| Corporate Governance Report |
| --- |
| CORPORATE GOVERNANCE | XXXXX Co, Ltd. |
| **Last Update:** | **Xxxxx, xx, 20xx** |
| **Legal Company Name** |
| [Name], [Job Title (Representative Director, etc.)] |
| Contact: |  |
| Securities code: |  |
| http://www.xxxxx.xx.xx/ |

|  |
| --- |
| **コーポレート・ガバナンスに関する報告書** **監査役設置会社用・参考様式****記入上のお願い*** このファイルは参考様式です。適宜、項目の追加や削除、項目名の変更等を行ってご利用ください。（作成時には、この注書きも削除してください）
* 記入・選択をしていただく箇所には黄色の色がけをしています。
* 記載要領をご参照のうえ、不要な項目・欄については削除をしてください。
* 選択式の記載項目については、記載欄の中に全ての選択肢を「AA／BB／CC」と記載していますので、貴社に該当する選択肢以外を削除し、「AA」のように記載をしてください。
* ガバナンス報告書の英訳版（抄訳も可）を作成した場合には、TDnetより「東証英文資料配信サービス」への登録をご検討ください。「東証英文資料配信サービス」へ登録することで、ガバナンス報告書の英訳版が海外投資家の利用する各情報ベンダーへ配信されるほか、当取引所ウェブサイトへも掲載されます。<https://www.jpx.co.jp/equities/listed-co/disclosure-gate/service/index.html>
 |

The corporate governance of [Company name] (the “Company”) is described below.

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

**1. Basic Views**

|  |
| --- |
|  |

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

|  |
| --- |
|  |

**Disclosure Based on each Principle of the Corporate Governance Code**

|  |
| --- |
|  |

**2. Capital Structure**

|  |  |
| --- | --- |
| Foreign Shareholding Ratio | Less than 10% / 10% or more but less than 20% / 20% or more but less than 30% / 30% or more |

 **Status of Major Shareholders**

|  |  |  |
| --- | --- | --- |
| Name or Company Name | Number of Shares Owned | Percentage (%) |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |

|  |  |
| --- | --- |
| Name of Controlling Shareholder, if applicable (excluding Parent Companies) | Legal Company Name |
| Name of Parent Company, if applicable | Legal Company Name (Listed Stock Exchange: Tokyo / Nagoya / Sapporo / Fukuoka / Overseas Exchange) (Code) [code] |

|  |
| --- |
| Supplementary Explanation |

|  |
| --- |
|  |

**3. Corporate Attributes**

|  |  |
| --- | --- |
| Listed Stock Exchange and Market Segment | Prime Market / Standard Market / Growth Market |
| Fiscal Year-End | January / February / March / April / May / June / July / August / September / October / November / December |
| Business Sector | Fishery, Agriculture & Forestry / Mining / Construction / Foods / Textiles & Apparels / Pulp & Paper / Chemicals / Pharmaceuticals / Oil & Coal Products / Rubber Products / Glass & Ceramics Products / Iron & Steel / Nonferrous Metals / Metal Products / Machinery / Electrical Appliances / Transportation Equipment / Precision Instruments / Other Products / Electric Power & Gas / Land Transportation / Marine Transportation / Air Transportation / Warehousing & Harbor Transportation Services / Information & Communication / Wholesale Trade / Retail Trade / Banks / Securities & Commodity Futures/ Insurance / Other Financing Business / Real Estate / Services |
| Number of Employees (Consolidated) as of the End of the Previous Fiscal Year | Fewer than 100 / 100 or more but fewer than 500 /500 or more but fewer than 1,000 / 1,000 or more |
| Net Sales (Consolidated) for the Previous Fiscal Year | Less than \10 billion / \10 billion or more but less than \100 billion / \100 billion or more but less than \1 trillion / \1 trillion or more |
| Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year | Fewer than 10 / 10 or more but fewer than 50 / 50 or more but fewer than 100 / 100 or more but fewer than 300 / 300 or more |

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

|  |
| --- |
|  |

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

|  |
| --- |
|  |

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

**1. Organizational Composition and Operation**

|  |  |
| --- | --- |
| Corporate Governance System | Company with Audit and Supervisory Board\* |

\*Referred to as "Company with *Kansayaku* Board" in the Corporate Governance Code reference translation

