

[Translation]

This document has been translated from the Japanese original (as submitted to the Tokyo Stock Exchange) for reference purpose only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Corporate Governance

CORPORATE GOVERNANCE

TOMY COMPANY, LTD.

Last updated June 26, 2023
TOMY COMPANY, LTD.

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The status of corporate governance at TOMY COMPANY, LTD. (“TOMY”) is as follows:

I. TOMY’s Basic Policy on Corporate Governance and Capital Structure, Business Attributes and Other Basic Information

1. Basic Policy

Based on the Founding Philosophy, one of the most important management issues for the TOMY Group today is maintaining the trust of our stakeholders, including shareholders and customers, while offering continual improvements in corporate value and building on sound and transparent management practices. We will make every effort to achieve this through strong corporate governance, including enhanced self-check functions, risk management and compliance system, even as we improve operational efficiency.

<Founding Philosophy>

Let’s excite the world’s markets with our outstanding products.
Our sincerity and diligence will contribute to society and lead to our own success and happiness.

For the details of the TOMY Group’s corporate governance and its Founding Philosophy, which is a fundamental and permanent component of the TOMY Group which has served us well and constitutes the basis for our corporate activities toward the improvement of corporate governance, please see TOMY’s website.

Corporate governance www.takaratomy.co.jp/english/company/company/governance.html

Founding Philosophy and Corporate Mission

www.takaratomy.co.jp/english/company/company/philosophy.html

[Reason for not implementing each principle of the Corporate Governance Code]

TOMY implements all the individual principles of the Corporate Governance Code.

[Disclosure based on each principle of the Corporate Governance Code] [Updated]

[Principle 1.4] Cross-Shareholdings

(1) Policy for cross-shareholdings

TOMY has a policy of holding shares of other companies when it determines that they are necessary as part of management strategies, such as sustained business alliances, or in order to develop good relationships with its business partners and facilitate the smooth operation of business. The Board of Directors annually examines the significance of the acquisition or holding of, and the economic rationality for, each individual cross-shareholding, and any cross-shareholdings of which the Board of Directors does not recognize the

reasonableness are to be reduced, taking its market value, etc. into account. As a result of review, TOMY sold some cross-shareholdings during the fiscal year ended March 31, 2023.

(2) Exercise of voting rights

For voting rights as to the cross-shareholdings, TOMY determines whether it will vote for or against each proposal after comprehensively considering the following points: whether the company that issued the shares has established an appropriate corporate governance system; whether such company has made the proposal to improve its corporate value in the medium- and long-term; and the effects on the Company. TOMY makes a careful decision especially in the case of a long-term decline in earnings, a serious scandal or a proposal that damages shareholder value.

[Principle 1.7] Related Party Transactions

When TOMY engages in transactions with its Directors, Audit & Supervisory Board members or major shareholders, to ensure that such transactions do not harm the interests of the Company or the common interests of its shareholders, and to prevent any concerns with respect to such harm, the Board of Directors monitors the transactions through appropriate procedures, including approval and reporting at the Board of Directors meetings in accordance with laws and regulations or the Regulations of the Board of Directors of the Company, in proportion to the importance and characteristics of the transaction.

[Supplementary Principle 2.4.1] Approach to and Target for Ensuring Diversity, Policy for Human Resource Development, and Policy for Internal Environmental Improvement

Under the Founding Philosophy, “Let’s excite the world’s markets with our outstanding products. Our sincerity and diligence will contribute to society and lead to our own success and happiness,” the TOMY Group stipulates in its Code of Conduct that it “will respect individuality and foster initiative and creativity.” TOMY believes that new ideas that will excite global markets and both children and adults are created through team work that respects individual personalities, skills, and diverse values. We strive to develop a work environment where various people can work and continue growing, and that provides a source of innovation.

1. The TOMY Group respects human rights, never engages in unfair discrimination, tries to offer fair treatment and work opportunities, and promotes the education and appointment of human resources in consideration of diversity.

2. The TOMY Group promotes developing a work environment and corporate culture that encourage individual employees with different values, backgrounds, and life stages to demonstrate their ability to the maximum extent without losing their identity, while continuing to create new value in play.

The TOMY Group promotes the fair education and appointment of human resources regardless of their nationality and employment category, while taking diversity into consideration. Accordingly, the Group does not set numerical targets, particularly for hiring foreign nationals or mid-career persons.

The policy for human resource development, policy for a work environment and the approach to and numerical targets for appointment of female employees to managerial positions are presented on TOMY’s website.

www.takaratomy.co.jp/english/company/csr/work_style_reform/#torikumi

[Principle 2.6] Roles of Corporate Pension Funds as Asset Owners

TOMY periodically monitors the management of plan assets and reviews the policy composition of plan assets when necessary. In addition, TOMY provided the basic policy on asset management and the asset management guidelines to asset managers and comprehensively assesses them by conducting quantitative assessment as well as qualitative assessment of their investment policies, asset management processes and compliance. The Human Resources Department of TOMY reviews their management of assets and periodically exchanges information with them.

[Principle 3.1] Full Disclosure

(1) Corporate philosophy, business strategies, and business plan

[Basic policy of corporate management]

Our Founding Philosophy is “Let’s excite the world’s markets with our outstanding products. Our sincerity and diligence will contribute to society and lead to our own success and happiness.”

Our Founding Philosophy is a fundamental and permanent component of TOMY that has served the Company and the Company Group well. TOMY strives for the sustainable improvement of its corporate value with the following Corporate Mission and Corporate Guidelines as a compass for the achievement of the Founding Philosophy.

- Corporate Mission

“Our mission is to fulfill the dreams of our stakeholders, including

- The dreams of children
- The dreams of our employees
- The dreams of our shareholders
- The dreams of our business partners
- The dreams of society

We will create new value from play.”

- Corporate Guidelines

Customers

For TOMY Group customers, we will bring dreams to reality through products which offer new forms of play value.

Employees

For TOMY Group employees, we will strive to offer a dynamic working environment which maximizes individual initiative and creativity.

Shareholders

For TOMY Group shareholders, we will satisfy expectations and earn trust through sound management and quality earnings growth.

Business Partners

For TOMY Group business partners, we will deal fairly and honestly, aiming for mutual prosperity.

Society

For society, TOMY Group will continue to be a faithful and trusted corporate citizen for the 21st Century.

[Management Indicators]

The Group considers return on equity (ROE) to be an important management indicator in terms of the efficient management of shareholders' capital and the pursuit of profitability. TOMY set the following numerical targets for the fiscal year ending March 31, 2024, the final year of the Medium-term Management Plan announced on May 11, 2021: net sales of ¥185.0 billion, operating income of ¥15.0 billion, and ROE of over 12%. However, due to significant changes in the business environment surrounding the Company, including increases in resource prices, fluctuations in foreign exchange rates, and increases in geopolitical risks, the consolidated earnings forecast for the fiscal year ending March 31, 2024 calls for ¥195.0 billion in net sales and ¥13.5 billion in operating income. The Medium-term Management Plan also sets a three-year* total operating income target of ¥35.0 billion. The two-year total operating income for the fiscal years ended March 31, 2022 and 2023 is ¥25.4 billion, or 73% of the three-year total operating income target, which is expected to be achieved.

* Three-year period from the fiscal year ended March 31, 2022 to the fiscal year ending March 31, 2024

[Medium-term Business Strategy]

In the fiscal year ending March 31, 2024, which is the final year of the Medium-term Management Plan that started in the fiscal year ended March 31, 2022, we will respond flexibly to changes in economic activities and consumer behavior and strive to achieve the targets of the Medium-term Management Plan based on the following policies.

- Respond to a change in consumer behavior
- Change the business structure to one that can cope with changes in the external environment (responding to social circumstances, depreciation of the Japanese yen, and raw material price hikes)
- Take advantage of TOMY's strengths (in terms of product lineup, brand, and customer base) in developing business
- Control costs in accordance with the business environment, and secure liquid capital

The TOMY Group advances further reinforcement of “asobi” and establishment of a solid operating base as well as promotion of overseas expansion and plans for transformation into a truly Outstanding Global Company for the “Fulfillment of the dreams of our stakeholders” written in the Corporate Mission.

<To achieve the Medium-term Management Plan>

To bring customers more excitement, surprise, emotion, and smiles, which are the essential value of toys, the TOMY Group works to shift the core of the business from “toys” to “asobi.” In the Medium-term Management Plan, the TOMY Group embraces the vision that “We believe asobi makes the world better, therefore, we will contribute to the future global society through asobi,” targeting a wide range of generations and market areas, and expanding business fields.

Our medium-term policy is “We will leverage our strengths globally, and build the foundation towards Sustainable Growth.” We promote the above vision and policy by engaging in the following six company-wide strategies:

(i) Grow core brands based on their strengths

While working to expand TOMICA’s presence in the Asian market, we promoted the development of a variety of “TOMICA PREMIUM” products aimed at adults (Kidults fans). We also expanded the sales of Diaclone in Japan and other Asian countries. In addition, amid the return of the flow of people to stores, the retail business KIDDY LAND succeeded in expanding its customer base by focusing on popular characters.

In the future, we will promote TOMY’s products of various brands and its IP partners’ valuable brands in markets where their strengths can have more effective appeal.

(ii) Create big hits in Japan

In the second year of the big hit of the liquid-crystal toy with a new texture “Puniruns” in Japan, we started a new TV animation broadcast as original IP and achieved great results including starting to expand overseas. We also led the market with the expansion of our “Paw Patrol” IP for preschoolers.

For TOMICA products, in addition to launching “TOMICA Heroes Jobraver - Specially-equipped combined robot” as new content, we also implemented a new attempt at web animation distribution, which won popularity.

We will continue the efforts to propose a product that can be ranked No. 1 in individual categories, and collaborate with IP partners and overseas manufacturer partners.

(iii) The continuation of IP investment

New sales were generated through the aforementioned “Puniruns” and the launch of video content for “TOMICA Heroes Jobraver - Specially-equipped combined robot.” Looking ahead to the next fiscal year, we will continue to invest in IP and promote global expansion for our future growth by, among other activities, starting TV animation broadcasts of characters from our products. Examples include “ANIA Kingdom,” the first animated adaptation of the playable animal figure ANIA, which is now in its 10th year of release, as well as “Go! Go! Vehicle Zoo.”

