

**Last update: June 27, 2025**  
**Harmonic Drive Systems Inc.**

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President and Representative Director

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**The corporate governance of Harmonic Drive Systems Inc. (the “Company”) is described below.**

## **I. Basic views on corporate governance, capital structure, corporate profile, and other basic information**

### **1. Basic views**

The Company’s fundamental policy for corporate governance is based upon ensuring sound and transparent corporate management and achieving swift and effective decision-making, with the aims to meet the expectations of our stakeholders, achieve sustainable growth, and enhance our corporate value over the long term. We do so through the implementation of our Management Principles, which consist of four pillars: Respect for the Individual, A Meaningful Company, Coexistence and Co-prosperity, and Contribution to Society.

The Company has adopted a Board of Corporate Auditors system, which is based on the institutional system under the Company with an Audit and Supervisory Board format. The Board of Corporate Auditors consists of four corporate auditors, of whom two are outside corporate auditors. They actively attend not only meetings of the Board of Directors but also other important meetings concerning business execution, as part of a structure the Company considers effective for continuously auditing the status of business execution.

### **Reasons for non-compliance with the principles of the corporate governance code** Updated

[Supplementary Principle 4.3.3: Procedures for dismissal of the CEO]

The company currently does not have established evaluation criteria or procedures for the dismissal of the CEO. In the event that a member of the Company’s senior management takes an action that either violates or may violate laws and regulations or the Articles of Incorporation, or if any other event occurs which would significantly impinge on the ability of a member of the Company’s senior management to appropriately fulfill their duties, the matter will be submitted for deliberation by the Board of Directors after the reasons for dismissal are discussed and recognized in a timely manner, including situations where the dismissal is proposed by the independent directors.

Furthermore, the company will also review its procedures from various perspectives to establish more objective, timely and transparent procedures.

### **Disclosure based on the principles of the corporate governance code** Updated

[Principle 1.4: Cross-shareholdings]

#### **(1) Policy on cross-shareholdings**

Regarding cross-shareholdings, the Company’s policy is to hold shares that it believes will contribute to enhancing corporate value for the Group over the medium to long term. Based on its policy of selectively holding the minimum cross-shareholdings necessary, the Company considers the rationale for holding a specific stock, including a comprehensive assessment of factors such as its business strategy and relationships.

#### **(2) Cross-shareholding verification details**

Based on the policy above, the Company verifies the appropriateness of continuing to hold certain stocks once a year at a meeting of the Board of Directors. The Board of Directors reviews the holdings in determining whether to continue to hold the shares through both a quantitative approach, such as a review of the amount of dividends received and projected dividends or a comparison of the Company’s cost of capital and the target company’s ROE, and a qualitative approach, through an assessment from a business strategy perspective. The shares to be held, the number of shares, the purpose and effect of shareholdings and other factors are disclosed in the Company’s Annual Securities Report.

#### **(3) Criteria for exercising cross-shareholding voting rights**

The policy on exercising voting rights related to strategically held shares is based on the decision of whether exercising such rights will enhance the medium- to long-term corporate value of the Company and the entity whose shares are held.

#### [Principle 1.7: Related Party Transactions]

Transactions with related parties, such as the Company's directors or major shareholders, require discussion and a resolution from the Board of Directors. Directors with a conflict of interest are prohibited from exercising their voting rights on the matter. Moreover, all directors, corporate auditors and executive officers are required to provide written confirmation of the presence or absence of transactions with related parties once a year.

#### [Supplementary Principle 2.4.1: Ensuring diversity in the promotion of key personnel]

The Company positions "Respect for the individual" at the forefront of its Management Principles, and has established an environment, including policies and systems related to human capital, that respects the rights of each employee with the aim of being a Company where individuals can pursue a meaningful and cultural life. The Company aims to support the efforts of each employee to improve themselves, creating an environment where employees can maximize their capabilities through work and are rewarded for their abilities and performance.

#### <Approach to ensuring diversity, measurable goals, and status of progress>

The Company aims to create a work environment in which all employees, regardless of gender, nationality or age, whether new graduates, mid-career hires or individuals with disabilities, can demonstrate their abilities and play active roles. The Company sets targets for the number of female managers and female directors and is working to ensure a diverse workforce.

##### (1) Promotion of women to management positions

Regarding the hiring of women, the Company promotes the hiring of female new graduates, and in mid-career hiring, is actively hiring women and promoting them to management positions. The target for the number of female managers is 5 on a non-consolidated basis by March 31, 2028. As of March 31, 2025, there were 3 female managers. As for the promotion of women to management positions, the percentage of potential candidates among all employees is small at this time, but the Company will continue to expand the pool of candidates by strengthening support for career development and recruitment. As of March 31, 2025, we have appointed one female outside director and two female executive officers. In addition, one female director has been appointed at a subsidiary of the Company.

##### (2) Promotion of foreign nationals to management positions

To retain human resources who share our Management Principles and possess abilities required by the Group, the Company makes no distinction between Japanese and foreign national employees when recruiting new graduates and mid-career hires with the aim of creating a diverse organization. The Company has long promoted foreign nationals to management positions based on their abilities without regard for nationality or other factors. As of March 31, 2025, foreign nationals accounted for only 1.4% (nine people) of our workforce on a nonconsolidated basis, most of whom are new graduates. We have not set targets for the ratio of foreign national employees in management positions or the number of management positions. We will first give priority to retaining foreign nationals, then consider targets for the number of managers at a later stage.

##### (3) Promotion of mid-career hires to management positions

To retain human resources who share our Management Principles and have abilities required by the Group, we actively recruit mid-career hires with various experience, skills, and qualifications who can be expected to achieve immediate results, in addition to the regular hiring of new graduates, with the aim of creating a diverse organization. The Company has long promoted new graduates and mid-career hires without distinction to management positions, based on their abilities. Since the ratio of mid-career hires and the number of management positions is sufficient, no specific targets have been set.

As of March 31, 2025, mid-career hires in management positions or higher were as follows.

- Percentage of mid-career hires in management positions: 57.1%
- Percentage of mid-career hires in executive officer positions (excluding those concurrently serving as directors): 80.0%

#### <Summary and status of human resource development and internal environment improvement policies to ensure diversity>

##### (1) Human resource development policy

Our basic policy is to develop human resources capable of realizing the Company's Management Principles. We strategically develop human resources based on our human resource development policy, which is divided into the following three phases.

- Phase I: Education and training: Adhering to the basics of the type of employee the Company seeks.
- Phase II: Practical application Support individual efforts for growth as employees improve their competencies and establish their expertise, primarily through practical work. Also, nurture future executive candidates. (Striving to be recognized internally for excellence)
- Phase III: Demonstration of expertise Leverage abilities and experience in management and specialized skills and techniques accumulated up to now. Contribute to division operations and development of younger employees (Acting as a mentor) (Striving to be recognized for excellence outside of the Company)

## (2) Internal environment improvement policy

To create an organization in which individuals are motivated to play an active role, the Company strives to create a workplace environment in which a diverse range of employees can play an active role. Main initiatives are as follows.

### Human resource system

The Company's human resource system is based on the concept that improving employees' abilities and motivation to work will enable the Company to achieve its management vision and goals. As a way of providing individual employees with the ability to manage their own career development and to encourage internal transfers between divisions that provide opportunities for growth, the Company has a number of systems in place for job rotations, self-nomination and internal job postings. Furthermore, there are childcare and nursing care leave systems which can be used regardless of employment status, as well as a variety of other systems. Specifically, to strengthen support for balancing work and childcare, the Company strives to create a comfortable work environment by providing paid maternity and childcare leave or leaves of absence, support for employees returning to work, such as shortened working hours and remote working options. As a part of promoting the active participation of women in the workplace and reforming work styles, the Company also actively promotes the use of the childcare leave system for male employees. In the fiscal year ending March 31, 2025, the percentage of eligible male employees using the childcare leave system was 85.7% on a non-consolidated basis.

### Skill development system

Regarding skill development, the Company formulates systematic, medium- to long-term human resource development plans and has a system that enables each employee to effectively and continuously improve and develop the skills required of them. Skill development training includes the following: mandatory level-based training for employees in all positions which enables them to demonstrate the capabilities required for their position; basic training necessary for job performance and career development; and area-of-expertise training aimed at increasing specialization in work activities and the acquisition of specialized skills necessary for career development. Also, given the increasingly sophisticated economic environment and technological standards, and advances in globalization, the Company provides special training programs supporting employees in acquiring MBAs, MOTs and other degrees from universities or other institutions of higher learning in Japan and overseas, as well as training at overseas affiliates and language study through AEI programs at overseas universities to further enhance skills through self-development. The Company also actively provides support for the engineers and operators who contribute to its medium- to long-term growth, in seeking internal accreditation or external certifications.

### Health management system

The Company regards employee health as an important management resource and promotes health and safety and health management initiatives. Specific initiatives are as follows.

- Provision of periodic physical exams, stress checks, and other efforts aimed at preventing employee physical and mental health issues
- Establishment of the Health Promotion Center, which specializes in promoting employee health, and provision of detailed health consultation and guidance using in-house nurses
- Establishment of contact points both inside and outside the Company for reporting and consultation pertaining to harassment and other issues
- Provision of telework environments, etc.

Human capital initiative details are also published in the Integrated Report and Annual Securities Report and on the Company website

- Integrated Report: <https://www.hds.co.jp/english/csr/hdsreport/>
- Annual Securities Report: [https://www.hds.co.jp/english/ir/data/Securities\\_Report/](https://www.hds.co.jp/english/ir/data/Securities_Report/)
- Sustainability section of the Company website: <https://www.hds.co.jp/english/csr/>

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

The Company has both defined-benefit and defined-contribution pension plans. With respect to asset management (including selection of investees, exercise of voting rights, etc.) for the covenant-type defined-benefit pension plan, the Company formulates the basic investment policy, selects asset management institutions that are expected to appropriately fulfill their fiduciary responsibilities, including stewardship activities, and entrusts the management of the assets to these institutions. In addition, the department in charge of the asset management of the Company requests regular reports from the relevant asset management institutions and verifies their investment performance and systems.

Regarding the defined-contribution pension plan, the Company provides eligible officers and employees with educational opportunities related to asset management institutions and investment products as appropriate.