 **Directors**

|  |  |
| --- | --- |
| Number of Directors Stipulated in Articles of Incorporation | [Number] / No upper limit |
| Directors' Term of Office Stipulated in Articles of Incorporation | [Number] year(s) |
| Chairperson of the Board | President / Chairperson (excluding those concurrently serving as President) / Representative Director other than Chairperson or President / Outside Director / Other Director / None |
| Number of Directors | [Number] |
| Election of Outside Directors | Elected / Not elected |
| Number of Outside Directors | [Number] |
| Number of Independent Directors | [Number] |

|  |
| --- |
| Outside Directors’ Relationship with the Company (1) |

|  |  |  |
| --- | --- | --- |
| Name | Attributes | Relationship with the Company\* |
| a | b | c | d | e | f | g | h | i | j | k |
|  | From another company / Lawyer / CPA / Tax Accountant / Academic / Other |  |  |  |  |  |  |  |  |  |  |  |
|  | From another company / Lawyer / CPA / Tax Accountant / Academic / Other |  |  |  |  |  |  |  |  |  |  |  |

\*Categories for “Relationship with the Company”.

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

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

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

c. Person who executes business for a fellow subsidiary

d. Person/entity for which the Company is a major client or a person who executes business for said person/entity

e. Major client of the Company or a person who executes business for said client

f. Consultant, accounting expert, or legal expert who receives large amounts of cash or other assets from the Company in addition to remuneration as a director/Audit and Supervisory Board Member

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

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

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

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

k. Other

|  |
| --- |
| Outside Directors’ Relationship with the Company (2) |

|  |  |  |  |
| --- | --- | --- | --- |
| Name | Designation as Independent Director | Supplementary Explanation of the Relationship | Reasons for Appointment |
|  |  |  |  |
|  |  |  |  |

|  |  |
| --- | --- |
| Voluntary Establishment of Committee(s) equivalent to Nomination Committee or Remuneration Committee | Established / Not Established |

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

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | Committee’s Name | All Members | Full-time Members | Inside Directors | Outside Directors | Outside Experts | Other | Chairperson |
| Voluntarily Established Committee Equivalent to Nomination Committee |  | [Number] | [Number] | [Number] | [Number] | [Number] | [Number] | Inside Director / Outside Director / Outside Expert / Other /None |
| Voluntarily Established Committee Equivalent to Remuneration Committee |  | [Number] | [Number] | [Number] | [Number] | [Number] | [Number] | Inside Director / Outside Director / Outside Expert / Other/ None |

|  |
| --- |
| Supplementary Explanation |

|  |
| --- |
|  |

**Audit and Supervisory Board Member\***

\*Referred to as "*kansayaku*" in Corporate Governance Code reference translation

|  |  |
| --- | --- |
| Establishment of Audit and Supervisory Board | Established / Not Established |
| Number of Audit and Supervisory Board Members Stipulated in Articles of Incorporation | [Number] / No upper limit |
| Number of Audit and Supervisory Board Members | [Number] |

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

|  |
| --- |
|  |

|  |  |
| --- | --- |
| Appointment of Outside Audit and Supervisory Board Members | Appointed / Not Appointed |
| Number of Outside Audit and Supervisory Board Members | [Number] |
| Number of Independent Audit and Supervisory Board Members  | [Number] |

|  |
| --- |
| Outside Audit and Supervisory Board Members' Relationship with the Company (1) |

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Name | Attributes |  |  | Relationship with the Company\* |
| a | b | c | d | e | f | g | h | i | j | k | l | m |
|  | From another company / Lawyer / CPA / Tax Accountant / Academic / Other |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | From another company / Lawyer / CPA / Tax Accountant / Academic / Other |  |  |  |  |  |  |  |  |  |  |  |  |  |

\*Categories for “Relationship with the Company”.

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

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

b. A non-executive director or an accounting advisor of the Company or its subsidiaries

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

d. An Audit and Supervisory Board Member of a parent company of the Company

e. Person who executes business for a fellow subsidiary

f. Person/entity for which the Company is a major client or a person who executes business for said person/entity

g. Major client of the Company or a person who executes business for said client

h. Consultant, accounting expert, or legal expert who receives large amounts of cash or other assets from the Company in addition to remuneration as a director/ Audit and Supervisory Board Member

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

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

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

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

m. Other

|  |
| --- |
| Outside Audit and Supervisory Board Members' Relationship with the Company (2) |

|  |  |  |  |
| --- | --- | --- | --- |
| Name | Designation as Independent Audit and Supervisory Board Member | Supplementary Explanation of the Relationship | Reasons for Appointment |
|  |  |  |  |
|  |  |  |  |

