

Revisions to Securities Listing Regulations and Other Rules Regarding Minority Shareholder Protection

July 3, 2026

Tokyo Stock Exchange, Inc.

I. Purpose

Tokyo Stock Exchange Inc. (TSE) will revise the Securities Listing Regulations and other rules. These revisions will take effect on July 10, 2026 (for more details, please refer to the “Revisions to Rules and Regulations: Tracked Changes”).

These amendments are being made to further encourage management at companies to consider the interests of minority shareholders and to ensure the independence and effectiveness of independent directors, who play a central role in minority shareholder protection. They include mandatory disclosure of the minority shareholder approval rate for director appointment proposals, as well as the expansion of independence criteria for independent directors/auditors and revisions to related disclosure.

II. Outline

1. Disclosure of Minority Shareholder Approval Rates, etc.

(1) Scope

- Listed companies that fall into any of the following items as of the record date for the general shareholders meeting:
 - Those with a parent company
 - Those with an other associated company that holds 40% or more of the voting rights
 - Those with a major shareholder that jointly holds 40% or more of the voting rights with the following parties:
 - Close relatives of said major shareholder
 - Companies or similar entities, such as asset management companies, in which said major shareholder and their close relatives hold a majority of the voting rights

(2) Timing and Contents of Disclosures

- The following shall be disclosed regarding proposals for director appointment (limited to those proposed by the company) at general shareholders' meetings.

(Notes)

- Rule 411-2, Paragraph 1 of the Securities Listing Regulations (hereinafter referred to as “the Regulations”) and Rule 413, Paragraph 1 of the Enforcement Rules for Securities Listing Regulations (hereinafter referred to as “the Enforcement Rules”)
- Rule 411-2, Paragraph 1 of the Regulations

(a) Without delay after the general shareholders' meeting

- The following items shall be disclosed without delay after the general shareholders' meeting:
 - The number of votes for and against and the number of abstentions by minority shareholders, as well as the approval ratio, for each proposal for director appointment
 - An outline of major shareholders, etc. holding 40% or more of the voting rights, who are excluded from the category of minority shareholder
- If there was a proposal that did not gain more than 50% approval from minority shareholders, the following matters shall also be disclosed:
 - Measures planned to be taken by the board of directors to understand the reasons for minority shareholder opposition

(b) Within six months after the general shareholders' meeting:

- If there was a proposal that did not gain more than 50% approval from minority shareholders as in (a), the following matters shall also be disclosed:
 - The status of measures implemented by the board of directors to understand the reasons for minority shareholder opposition (such as dialogue with shareholders)
 - A summary of reasons for opposition received from minority shareholders
 - The necessity of additional measures and the content of such measures

2. Expansion of Independence Criteria for Independent Directors/Auditors and Revision of Related Disclosure

(1) Expansion of Independence Criteria

(a) Major shareholders

- A person cannot qualify as an independent director/auditor if the person is:
 - A major shareholder of the listed company, or a close relative of such a person

• Rule 411-2, Paragraph 1, Items (1) and (2) of the Regulations and Rule 413 of the Enforcement Rules

• Rule 411-2, Paragraph 1, Item (3) of the Regulations

• Rule 411-2, Paragraph 2 of the Regulations

III. 5., of the Guidelines Concerning Listed Company Compliance, etc.

- A person who is, or has recently been, an executive at a major shareholder of the listed company, or a close relative of such a person
- A person who is, or has recently been, an executive of a company of which the listed company is a major shareholder, or a close relative of such a person

(b) Other

- A person cannot qualify as an independent director/auditor if the person is:
 - An outside director who has served as an auditor at the parent company of the listed company within the past ten years, or a close relative of such a person
 - An outside director/outside company auditor who has served as an accounting advisor at the parent company of the listed company within the past ten years, or a close relative of such a person

(2) Expansion of Disclosure of Attribute Information

- Outside directors and outside company auditors who fall under the following categories shall be required to report said status and provide details in the Independent Director/Auditor Notification and other disclosures:
 - A person who is, or has within the past ten years been, an executive of a company that holds shares of the listed company as cross-shareholdings
 - A person who is, or has within the past ten years been, an executive of a company in which the listed company holds shares as cross-shareholdings

3. Other

- Other necessary revisions will be made.

• III. 5., of the Guidelines Concerning Listed Company Compliance, etc.

• Rule 415, Paragraph 1, Item (6) of the Enforcement Rules, and other revisions

III. Effective Date

- These revisions will take effect on July 10, 2026.

- Item 1. shall apply from the date of the annual general shareholders' meeting for the first fiscal year ending on or after December 1, 2026.

(This shall apply to proposals for director appointment adopted at general shareholders' meetings held on or after said date.)

- Item 2. shall apply from the day following the date of the annual general shareholders' meeting for the first fiscal year ending on or after December 1, 2026.

(This shall apply to outside directors and outside company auditors serving on or after said date.)