(iv) Launch new businesses with asobi as key

Amusement machines “Pokémon MEZASTAR” and “Waccha PriMagi! Studio” performed well and led the market. We also opened a new collaboration with Cluster, Inc. titled “Metaverse Pop-Up Pirate.”

We will continue the efforts to create business with growth potential and develop a new market.

(v) Create new value by utilizing DX for value chain

Regarding Takara Tomy Mall, our D2C business, we will continue to leverage DX to expand the business, for example by introducing customer ID clustering, which enables us to provide customers with appropriate information at an appropriate timing.

(vi) Sustainability and CSR initiatives

The TOMY Group has launched and worked towards sustainability targets and KPIs in line with its eight material issues for achieving its sustainability vision of becoming friends with children around the world. For themes that particularly require cross-sectional action, we have established a theme-specific task force supervised by the Sustainability Promotion Division under the direct control of Representative Director, President & COO, where executive officers in charge and various members across various sections engage in execution, promotion, and making proposals for relevant initiatives.

Our corporate philosophy, business strategies, and business plan, as well as Sustainability and CSR initiatives, are disclosed on our corporate website, and in our annual reports, financial results presentation materials and securities reports, etc.

Founding Philosophy and Corporate Mission

(www.takaratomy.co.jp/english/company/company/philosophy.html)

Annual report (www.takaratomy.co.jp/english/ir/financial/annual.html)

Financial results presentation material (www.takaratomy.co.jp/english/ir/financial/presentation.html)

Securities report (www.takaratomy.co.jp/ir/financial/edinet.html) (in Japanese only)

Sustainability and CSR (<https://www.takaratomy.co.jp/english/company/csr/>)

(2) Basic policy and guidelines on corporate governance

Please see “I. 1. Basic Policy” of this report.

(3) Policy and procedures for determining remuneration for senior management and Directors

<Basic policy regarding remuneration for Directors>

1. It should be a system that is effectively linked to corporate performance and the medium- to long-term growth of corporate value, and one that allows such value to be shared with shareholders
2. It should be a system that maintains compensation levels that are determined based on comprehensive consideration of those of other companies
3. It should be a system determined through a process that is objective and transparent to stakeholders

<Policy for determining the amount of remuneration for Directors>

- The amount and other conditions of remuneration for individual Directors are deliberated by the Remuneration Committee, which is chaired by an outside Director and composed of outside Directors and/or outside Audit & Supervisory Board members, and determined based on reports submitted to the Board of Directors.

- The compensation amount of each Audit & Supervisory Board member is determined through discussions among the members within the total amount of remuneration determined by resolution of the meeting of shareholders.

<Composition and structure of remuneration for Directors>

- The remuneration of Directors (excluding outside Directors) is made up of three categories, namely, fixed basic compensation, performance-linked compensation provided as officer bonuses and stock-based compensation provided as non-monetary remuneration.

- For officer bonuses, a cash bonus calculated based on the level of achievement of consolidated performance indicators is paid.

- The stock-based compensation stock option system was eliminated and performance-linked stock-based compensation was introduced by a resolution of the 70th Annual Shareholders Meeting. The performance-linked indicator is consolidated ROE as specified in the Medium-term Management Plan.

- From the perspective of their roles, and in the interests of independence, outside Directors are paid only basic compensation.

The details are disclosed in the Securities Report for the 72nd Period.

(4) Policy and procedures for appointment/dismissal of senior management and nomination of candidates for Officers by the Board of Directors

<Director Qualifications and Nomination Procedures>

1) As for Directors of TOMY, we will appoint multiple persons from inside and outside the Company who have high ethical standards as well as an excellent personality, insight, ability, and abundant experience.

2) Regarding the nomination of Directors, the Board Director Nominating Committee, which is made up of outside Directors and/or outside Audit & Supervisory Board members, has been established as an advisory body to the Board of Directors. The committee makes recommendations and provides advice based on policies regarding the evaluation and appointment of each Director.

3) All Directors of TOMY are subject to election every year by resolution of the General Meeting of Shareholders, and candidates for newly appointed Directors are approved by the Board of Directors after undergoing a fair and transparent review by the Board Director Nominating Committee and being discussed at the General Meeting of Shareholders.

4) To ensure that Directors of TOMY have a good understanding of TOMY’s business, we will select persons who can sympathize with our Founding Philosophy and Corporate Mission.

5) If there are illegalities or serious violations of laws and regulations in the execution of duties by Directors, or if it is deemed difficult for them to properly perform their duties, the Board Director Nominating Committee explains the reasons for their dismissal, deliberates said reasons and receives pertinent advice. Afterward, a resolution is passed by the Board of Directors and submitted to the General Meeting of Shareholders.

<Audit & Supervisory Board Member Qualifications and Nomination Procedures>

1) As for Audit & Supervisory Board Members, we will appoint multiple persons from inside and outside the Company who have abundant experience and the advanced expertise necessary for auditing.

2) With regard to the nomination of Audit & Supervisory Board Member candidates, after obtaining the consent of the Audit & Supervisory Board, their nomination is resolved by the Board of Directors and submitted to the General Meeting of Shareholders.

(5) Explanations with respect to individual appointments and nominations

TOMY states reasons for the appointment/dismissal of each Officer in the “Notice of Convocation of General Meeting of Shareholders.”

[Supplementary Principle 3.1.3] Sustainability Initiatives, Investment, etc. in Human Capital and Intellectual Property, and Climate-change Related Risks and Opportunities

<Sustainability Initiatives>

“Sustainability and CSR initiatives” is one of TOMY Group’s group-wide strategies in the Medium-term Management Plan, and TOMY has launched and worked towards sustainability targets and KPIs in line with its eight material issues for achieving its sustainability vision of becoming friends with children around the world.

TOMY has disclosed the details of these initiatives in the Annual Report (both in paper format and via website) and on the Sustainability and CSR website (www.takaratomy.co.jp/english/company/csr/).

<Investment, etc. in Human Capital and Intellectual Property>

In the area of human capital, the Group has identified “Active participation of diverse personnel” as a material issue for sustainability, and is promoting efforts under a cross-functional Diversity Task Force* overseen by the Sustainability Promotion Division. Regarding intellectual property, we have identified “Creating new products, services, and IP” as a material issue for sustainability and are promoting an intellectual property strategy.

Please see TOMY’s Sustainability and CSR website for details.

“Active participation of diverse personnel” www.takaratomy.co.jp/english/company/csr/work_style_reform/
“Intellectual property strategies”

www.takaratomy.co.jp/english/company/csr/products/intellectual_property.html

<Initiatives Regarding Climate-change Related Risks and Opportunities>

TOMY Group’s cross-sectional environmental task force* promotes efforts under the supervision of the Sustainability Promotion Division, with a focus on “Environmental management,” which has been identified as its material issue for sustainability.

Social innovation toward a decarbonized society has an impact on the Group’s business, and at the same time, is an important theme for the achievement of a sustainability vision. TOMY discloses relevant information according to the TCFD recommendations.

“Responding to Climate Change”

www.takaratomy.co.jp/english/company/csr/environment/climate_change.html

*For information on each sustainability task force, please refer to “Promoting Sustainability and CSR” below.

www.takaratomy.co.jp/english/company/csr/policy

[Supplementary Principle 4.1.1] Scope of Matters to Be Resolved by the Board of Directors and Scope of Matters Delegated to Management

TOMY has set the Regulations of the Board of Directors and “TOMY Approval Standard,” which specify the scope of important matters to be discussed at Board of Directors meetings, in addition to matters specified by laws and regulations.

To increase agility and flexibility in the execution of business, the Board of Directors delegates to Directors decision-making on the execution of business, except for the matters provided by laws and regulations, the Articles of Incorporation, Regulations of the Board of Directors, and TOMY Approval Standard.

[Principle 4.9] Independence Standards and Qualification for Independent Outside Directors

TOMY has not established its own independence standards for appointing outside Directors, but in appointing them, it applies the independence standards established by Tokyo Stock Exchange, Inc. (criteria for

independence set out in accordance with the “Guidelines concerning Listed Company Compliance, etc.” III 5. (3)-2).

[Supplementary Principle 4.10.1] Independence, Authority and Roles of the Nominating and Remuneration Committees

TOMY is a company with an Audit & Supervisory Board, a majority of the members of the Board of Directors are independent outside Directors. Moreover, the Board Director Nominating Committee and the Remuneration Committee were established as advisory bodies to the Board of Directors and consist of one internal Director in charge of compliance and four independent outside officers. The Board Director Nominating Committee deliberates on Directors and Director positions, and nominates Directors. The Remuneration Committee deliberates on Director remuneration based on the policy for determining the amount of remuneration for Directors. Both committees ensure independence and objectivity as stated above.

[Supplementary Principle 4.11.1] Views on the Composition of the Board of Directors, and Skill Matrix of the Board

(1) Policy for nominating candidates for Directors and Audit & Supervisory Board members

TOMY considers that management from diverse perspectives is indispensable for developing its business, promoting globalization, and advancing appropriate supervision/audits. As such, in principle, TOMY nominates candidates for Directors and Audit & Supervisory Board members from among persons who have management capability and the diverse experience required for management decision making, while satisfying the following requirements, taking into consideration the diversification and balance of TOMY’s human resources. In addition, in order to ensure independence and transparency, the majority of the members of both bodies shall be independent officers.

(2) Requirements for candidates for Directors and Audit & Supervisory Board members

[Directors] The Board Director Nominating Committee selects Executive Directors, taking into consideration their administrative experience in marketing, sales, production, and administration, including global knowledge and management experience necessary for appropriately drawing up, deliberating and making decisions on business policies and strategies, and whether they have a good understanding of TOMY’s Founding Philosophy and Corporate Mission. The Board Director Nominating Committee proposes the candidates for outside Directors, prioritizing their diverse experience and deep insight that are required for deliberation and decision making on management policies and cannot be provided solely by Executive Directors, while taking into consideration their independence.