### [Principle 3.1: Full Disclosure]

#### (1) Management Principles, business strategies, and business plans

The Company defines Management Principles, business strategies, and mid-term business plans and discloses them on its website. Management Principles (<https://www.hds.co.jp/english/company/idea/>)

Business strategies and medium-term business plan ([https://www.hds.co.jp/english/ir/management\\_policy/strategy/](https://www.hds.co.jp/english/ir/management_policy/strategy/))

(2) Basic views on corporate governance

These are described in “I. Basic views on corporate governance, capital structure, corporate profile, and other basic information, 1. Basic views” of this report.

(3) Policies and procedures for determining remuneration of directors

These are described in this report in “II. Management organization and other corporate governance systems regarding decision-making, execution, and management oversight, 1. Matters concerning the organizational structure and operation, Director remuneration, Disclosure of policy on determining remuneration amount and the calculation methods thereof.”

(4) Policies and procedures for nominating candidates for director and corporate auditor positions

When appointing or reappointing directors, the Board of Directors consults with and receives reports from its advisory body, the Nomination and Remuneration Advisory Committee. After considering the content of such reports, the Board of Directors approves a proposal for the General Meeting of Shareholders, and a final decision is reached by resolution at the General Meeting of Shareholders. The appointment of corporate auditor candidates is recommended by the Board of Directors and submitted to the General Meeting of Shareholders after securing the agreement of the Board of Corporate Auditors.

In appointing outside directors and outside corporate auditors, the Company comprehensively considers the personal, capital, and business relationships between the Group and prospective candidates and companies to which they belong, and only those individuals deemed able to fulfill the required functions and roles from an independent standpoint are nominated as candidates.

(5) Explanation of nomination and appointment of director and corporate auditor candidates

When candidates for director and corporate auditor positions are submitted for discussion at the General Meeting of Shareholders, the Company provides a summary of each candidate’s career history and assessment materials that include achievements and experience. The Company also discloses the reasons for appointment and the expertise required by the Company in the form of a skills matrix included in the reference documents and at the end of this report.

(6) Policies and procedures for the dismissal of senior management

In the event that a member of the Company's senior management commits an act that violates or may violate laws and regulations or the Articles of Incorporation, or if any other event occurs that may impinge on the ability of a member of the Company's senior management to appropriately perform their duties, the matter will be decided by the Board of Directors after the reasons for the dismissal are discussed and recognized in a timely manner through consultation with and reporting from the Nomination and Remuneration Advisory Committee, including those instances where the dismissal is proposed by an outside director.

[Supplementary Principle 3.1.3: Sustainability initiatives]

<Sustainability initiatives>

Recognizing the importance of sustainability initiatives, the Company established the Sustainability Committee on April 1, 2023, as an organization to promote, oversee, and manage sustainability to strengthen and promote the Group's overall sustainability efforts in a strategic manner. The Sustainability Committee consists of executive directors and is chaired by the president and representative director. In addition, the Company regularly reviews materiality in preparation for formulating new medium-term management plans and promotes initiatives in its medium-term management and annual plans.

Response to climate change

The Company recognizes that addressing climate change is an important management issue. It has set a long-term goal of “Net Zero by 2050” and a medium-term goal of “Reducing GHG emission volume in FY2030 by 30% versus the FY2022 level” and is working to achieve it, primarily via the Sustainability Committee. Specifically, the Group has identified climate change-related risks and opportunities that may affect its operations, conducted scenario analyses as recommended by the TCFD under the 1.5°C and 4.0°C scenarios, and analyzed the impact of individual risks and opportunities on its operations and the likelihood of their manifestation under various preconditions in the short, medium, and long term. Based on the results of these scenario analyses, the Company promotes initiatives to create opportunities and minimize risks, mainly via the Sustainability Committee. Details of risk management and greenhouse gas emissions’ performance are provided in the Company’s Integrated Report and Annual Securities Report.

Please refer to the Integrated Report, Annual Securities Report, and Company website for information on sustainability initiatives.

- Integrated Report: <https://www.hds.co.jp/english/csr/hdsreport/>
- Annual Securities Report: [https://www.hds.co.jp/english/ir/data/Securities\\_Report/](https://www.hds.co.jp/english/ir/data/Securities_Report/)
- Sustainability section of the Company website: <https://www.hds.co.jp/english/csr/>

<Investments in human capital and intellectual property>

We have identified investment in human capital and intellectual property in our materiality as “maximizing the value of human capital” and “creating and using new technologies and skills adapted to changes in the environment.”

Information on human capital is also disclosed in the sustainability section of the Company website

( <https://www.hds.co.jp/english/csr/>) as employee, customer, and social initiatives, and in this report under “I. Basic views on corporate governance, capital structure, corporate profile, and other basic information, 1. Basic views, Disclosure based on the principles of the corporate governance code, [Supplementary Principle 2.4.1: Ensuring diversity in the promotion of key personnel]” and in our Annual Securities Report.

Regarding investments in intellectual property, the Company is proactively working on the rights and protection of intellectual property created through research, development, and manufacturing, the details of which are disclosed on the Company website

. ( [https://www.hds.co.jp/english/deveakajima lopment/intellectual\\_property/](https://www.hds.co.jp/english/deveakajima lopment/intellectual_property/))

[Supplementary Principle 4.1.1: Scope of delegation to management]

The Company stipulates matters to be decided by the Board of Directors in the Board of Directors Regulations and operates the Board of Directors in accordance with laws and regulations, the Articles of Incorporation, and the Board of Directors Regulations, while delegating specific business execution to executive directors. In addition, the Company has adopted an executive officer system. Executive officers, under the direction of the president and representative director, execute business operations in accordance with the decision-making authority stipulated in the Rules on Administrative Authority to enable prompt decision-making.

[Principle 4.9: Independence standards and qualifications for independent outside directors]

In appointing independent outside directors, an overall assessment is made following determination of the applicability of each item of the independence standards set by the Tokyo Stock Exchange. The details are disclosed in the Independent Officers Notifications submitted to the Tokyo Stock Exchange and in this report in “II. Management organization and other corporate governance systems regarding decision-making, execution, and management oversight, 1. Matters concerning organizational structure and operation, Directors.”

In selecting independent outside director candidates, we consider various perspectives, such as each candidate’s background, knowledge, personality, gender, international experience, ability of required expertise, and other factors, and select people who we expect will help bring new perspectives to the Board of Directors.

[Supplementary Principle 4.10.1: Use of voluntary committees when independent outside directors do not constitute a majority of the Board of Directors]

At the Board of Directors meeting held on March 25, 2024, the Company established a voluntary Nomination and Remuneration Advisory Committee to serve as an advisory body to the Board of Directors. Rules stipulate that a majority of the committee’s members shall be independent outside directors and that the chair shall be selected from among the independent outside directors, so we believe the committee’s fairness, transparency, and objectivity are ensured.

Please refer to “II. Management organization and other corporate governance systems regarding decision-making, execution, and management oversight, 1. Matters concerning organizational structure and operation, Voluntary establishment of committee(s) equivalent to Nomination Committee or Remuneration Committee, Supplementary explanation” for detail pertaining to the committee.

[Supplementary Principle 4.11.1: Views on the balance, diversity, and scale of the Board of Directors as a whole and disclosure of skills, etc.]

The Company’s Articles of Incorporation stipulate that the number of directors shall not exceed 15. As the Company is a group driven by technology with strong technical skills which operates internationally, its basic policy regarding the appointment of directors is to have a Board of Directors comprised of executive directors with specialist skills and knowledge relating to overall management, manufacturing, development, sales, finance, accounting, etc., and outside directors with robust management experience in other companies and industries as well as in international fields. The Company began disclosing a skills matrix starting with the Notice of the Ordinary General Meeting of Shareholders in June 2022. The information is also posted on the Company website ([https://www.hds.co.jp/english/ir/management\\_policy/governance/](https://www.hds.co.jp/english/ir/management_policy/governance/)) and at the end of this report. The Company’s five independent outside directors all have management experience at other companies.

[Supplementary Principle 4.11.2: Status of concurrent positions held by directors and corporate auditors]

The status of concurrent positions held by directors and corporate auditors is disclosed in the business report accompanying the Notice of the Ordinary General Meeting of Shareholders and in the Annual Securities Report. The number of concurrent positions held at other companies by directors and corporate auditors is limited to the extent that they remain capable of fulfilling their roles and responsibilities as officers of the Company.

Notice of the Ordinary General Meeting of Shareholders: <https://www.hds.co.jp/english/ir/event/stockholder/>

Annual Securities Report: [https://www.hds.co.jp/english/ir/data/Securities\\_Report/](https://www.hds.co.jp/english/ir/data/Securities_Report/)

[Supplementary Principle 4.11.3 Analysis and evaluation of directors' effectiveness]

#### 1. Evaluation method

The Company evaluates the effectiveness of the Board of Directors in enhancing corporate value and realizing sustainable growth, appropriately reviewing the Board of Directors' decision-making and oversight function capacity once a year. Through the evaluation, the Company seeks to strengthen corporate governance by elevating the soundness and transparency of management, improving the speed of management decisions and enhancing management efficiency.

#### 2. Issues and measures related to directors' effectiveness identified in FY2023

(1) In response to an opinion that the discussion of medium- and long-term management strategies was insufficient, the Company implemented the following measures.

- ① Identified materiality
- ② Held briefings on medium-term management plans by the presidents of the overseas subsidiaries
- ③ Engaged in robust discussions at the Board of Directors meetings to formulate and deliberate the Medium-term management plan for FY2024 to FY2026
- ④ Created opportunities to discuss the status of progress of the Medium-term management plan on a regular basis

(2) The Company implemented the following initiatives to further enrich discussions at the Board of Directors meetings

- ① Rigorously enforced the advance distribution of materials to be used at the Board meeting
- ② Beefed up advance briefings

#### 3. Evaluation process

The evaluation process for the effectiveness of the Board of Directors in FY2024 was as follows.

- (1) A survey of all directors and corporate auditors was conducted on items that the directors and corporate auditors believe to be important in fulfilling their roles and responsibilities effectively (composition of the Board, operation of the Board, agenda items for the Board, the Board's support structure and sustainability issues).
- (2) The aggregated survey results were then presented to and deliberated by the Board

#### 4. Overview of the evaluation results for FY2024

According to the evaluation results, the Company confirmed the following with regard to the effectiveness of the Board of Directors.

