after deliberation by the Audit and Supervisory Committee.

9. System for reporting by the Company's members of the Board (excluding members of the Board who are members of the Audit and Supervisory Committee) and employees, and directors of subsidiaries, etc. to the Audit and Supervisory Committee

Matters to be reported to the Audit and Supervisory Committee are determined by consultation with the Audit and Supervisory Committee; members of the Board, or executive officers delegated by the Board of Directors, shall report the matters set out below.

- (1) Matters deliberated upon at meetings of the Executive Committee (attended by the full-time Audit and Supervisory Committee members)
- (2) Matters that have the potential to cause significant damage to the Company or its subsidiaries
- (3) Matters relating to serious violations of laws, ordinances, or the Company's Articles of Incorporation
- (4) Matters relating to the status or content of reports received on the Unipres Hotline
- (5) Other important matters concerning internal control

In addition, the internal audit division conducts internal audits in cooperation with the Audit and Supervisory Committee, and reports audit results to the Audit and Supervisory Committee on a quarterly basis or an as-needed basis. In the event an employee finds a material fact, the employee may consult directly with the Audit and Supervisory Committee.

10. System for ensuring that the person making the report in the above 9 is not unfavorably treated for reasons due to that report

The Company ensures that the person who made the relevant report to the Audit and Supervisory Committee based on the above system is not unfavorably treated for reasons due to that report, and establishes the rules and regulations for the Company's internal control to indicate so, and makes all officers and employees of the Company and its subsidiaries aware of this.

11. Matters concerning policies on the handling of expenses or debts resulting from the execution of the duties by the Audit and Supervisory Committee members (limited to those related to the execution of duties by the Audit and Supervisory Committee), including procedures for the advance payment or indemnification of expenses incurred in the execution of such duties

The Company, upon receiving a request from a member of the Audit and Supervisory Committee for reimbursement of expenses, etc. necessary for the execution of its duties, promptly provides reimbursement on the basis of paragraph 4 of Article 399-2 of the Companies Act.

12. Other systems for ensuring that auditing by the Audit and Supervisory Committee is conducted effectively

The Audit and Supervisory Committee engages in regular exchanges of opinion with the representative director and the Accounting Auditor, and all business divisions cooperate with auditing by the Audit and Supervisory Committee at the direction of the executive officer in charge.

The Audit and Supervisory Committee may, if necessary, appoint attorneys, certified public accountants, or other advisers relevant to auditing activity.

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

To stay away from any relationship with antisocial forces, the Code of Conduct does not allow any transaction with or profit provision to antisocial forces for any reason or under any circumstance. We call on all officers and employees to strictly abide by this rule. In addition, the executive officer with specific responsibility for compliance and the compliance supervisory unit work to ensure that the divisions concerned are fully informed about how to act, and also develop a framework that enables us to take prompt action in cooperation with external professional organizations.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures

Not adopted

Supplementary Explanation for Applicable Items

2. Other Matters Concerning the Corporate Governance System

Corporate governance system

A schematic diagram of our corporate governance system, including the internal control system, is provided at the end of this report.

Overview of the timely disclosure structure

We are convinced that, in order to build and maintain high-trust relationships with various stakeholders such as shareholders, investors, and suppliers, timely and appropriate disclosure of important corporate information that might influence investment decision is one of our critical responsibilities.

To this end, we are committed not only to accurate, fair and timely disclosure in line with information disclosure regulations but also to disclosing information that is useful for better understanding of the Company.

1. Internal structure for timely disclosure

(1) Appointment of chief information handling officer

The Company appoints the executive officer in charge of the division of public and investor relations, a unit for timely disclosure management, as the officer responsible for the internal management and timely disclosure of important information.

(2) Information gathering and management

By appointing the chiefs of the finance and accounting division, corporate planning division, and other divisions as information handling officers, the Company establishes a structure ensuring that any corporate information generated at the Company and its major subsidiaries that can be subject to timely disclosure will be promptly and appropriately gathered and managed.

(3) Judging the need for timely disclosure

Corporate information gathered by the means described above is judged by the division of public and investor relations whether it needs to be disclosed in a timely manner under the direction of the chief information handling officer and in accordance with the disclosure standards set forth in the Securities Listing Regulations and the Enforcement Rules for Securities Listing Regulations. Information that is deemed to be not required to be disclosed is also subject to disclosure if it is judged to influence investment decision by investors.