[Audit & Supervisory Board members] The Audit & Supervisory Board nominates Audit & Supervisory Board members, taking into consideration their high degree of professionalism and deep insight as an attorney, certified public accountant, or other professional, and experience and qualification necessary for deliberation of management policies and business strategies, and whether they have a good understanding of TOMY’s Founding Philosophy and Corporate Mission. The Audit & Supervisory Board selects one of the members based on his/her work experience in administrative divisions, such as accounting and finance, and knowledge gained from such experience and capability of maintaining independence from Executive Directors.

Please see [Expertise and experience of Directors] presented later in this report for the skill matrix of Directors of TOMY.

[Supplementary Principle 4.11.2] Concurrent Positions Held by Officers

The concurrent positions held at listed companies by the respective Officers of TOMY are as follows:

- Mariko Mimura
Outside Director of Suntory Beverage & Food Limited
- Fumitoshi Sato
Outside Director of Azbil Corporation
- Miwako Iyoku
Outside Director of Yamano Holdings Corporation
Outside Director of GAKKEN HOLDINGS CO., LTD.
Outside Director of giftee, Inc.
- Reiko Yasue
Representative Director, President and Executive Officer of Cybernet Systems Co., Ltd.
External Director of Lion Corporation
- Koichiro Watanabe

Outside Audit & Supervisory Board Member of JAMCO Corporation
Outside Audit & Supervisory Board Member of Baroque Japan Limited

[Supplementary Principle 4.11.3] Analysis and Evaluation of Effectiveness of the Board of Directors as a Whole

At least once a year, TOMY distributes questionnaires on the overall effectiveness of the Board of Directors to all Directors and Audit & Supervisory Board members attending the Board of Directors meeting to conduct a self-evaluation. The Risk/Compliance Committee, an advisory body to the Board of Directors, engages in discussions based on the results of the responses to the questionnaire. The evaluation results and issues are then shared at subsequent Board of Directors meetings, leading to improvements that will enhance the effectiveness of the Board.

The results have confirmed that the diversity of the members of the Board has been ensured with respect to its effectiveness, that Directors and Audit & Supervisory Board members each actively engage in discussions, and that a system has been developed to approve key management matters and oversee business execution appropriately. In addition, the results indicate that TOMY has formulated and is managing the progress of its medium-term management plan that helps enhance corporate value, that active information disclosure is being carried out and that internal control systems have been put in place.

Regarding the provision of information on the Company's business and other matters to outside officers, which had been an issue in the previous fiscal year, welcome improvements were made in securing time for deliberations and enhancing discussions by holding pre-briefing sessions. The next step, however, will be to further enhance information sharing, including the creation of opportunities for dialogue with executive officers that will contribute to a better understanding of the status of execution, and to further improve the system to deepen understanding of agenda items.

The results also reaffirmed the need to deepen discussions on medium- to long-term management strategies, risk management, and sustainability, and to formulate a management executive development plan, including increasing the ratio of female executives.

TOMY will pursue initiatives aimed at ensuring further effectiveness of the Board of Directors while taking these issues into account.

[Supplementary Principle 4.14.2] Training Programs for Directors and Audit & Supervisory Board Members
TOMY continues to provide its Directors and Audit & Supervisory Board members with training that is necessary for fulfilling their respective roles and responsibilities. TOMY also arranges opportunities for newly appointed outside Directors to receive an explanation of TOMY's industry, history, and business outline for their further understanding of the Company.

- Explanatory session on the Companies Act and corporate governance, etc. provided by professionals, voluntary training sessions on sustainability, lectures by executives of other companies and experts on useful information, etc., about management, including ethical training
- Compliance training

[Principle 5.1] Policy for Constructive Dialogue with Shareholders

(1) Basic views

TOMY considers shareholders and investors as an important stakeholder, and places an emphasis on constructive dialogue to improve our corporate value. To deepen mutual understanding of values and standpoints, and take appropriate action based on such understanding, the Company engages in dialogue with its shareholders as follows.

(2) Dialogue with institutional investors

TOMY's department responsible for investor relations of President Office is in charge of measures for dialogue with institutional investors under the supervision of Representative Director, President & COO. In collaboration with the Accounting Finance Division, the Corporate Planning Division and other related departments, the department holds regular meetings with institutional investors in and outside Japan and explains the outline and

progress of management strategies, performance, business situation and shareholder returns, etc. of the Company to those investors. Moreover, the Company arranges opportunities to have direct dialogues with institutional investors that allow for exchanging opinions from a long-term point of view to increase its corporate value and takes responsive action to a reasonable extent. The outcome of such dialogues is reported to Representative Director, President and COO, etc. as needed.

(3) Dialogue with individual investors

[Translation]

At TOMY, the Corporate Human Resources & General Affairs Division's department responsible for handling shares and the department in charge of IR of President Office are in charge of measures regarding dialogue with individual investors and shareholders under the supervision of Representative Director, President & COO. These departments aim to communicate clearly to a reasonable extent. TOMY also introduces its business overview, business models and the current situation, etc. at explanatory sessions for individual investors held at regional branches of securities companies. Since dialogue with shareholders is a valuable and important opportunity to introduce our business overview, the Company aims to take sufficient time for Q&A at the General Meeting of Shareholders, and when necessary, provides an explanation of its medium-term policy, etc. In addition, efforts are being made to enhance shareholder newsletters and the IR website so they are useful to individual investors and shareholders in making investment decisions.

(4) Appropriate management of insider information and quiet periods

TOMY actively engages in the disclosure of statutory information, as well as other information related to the Company, for constructive dialogue with shareholders and investors towards the enhancement of corporate value. During "quiet periods," four weeks prior to the announcement of the financial results of each fiscal period, the Company refrains from making comments and answering questions related to financial results. However, if, during the quiet periods, the possibility arises that the financial results will deviate significantly from the earnings forecast, shareholders and investors will be updated as needed. In addition, the Company has established regulations concerning disclosure and the prevention of insider trading, expressly stating that it discloses information in a fair manner, does not make selective disclosure, and protects the confidentiality of insider information. In order to ensure this, all officers and employees are provided with training periodically.

2. Capital Composition

Percentage of Shares Held by Foreign Investors	Greater than or equal to 10%, less than 20%
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[Major Shareholders] [Updated]

Name/Company Name	Number of Shares Held (shares)	%
The Master Trust Bank of Japan, Ltd. (Trust Account)	13,846,600	15.04
Tsukasa Fudosan	7,565,312	8.22
Custody Bank of Japan, Ltd. (Trust Account)	7,146,436	7.76
Kantaro Tomiyama	2,683,666	2.91
STATE STREET BANK WEST CLIENT - TREATY 505234 (Custodian: Mizuho Bank, Settlement & Clearing Services Department)	1,337,600	1.45
JP MORGAN CHASE BANK 385781 (Custodian: Mizuho Bank, Settlement & Clearing Services Department)	1,175,631	1.28
Administration trust (account of Fumie Tomiyama) Trustee SMBC Trust Bank Ltd.	1,000,000	1.09
SMBC Trust Bank Ltd. (Retirement Benefit Trust Account of Sumitomo Mitsui Banking Corporation)	900,000	0.98
Akio Tomiyama	829,100	0.90

[Translation]

SSBTC CLIENT OMNIBUS ACCOUNT (Custodian: Custody Department, Tokyo Branch, The Hongkong and Shanghai Banking Corporation Limited)	722,004	0.78
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Existence of Controlling Shareholders (excluding parent company)	—
Existence of Parent Company	None

Supplementary Information [Updated]

1. TOMY owns 2,921,662 shares as treasury stock, but is excluded from the above list of major shareholders.
2. The percentages shown under [Major Shareholders] are calculated excluding treasury stock.
3. TOMY has adopted “Stock-Granting Trust for Officers” and “Stock-Granting Trust for Executive Officers,” 514,236 shares of which are owned by Custody Bank of Japan, Ltd. (Trust Account) The number of shares owned by Trust Account is not included in the number of shares of treasury stock.
4. The number of shares of treasury stock and the information set forth in the description of Major Shareholders are as of March 31, 2023.

3. Business Attributes

Stock exchange and section	Tokyo Prime Market
Fiscal year end	End of March
Type of business	Other Products
Number of employees at the end of the previous fiscal year (consolidated)	Greater than or equal to 1,000 persons
Sales during the previous fiscal year (consolidated)	Greater than or equal to ¥100 billion, less than ¥1 trillion
Number of consolidated subsidiaries at the end of the previous fiscal year	Greater than or equal to 10, less than 50

4. Guidelines for Measures to Protect Minority Shareholders in the Event of Transactions with Controlling Shareholders

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5. Other Particular Conditions That May Materially Affect Corporate Governance

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[Translation]

II. Corporate Governance System of Business Management Organization, Etc. for Management Decision-Making, Execution of Duties and Management Supervision

1. Matters Pertaining to Organizational Structures and Organizational Management

Organizational form	Company with an Audit & Supervisory Board
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[Directors]

Maximum number of Directors stipulated in the Articles of Incorporation	14 persons
Term of Directors pursuant to the Articles of Incorporation	1 year
Chairperson of the Board of Directors	President
Number of Directors	9 persons
Election of outside Directors	Elected
Number of outside Directors	5 persons
Number of Outside Directors Designated as Independent Officers	5 persons

Relationship with the Company (1)

Name	Attribute	Relationship with the Company (*)										
		a	b	c	d	e	f	g	h	i	j	k
Mariko Mimura	Lawyer								△			
Fumitoshi Sato	From another company											
Shinichi Tonomura	From another company											
Miwako Iyoku	From another company											
Reiko Yasue	From another company								○			

* Selection of the relevant “Relationship with the Company”

* ○ indicates that the person currently falls under or has recently fallen under the relevant item. △ indicates that the person fell under the relevant item in the past.