- (1) Based on the survey on effectiveness, the majority of responses indicated that the number of directors and board composition, the operation of the board, content of agenda items and deliberations, and the support structure were viewed as good or generally good, confirming that the Board is generally operating effectively.
- (2) Through the FY2024 evaluation, it was recognized that in looking to the future there is a need to deepen discussions related to the medium- and long-term business strategy, and to cultivate the human resources to support such efforts.

#### 5. FY2025 initiatives

- (1) Set themes for debate, engage in open discussion
- (2) Hold training sessions on related themes

The Company's Board of Directors seeks to further elevate efforts to contribute to enhancing corporate value and sustainable growth.

[Supplementary Principle 4.14.2: Training policy for directors and corporate auditors]

To enable directors and corporate auditors to obtain the knowledge and information necessary for fulfilling their roles, the Company provides opportunities to take outside training courses related to such matters as overall management and the Companies Act, to attend important conferences that will enhance their understanding of the business, to tour main facilities, and to visit subsidiaries, with the expenses in each case paid by the Company. We disclose details on the Company website.

([https://www.hds.co.jp/english/ir/management\\_policy/governance/](https://www.hds.co.jp/english/ir/management_policy/governance/))

[Principle 5.1: Policy for constructive dialogue with shareholders]

The Company considers its shareholders and investors to be important stakeholders and believes it is its responsibility as a listed company to establish and develop systems for promoting constructive dialogue. To that end, the Company has appointed an executive officer in charge of investor relations, and the IR division works in close cooperation with other relevant departments and actively carries out activities within a reasonable scope. Specific activities include financial results briefings for institutional investors, corporate briefing sessions for individual investors, plant tours for shareholders, holding of small group or individual meetings with institutional investors, publishing of an Integrated Report, and enhancing content on the Company website. From the Ordinary General Meeting of Shareholders in June 2025, the Company engages in measures to enhance communication with shareholders and investors, such as accepting questions for the shareholder meeting in advance and an online survey, alongside its electronic proxy voting platform. For more details, please refer to the "Status of IR-related activities" section of this report.

[Status of dialogue with shareholders]

The Company positions shareholders and investors as important stakeholders and maintains a policy of actively responding to inquiries and meeting requests from shareholders and institutional investors. Response is led by the representative director/general manager of Corporate Planning, director/CFO, and the executive officer in charge of Corporate Planning and Investor Relations. Engagement with shareholders and investors in FY2024 was as follows.

•For institutional investors: 277 one-on-one IR meetings for institutional investors; 14 small meetings (attended by 373 investors); participation in four IR conferences (attended by 48 investors)

### [Measures aimed at achieving a management style that is conscious of cost of capital and share price]

Content included	Updated	Disclosure of initiatives (Update)
Availability of English disclosure	Updated	Yes
Date of update	Updated	June 27, 2025

#### Explanation of relevant item Updated

With regard to the cost of capital, the Company calculates the cost of its shareholders' equity and WACC based on financial theory and with the assistance of external experts. The actual results and trends of such figures are shared with the Board of Directors. The Company's WACC calculated using CAPM (capital asset pricing model) is approximately 8%. Note that the Company uses the DCF method in making decisions on capital investments, etc. The discount rate used for calculation purposes is a hurdle rate of 10%, in excess of the cost of capital, which the Company has verified to be reasonable.

In addition, the Company is focused on realizing the policies and management targets set out in the Medium-term management plan for FY2024 to FY2026, under its mission is "To contribute to innovation in society through our motion control technology". The targeted metrics for FY2026, the final year of the management plan, are as follows. For profitability, an operating profit margin of 15-20%, and an EBITDA margin of 25-30%; for efficiency, ROE and ROIC both at least 10%, which is in excess of the cost of capital; for stability, an equity ratio of at least 70%, and for shareholder returns, a dividend payout ratio of at least 30%. The Medium-term management plan was discussed and approved by the Board of Directors. A progress report is made to the Board of Directors at the end of each fiscal year. Senior management holds primary responsibility for the consideration, analysis and evaluation required to ensure the appropriate allocation of management resources.

With regard to measures implemented in the fiscal year ended March 31, 2025, the Company chose to significantly reduce its cross-shareholdings to enhance cash and capital efficiency. Using the funds generated by the sale of such equity holdings and some of its earnings, the Company implemented a share buyback.

An explanation of these initiatives by the representative director and CFO is included in the Integrated Report.

•Integrated Report: <https://www.hds.co.jp/english/csr/hdsreport/>



## 2. Capital structure

Foreign Shareholding Ratio	30% or higher
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### Status of major shareholders Updated

Name or corporate entity	Shares held	Ratio (%)
KODEN Holdings Co., Ltd.	33,490,700	35.28
Custody Bank of Japan, Ltd. (Trust Account)	4,654,800	4.90
STATE STREET BANK AND TRUST COMPANY 505001	4,112,070	4.33
INTERACTIVE BROKERS LLC	3,151,000	3.32
Norimitsu Ito	3,041,600	3.20
STATE STREET BANK WEST CLIENT- TRESURY 505234	2,490,200	2.62
Control trust (A030) trustee SMBC Trust Bank Ltd.	2,176,800	2.29
The Master Trust Bank of Japan, Ltd. (Trust Account)	1,933,800	2.03
MLI FOR CLIENT GENERAL OMNI NON COLLATERAL NON TREATY-PB	1,718,512	1.81
JP MORGAN CHASE BANK 385840	1,344,526	1.41

Controlling shareholders, if applicable (excluding parent company)	--
Parent company	None

### Supplementary explanation Updated

\*The "Status of major shareholders" section and this supplementary explanation are as of March 31, 2025.

- 1) The above percentages are calculated by deducting 1,411,891 shares of treasury stock from the total number of shares outstanding.
- 2) The following four companies jointly submitted a change report on 3,748,867 shares on April 7, 2025. However, since it was not possible to confirm the actual number of shares held in the name of those companies as of March 31, 2025, they are not included in the "Status of major shareholders."
  - Capital Research and Management Company
  - Capital International K.K.
  - Capital International, Inc.
  - Capital International Sarl
- 3) The following one company jointly submitted a change report on 4,120,200 shares on November 22, 2024. However, since it was not possible to confirm the actual number of shares held in the name of those companies as of March 31, 2025, they are not included in the "Status of major shareholders."
  - T. Rowe Price Associates, Inc.



### 3. Corporate attributes

Listed stock exchange and market segment	Tokyo (Standard Market)
Fiscal year-end	March
Business sector	Machinery
Number of employees (consolidated) as of the end of the previous fiscal year	1,000 or more
Net sales (consolidated) as of the end of the previous fiscal year	¥10 billion or more and less than ¥100 billion
Number of consolidated subsidiaries as of the end of the previous fiscal year	10 or more and less than 50

### 4. Policy on measures to protect minority shareholders in conducting transactions with controlling shareholder

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### 5. Other special circumstances which may have material impact on corporate governance Updated

KODEN Holdings Co., Ltd., a major shareholder of the Company, falls under the category of other affiliated companies. KODEN Holdings held 35.28% of voting rights in the Company as of March 31, 2025.

KODEN Holdings is a holding company that formulates group strategies and manages group companies including Koden Electronics Co., Ltd. KODEN Holdings' key subsidiaries, Koden Electronics and Tokyo Aircraft Instrument Co., Ltd., are engaged in the manufacture and sale of electronic devices and various instruments, so their business domain differs from that of our Group, which manufactures and sells various actuators and reducers for precision motion control. As a result, there is a minimal business relationship between the two groups, so we can conduct our business activities freely and are not subject to any business restrictions from the KODEN group.

In addition, as of the submission date of this report (June 27, 2025), there are no dispatches of executives or other personnel between the groups, so we have sufficient independence when making management decisions.

## II. Management organization and other corporate governance systems regarding decision-making, execution, and management oversight

### 1. Matters concerning the organizational structure and operation

Corporate governance system	Company with an Audit and Supervisory Board
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#### Directors

Number of directors under Articles of Incorporation	15
Directors' term of office under Articles of Incorporation	1 year
Chairperson of the Board of Directors	Chairperson (excluding those concurrently serving as President)
Number of directors	10
Election of outside directors	Elected
Number of outside directors	5
Number of outside directors appointed as independent officers	5

Relationship with the Company (1)
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Name	Attributes	Relationship with the Company (*)										
		a	b	c	d	e	f	g	h	i	j	k
Haruhiko Yoshida	From another company											
Masanobu Nakamura	From another company					△						
Yoshio Fukuda	From another company											
Kazuhiko Hayashi	From another company											
Kaeko Kitamoto	From another company											

\*Categories for "Relationship with the Company"

\* "○" indicates the director presently falls or has recently fallen under the category; and "△" indicates the director fell under the category in the past

\* "●" indicates a close relative of the director presently falls or has recently fallen under the category; and "▲" indicates a close relative of the director fell under the category in the past

- Executive officer of a listed company or its subsidiary
- Executive or non-executive officer of the parent company of a listed company
- Executive officer of the Company's sister companies
- Person whose main business partner is a listed company or a person who executes the business
- Major business partner of a listed company or a person who executes the business
- Consultant, accounting professional, or legal professional who receives large amounts of money or other assets from a listed company other than compensation for their services as director or officer
- Major shareholder of a listed company (if such major shareholder is a corporation, an executive of such corporation)
- Executive of business partners of a listed company (not falling under any of d, e and f; only for the individual).
- Executive (only for the individual) of the party with whom the external officers have a relationship of mutual appointment (only

for the individual)

- j. Executive of the party to which a listed company has made a donation (only for the individual)
- k. Other