**Matters Concerning Independent Directors and Independent Audit and Supervisory Board Members**

|  |  |
| --- | --- |
| Number of Independent Directors and Independent Audit and Supervisory Board Members |  |

|  |
| --- |
| Other Matters Concerning Independent Directors and Independent Audit and Supervisory Board Members |

|  |
| --- |
|  |

**Incentives**

|  |  |
| --- | --- |
| Implementation Status of Measures related to Incentives Granted to Directors | Introduction of Performance-linked Remuneration Scheme / Introduction of Stock Options Scheme / Other / None |

|  |
| --- |
| Supplementary Explanation for Applicable Items |

|  |
| --- |
|  |

|  |  |
| --- | --- |
| Persons Eligible for Stock Options | Inside Directors / Outside Directors / Inside Audit and Supervisory Board Members / Outside Audit and Supervisory Board Members / Employees / Parent Company’s Directors / Parent Company’s Executive Officers / Parent Company’s Audit and Supervisory Board Members / Parent Company’s Employees / Subsidiaries’ Directors / Subsidiaries’ Executive Officers / Subsidiaries’ Audit and Supervisory Board Members / Subsidiaries’ Employees / Other |

|  |
| --- |
| Supplementary Explanation for Applicable Items |

|  |
| --- |
|  |

**Director Remuneration**

|  |  |
| --- | --- |
| Status of Disclosure of Individual Director’s Remuneration | Disclosure for All Directors / Disclosure for Selected Directors / No Disclosure for any Directors |

|  |
| --- |
| Supplementary Explanation for Applicable Items |

|  |
| --- |
|  |

|  |  |
| --- | --- |
| Policy on Determining Remuneration Amounts and Calculation Methods  | Established / Not Established |

|  |
| --- |
| Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods  |

|  |
| --- |
|  |

**Support System for Outside Directors (and/or Outside Audit and Supervisory Board Members)**

|  |
| --- |
|  |

**Status of Persons who have Retired as Representative Director and President, etc.**

|  |
| --- |
| Information on Persons Holding Advisory Positions (*Sodanyaku*, *Komon*, etc.) after Retiring as Representative Director and President, etc. |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Name | Job title/position | Responsibilities | Terms and Conditions of Employment (Full/part time, with/without remuneration, etc.) | Date when former role as president/CEO ended | Term |
|  |  |  |  |  |  |
|  |  |  |  |  |  |

|  |  |
| --- | --- |
| Number of Persons Holding Advisory Positions (*Sodanyaku*, *Komon*, etc.) After Retiring as Representative Director and President, etc. | [Number] |

|  |
| --- |
| Other Related Matters  |

|  |
| --- |
|  |

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

|  |
| --- |
|  |

**3. Reasons for Adoption of Current Corporate Governance System**

|  |
| --- |
|  |

**III. Implementation of Measures for Shareholders and Other Stakeholders**

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

|  |  |
| --- | --- |
|  | Supplementary Explanation |
| Early Posting of Notice of the General Meeting of Shareholders |  |
| Scheduling of the General Meeting of Shareholders on a Non-Peak Day |  |
| Electronic Exercise of Voting Rights |  |
| Participation in a Platform for the Electronic Exercise of Voting Rights and Other Initiatives to Enhance Environment for Institutional Investors to Exercise Voting Rights |  |
| Provision of Notice (or Summary of Notice) of the General Meeting of Shareholders in English |  |
| Other |  |

**2. Status of IR-related Activities**

|  |  |  |
| --- | --- | --- |
|  | Supplementary Explanation | Explanation by a representative director or a representative executive officer |
| Formulation and Publication of Disclosure Policies |  |  |
| Regular Investor Briefings held for Individual Investors |  | Held / Not Held |
| Regular Investor Briefings held for Analysts and Institutional Investors |  | Held / Not Held |
| Regular Investor Briefings held for Overseas Investors |  | Held / Not Held |
| Online Disclosure of IR Information |  |  |
| Establishment of Department and/or Placement of a Manager in Charge of IR |  |  |
| Other |  |  |

**3. Status of Measures to Ensure Due Respect for Stakeholders**

|  |  |
| --- | --- |
|  | Supplementary Explanation |
| Establishment of Internal Rules Stipulating Respect for the Position of Stakeholders |  |
| Implementation of Environmental Preservation Activities and CSR Activities, etc. |  |
| Formulation of Policies, etc. on Provision of Information to Stakeholders |  |
| Other |  |

**IV. Matters Concerning the Internal Control System**

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

|  |
| --- |
|  |

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

|  |
| --- |
|  |

**V. Other**

**1. Adoption of Anti-Takeover Measures**

|  |  |
| --- | --- |
| Adoption of Anti-Takeover Measures | Adopted / Not Adopted |

|  |
| --- |
| Supplementary Explanation for Applicable Items |

|  |
| --- |
|  |

**2. Other Matters Concerning the Corporate Governance System**

|  |
| --- |
|  |

END