* ● indicates that the person’s close family member currently falls under or has recently fallen under the relevant item. ▲ indicates that the person’s close family member fell under the relevant item in the past.

a. An executive officer of the Company or its subsidiary

b. An executive officer or non-executive Director of a parent company of the Company

c. An executive officer of a fellow subsidiary of a parent company of the Company

d. A person who has a significant business relationship with the Company or who is an executive officer of an entity which has such significant business relationship

e. A person with whom the Company has a significant business relationship or who is an executive officer of an entity with whom the Company has a significant business relationship

f. A consultant, accounting expert or legal expert who receives significant remuneration or other assets from the Company other than officer compensation

g. A major shareholder of the Company (if a major shareholder is a legal entity, an executive officer of such legal entity)

h. An executive officer of an entity with whom the Company has a business relationship (does not fall under d, e, and f) (only with respect to the person)

[Translation]

- i. An executive officer of a company whose outside officer assumes such post on a reciprocal basis at the Company (only with respect to the person)
- j. An executive officer of an entity to which the Company makes donations (only with respect to the person)
- k. Other

Relationship with the Company (2)

Name	Independent Officer	Supplementary Information	Reasons for Appointment
Mariko Mimura	○	Ms. Mariko Mimura served as a partner at Nishimura & Asahi until she resigned in 2004.	TOMY elected Ms. Mimura as outside Director in order to have her utilize her extensive knowledge and experience as a lawyer and a corporate manager. TOMY designated her as an independent officer of TOMY because there is no risk of conflicts of interest developing between her and general shareholders of TOMY in light of the stock exchange independence standards.
Fumitoshi Sato	○	—	TOMY elected Mr. Fumitoshi Sato as outside Director in order to have him utilize his extensive knowledge and experience as a corporate manager and a person who formerly belonged to a financial institution. TOMY designated him as an independent officer of TOMY because there is no risk of conflicts of interest developing between him and general shareholders of TOMY in light of the stock exchange independence standards.
Shinichi Tonomura	○	—	TOMY elected Mr. Tonomura as outside Director in order to have him utilize his extensive knowledge and experience as a business operator and a corporate manager. TOMY designated him as an independent officer of TOMY because there is no risk of conflicts of interest developing between him and general shareholders of TOMY in light of the stock exchange independence standards.
Miwako Iyoku	○	—	TOMY elected Ms. Miwako Iyoku as outside Director in order to have her utilize her extensive knowledge and experience as an in-house entrepreneur and a corporate manager. TOMY designated her as an independent officer of TOMY because there is no risk of conflicts of interest developing between her and general shareholders of TOMY in light of the stock exchange independence standards.

[Translation]

Name	Independent Officer	Supplementary Information	Reasons for Appointment
Reiko Yasue	○	Ms. Reiko Yasue is Representative Director, President and Executive Officer of Cybernet Systems Co., Ltd. Although TOMY has business relationships with the company, there are no specific business relationships that may affect the management of TOMY.	TOMY elected Ms. Yasue as outside Director in order to have her utilize her extensive knowledge and experience in global business and as a corporate manager. TOMY designated her as an independent officer of TOMY because there is no risk of conflicts of interest developing between her and general shareholders of TOMY in light of the stock exchange independence standards.

Voluntary establishment or non-establishment of a committee that corresponds to a Nominating Committee or Remuneration Committee	Established
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Status of establishment of voluntary committee, members of the committee, and attributes of the chairperson of the committee

	Voluntary committee corresponding to Nominating Committee	Voluntary committee corresponding to Remuneration Committee
Name of the committee	Board Director Nominating Committee	Remuneration Committee
Total number of members	5	5
Number of full-time members	0	0
Number of internal Directors	1	1
Number of outside Directors	3	2
Number of outside experts	0	0
Number of other members	1	2
Committee chairperson	Outside Director	Outside Director

Supplementary Information

The Board of Director Nominating Committee and the Remuneration Committee, composed of outside Directors and/or outside Audit & Supervisory Board members, have been established as advisory bodies to the Board of Directors and are requested to provide proposals and counsel with regard to policies relating to matters such as Directors' assessment, appointment, and the amount of remuneration. The Board Director Nominating Committee consists of three independent outside Directors, one independent outside Audit & Supervisory Board member, and one internal Director, and the Remuneration Committee consists of two independent outside Directors, two independent outside Audit & Supervisory Board members, and one internal Director.

[Translation]

[Audit & Supervisory Board Members]

Establishment of Audit & Supervisory Board	Established
Maximum Number of Audit & Supervisory Board Members Stipulated in the Articles of Incorporation	6 persons
Number of Audit & Supervisory Board Members	4 persons

Cooperation among Audit & Supervisory Board Members, Accounting Auditors, and Internal Audit Departments

- (1) The Audit & Supervisory Board and board members closely exchange opinions and information with Accounting Auditors as follows.
- 1) The Audit & Supervisory Board receives briefings from the Accounting Auditor on the audit plan on an annual basis.
 - 2) The Audit & Supervisory Board receives briefings from the Accounting Auditor on the quarterly review and year-end audit reports on a quarterly basis.
 - 3) The Audit & Supervisory Board and board members receive briefings on priority audit items, the status of internal control systems and risk assessment identified by the Accounting Auditor, and exchange opinions whenever necessary.
- (2) Audit & Supervisory Board members work together by exchanging opinions and information with Internal Control & Audit Group, etc. on priority audit issues, the status of internal control systems (including J-SOX-related issues) and risk assessment whenever necessary. Internal audit results are reported whenever necessary.

Election of Outside Audit & Supervisory Board Members	Elected
Number of Outside Audit & Supervisory Board Members	3 persons
Number of Outside Audit & Supervisory Board Members Designated as Independent Officers	3 persons

Relationship with the Company (1)

Name	Attribute	Relationship with the Company (*)												
		a	b	c	d	e	f	g	h	i	j	k	l	m
Koichiro Watanabe	Certified public accountant													
Yuji Yamaguchi	Certified tax accountant										△			
Michihiro Nishi	Lawyer													

* Selection of the relevant “Relationship with the Company”

* ○ indicates that the person currently falls under or has recently fallen under the relevant item. △ indicates that the person fell under the relevant item in the past.

* ● indicates that the person’s close family member currently falls under or has recently fallen under the relevant item. ▲ indicates that the person’s close family member fell under the relevant item in the past.

a. An executive officer of a listed company or its subsidiary

b. A non-executive Director or an accounting advisor of a listed company or its subsidiary

c. An executive officer or non-executive Director of a parent company of a listed company

d. An Audit & Supervisory Board member of a parent company of a listed company

e. An executive officer of a fellow subsidiary of a parent company of a listed company

[Translation]

- f. A person who has a significant business relationship with a listed company or who is an executive officer of an entity which has such significant business relationship
- g. A person with whom a listed company has a significant business relationship or who is an executive officer of an entity with whom a listed company has a significant business relationship
- h. A consultant, accounting expert or legal expert who receives significant remuneration or other assets from a listed company other than officer compensation
- i. A major shareholder of a listed company (if a major shareholder is a legal entity, an executive officer of such legal entity)
- j. An executive officer of an entity with whom a listed company has a business relationship (does not fall under f, g, and h) (only with respect to the person)
- k. An executive officer of a company whose outside officer assumes such post on a reciprocal basis at a listed company (only with respect to the person)
- l. An executive officer of an entity to which a listed company makes donations (only with respect to the person)
- m. Other

Relationship with the Company (2)

Name	Independent Officer	Supplementary Information	Reasons for Appointment
Koichiro Watanabe	○	—	TOMY elected Mr. Koichiro Watanabe as outside Audit & Supervisory Board member in order to have him utilize his extensive knowledge and experience as a certified public accountant, aiming to enhance the effectiveness of audits. TOMY designated him as an independent officer of TOMY because there is no risk of conflicts of interest developing between him and general shareholders of TOMY in light of the stock exchange independence standards.
Yuji Yamaguchi	○	Mr. Yuji Yamaguchi served as a partner at KPMG Tax Corporation until he resigned in December 2021.	TOMY elected Mr. Yamaguchi as outside Audit & Supervisory Board member in order to have him utilize his abundant experience in tax operations and accounting audit support operations, and his extensive knowledge gained through overseas operations at an overseas office, aiming to enhance the effectiveness of audits. TOMY designated him as an independent officer of TOMY because there is no risk of conflicts of interest developing between him and general shareholders of TOMY in light of the stock exchange independence standards.

[Translation]

Name	Independent Officer	Supplementary Information	Reasons for Appointment
Michihiro Nishi	○	—	TOMY elected Mr. Nishi as outside Audit & Supervisory Board member in order to have him utilize his expert knowledge on overall corporate legal affairs as a lawyer and abundant experience in international transactions and business development overseas, aiming to enhance the effectiveness of audits. TOMY designated him as an independent officer of TOMY because there is no risk of conflicts of interest developing between him and general shareholders of TOMY in light of the stock exchange independence standards.

[Independent Officers]

Number of Independent Officers	8 persons
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Other Matters Relating to Independent Officers

<Views on the independence of TOMY's outside Directors/Audit & Supervisory Board members>

TOMY elects as outside Directors/Audit & Supervisory Board members persons who have abundant experience and deep insight as corporate managers, and those who have expert knowledge and experience as certified public accountants, tax accountants and lawyers, in order to ensure equal and fair decision making that considers the interests of general shareholders in the decision-making process, etc. of the Board of Directors, etc. regarding the execution of material operations.

All outside Directors/Audit & Supervisory Board members who qualify as independent officers have been designated as independent officers.

[Incentives]

Implementation of Measures for Providing Incentives to Directors	Adoption of performance-based remuneration plan and stock option plan
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Supplementary Information [Updated]

TOMY believes that these plans can be expected to promote corporate management by emphasizing a sense of contribution to consolidated earnings growth and the interests of shareholders.

The remuneration of Directors is disclosed in the Securities Report and the Business Report for the 72nd Period.

With the adoption of performance-linked stock-based compensation by a resolution of the 70th Annual Shareholders Meeting, the stock-based compensation stock option system was eliminated. Stock options that have already been allotted will be valid until the expiration of the exercise period.

Grantees of Stock Options	Internal Directors, employees, Directors of subsidiary companies, and employees of subsidiary companies
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[Translation]

Supplementary Information

Normal-type stock options to be allotted to the Company's employees, and its subsidiaries' Directors and employees have not been issued since March 2020. Stock options that have already been allotted will be valid until the expiration of the exercise period.