Relationship with company (2) Updated

Name	Designation as independent officer	Supplementary explanation of the applicable relationship	Reasons for appointment
Haruhiko Yoshida	○	_____	<p>Mr. Haruhiko Yoshida has served in prominent positions at Mitsui &amp; Co., Ltd., and possesses abundant experience and superior insight regarding corporate management, in addition to extensive international experience. Based on the above, the Company has judged that he has been helping further strengthen the Company's management system by making recommendations and supervising the overall management of the Company utilizing his ability and experience.</p> <p>(Designation as an independent officer)</p> <p>Mr. Yoshida is designated and filed as an independent officer because he does not fall under any of the criteria for independence set forth by the Tokyo Stock Exchange and has a high degree of independence, and the Company has determined that there is no risk of a conflict of interest between him and ordinary shareholders.</p>
Masanobu Nakamura	○	<p>Mr. Masanobu Nakamura served as executive officer of the Company's main bank UFJ Bank Ltd. (currently MUFG Bank, Ltd.) from June 1999 to January 2002. He then served as managing executive officer at the bank from January to May 2002, and as representative director and executive operating officer from May 2004 to June 2005.</p> <p>However, approximately 20 years have elapsed since his retirement. The Company's borrowings from MUFG Bank, Ltd., totaled 5,025 million yen as of March 31, 2025, accounting for 6.1% of total assets.</p>	<p>Mr. Masanobu Nakamura has served in prominent positions in major banks and securities companies, and possesses abundant experience and superior insight regarding corporate management, in addition to extensive international experience. Based on the above, the Company has judged that he has been helping further strengthen the Company's management system by making recommendations and supervising the overall management of the Company utilizing his ability and experience.</p> <p>(Designation as an independent officer)</p> <p>Mr. Nakamura was previously an executive officer of the Company's main bank, but approximately 20 years have elapsed since his retirement. The Company did not invite him at the request of a financial institution, but rather at its own discretion, to utilize his extensive management experience and broad insight into management of the Company. Furthermore, the Company has transactions with multiple financial institutions and is not influenced by any one financial institution in its management decision-making. Based on consideration of all these factors, the Company has concluded that there is no conflict of interest with ordinary shareholders and has registered him as an independent officer.</p>

Name	Designation as independent officer	Supplementary explanation of the applicable relationship	Reasons for appointment
Yoshio Fukuda	○	—	<p>Mr. Yoshio Fukuda has served in prominent positions at Teijin Limited and Teijin Group and possesses abundant experience and superior insight regarding corporate management, in addition to extensive international experience. In addition, he has a high level of knowledge of strategic planning, establishment of joint ventures, M&amp;A, etc. Based on the above, the Company has judged that he has been helping further strengthen the Company's management system by making appropriate recommendations and supervising the overall management of our internationally expanding Group from an independent standpoint. There are no material transactions between the Company and Teijin Limited or the Teijin Group, where he served as an executive officer until 2016, or Toyo Construction Co., Ltd., where he served as an outside director until June 27, 2023.</p> <p>(Designation as an independent officer)</p> <p>Mr. Fukuda is designated and filed as an independent officer because he does not fall under any of the criteria for independence set forth by the Tokyo Stock Exchange and has a high degree of independence, and the Company has determined that there is no risk of a conflict of interest between him and ordinary shareholders.</p>
Kazuhiko Hayashi	○	—	<p>Mr. Kazuhiko Hayashi has leadership experience as the person in charge of development and design at the Toyota Group and possesses abundant experience and a high degree of insight into corporate management gained during his tenure in prominent positions at the Sumitomo Electric Industries Group. The Company assesses that he has been helping further strengthen the Company's management system by making recommendations and supervising the overall management of the Company from a research and development standpoint, given the nature of the Company's business as a development-type manufacturer. There are no material transactions between the Company and Sumitomo Electric Industries, Ltd., Sumitomo Wiring Systems, Ltd., or AutoNetworks Technologies, Ltd., where he was an executive officer until 2017.</p> <p>(Designation as an independent officer)</p> <p>Mr. Hayashi is designated and filed as an independent officer because he does not fall under any of the criteria for independence set forth by the Tokyo Stock Exchange and has a high degree of independence, and the Company has determined that there is no risk of a conflict of interest between him and ordinary shareholders.</p>

Name	Designation as independent officer	Supplementary explanation of the applicable relationship	Reasons for appointment
Kaeko Kitamoto	○		<p>As a certified public accountant at Ernst &amp; Young ShinNihon LLC, Ms. Kaeko Kitamoto has been involved in the accounting audits of various listed companies and has served as a partner and managing director of that firm, giving her a wealth of experience and deep insight into financial accounting. She is currently also a member of the Electricity and Gas Market Surveillance Commission of the Ministry of Economy, Trade and Industry, and has expertise in CO2 reduction and the introduction of renewable energy. Based on the above, the Company concluded that she has helped further strengthen the Company's management system by making recommendations and supervising the overall management of the Company and sustainability initiatives, including climate change and diversity, equity, and inclusion. There are no material transactions between the Company and Ernst &amp; Young ShinNihon, where she served as an auditor, or between the Company and the Electricity and Gas Market Surveillance Commission. Although she currently serves as an outside corporate auditor at Daikin Industries, Ltd., and an outside corporate director at Ebara Corporation there are no material transactions between the Company and either Daikin Industries or Ebara Corporation.</p> <p>(Designation as an independent officer)</p> <p>Ms. Kitamoto is designated and filed as an independent officer because she does not fall under any of the criteria for independence set forth by the Tokyo Stock Exchange and has a high degree of independence, and the Company has determined that there is no risk of a conflict of interest between her and ordinary shareholders.</p>

Voluntary establishment of committee(s) equivalent to Nomination Committee or Remuneration Committee

In place

	Committee name	Total members	Full-time members	Inside directors	Outside directors	Outside experts	Others	Chair
Committee equivalent to a nominating committee	Nomination and Remuneration Advisory Committee	3	0	1	2	0	0	Outside director
Committee equivalent to a remuneration committee	Nomination and Remuneration Advisory Committee	3	0	1	2	0	0	Outside director

## Supplementary explanation

At the Board of Directors meeting held on March 25, 2024, the Company established a voluntary Nomination and Remuneration Advisory Committee. The regulations stipulate that the committee will have at least three members, a majority of whom are to be independent outside directors, and that the chair shall be selected from among the independent outside directors. Currently, the members are independent outside directors Haruhiko Yoshida and Masanobu Nakamura and President and Representative Director Akira Maruyama, with Mr. Yoshida serving as chair.

As an advisory body to the Board of Directors, the committee studies and deliberates on the appointment and dismissal of directors, the selection of representative directors, the selection and dismissal of directors with titles, director remuneration, the succession plan for and training of the president, and other matters, and decides on matters to be reported to the Board of Directors.

The secretariat of the committee is the department serving as secretariat for the Board of Directors.

## Corporate Auditors

Establishment of Board of Corporate Auditors	In place
Number of corporate auditors stipulated in the Articles of Incorporation	5
Number of corporate auditors	4

## Cooperation among corporate auditors, accounting auditors, and internal audit departments

Updated

The Corporate Auditors exchange opinions with the accounting auditor regarding audit plans, receive reports on audit results, discuss and evaluate the content of audits, and ensure cooperation. Furthermore, regarding key audit matters (KAM), the corporate auditors hold discussions with the accounting auditor, receive reports on the status of their audits, and request explanations as necessary.

The Internal Control and Audit Office, which consists of the general manager and one auditor, is responsible for internal audits for the Group's companies, reporting directly to the President. Internal audits are conducted based on an annual plan for the fiscal year, confirming the status of operational processes and internal controls and making recommendations as necessary. Audit updates and results are reported regularly to the president and the Board of Directors, as well as the corporate auditors. The audit plan and risk information is shared with the accounting auditor.

The corporate auditors, accounting auditor and the Internal Control and Audit Office mutually share information and collaborate closely with each other.

Appointment of outside corporate auditors	Appointed
Number of outside corporate auditors	2
Number of outside corporate auditors designated as independent officers	2

Relationship with the Company (1) Updated

Name	Attributes	Relationship with the Company (*)												
		a	b	c	d	e	f	g	h	i	j	k	l	m
Yoshitsugu Yokogoshi	From another company							△						
Eisaku Imazato	From another company							△						

\*Categories for "Relationship with the Company"

\* "○" indicates the director presently falls or has recently fallen under the category; and "△" indicates the director fell under the category in the past

\* "●" indicates a close relative of the director presently falls or has recently fallen under the category; and "▲" indicates a close relative of the director fell under the category in the past

- a. Executive officer of a listed company or its subsidiary
- b. Non-executive officer or accounting advisor of a listed company or its subsidiaries
- c. Executive or non-executive officer of the parent company of a listed company
- d. Corporate auditor of the parent company of a listed company
- e. Executive officer of the listed company's sister companies
- f. Person whose main business partner is a listed company or a person who executes the business
- g. Major business partner of a listed company or a person who executes the business
- h. Consultant, accounting professional, or legal professional who receives large amounts of money or other assets from a listed company other than the director's remuneration
- i. Major shareholder of a listed company (if such major shareholder is a corporation, an executive person of such corporation)
- j. Executive of a business partner of a listed company (not falling under any of f, g and h; only for the individual)
- k. Executive of the party with whom the external officers have a relationship of mutual appointment (only for the individual)
- l. Executive of the party to which a listed company has made a donation (only for the individual)
- m. Other



Name	Designation as independent officer	Supplementary explanation of the applicable relationship	Reasons for appointment
Yoshitsugu Yokogoshi	○	<p>Mr. Yoshitsugu Yokogoshi served as executive officer of the Company's main bank UFJ Bank Ltd. (currently MUFG Bank, Ltd.) from May to December 2005. He then served as executive officer for the Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.) from January 2006 to April 2007 before becoming managing executive officer at the bank from May 2007 to December 2008. However, approximately 16 years have elapsed since his retirement. The Company's borrowings from MUFG Bank, Ltd., totaled 5,025 million yen as of March 31, 2025, accounting for 6.1% of total assets.</p>	<p>Mr. Yoshitsugu Yokogoshi possesses abundant management experience and broad insight gained at a major banking group. In addition, he possesses a wealth of experience in auditing operations and substantial knowledge of finance and accounting since he has served as a full-time corporate auditor at a major oil company.</p> <p>Since his appointment as a full-time corporate auditor of the Company in June 2020, he has provided recommendations from a neutral and objective perspective as a member of the Board of Directors and Board of Corporate Auditors, contributing to the improvement of auditing functions. Based on the above, the Company has judged that he can further strengthen the corporate governance structure of the Group from an independent standpoint, and therefore appointed him as an outside corporate auditor.</p> <p>(Designation as an independent officer)</p> <p>Mr. Yokogoshi was previously an executive officer of the Company's main bank, but approximately 16 years have elapsed since his retirement. The Company did not invite him at the request of a financial institution, but rather at its own discretion, to utilize his extensive management experience and broad insight into auditing the Company, as well as his considerable knowledge of audit-related finance and accounting gained through his experience as a full-time auditor of a major oil company. Further, the Company has transactions with multiple financial institutions and is not influenced by any one financial institution in its management decision-making. Moreover, the Company does not have any significant transactions with Cosmo Oil Co., Ltd., where Mr. Yokogoshi served as a full-time corporate auditor or other Cosmo Energy Group companies. Based on consideration of all these factors, the Company has concluded that there is no conflict of interest with ordinary shareholders and has registered him as an independent officer.</p>