2. Procedures for timely disclosure

(1) Determining what and when to disclose

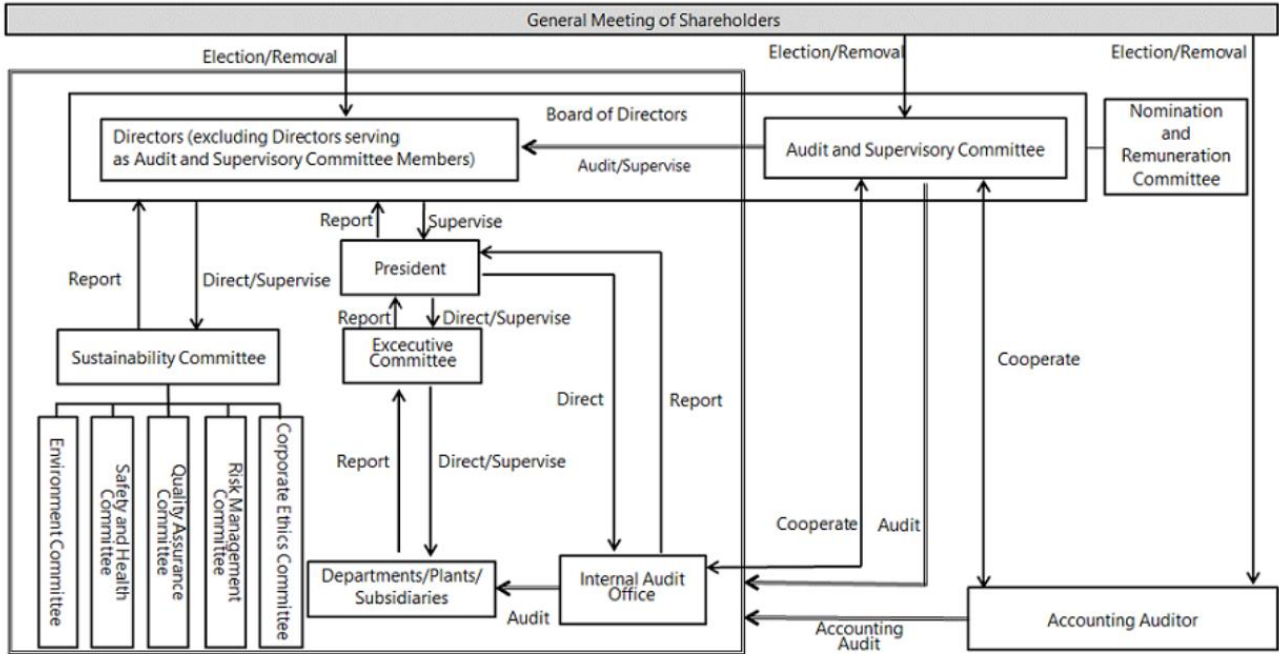
As a matter of principle, corporate information judged to be subject to disclosure by the means described above is referred to the Board of Directors, which in turn determines what and when to disclose.

(2) External disclosure

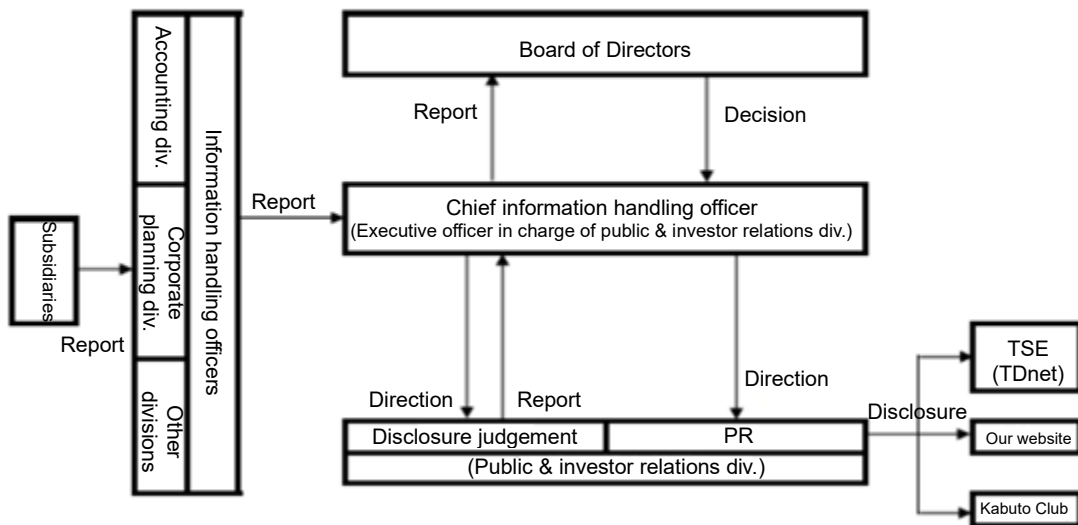
Corporate information for which the Board of Directors, etc. has determined what and when to disclose is disclosed on TDnet by the division of public and investor relations. It is also posted on our website without delay. Such information that is of special importance is simultaneously posted to the Kabuto Club, a press club at the Tokyo Stock Exchange (TSE).

A schematic diagram of the disclosure structure described above is provided at the end of this report.

Unipres Corporation Corporate Governance System



Schematic Diagram of Our Timely Disclosure Structure



■ Remuneration System

| Remuneration: items and percentages | | Form of payment | Performance-linked indicators | | Description of remuneration |
|---|--------------------------------------|--|--|---|---|
| Basic remuneration | Fixed (approx. 50%) | Cash | | | Fixed monthly remuneration that is determined on the basis of their position and in consideration of their merit, experience, etc. and that is subject to decision by the Board |
| Performance-linked bonus (short term) | Variable (0-50% or so) | | Consolidated ordinary profit for the previous period (single year) | | The Board decides on this remuneration based on performance indicators, etc. for the previous business year as an incentive for short-term performance improvement |
| Performance-linked stock compensation (long term, fixed) | | | | The Board decides on the number of shares to be granted as fixed stock compensation that is paid according to the recipient's position. | |
| Performance-linked stock compensation (long term, variable) | | Restricted stocks | Company Performance | Consolidated ordinary profit ratio | Variable stock compensation that reflects the achievement rate of performance indicator targets during the previous business year in the position-specific remuneration amount The performance indicators are company performance (ordinary profit ratio and ROE), the performance of the division of which the recipient is in charge, and Sustainability (an evaluation point given by an external organization and engagement score). The weight ratio of performance indicators varies within a range of 0 to 100%. The higher the position is, the higher the company-wide performance is weighted. (Note) If the consolidated ordinary profit ratio is below the standard level, this remuneration is not paid even if other targets are met. |
| | | | | ROE(Return on Equity) | |
| | | | Performance target achievement rate for the division in charge | | |
| Sustainability | Promoting ESG Initiatives (EcoVadis) | | | | |
| | | Maximization of the value of human capital (Employee engagement) | | | |

Restricted stocks are subject to malus and clawback provisions (forced return).