[Remuneration for Directors]

Disclosure Status (of individual director remuneration) [Updated]

No individual disclosure.

Supplementary Information [Updated]

The number of grantees and the total amount of remuneration paid based on a grantee's status, including Directors (excluding outside Directors), Audit & Supervisory Board members (excluding outside Audit & Supervisory Board members), outside Directors, and outside Audit & Supervisory Board members, are disclosed in the Securities Report and the Business Report for the 72nd period.
The total amount of consolidated remuneration, etc. by Directors is not stated because there is no Director whose amount is ¥100 million or more.

Existence of Guidelines for the Amount and Calculation Method of Remuneration [Updated]

Yes

Information Regarding Guidelines for the Amount and Calculation Method of Remuneration

<Basic policy regarding remuneration for Directors>

1. It should be a system that is effectively linked to corporate performance and the medium- to long-term growth of corporate value, and one that allows such value to be shared with shareholders
2. It should be a system that maintains compensation levels that are determined based on comprehensive consideration of those of other companies
3. It should be a system determined through a process that is objective and transparent to stakeholders

<Policy for determining the amount of remuneration for Directors>

- The amount and other conditions of remuneration for individual Directors are deliberated by the Remuneration Committee, which is chaired by an outside Director and composed of outside Directors and/or outside Audit & Supervisory Board members, and determined based on reports submitted to the Board of Directors.

- The compensation amount of each Audit & Supervisory Board member is determined through discussions among the members within the total amount of remuneration determined by resolution of the meeting of shareholders.

<Composition and structure of remuneration for Directors>

- The remuneration of Directors (excluding outside Directors) is made up of three categories, namely, fixed basic compensation, performance-linked compensation provided as officer bonuses and stock-based compensation provided as non-monetary remuneration.

- For officer bonuses, a cash bonus calculated based on the level of achievement of consolidated performance indicators is paid.

- The stock-based compensation stock option system was eliminated and performance-based stock-based compensation was introduced by a resolution of the 70th Annual Shareholders Meeting. The performance-linked indicator is consolidated ROE as specified in the Medium-term Management Plan.

- From the perspective of their roles, and in the interests of independence, outside Directors are paid only basic compensation.

The details are disclosed in the Securities Report for the 72nd Period.

[Translation]

[Outside Director (Outside Audit & Supervisory Board Member) Support System]

Corporate Planning Division staff inform outside Directors and outside Audit & Supervisory Board members of Board of Directors meetings, provide advance briefings on outlines of proposals to the extent possible and provide other necessary information.

TOMY has in place an employee whose full-time job is to assist Audit & Supervisory Board members in their duties.

2. Matters Pertaining to Functions Relating to the Execution of Duties, Audit and Supervision, Appointment, and Decisions Regarding Remuneration, etc. (Outline of the Current Corporate Governance System) [Updated]

[Outline of the current system]

<Managerial decision-making and execution of duties>

(1) A regular meeting of the Board of Directors is held once each month, while an extraordinary meeting of the said Board is held as deemed necessary. These meetings are used to determine basic policies and strategies for the TOMY Group as a whole, as well as to issue decisions concerning the execution of important business operations, audit and supervise operational execution and take other relevant steps.

(2) The Officers Meeting (the “Jomu-Kai”) has been established and is held, in principle, at least once each month for the purpose of conducting the Group’s business operations and management in a smoother and more efficient fashion. The members of the Meeting engage in versatile decision-making on matters concerning the overall implementation of the Group’s business management. Matters resolved at the Officers Meeting are reported to the Board of Directors, as deemed necessary.

(3) The Board Director Nominating Committee and the Remuneration Committee, composed of outside Directors and/or outside Audit & Supervisory Board members, have been established as advisory bodies to the Board of Directors and are requested to provide proposals and counsel with regard to policies relating to matters such as Directors’ assessment, appointment, and the amount of remuneration.

(4) With regard to the nomination of Audit & Supervisory Board Member candidates, after obtaining the consent of the Audit & Supervisory Board, their nomination is resolved by the Board of Directors and submitted to the General Meeting of Shareholders.

(5) The Advisory Committee and the Financial Advisory Committee, composed of outside Directors and/or outside Audit & Supervisory Board members, have been established as an advisory body to the Representative Directors and to the Chief Financial Officer, respectively. Both Committees are requested to render a broad range of counsel pertaining to the effectiveness of operational execution, the reliability of the TOMY Group’s financial affairs and other important matters.

(6) The Executive Officer Assessment Committee, composed of full-time Directors, has been established as an advisory body to the Representative Directors and is requested to provide a broad range of counsel with regard to matters such as the Executive Officers’ assessment.

(7) By delegating authority, among others, through the adoption of an Executive Officer system, TOMY has worked to speed up and streamline the execution of business operations in individual groups and divisions in charge, based on the policies, strategies, and supervision of the Board of Directors.

(8) A Mid-term Management Plan is established to clarify the basic strategies and management goals over the medium term, with specific measures implemented for the purpose of achieving those goals based on the Business Plan (Budget) for each fiscal year.

<Actions aimed at enhancing functions of Audit & Supervisory Board members>

(1) Audit & Supervisory Board members hold a meeting of the Audit & Supervisory Board once a month, in principle, to discuss and make decisions on key matters necessary for supervising and auditing the execution of duties by Directors.

Moreover, Audit & Supervisory Board members use attendance at regular important meetings, irregular meetings, and other occasions to receive reports on management conditions, as well as the status of business performance, financial affairs, internal audit implementation, risk management, compliance and other matters.

With respect to internal audits, officers (two persons) in charge of internal audits in the department responsible for internal audits audit the execution status of operation and compliance status of individual departments of TOMY and report to Directors in charge and the Audit & Supervisory Board as needed.

The assignment, reassignment and other matters concerning the employees assisting in the duties of the Audit & Supervisory Board shall be conducted with the prior consent of Audit & Supervisory Board members, and such employees execute their operations under the directions and orders of the Audit & Supervisory Board members to ensure the independence of such employees from Directors. Audit & Supervisory Board members (or the Board) engage in exchanges of opinions and information with Accounting Auditors, the department responsible for internal control, the department responsible for internal audits and the Group Companies' audit divisions with regard to important themes pertaining to auditing and other matters, mutually collaborating to monitor the TOMY Group's internal control conditions.

- (2) TOMY has established and enhanced a Company-wide risk management system integrated with internal control. The system is comprised of the Risk/Compliance Committee and the department responsible for internal control. To deal with the occurrence of unexpected circumstances, Risk Management Task Forces are promptly established, with prompt and precise actions taken to minimize losses and damages and effective measures devised to prevent recurrences of such situations.

The Safety & Quality Assurance Division has been established as an organization to deal exclusively with product safety, with efforts being advanced to strengthen the process of offering outstanding products that can be used with confidence.

- (3) The accounting audit of TOMY is implemented in an efficient manner by KPMG AZSA & Co., which was appointed at the General Meeting of Shareholders.

Certified public accountants who provided auditing services:

Yasuhisa Yajima, Designated Limited Liability Partner and Engagement Partner at KPMG AZSA & Co.

Tamaki Hamada, Designated Limited Liability Partner and Engagement Partner at KPMG AZSA & Co.

Composition of assistants relating to accounting audits:

46 persons, consisting of 12 certified public accountants and 34 others.

<Outline of limited liability agreements>

TOMY has entered into limited liability agreements with Directors (excluding Executive Directors, etc.) and Audit & Supervisory Board members pursuant to Article 427, paragraph (1) of the Companies Act to limit the amount of their liabilities stipulated in Article 423, paragraph (1) of the Companies Act to the amount stipulated by laws and regulations. This is to have Directors and Audit & Supervisory Board members fulfil their expected roles efficiently in the execution of duties.

TOMY has entered into a limited liability agreement with KPMG AZSA & Co. pursuant to Article 427, paragraph (1) of the Companies Act to limit the amount of its liabilities stipulated in Article 423, paragraph (1) of the Companies Act to the amount stipulated in Article 425, paragraph (1) of the Companies Act. This is to have KPMG AZSA & Co. fulfil its expected role efficiently in the execution of duties.

3. Reasons for the Selection of the Current Corporate Governance System

As a company with an Audit & Supervisory Board, TOMY has appointed multiple outside Directors and Audit & Supervisory Board members who are independent from executive management and promotes a wide range of measures for enhanced corporate governance. The Company believes that the current system will be effective in achieving and ensuring its corporate governance (Please see "1. Basic Policy" in page 1.), which would allow for appropriate and efficient corporate management.

[Translation]

III. Implementation of Measures for Shareholders and Other Stakeholders

1. Initiatives to Vitalize General Shareholders Meetings and Facilitate the Exercise of Voting Rights [Updated]

	Supplementary Information
Early distribution of convocation notice of the General Meeting of Shareholders	TOMY distributes and posts on its website the convocation notice of the General Meeting of Shareholders at an early date prior to the legal deadline, normally three weeks prior to the date of the meeting. Distribution of convocation notice: June 1, 2023 Posting of convocation notice on the proprietary website of Tokyo Stock Exchange: May 31, 2023 * English translation was posted on May 31, 2023. Posting of convocation notice on TOMY corporate website: May 31, 2023
Scheduling the General Meeting of Shareholders to avoid overlap	The General Meeting of Shareholders for June 2023 was held on June 23, 2023.
Exercise of voting rights by electronic means	TOMY has enabled shareholders to exercise voting rights by electronic means since 2014.
Measures aimed at participation in electronic voting platforms and other improvements in the voting environment geared towards institutional investors	TOMY has participated in an electronic voting platform since 2016 (both in Japanese and English).
Provision of an English-language summary of convocation notices	TOMY has prepared English-language translations of narrowly-defined convocation notices since 2016.
Other	1) A business report presentation is delivered at the General Meeting of Shareholders with graphics and narration in order to explain the report well. 2) Sufficient time for questions and answers is secured to hold the Meeting in an interactive manner in order to provide an environment where shareholders feel free to make statements.