Name	Designation as independent officer	Supplementary explanation of the applicable relationship	Reasons for appointment
Eisaku Imazato	○	<p>From May 2010 to June 2014, Mr. Eisaku Imazato served as executive officer of Mitsubishi UFJ Financial Group, Inc., the parent of the Company's main bank MUFG Bank, Ltd. However, 10 years have elapsed since his retirement. The Company's borrowings from MUFG Bank, Ltd., totaled 5,025 million yen as of March 31, 2025, accounting for 6.1% of total assets.</p> <p>Mr. Imazato also served as principal executive officer at Mitsubishi UFJ Morgan Stanley Securities Co., Ltd., until June 2014, but 11 years have elapsed since his retirement. The amount of business transactions between the Company and Mitsubishi UFJ Morgan Stanley Securities Co., Ltd., in fiscal 2023 was small.</p>	<p>Mr. Eisaku Imazato possesses abundant management experience and broad insight gained at major securities companies. Since his appointment as a corporate auditor of the Company in June 2020, he has provided recommendations from a neutral and objective perspective as a member of the Board of Directors and Board of Corporate Auditors, contributing to the improvement of auditing functions. Based on the above, the Company has judged that he can further strengthen the corporate governance structure of the Group from an independent standpoint, and therefore appointed him as an outside corporate auditor.</p> <p>(Designation as an independent officer)</p> <p>Although Mr. Imazato is a former executive officer at Mitsubishi UFJ Financial Group, Inc., the parent of the Company's main bank MUFG Bank, Ltd., 11 years have elapsed since his retirement. He was also an executive officer of a securities company with which the Company has a business relationship, but has already been retired for 11 years. The Company did not invite him at the request of a financial institution, but rather at its own discretion, to utilize his extensive management experience and broad insight in auditing the Company. Furthermore, the Company has transactions with several financial institutions and securities companies and is not influenced by any one financial institution or securities company in its management decision-making. Moreover, there were no significant transactions between the Company and Marusan Securities Co., Ltd., where he served as an outside director until June 20, 2025. Therefore, we have designated him as an independent officer, judging that there is no risk of conflict of interest with general shareholders.</p>

## Matters concerning independent officers

Number of independent officers

Updated

7

### Other matters concerning independent officers

The Company has appointed five outside directors and two outside corporate auditors who meet the qualifications of independent officers.

#### ■Criteria for judging the independence of outside directors and corporate auditors

The company appoints as independent officers those who are outside directors as defined in Article 2 (xv) of the Companies Act or outside company auditors as defined in Article 2 (xvi) of the Companies Act and who fall under the category of outside officers as defined in Article 2

(3) (v) of the Regulations for Enforcement of the Companies Act (Ministry of Justice Order No. 12 of February 7, 2006), but do not fall under any of the following items and have a high degree of independence preventing conflicts of interest with general shareholders.

- (1) A major business partner of the Group or an executive thereof
- (2) A major shareholder who directly or indirectly holds 10% or more of the total voting rights of the Company or an executive thereof
- (3) An executive of a Group company
- (4) An accounting auditor of the Group or an employee thereof
- (5) A consultant, accounting professional, or legal professional who receives large amounts of money or other assets from the Group other than officer remuneration (if the recipient of the money or assets is a corporation or association, this refers to a person who belongs to said body)
- (6) An executive of a Group company at any time within the 10 years prior to assuming his/her position, or a director, corporate auditor, or executive officer who is an executive of the Group or any relative within the second degree of kinship or who cohabits with them

However, even if an individual falls under any of the above (1) to (6), if it is determined that the individual in question is substantially independent, the underlying reasons are explained and disclosed at the time of appointment.

#### ■Activities of independent outside directors in fiscal 2024 Outside Director Haruhiko Yoshida

In terms of his main activities during fiscal 2024, Mr. Yoshida attended all 20 meetings of the Board of Directors held during the year and made necessary remarks as appropriate. He also attended other important meetings, such as executive officer meetings and Business Process Innovation meetings, and, based on his international business experience and broad knowledge of corporate management cultivated at a general trading company, made useful remarks from an independent, objective, and multifaceted perspective that differs from that of the management team that executes the Company's business. He has therefore appropriately fulfilled the role expected of him as an outside director.

Number of shares held: 24,452 (as of March 31, 2025)

#### Outside Director Masanobu Nakamura

In terms of his main activities during fiscal 2024, Mr. Nakamura attended all 20 meetings of the Board of Directors held during the year and made necessary remarks as appropriate. He also attended other important meetings, such as executive officer meetings and Business Process Innovation meetings, and, based on his international business experience and broad knowledge of corporate management cultivated at a major financial institution, made useful remarks from an independent, objective, and multifaceted perspective that differs from that of the management team that executes the Company's business. He has therefore appropriately fulfilled the role expected of him as an outside director.

Number of shares held: 13,616 (as of March 31, 2025)

#### Outside Director Yoshio Fukuda

In terms of his main activities during fiscal 2023, Mr. Fukuda attended all 20 meetings of the Board of Directors held during the year and made necessary remarks as appropriate. He also attended other important meetings, including executive officer meetings, Business Process Improvement meetings, and Development Promotion meetings, and, based on his knowledge cultivated in a major manufacturing company engaged in a wide variety of businesses, made useful remarks from an independent, objective, and multifaceted perspective that differs from that of the management team that executes the Company's business. He has therefore appropriately fulfilled the role expected of him as an outside director.

Main concurrent positions: Auditor at Japan Indonesia Association, Inc.; auditor at Japan-Sri Lanka Association

Number of shares held: 1,544 (as of March 31, 2025)

Outside Director Kazuhiko Hayashi

In terms of his main activities during fiscal 2024, Mr. Hayashi attended all 20 meetings of the Board of Directors held during the year and made necessary remarks as appropriate. He also attended other important meetings, including executive officer meetings, Business Process Improvement meetings, and Development Promotion meetings, and, based on his specialized knowledge of design and development and his deep insight into corporate management cultivated especially at a major automaker, made useful remarks from an independent, objective, and multifaceted perspective that differs from that of the management team that executes the Company's business. He has therefore appropriately fulfilled the role expected of him as an outside director.

Number of shares held: 580 (as of March 31, 2025)

Outside Director Kaeko Kitamoto

With regard to her main activities in FY2024, Ms. Kitamoto attended 19 of the 20 meetings of the Board of Directors held during the fiscal year after her appointment as an outside director, and commented appropriately when necessary. She also attended other important meetings, including executive officer meetings, Business Process Improvement meetings, and Development Promotion meetings, and, based on her wealth of experience and deep insight into financial accounting cultivated at a major accounting firm and expertise in CO2 reduction and the introduction of renewable energy as a member of the Electricity and Gas Market Surveillance Commission of the Ministry of Economy, Trade and Industry, made useful remarks from an independent, objective, and multifaceted perspective that differs from that of the management team executing the Company's business. She has therefore appropriately fulfilled the role expected of her as an outside director.

Main concurrent positions: Certified public accountant; outside corporate auditor at Daikin Industries, Ltd.; outside director at Ebara Corporation

Outside Corporate Auditor Yoshitsugu Yokogoshi

In terms of his main activities during fiscal 2024, Mr. Yokogoshi attended all 20 meetings of the Board of Directors held during the year and all 17 meetings of the Board of Corporate Auditors and made necessary remarks as appropriate. He also attended other important meetings, including executive officer meetings, Business Process Improvement meetings, and Development Promotion meetings, and, drawing on his business experience cultivated at major financial institutions and extensive experience in corporate management, appropriately audited and advised directors on the execution of their duties.

Outside Corporate Auditor Eisaku Imazato

In terms of his main activities during fiscal 2024, Mr. Imazato attended all 20 meetings of the Board of Directors held during the year and all 17 meetings of the Board of Corporate Auditors and made necessary remarks as appropriate. He also attended other important meetings, including executive officer meetings, Business Process Improvement meetings, and Development Promotion meetings, and, drawing on his business experience cultivated at major financial institutions and extensive experience in corporate management, appropriately audited and advised directors on the execution of their duties.

Incentives

Implementation status of measures related to incentives granted to directors	Other
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Supplementary explanation for applicable items

Directors' bonuses are decided at the General Meeting of Shareholders based on a proposal from the Board of Directors after consultation with and reporting from the Nomination and Remuneration Advisory Committee and comprehensive consideration of business results for each fiscal year (approximately 4% of non-consolidated profit) and the degree of achievement of the annual business plan.

Persons eligible for stock options	
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Supplementary explanation for applicable items

## Director remuneration

### Status of disclosure of individual directors' remuneration

Individual remuneration is not disclosed.

### Supplementary explanation for applicable items Updated

Individual remuneration is not disclosed because there was no director whose total amount of remuneration, etc., was 100 million yen or more in fiscal 2024.

#### [Detail of director remuneration]

The details of director remuneration for fiscal 2024 (April 1, 2024 to March 31, 2025) are as follows.

- Annual remuneration for directors: 272,539,000 yen (including 72,000,000 yen for outside directors)
- Annual remuneration for corporate auditors: 81,600,000 yen (including 43,800,000 yen for outside corporate auditors)

Notes: 1. The amount paid to directors does not include employee salaries of directors who concurrently serve as employees.

2. Additional detail is disclosed in the Company's Annual Securities Report.

(<https://contents.xj-storage.jp/xcontents/AS06879/db4c4bae/5527/4823/a0ce/7f2f799e64c8/140120250807534310.pdf>).

### Policy on determining remuneration amount and the calculation methods thereof

In place

### Disclosure of policy on determining remuneration amount and the calculation methods thereof

#### 1. Basic policy

Director remuneration consists of fixed cash remuneration as base remuneration, restricted share-based remuneration as stock compensation, and bonuses linked to the Company's fiscal year performance as variable remuneration. It takes into consideration the responsibility of directors for increasing the Group's corporate value over the medium to long term as well as for improving performance in each fiscal year.

Outside directors do not receive share-based remuneration but are paid base remuneration and bonuses in the form of cash.

#### 2. Policy on determining the amount of base remuneration for individuals

The base remuneration for directors shall be paid in the form of a fixed monthly remuneration, and it shall be set within the range of remuneration that was resolved at the Fiscal 2022 General Meeting of Shareholders held on June 21, 2023 (320 million yen including 100 million yen for outside directors). The base remuneration shall be determined after comprehensively considering the Company's business performance and the level of employee salaries, including for executive officers, etc., depending on whether they have representative rights or not, their position, and responsibilities.

#### 3. Policy on determining the details and calculation method for performance-linked remuneration

To raise awareness for improving business performance in each fiscal year, performance-linked remuneration for directors shall be decided at the General Meeting of Shareholders following a resolution by the Board of Directors after consultation with and reporting from the Nomination and Remuneration Advisory Committee and comprehensive consideration of business results for each fiscal year (approximately 4% of non-consolidated profit) and the degree of achievement of the annual business plan. The payment is made once a year.

4. Policy on determining the ratio of base remuneration and performance-linked remuneration to the amount of remuneration for individual directors The Company's director remuneration consists of base remuneration (cash remuneration and restricted share-based remuneration) and variable remuneration (performance-linked bonuses). Since non-consolidated profit, which becomes the source of bonuses, fluctuates along with business performance, we do not determine the ratio of the different types of remuneration in advance but instead, determine the ratio subsequently depending on the determined amount of bonus for each fiscal year calculated by the method described in paragraph 3.

#### 5. Policy on determining the amount of restricted share-based remuneration

The total amount of monetary remuneration claims to be paid as restricted share-related remuneration, etc., to directors (excluding outside directors) shall not exceed the 100 million yen resolved at the Fiscal 2021 General Meeting of Shareholders held on June 22, 2022, and the amount of remuneration for each director shall be determined by the Board of Directors based on the amount calculated in accordance with the standards set forth in the Officer Regulations resolved by the Board of Directors.

6. Matters concerning decisions related to the details of remuneration, etc. for each director

Determination of the amount of remuneration for individual directors shall be entrusted to the president and representative director, based on a resolution by the Board of Directors after consultation with and reporting from the Nomination and Remuneration Advisory Committee, which was established on March 25, 2024, by resolution of the Board of Directors and a majority of whose members are independent outside directors.

**Support system for outside directors and/or outside corporate auditors** Updated

The Corporate Planning and Investor Relations Office of the Corporate Planning Division, which serves as secretariat for the Board of Directors, provides support to outside directors, while the Internal Control and Audit Office and Corporate Auditor Office provide support to outside auditors as necessary and appropriate.

The Corporate Planning and Investor Relations Office of the Corporate Planning Division also provides advance explanations and all necessary information to outside directors and outside auditors regarding agenda items to be discussed at Board of Directors meetings.

**[Status of retired president and representative director]**

Name, etc., of former president and representative director, etc. who serve as advisors, consultants, etc.

Name	Position	Responsibilities	Work style/ conditions (full-time/ part-time/ compensated, etc.)	Date of retirement as president	Length of term
Mitsumasa Ito	Honorary Advisor	Advice upon request of management	Full-time Compensation provided	June 21, 2024	1 year

Number of advisors, consultants, etc., who are former CEOs, etc.	1
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Other matters

**2. Matters concerning functions of business execution, auditing and supervision, nomination, and remuneration decisions (overview of current corporate governance system)** Updated

The Company has adopted a Board of Corporate Auditors system, which is based on the institutional system under the Company with an Audit and Supervisory Board format as stipulated in the Companies Act. The Company believes that its corporate governance is functioning adequately and that the current system is effective since the Company has established the following systems.

1. Business execution and supervisory functions and their status

1) Board of Directors

In addition to formulating basic policies and strategies for the Group, the Board of Directors makes decisions on important matters, including matters stipulated by law and regulations and the Articles of Incorporation, and supervises business execution.

The Board of Directors consists of 10 members, five of whom are outside directors. Outside directors provide a supervisory function over the management of the Company from a standpoint independent from executive directors, drawing on their own experience and insight into corporate management.

The status of activities of the Board of Directors in fiscal 2024 is described on page 69 of the Company's Annual Securities Report (<https://contents.xj-storage.jp/xcontents/AS06879/db4c4bae/5527/4823/a0ce/7f2f799e64c8/140120250807534310.pdf>).

2) Corporate Auditors (Board of Corporate Auditors)

Based on audit policies and plans established by the Board of Corporate Auditors, corporate auditors audit the execution of duties by directors, attend meetings of the Board of Directors and other important meetings, review important approval documents, and conduct onsite audits of business offices and subsidiaries, allowing for the regular auditing of the status of management execution.

The Board of Corporate Auditors consists of four members, two of whom are full-time auditors and two of whom are outside auditors. The status of activities of the Board of Corporate Auditors in fiscal 2024 is described on page 99 of the Annual Securities Report (<https://contents.xj-storage.jp/xcontents/AS06879/db4c4bae/5527/4823/a0ce/7f2f799e64c8/140120250807534310.pdf>).

3) Advisory Members to the Board of Directors

Advisory Members to the Board of Directors, including experts from Japan and overseas, are appointed to advise the Board of Directors on management issues on a regular basis.

#### 4) Executive officer meetings

In June 2003, the Company introduced an executive officer system to strengthen business execution supervisory functions and accelerate management decision-making. This clearly separated the policy and strategy formation, decision-making, and supervisory functions of the Board of Directors from the business execution functions of executive officers. In addition, monthly executive officer meetings are held to deliberate important matters and issues related to business execution.

Executive officer meetings have 15 members and are chaired by the president and representative director. In addition to the executive officers, directors and corporate auditors attend the meetings to supervise and audit the status of business execution by the executive officers.

#### 5) Nomination and Remuneration Advisory Committee (voluntary committee)

At the Board of Directors meeting held on March 25, 2024, the Company established a voluntary Nomination and Remuneration Advisory Committee. The committee stipulates in its regulations that a majority of the committee's members shall be independent outside directors and that the chair shall be selected from among the independent outside directors. Currently, the committee has three members, including two independent outside directors.

As an advisory body to the Board of Directors, the committee studies and deliberates on the appointment and dismissal of directors, the selection of representative directors, the selection and dismissal of directors with titles, director remuneration, the succession plan for and training of the president, and other matters, and decides on matters to be reported to the Board of Directors.

#### 6) Sustainability Committee

To strengthen the Group's overall sustainability promotion framework, the Company established the Sustainability Committee on April 1, 2023, as an organization to promote, oversee, and manage the Group's overall sustainability initiatives. The committee is chaired by the president and representative director, and its members are executive directors.

Main roles of the committee are to formulate and revise sustainability-related policies and strategies, identify materiality, formulate long-term targets and KPIs and manage their progress, identify and manage risks and opportunities, plan and disseminate information on promotional activities, regularly report and make recommendations to the Board of Directors, and submit basic policies for consideration.

The status of activities of the Sustainability Committee in fiscal 2024 is described on page 19 of the Annual Securities Report (<https://contents.xj-storage.jp/xcontents/AS06879/db4c4bae/5527/4823/a0ce/7f2f799e64c8/140120250807534310.pdf>).

### 2. Status of audits

The Board of Corporate Auditors consists of four members, two of whom are full-time auditors and two of whom are outside auditors. Following the completion of the Ordinary General Meeting of Shareholders, the Board of Corporate Auditors determines audit policies, plans and the allocation of operational responsibilities. In line with the Board of Corporate Auditors Regulations, the Board of Corporate Auditors Auditing Standards and the Implementation Standards for Internal Control Systems, each Board of Corporate Auditor member audits the execution of duties by directors and executive officers, etc. Specifically, the Board of Corporate Auditors audits the execution of duties by directors through attendance at important meetings, including Board of Director meetings, executive officer meetings, Business Process Innovation meetings, Development Promotion meetings, and affiliated company meetings, etc. Furthermore, the Board of Corporate Auditors meets with representative directors, shares information with outside directors, exchanges opinions with directors, executive officers, division heads, office managers, divisional sales managers, and presidents of domestic and overseas subsidiaries, and inspects important documents including approval requests and corporate credit application forms. The Board of Corporate Auditors also plans and holds Group corporate auditor liaison meetings with auditors from affiliated companies to share information among Group companies and take the lead in improving knowledge related to auditing duties.

The Internal Control and Audit Office is responsible for internal audits, and consists of one general manager and one auditor reporting directly to the president. It conducts internal audits of the Company and its subsidiaries. Internal audits are conducted based on an annual plan for each fiscal year, confirming the status of operational processes and internal controls and making recommendations as necessary. Audit updates and results are reported regularly to the president and the Board of Directors, as well as the corporate auditors.

The certified public accountants performing the accounting audit of the Company in FY2024 were Mr. Hideki Godai and Mr. Yoshitaka Sakurai, both of whom are designated limited liability partners at the Tokyo office of PricewaterhouseCoopers Japan LLC. They were assisted by three certified public accountants and ten other staff members.

#### 3. Status of audits by the accounting auditor

In terms of accounting audits, PricewaterhouseCoopers Japan LLC conducts strict accounting audits based on an audit contract and the Company exchanges opinions on the audit results and receives recommendations for improvements.

### 3. Reasons for adoption of the current corporate governance system

As stated in section 2 above, we believe that the current corporate governance system is functioning effectively and that the number of outside directors, outside corporate auditors, and independent officers is already sufficient considering the size of the Company and the number of members of the Board of Directors and the Board of Corporate Auditors.