2. IR Activities [Updated]

	Supplementary Information	Explanation by representative personnel
Create and disclose the disclosure policy	Has created an IR policy to disclose disclosure standards and methods on www.takaratomy.co.jp/english/ir/etc/policy.html .	
Hold periodic briefings for individual investors	Holds individual investor briefings at branches of securities firms across Japan to explain our business, business model, and current situation.	No
Hold periodic briefings for analysts and institutional investors	Holds business briefings concerning the summary of financial results and the basic direction of the business, etc. for analysts and institutional investors semiannually	Yes

[Translation]

	Supplementary Information	Explanation by representative personnel
Disclosure of IR materials on the website	IR-related materials are posted at www.takaratomy.co.jp/english/ir/index.html . Financial results, timely disclosure documents other than financial results, securities reports, shareholder newsletters, and financial results presentation materials are disclosed.	
Department related to IR (personnel)	TOMY maintains IR personnel in the President Office to strengthen IR activities and ensure fair and timely disclosure.	

3. Activities Concerning Respect for Stakeholders [Updated]

	Supplementary Information
Setting forth provisions in the internal regulations concerning respect for stakeholders	Respect for the viewpoints of individual stakeholders is stipulated in the Founding Philosophy, Corporate Mission and Corporate Guidelines.

Supplementary Information	
<p>Promotion of environmental preservation activities and CSR activities</p>	<p>■ The TOMY Group’s Sustainability and CSR initiatives</p> <p>The TOMY Group promotes sustainability measures, aiming to balance the realization of a sustainable society with the Group’s growth. The Group has established a framework for achieving its sustainability vision of becoming friends with children around the world, and identified eight material issues for sustainability based on the United Nations SDGs.</p> <p>The eight material issues are: (1) Ensuring confidence, safety, and quality; (2) Creating new products, services, and IP; (3) Promoting universal design; (4) Organizational governance and communication with stakeholders; (5) Active participation of diverse personnel; (6) Responsible procurement; (7) Environmental management; and (8) Encouraging education and culture through our business.</p> <p>The TOMY Group is promoting measures to achieve medium-term sustainability targets and KPIs in accordance with these material issues for sustainability. The Group will strive for greater social contribution through its business.</p> <p>■ Sustainability and CSR promotion system</p> <p>Representative Director, President & COO of TOMY is responsible for overseeing sustainability issues of the TOMY Group. To promote sustainability management, TOMY has established the Sustainability Promotion Division under the direct control of Representative Director, President & COO, and it is in charge of establishing, promoting, and monitoring the sustainability and ESG initiative implementation policy and plan, and conducting internal education and ESG-related disclosure, etc. For medium-term sustainability targets and KPIs with themes that particularly require cross-sectional action, we have established a theme-specific task force supervised by the Sustainability Promotion Division, where executive officers in charge and various members across various sections engage in execution, promotion, and making proposals for relevant initiatives. The status of theme-specific task forces is monitored at a quarterly progress report meeting, while periodically being reported/referred to the Representative Directors. When necessary, it is reported, referred, or submitted to the Board of Directors and/or the Officers Meeting.</p> <p>For TOMY’s Sustainability and CSR-related governance system, please see [Chart of Sustainability and CSR Governance System] shown later.</p> <p>Details of TOMY’s Sustainability and CSR initiatives are disclosed in the Annual Report (both in paper format and via website) and on the Sustainability and CSR website (www.takaratomy.co.jp/english/company/csr/).</p>
<p>Formulation of policies, etc. concerning disclosure to stakeholders</p>	<p>TOMY hopes to inform shareholders and investors of its management strategies, earnings results, and financial conditions clearly. To this end, company briefings and financial results briefings are held to create opportunities for dialogue between executive management, including the president, and individual investors, institutional investors in and outside Japan and securities analysts, etc. to a reasonable extent.</p>

IV. Matters Relating to Internal Control Systems, etc.

1. Basic Policy on Internal Control Systems and the Progress of System Development [Updated]

<Basic policy on internal control systems>

One of the most important management issues for the TOMY Group today is maintaining the trust of our stakeholders, including shareholders and customers, while offering continual improvements in corporate value and building on sound and transparent management practices. We will make every effort to achieve this through strong corporate governance, including enhanced self-check functions, risk management and compliance system, even as we improve operational efficiency.

<Progress of internal control systems>

(1) System to ensure that Directors' and employees' execution of duties complies with laws and regulations and the Articles of Incorporation

1) TOMY Group Code of Conduct has been established to clarify that all officers and employees in the organization must not only comply with existing laws and ordinances, but also strive to fulfill their social responsibilities through the implementation of sincere and fair corporate activities. These rules are accompanied with thorough efforts to achieve the widest possible understanding of this stance on the part of officers and employees.

2) To both enhance and achieve greater thoroughness for the TOMY Group's compliance system and risk management system, an arrangement has been adopted in which the Risk/Compliance Committee, which is chaired by a Representative Director and composed of outside Directors, Audit & Supervisory Board members, etc., has been established to deliberate on important issues concerning risk and compliance, and report upon the results of those discussions to the Board of Directors.

3) The department responsible for internal control and the department responsible for internal audits, which are under the direct control of the Representative Directors, audit the compliance status of TOMY and the TOMY Group and report to the Representative Directors and Audit & Supervisory Board as needed.

4) TOMY will have no relationships of any kind with anti-social groups or organizations that threaten social order or the sound activities of the TOMY Group, while systematic responses shall be mounted with a firm stance against unreasonable demands and similar situations.

5) In the event of emergencies, including a planned large-scale purchase of shares of TOMY, the Board of Directors will establish a special committee composed of outside Directors registered as independent officers. The Board shall respect the special committee as much as possible, including the committee's assessment and consideration of the large-scale purchase, and its recommendations as to the necessity for the initiation of countermeasures against the purchasers, etc., and determine a response policy.

(2) System for the storage and management of information regarding the execution of duties by Directors

1) Information pertaining to the performance of duties by Directors shall be recorded and preserved in document or electromagnetic media form, in accordance with the TOMY Group's internal regulations.

2) The Information Security Basic Rules have been determined pertaining to the management of information, with measures devised to ensure the reliable protection of information assets, including personal information.

3) By strengthening the disclosure system, TOMY is aiming to speed up information disclosure and establish more transparent management.

(3) Regulations and system relating to managing the risk of loss

1) The Risk/Compliance Committee and the department responsible for internal control have been established as the organizations assigned to coordinate all areas of risk management, thereby creating a company-wide risk management system integrated with the internal control system.

2) To deal with the occurrence of unexpected circumstances, Risk Management Task Forces are promptly established, with prompt and precise actions taken to minimize losses and damages and effective measures devised to prevent recurrences of such situations.

3) The Safety & Quality Assurance Division has been established as an organization to deal exclusively with product safety, with efforts being advanced to strengthen the process of offering outstanding products that can be used with confidence.

4) We respond to social issues and corporate ethics matters related to sustainability primarily through the Sustainability Promotion Division.

(4) System to ensure the efficiency of Directors in the execution of their duties

1) A regular meeting of the Board of Directors is held once each month, while an extraordinary meeting of the said Board is held as deemed necessary. These meetings are used to determine basic policies and strategies for the TOMY Group as a whole, as well as to issue decisions concerning the execution of important business operations, audit and supervise operational execution and take other relevant steps.

2) The Officers Meeting (the “Jomu-Kai”) has been established and is held, in principle, at least once each month for the purpose of conducting the Group’s business operations and management in a smoother and more efficient fashion. The members of the Meeting engage in versatile decision-making on matters concerning the overall implementation of the Group’s business management. Matters resolved at the Officers Meeting are reported to the Board of Directors, as deemed necessary.

3) The Board Director Nominating Committee and the Remuneration Committee, composed of outside Directors and/or outside Audit & Supervisory Board members, have been established as advisory bodies to the Board of Directors and are requested to provide proposals and counsel with regard to policies relating to matters such as Directors’ assessment, appointment, and the amount of remuneration.

4) The Advisory Committee and the Financial Advisory Committee, composed of outside Directors and/or outside Audit & Supervisory Board members, have been established as an advisory body to the Representative Directors and to the Chief Financial Officer, respectively. Both Committees are requested to render a broad range of counsel pertaining to the effectiveness of operational execution, the reliability of the TOMY Group’s financial affairs and other important matters.

5) The Executive Officer Assessment Committee, composed of full-time Directors, has been established as an advisory body to the Representative Directors and is requested to provide a broad range of counsel with regard to matters such as the Executive Officers’ assessment.

6) By delegating authority, among others, through the adoption of an Executive Officer system, TOMY has worked to speed up and streamline the execution of business operations in individual groups and divisions in charge, based on the policies, strategies, and supervision of the Board of Directors.

7) A Mid-term Management Plan is established to clarify the basic strategies and management goals over the medium term, with specific measures implemented for the purpose of achieving those goals based on the Business Plan (Budget) for each fiscal year.

(5) System to ensure appropriateness of operations of the Company and the Group

1) As a general rule, one or more of TOMY’s officers or employees are appointed as part-time Directors or part-time Audit & Supervisory Board members of the TOMY Group companies. In this capacity, these part-time Directors and part-time Audit & Supervisory Board members engage in monitoring and supervision of the appropriateness of the execution of business operations at each such company, thereby striving to strengthen the risk management and compliance system of the TOMY Group as a whole.

2) With regard to the TOMY Group management system, a department has been established to oversee Group company management. This department acts in accordance with the TOMY Group’s internal regulations in advancing management and guidance activities in response to the characteristics and conditions of each Group company.

3) Group-wide related rules have been prepared with regard to compliance, risk management, information management and other areas, with efforts made to foster awareness of compliance throughout the entire Group and establish a risk management system that reflects company-wide perspectives, while such systems are being monitored by the Risk/Compliance Committee and the department responsible for internal control.

4) Each Group company reports the progress of its profit plan and other matters at the Group’s Monthly Briefing Session, which is held regularly on a monthly basis.

(6) System to ensure the reliability of financial reports

1) To ensure the reliability of financial reports, a specific internal control system has been established for the purpose of preparing pertinent regulations and the effective and appropriate submission of internal control reports in accordance with the Financial Instruments and Exchange Act.