### III. Implementation of measures for shareholders and other stakeholders

#### 1. Status of efforts to vitalize shareholders' meetings and facilitate the exercise of voting rights Updated

	Supplementary explanation
Early dispatch of Convocation Notice for the General Meeting of Shareholders	The Notice of the Ordinary General Meeting of Shareholders is sent out two weeks prior to the meeting, but electronic provision measures (posting on the Tokyo Stock Exchange's website, ICJ's Electronic Voting Platform, and the Company website) begin approximately two weeks before mailing begins (four weeks before the meeting) to improve convenience for shareholders and ensure sufficient time for them to consider agenda items. The Notice of the Ordinary General Meeting of Shareholders for fiscal 2023 was posted on the Tokyo Stock Exchange's website, ICJ's Electronic Voting Platform, and the Company website ( <a href="https://www.hds.co.jp/english/ir/event/stockholder/">https://www.hds.co.jp/english/ir/event/stockholder/</a> ) 30 days prior to the meeting.
Scheduling of the General Meeting of Shareholders during non-peak days	The Company sets a date for the General Meeting of Shareholders that avoids peak days. The Ordinary General Meeting of Shareholders for fiscal 2023 was held on June 21, 2024 (Friday), and for fiscal 2024 on June 20, 2025 (Friday).
Electronic exercise of voting rights	Beginning with the Ordinary General Meeting of Shareholders for fiscal 2016, the Company introduced a system for exercising voting rights by electromagnetic means. Specifically, the Company has introduced two ways to exercise voting rights: (1) by directly entering the URL and logging in to the "Voting Website" with an ID and password, and (2) by "Smart Exercise," whereby shareholders can easily exercise their voting rights without an ID and password by reading the QR code on the Voting Form after logging in to "Convocation via Internet" from their smartphones or tablets. This way, users can exercise their voting rights not only from PCs but also from smartphones and tablets. Regarding advance resolutions (based on the number of resolutions) for the Ordinary General Meeting of Shareholders for fiscal 2024, 36.4% of voting rights were executed in writing, 2.6% by computer, 55.7% by smartphone, and 5.3% by ICJ's Electronic Voting Platform.
Participation in a platform for the electronic exercise of voting rights and other initiatives to enhance environment for institutional investors to exercise voting rights	<ul style="list-style-type: none"> <li>• To provide an appropriate voting environment for institutional investors both in Japan and overseas, we started using ICJ's Electronic Voting Platform from the Ordinary General Meeting of Shareholders for fiscal 2017.</li> <li>• Prior to mailing, the Notice of the Ordinary General Meeting of Shareholders is posted in both Japanese and English (reference documents and summary only) on the Tokyo Stock Exchange's website, Electronic Voting Platform (ICJ), and the Company website. Japanese is posted about 30 days before the meeting and English 24 or 25 days before the meeting.</li> </ul>
Provision of notice (or summary of notice) of the General Meeting of Shareholders in English	We started submitting for disclosure an abridged version of our reference documents in English from the Ordinary General Meeting of Shareholders for fiscal 2017 and English versions of the reference documents together with a summary starting with the Ordinary General Meeting of Shareholders for fiscal 2022 to the Tokyo Stock Exchange's website and ICJ's Electronic Voting Platform. We also display these documents on our website. ( <a href="https://www.hds.co.jp/english/ir/event/stockholder/">https://www.hds.co.jp/english/ir/event/stockholder/</a> ).
Other	<ul style="list-style-type: none"> <li>• From the Ordinary General Meeting of Shareholders in June 2025, in conjunction with the electronic exercise of voting rights, the Company has begun accepting questions in advance as well as conducting surveys to ensure that questions and comments related to areas of high interest to shareholders are taken up at the General Meeting of Shareholders. To vitalize the General Meeting of Shareholders, in explaining the content of items to be reported and resolved, we strive to make the content visually easy to understand by displaying materials with graphs and charts using a projector.</li> <li>• We post convocation notices, resolution notices, voting results, and presentation materials on matters to be reported, etc., on the Company website. Japanese: <a href="https://www.hds.co.jp/ir/event/stockholder/">https://www.hds.co.jp/ir/event/stockholder/</a> English: <a href="https://www.hds.co.jp/english/ir/event/stockholder/">https://www.hds.co.jp/english/ir/event/stockholder/</a></li> </ul>

## 2. Status of IR-related activities Updated

	Supplementary explanation	Explanation by a representative director
Formulation and publication of disclosure policies	The IR section of the Company website contains our information disclosure policy and framework for timely disclosure in both Japanese and English. Japanese: <a href="https://www.hds.co.jp/ir/management_policy/ir_policy/">https://www.hds.co.jp/ir/management_policy/ir_policy/</a> English: <a href="https://www.hds.co.jp/english/ir/management_policy/ir_policy/">https://www.hds.co.jp/english/ir/management_policy/ir_policy/</a>	
Regular investor briefings held for individual investors	The Company holds corporate briefings for individual investors at least once a year to outline the Group and its business strategies, business performance, etc. * Presentation materials from previous corporate briefings for individual investors are posted on the Company's website. <a href="https://www.hds.co.jp/ir/event/investor/">https://www.hds.co.jp/ir/event/investor/</a> (in Japanese)  When we announce our interim and full-year business results, we hold hybrid financial results briefings for analysts and institutional investors, combining in-person and live streaming, where the president and representative director, the representative director and general manager of Corporate Planning, and the CFO provide explanations and answer questions. The meetings for fiscal 2024 were as follows. ■ Q2 fiscal 2024 results briefing Date and time: November 19, 2024 (Tuesday) 10AM Place: Bellesalle Tokyo Nihonbashi, Rooms 10 and 11, 5th floor, Tokyo Nihonbashi Tower, 2-7-1 Nihonbashi, Chuo-ku, Tokyo Speakers: Akira Maruyama, President and CEO Kazutoshi Kamijoh, Representative Director, Senior Managing Executive Officer, CFO, General Manager of Finance Accounting, Finance and Tax Division Participants: 20 in person, 105 via streaming	Not held
Regular investor briefings held for analysts and institutional investors	■ Full-year fiscal 2024 results briefing (final accounting) Date and time: May 20, 2025 (Tuesday) 10AM Place: Bellesalle Tokyo Nihonbashi, Rooms 10 and 11, 5th floor, Tokyo Nihonbashi Tower, 2-7-1 Nihonbashi, Chuo-ku, Tokyo Speakers: Akira Maruyama, President and CEO Kazutoshi Kamijoh, Representative Director, Senior Managing Executive Officer, CFO, General Manager of Finance Accounting, Finance and Tax Division Participants: 32 in person, 96 via streaming  *We post the materials and scripts for the briefing on the financial results section of the Company website. Japanese: <a href="https://www.hds.co.jp/ir/event/accounts/">https://www.hds.co.jp/ir/event/accounts/</a> English: <a href="https://www.hds.co.jp/english/ir/data/briefings/">https://www.hds.co.jp/english/ir/data/briefings/</a>	Held
Regular investor briefings held for overseas investors	<ul style="list-style-type: none"> <li>The Company holds small group meetings for overseas investors arranged by securities companies every quarter. In FY2024, it held a total of 14 small group meetings (total participating investors 373).</li> <li>To explain our financial results and business strategies, we hold individual interviews with overseas institutional investors on a quarterly basis. 127 overseas investors attended individual meetings in fiscal 2024.</li> <li>We participate in conferences organized by securities companies at least once a year. In fiscal 2024, we attended four such conferences.</li> </ul> We have set up an Investor Relations section on the Company website and seek to display all our IR information in a readily understandable format using charts and graphs and in a timely way. Timely disclosure means disclosure that is nearly simultaneous with disclosure by the Tokyo Stock Exchange. Japanese: <a href="https://www.hds.co.jp/ir/">https://www.hds.co.jp/ir/</a> English: <a href="https://www.hds.co.jp/english/ir/">https://www.hds.co.jp/english/ir/</a>	Held
Online disclosure of IR information		

	Supplementary explanation	Explanation by a representative director
Establishment of department and/or placement of a manager in charge of IR	<ul style="list-style-type: none"> <li>• The executive officer in charge of the Corporate Planning and Investor Relations Office oversees all IR operations as the head of IR, and conducts IR operations in cooperation with the representative director and CFO and executive officer and general division manager in charge of Corporate Planning.</li> <li>• The Corporate Planning and Investor Relations Office of the Corporate Planning Division has been established as the department in charge of investor relations, and specific investor relations activities are being implemented.</li> </ul>	

### 3. Status of measures to ensure due respect for stakeholders Updated

	Supplementary explanation
Establishment of internal rules stipulating respect for the position of stakeholders	<p>By contributing to technological innovation in society with our motion control technology, we aim to enrich the lives of people around the world, realize a sustainable society, and increase our corporate value. To realize the Management Principles established in the early days of the company, we strive to build relationships with all stakeholders, including employees, shareholders and investors, customers, suppliers, local communities, and future generations.</p> <p>■ Management Principles</p> <p>I. Respect for the Individual</p> <p>We aspire to be a company where the rights of every individual employee are respected, and where individuals can pursue a meaningful, cultural, and worthwhile life. We aim to be a company that believes in each employee's aspirations, supports independent activities, creates an environment where employees can maximize their abilities through work, and where abilities and performance are rewarded.</p> <p>II. A Meaningful Company</p> <p>We want to be recognized as a meaningful, superior company that manifests creativity, has personality and distinctive characteristics, and whose management foundation is based on ceaseless research and development activities and a constant emphasis on quality—a company where the entire organization finds meaning in doing its utmost.</p> <p>III. Coexistence and Co-prosperity</p> <p>We are supported by many different parties including our employees, customers, shareholders, materials and parts suppliers, affiliated companies, and trading partners. We do our best to generate attractive products, services, compensation, working environments, and business relations to satisfy all concerned parties.</p> <p>IV. Contribution to Society</p> <p>We broadly contribute to society and industry through our corporate activities as a good corporate citizen. The products and services we provide directly and indirectly contribute to the betterment of society. We aspire to be a company that helps to improve the environment and the quality of the communities where we are located.</p> <p>Please refer to our Integrated Report (<a href="https://www.hds.co.jp/english/csr/hdsreport/">https://www.hds.co.jp/english/csr/hdsreport/</a>) for more information on stakeholder engagement.</p>

Implementation of environmental preservation activities and CSR activities, etc.

■ Environmental conservation activities

The Group considers its response to climate change to be an important management issue and is promoting initiatives to reduce the burden on the Earth's environment by reducing GHG emissions, addressing water security, etc., primarily via the Sustainability Committee. The Company has set a long-term goal of "Net Zero by 2050" and a medium-term goal of "Reducing GHG emission in FY2030 by 30% versus the FY2022 level" and is working to achieve it. Specifically, the Group has identified climate change-related risks and opportunities that may affect its operations, conducted scenario analyses as recommended by the TCFD under the 1.5°C and 4.0°C scenarios, and analyzed the impact of individual risks and opportunities on its operations and likelihood of manifestation under various preconditions in the short, medium, and long term. Based on the results of these scenario analyses, the Company promotes initiatives to create opportunities and minimize risks, mainly via the Sustainability Committee.

Please refer to the Annual Securities Report, the Integrated Report, and the Sustainability Data Book for details of the Group's greenhouse gas emissions performance and scenario analysis.