2) The conformity with the Financial Instruments and Exchange Act and relevant laws and regulations is ensured by constantly verifying whether the internal control system works appropriately and correcting deficiencies if needed.

(7) Matters relating to the employees assisting in the duties of Audit & Supervisory Board members when so requested by Audit & Supervisory Board members, and matters relating to the independence of such employees from Directors

1) TOMY may assign the employees assisting in the duties of Audit & Supervisory Board members when required by the Audit & Supervisory Board.

2) The assignment, reassignment and other matters concerning the employees assisting in the duties of the Audit & Supervisory Board shall be conducted with the prior consent of Audit & Supervisory Board members, and such employees execute their operations under the directions and orders of the Audit & Supervisory Board members to ensure the independence of such employees from Directors.

(8) System for reports from Directors and employees to Audit & Supervisory Board members, and system for reports from others to Audit & Supervisory Board members

1) Upon the occurrence of matters capable of causing serious losses to the TOMY Group (or the threat of the occurrence of such circumstances), the detection of illegal or dishonest actions perpetrated by officers or employees or other conditions requiring reports to the Audit & Supervisory Board, Directors or employees shall promptly report upon the said situations to the Audit & Supervisory Board.

2) Audit & Supervisory Board members shall use attendance at regular important meetings, irregular meetings, and other occasions to receive reports on management conditions, as well as the status of business performance, financial affairs, internal audit implementation, risk management, compliance, and other matters.

(9) System for ensuring that persons who made reports as set forth in the preceding paragraph are not treated unfavorably on account of making such reports

It is prohibited for any officer or employee of TOMY and its Group companies who made reports to Audit & Supervisory Board members to be treated unfavorably on the grounds of his/her reporting, and officers and employees of TOMY and its Group companies shall be kept well-informed of the same.

(10) Matters regarding the policy on the treatment of expenses and other liabilities arising from the execution of duties by Audit & Supervisory Board members of TOMY

A certain annual budget has been secured for expenses and other liabilities arising from the execution of duties by Audit & Supervisory Board members.

Audit & Supervisory Board members may charge the company they belong to for any expenses necessary for the execution of their duties, and the company will make payment accordingly.

Audit & Supervisory Board members may consult Accounting Auditors and attorneys as needed, and the company they belong to will bear the related expenses.

(11) Other systems to ensure that the Audit & Supervisory Board members conduct audits effectively

1) To ensure that the Audit & Supervisory Board members maintain a firm grasp of the status of important decision-making and operational execution, the Audit & Supervisory Board members are allowed to attend meetings of the Board of Directors and other important conferences; access the minutes of meeting proceedings, circular memos for staff approvals and other documents concerning the execution of important business operations; and request explanations of such matters from Directors or employees as deemed necessary.

2) Audit & Supervisory Board members (or the Board) engage in exchanges of opinions and information with Accounting Auditors, the department responsible for internal control, the department responsible for internal audits and the Group companies' audit divisions with regard to important themes pertaining to auditing and other matters, mutually collaborating to monitor the TOMY Group's internal control conditions.

2. Basic Policy on Excluding Antisocial Forces and the Progress of the System Development

<Progress of the development of the system to exclude antisocial forces>

(1) TOMY has drawn the attention of all officers and employees to such policy by means such as clearly stipulating "Prohibition of antisocial behavior" in the "TOMY Group Code of Conduct."

[Translation]

(2) A department that deals with antisocial forces has been established for, among others, the improvement of internal systems, unified management and accumulation of antisocial force-related information and preparation of response manuals, and it implements measures to sever relationships with antisocial forces.

(3) TOMY has established a system to cooperate with local police, corporate lawyers, and related organizations, etc. in order to prepare for emergencies.

(4) TOMY promotes training activities to exclude antisocial forces through holding compliance lectures.

[Translation]

V. Other

1. Adoption of Anti-takeover Measures

Adoption of anti-takeover measures	Yes
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Supplementary Information [Updated]

<Outline of policy for responding to large-scale purchases of Company shares (Anti-takeover Measures)>
TOMY received shareholder approval at the 71st Ordinary General Meeting of Shareholders held on June 22, 2022, regarding the continuation of its policy for responding to large-scale purchases of Company shares (hereinafter, the “Response Policy”). The Response Policy consists of a “rights plan with prior warnings,” which provides for the allotment of stock acquisition rights without contribution (hereinafter, “countermeasures”), the details of which are as follows.

1. Response Policy Overview

An overview of the Response Policy is provided below. For additional details, please refer to “Notice Concerning Continuation of Policy toward Large-Scale Purchases, etc., of Company’s Shares (Anti-takeover Measures)” published on the TOMY corporate website on May 10, 2022.

(Reference URL: <https://ssl4.eir-parts.net/doc/7867/tdnet/2114714/00.pdf>)

- (1) A party (hereinafter, “purchaser”) intending to make a purchase (hereinafter, “large-scale purchase”) of shares that would result in such party holding 20% or more of the shares issued by the Company must provide TOMY with information on the large-scale purchase, in principle, within 60 days from the date on which the Board of Directors of TOMY presented the list of necessary information to the purchaser (this can be extended up to an additional 30 days).
- (2) In the event of an emergency, the TOMY Board of Directors will establish a special committee. The special committee may request the Board of Directors to provide it with opinions and justification materials related to the planned large-scale purchase as well as alternative proposals.
- (3) After receiving information from the purchaser and the Board of Directors, the special committee will respond to issues raised by the Board of Directors, in principle, within 90 days in principle (however, if the special committee has a justifiable reason, this can be extended up to an additional 30 days) from the time at which the Board of Directors receives a written proposal containing all information necessary to consider the large-scale purchase. The special committee will examine and evaluate the purchase details, determine whether to implement countermeasures against the purchaser and make its recommendation to the Board of Directors (moreover, the special committee reserves the right to seek the approval of the General Meeting of Shareholders before recommending that countermeasures be taken).
If necessary, the special committee can seek the advice of an independent outside expert. In addition, the Board of Directors will negotiate with the purchaser and disclose information to shareholders.
- (4) The Board of Directors shall respect the recommendations of the special committee as much as possible and pass a resolution on whether to ultimately take countermeasures. Moreover, if the special committee invokes its right to seek approval from the General Meeting of Shareholders regarding the recommended implementation of countermeasures, the Board of Directors shall, in principle, convene the General Meeting of Shareholders as soon as practical and submit a proposal for the implementation of countermeasures. In this situation, the Board of Directors will pass a resolution as to the implementation of countermeasures in accordance with the decision arrived at by the General Meeting of Shareholders.
- (5) In the event that the purchaser does not comply with the procedures set forth in the Response Policy, or if it is confirmed that TOMY’s corporate value and/or the common interests of TOMY shareholders will be clearly damaged and it is deemed appropriate to implement countermeasures, after a judgment by the special committee, the decision to implement countermeasures can be made.
- (6) In the event countermeasures are implemented, acquisition rights can be added for the execution of stock acquisition rights that are assigned to shareholders but not extended to the purchaser or others (hereinafter, “non-qualified persons”) as well as the exchange of stock acquisition rights for Company shares with persons other than non-qualified persons. As a result, if Company shares are issued to shareholders other

than non-qualified persons, the ratio of Company share voting rights held by said non-qualified persons will be diluted.

2. Basic policy regarding the qualification of a person who controls the decision-making on TOMY's financial and business policies

With the Founding Philosophy, "Let's excite the world's markets with our outstanding products. Our sincerity and diligence will contribute to society and lead to our own success and happiness," TOMY has, since its founding, strived to provide children with not only products with superior safety and quality, but also "play" with superior quality, aiming to "nurture a sound children's culture."

Thanks to our customers' immense trust in us, many of our products, including PLARAIL, TOMICA, and LICCA, are long sellers across generations and have become our assets. Our Founding Philosophy is a fundamental and permanent component of TOMY that has served the Company and the Company Group well. TOMY has defined the following Corporate Mission as a compass for the achievement of the Founding Philosophy.

"Our mission is to fulfill the dreams of our stakeholders, including

- The dreams of children
- The dreams of our employees
- The dreams of our shareholders
- The dreams of our business partners
- The dreams of society

We will create new value from play."

Amid the dramatic changes in the external environment and consumer behavior in recent times, we have renewed our vision that "we believe asobi makes the world better, therefore we will contribute to the future global society through asobi," based on the Founding Philosophy and Corporate Mission. Accordingly, we will shift the core base of our business from "toys" to "asobi," aiming to transform into a truly Outstanding Global Company.

We believe that the TOMY Group's efforts to realize the Founding Philosophy, Corporate Mission and this vision will maximize TOMY's corporate value, which will lead to the maximization of shareholder value. The TOMY Group continues to strive to create new value in play and improve product quality. For children, who will shape the future, we take seriously our mission to "nurture a sound children's culture," and promote further improvement of TOMY's brand value. We are confident that brand value management that allows the TOMY brand to shine will make every stakeholder's dream come true.

In the event that we receive a proposal for a large-scale purchase of Company stock, we must, before making a decision, assess appropriately and accurately the effects on the Founding Philosophy, Corporate Mission and vision that have won the sympathy of stakeholders and served us well, and on the corporate value and the common interests of shareholders of TOMY and the TOMY Group. To this end, we must duly examine the details of the business plan proposed by the purchaser and its feasibility and legality, effects on stakeholders of TOMY, effects on the corporate value of the Company and the Company Group, as well as the effects on TOMY's future plan.

Based on the above factors, the Board of Directors of TOMY considers that a person who conducts a large-scale purchase of Company stock or who makes a merger proposal that may not contribute to the security and improvement of the corporate value and the common interests of shareholders of TOMY may not be qualified to be a person who controls the decision-making on TOMY's financial and business policies.

3. Decision made by the Board of Directors regarding special measures that will contribute to the realization of the basic policy and regarding the Response Policy, as well as reasons for the decision

(1) Special measures that will contribute to the realization of the basic policy

The direct aim of the measures, including TOMY's Medium-term Management Plan and the "Strengthening of Corporate Governance," is to secure and improve the corporate value and the common interests of shareholders of TOMY, and therefore, the measures contribute to the realization of the above-mentioned "2. Basic policy regarding the qualification of a person who controls the decision-making on TOMY's financial and business policies" (hereinafter, "Basic Policy").

Therefore, the Board of Directors of TOMY concluded that the measures conform with the Basic Policy, and do not harm the corporate value and the common interests of shareholders of TOMY, or are not intended to maintain the positions of officers of TOMY.

(2) Response policy regarding the large-scale purchase of shares of TOMY

The Board of Directors of TOMY has concluded that the Response Policy conforms with the Basic Policy, and will not harm corporate value or the common interests of shareholders, or is not intended to maintain the positions of corporate officers of TOMY for the following reasons (among others): (i) the Response Policy is disclosed in advance in order to increase predictability for shareholders and investors, as well as purchasers, and to secure appropriate selection opportunities for shareholders; (ii) the introduction and continuation of anti-takeover measures in line with the Response Policy has been approved by shareholders at the General Meeting of Shareholders of the Company, and therefore, shareholder intent is reflected in the enforcement and continuation of the Response Policy. Moreover, when a proposal to discontinue the Response Policy is approved at a meeting of shareholders, the Response Policy shall be abolished immediately, and therefore, the continuation of the Response Policy is also subject to the intent of shareholders; (iii) in order to eliminate arbitrary judgements by Directors of the Company regarding the implementation of countermeasures stipulated in the Response Policy, a special committee has been established, consisting of outside Directors registered as independent officers who shall execute the business operations of the Company in an emergency, and the Board of Directors shall respect the special committee as much as possible in making judgements on invoking or not invoking countermeasures stipulated in the Response Policy; (iv) when the special committee reserves the right to seek the approval of the General Meeting of Shareholders before recommending that countermeasures be taken, the Board of Directors shall convene a shareholders meeting of the Company and pass a resolution as to the implementation of countermeasures in accordance with the decision arrived at by the General Meeting of Shareholders, and therefore, shareholder intent can be reflected in the implementation of countermeasures; and (v) reasonable and objective requirements must be satisfied to allow the countermeasures to be implemented.

2. Other Matters Regarding Corporate Governance System, etc.

<Outline of timely disclosure system>

1. Disclosure standard

In order to facilitate shareholders' and investors' understanding of the TOMY Group and contribute to proper evaluation, TOMY discloses information in line with the Financial Instruments and Exchange Act and the Rules on Timely Disclosure of Corporate Information by Issuer of Listed Securities ("Timely Disclosure Rules") specified by Tokyo Stock Exchange.

2. Internal systems regarding timely disclosure of corporate information

(1) Management of internal information

1) TOMY has in place an Information Management Officer who is responsible for managing internal information and takes necessary measures to prevent the leakage of information internally and externally.

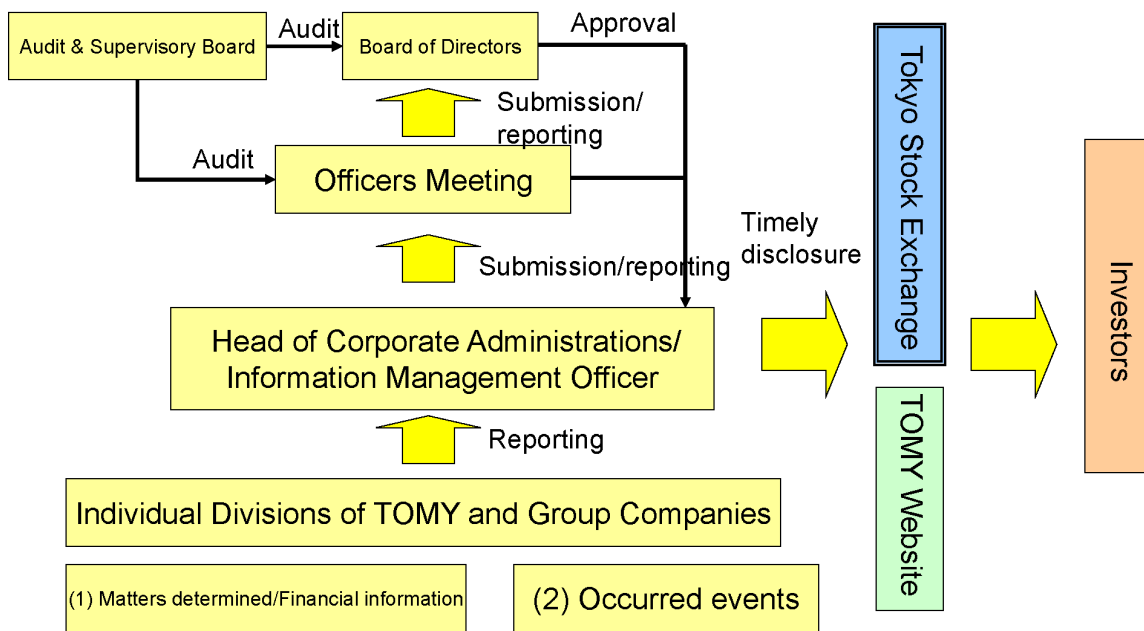
2) Head of Corporate Administrations is responsible for collecting and managing information.

3) If Head of Corporate Administrations has received internal information of TOMY and the TOMY Group companies, the Board of Directors has the authority to determine whether the information should be disclosed. However, in cases of emergency, these matters may be determined by Representative Directors or a person designated by Representative Directors.

(2) Method of timely disclosure

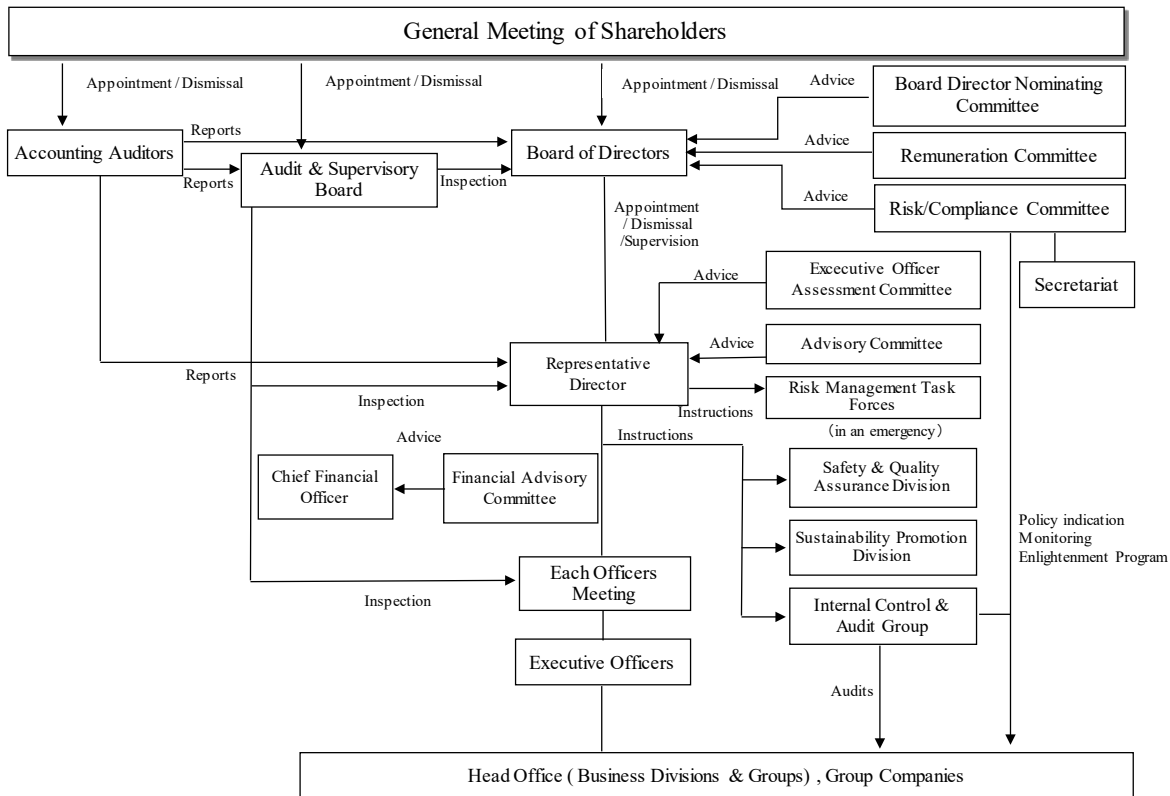
TOMY timely submits information subject to the Financial Instruments and Exchange Act and the Timely Disclosure Rules specified by Tokyo Stock Exchange and other important information to the Timely Disclosure Network (TDnet) provided by Tokyo Stock Exchange information. The information submitted is also promptly published on our corporate website to ensure fair and timely disclosure.

<Overview of Internal systems Regarding Timely Disclosure>



[Translation]

Business Management Organization Framework



Fields of Expertise and Experience of Directors

			Expertise and experience									
Title	Name	Gender	Management and business strategy	Toy and entertainment business	Innovation and new business	Global business	IP and brand business	DX	Finance and accounting	Legal affairs, compliance, and corporate ethics	Personnel, labor management, human resources development	ESG and sustainability
Representative Director, Chairman & CEO	Kantaro Tomiyama	M	●	●	●	●	●			●	●	●
Representative Director, President & COO	Kazuhiro Kojima	M	●	●	●	●			●	●		●
Board Director, Executive Vice President	Akio Tomiyama	M	●	●	●	●	●	●				●
Part-time Director	Hiroyuki Usami	M	●	●	●	●	●					
Outside Director	Mariko Mimura	F	●			●				●		●
Outside Director	Fumitoshi Sato	M	●						●		●	●
Outside Director	Shinichi Tonomura	M	●		●	●		●				
Outside Director	Miwako Iyoku	F	●	●	●			●				
Outside Director	Reiko Yasue	F	●		●	●		●				

* For outside Directors, ● indicates the relevant item of the skills, etc. for which the person is expected to use his/her abundant experience and in-depth knowledge (up to four items). The matrix is not intended to present all of the knowledge and experience possessed by each outside Director.

* IP (Intellectual Property): In the entertainment industry, intellectual property rights are used to describe characters and titles.

[Translation]

[Chart of Sustainability and CSR Governance System]