• Securities Report: [https://www.hds.co.jp/english/ir/data/Securities\\_Report/](https://www.hds.co.jp/english/ir/data/Securities_Report/)

• Integrated Report: <https://www.hds.co.jp/english/csr/hdsreport/>

• Sustainability Data: <https://www.hds.co.jp/english/csr/esg/>

■ Implementation of sustainability activities, etc.

The Company recognizes that sustainability initiatives are an important management issue, and in accordance with its basic sustainability policy based on the Management Principles comprising "Respect for the Individual", "A Meaningful Company", "Coexistence and Co-prosperity", and "Contribution to Society", it strategically promotes sustainability activities related to climate change, human capital, respect for human rights, etc., led by the Sustainability Committee, which is chaired by the president and representative director, and comprised of executive directors.

The Company's sustainability initiatives are posted in the sustainability section of the Company website and the Integrated Report.

■ Website

• Japanese: <https://www.hds.co.jp/csr/>

• English: <https://www.hds.co.jp/english/csr/>

■ Integrated Report

• Japanese: <https://www.hds.co.jp/csr/hdsreport/>

• English: <https://www.hds.co.jp/english/csr/hdsreport/>

The Company provides information to stakeholders in a timely manner by posting it on its website. (<https://www.hds.co.jp/english/>)

Formulation of policies regarding the provision of information to stakeholders

Our policy on timely disclosure is posted on the IR Disclosure Policy section of the Company website

([https://www.hds.co.jp/english/ir/management\\_policy/ir\\_policy/](https://www.hds.co.jp/english/ir/management_policy/ir_policy/)).

It is also provided in "I. Basic views on corporate governance, capital structure, corporate profile, and other basic information, Disclosure based on the principles of the corporate governance code, [Principle 3.1: Full Disclosure]" of this report.

### 1. Basic views on the internal control system and progress of system development

#### ■ Basic Views on the Internal Control System

The Company has established the following fundamental policies on establishment of internal control systems, which are necessary to ensure that Directors' execution of duties is in compliance with laws, regulations and the Articles of Incorporation and to ensure the appropriateness of other operations. In accordance with the fundamental policies, the Company will continue to ensure the appropriateness of operations and review and improve the internal control system with the aim of building a more effective system.

#### ■ Status of development of internal control system

##### 1. System ensuring execution of duties by Directors and employees in compliance with laws, regulations, and the Articles of Incorporation

(1) The Company shall ensure that everyone working at the Company and its subsidiaries complies with the Charter of Corporate Behavior and the Code of Conduct, and shall foster a high level of awareness of compliance among individual employees.

(2) In the event of any unfavorable compliance-related incident at the Company and its subsidiaries, the Company shall establish a system by which the President and Representative Director, the Chairperson and Representative Director, the Board of Directors, and the Board of Corporate Auditors receive reports on the details of the event and countermeasures via the Executive Officer responsible for risk management.

(3) The Company and its subsidiaries shall establish a system for ensuring the reliability and appropriateness of financial reporting, and evaluate the status of development and operation of such system regularly.

(4) As a system for ensuring (1), (2), and (3) above, the Company shall establish a system to ensure business is being executed appropriately by having Internal Auditors, primarily led by the Internal Control and Audit Office, conduct internal audits of the Company and its subsidiaries.

(5) The Company and its subsidiaries shall adhere to the basic policy to comply with laws and regulations and have no relationship whatsoever with anti-social forces or organizations.

##### 2. System for the preservation and management of information related to the execution of duties by Directors

The handling of information and documents relating to the execution of duties by Directors shall be appropriately stored and managed in accordance with the Company's internal rules on document management.

##### 3. Regulations and other systems for managing risk of loss

(1) The Company shall set risk management rules, establish a Group-wide risk management structure in accordance with such rules and conduct risk management.

(2) In the event of the realization of a risk, the Company shall establish a system to take appropriate measures in accordance with the "Code of Conduct," "Crisis and Risk Management Regulations," and "Crisis Management - Code of Conduct in the Event of a Crisis" established by the Company.

(3) Responsibility and authority relating to risk management are segregated as follows:

The President and Representative Director shall have authority and responsibility for establishing risk management systems throughout the Group.

The Executive Officer responsible for risk management shall promote maintenance and improvement of risk management systems throughout the Group and manage the systems in accordance with the instructions and supervision of the President and Representative Director.

• Executive officers shall recognize the importance of identification, assessment, monitoring and management of risks with respect to the fields for which they are responsible and establish systems for clarification and management of risks.

##### 4. System ensuring efficient execution of duties by Directors

(1) The Company shall employ the Executive Officer system and separate the functions of the Board of Directors, including strategy formulation, decision-making, and supervision, from the function of Executive Officers, namely execution of operations. The Company shall define the responsibility and authority concerning execution of duties in the Authority Rules to clarify responsibility, improve efficiency of decision-making, and accelerate decision-making.

(2) The Company shall continuously monitor the status of business operations and risks and ensure the efficiency of the execution of duties by Directors, Executive Officers, and the Directors of subsidiaries based on the following management control systems:

Board of Directors Meeting (decisions on important management policies, monitoring of the progress of the medium-term management plan and the annual business plan)

Executive Officer Meeting (reporting and deliberation of the status of Executive Officers' business execution, deliberation and decision-making on execution of important management matters)

President's Audit (management review: direct review by the President of persons responsible for each division on business execution)

policies, targets, and status of business execution)

- Business Process Innovation meeting (deliberation on monthly business results, initiatives for business process innovation, etc.)
- Affiliated company meeting (reporting and deliberation of the status of management at affiliated companies)
- Internal audit (audit of appropriateness and efficiency of activities related to operations, accounting, quality control, and environmental activities)

5. System ensuring the appropriateness of operations of the corporate group consisting of the Company and its subsidiaries

- (1) The Company shall foster a high level of awareness of compliance by thoroughly communicating the Code of Conduct to the employees of its subsidiaries as well.
- (2) The Company shall establish an appropriate system for managing its subsidiaries in accordance with the Rules for Management of Affiliated Companies.
- (3) The Company shall continuously monitor the status of execution of operations at subsidiaries and risks by periodically holding Affiliated Companies Meeting.
- (4) Internal Auditors primarily led by the Internal Control and Audit Office shall periodically conduct operational audit of Group companies.
- (5) The Company shall promote personnel exchange between the Company and its subsidiaries in order to achieve close collaboration of the Group.

6. Matters concerning employees who provide assistance to Corporate Auditors upon request

The Company shall establish an organization to assist with the duties of Corporate Auditors and assign appropriate personnel to that organization.

7. Matters concerning the independence of employees mentioned in 6. above from Directors

Transfer of the employees who provide assistance to Corporate Auditors and their performance evaluation shall require the consent of the Board of Corporate Auditors and its members.

8. System for Directors and employees of the Company and its subsidiaries to report to Corporate Auditors, and other systems regarding reports to corporate auditor

- (1)Corporate Auditors shall attend important meetings to gain important information on the execution of duties by Directors and employees.
- (2)Directors and employees of the Company and its subsidiaries shall swiftly notify the Board of Corporate Auditors and its members of matters that may have a material impact on the Group, in addition to matters designated by law.
- (3)Any matters discovered through internal audits of the Company and its subsidiaries shall be reported to the Board of Corporate Auditors and its members by the General Manager of the Internal Control and Audit Office.
- (4)Directors and employees of the Company and its subsidiaries are required to provide the necessary reports and information in response to requests from the Board of Corporate Auditors and its members.
- (5)Any whistleblowing reports from the Company and its subsidiaries shall be handled according to the whistleblowing system and reported to the Board of Directors and its members and the Board of Corporate Auditors and its members periodically or as necessary. Furthermore, the identity and personal information of any whistleblowers shall be protected to ensure they are not treated disadvantageously.

9. Other Systems Ensuring the Effectiveness of Audits Conducted by Corporate Auditors

- (1) The Board of Corporate Auditors and its members shall periodically meet with the Company's Accounting Auditors to exchange opinions.
- (2) If deemed necessary for auditing, the Board of Corporate Auditors and its members may appoint lawyers, certified public accountants, or other external experts, in addition to internal staff, at the expense of the Company.

## 2. Basic views on measures for eliminating anti-social forces and status of development

The Company has prescribed the following basic policy concerning the elimination of anti-social forces in the Charter of Corporate Behavior:

- The Company shall not compromise with anti-social forces and shall maintain a resolute attitude.

Regarding the above-mentioned Charter of Corporate Behavior, we regularly conduct group awareness-building training sessions to ensure all employees are thoroughly familiar with the charter's contents and distribute the content on a pocket-sized card to all employees.

In addition, regarding responses to anti-social forces, we have created an internal control manual that serves as an internal regulation, and strive to implement its specific operations.

We also receive information on anti-social forces and advice on appropriate ways to respond, through cooperation with the police and the Special Violence Prevention Coalition.



## 1. Adoption of anti-takeover defense measures

Adoption of anti-takeover measures	None
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Supplementary explanation for applicable items

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## 2. Other matters concerning the corporate governance system Updated

The status of the Company's internal system for timely disclosure of corporate information is described below.

### 1. Basic Stance on Timely Disclosure

The Company's basic stance is to disclose corporate information that could have a significant impact on investors' investment decisions in a timely and appropriate manner in accordance with its internal regulations such as the "Operating Rules for Timely Disclosure" and "Insider Trading Management Rules".

### 2. Status of Internal System for Timely Disclosure

Important corporate information relating to the Company and its subsidiaries, whether it be information on decisions, occurrences, or financial results, is systematically consolidated under the officer in charge of handling information (Director and Chief Financial Officer), who is appointed by the President and Representative Director.

The officer in charge of handling information (Director and Chief Financial Officer) who receives a report on corporate information decides, after consulting with the relevant departments, whether the information received is required to be disclosed under the Rules for Timely Disclosure, and then determines the content and timing, etc. of any disclosure after obtaining the approval of the President and Representative Director.

Regarding matters that require a resolution of the Board of Directors, Board decisions are communicated to the officer in charge of handling information (Director and Chief Financial Officer) immediately following a Board resolution, to make a decision on the implementation of the timely disclosure of the information in question.

Upon deciding to implement a timely disclosure, the officer in charge of handling information (Director and Chief Financial Officer) then instructs the executive in charge of Corporate Planning and Investor Relations on the disclosure procedures and the handling of the disclosure of the relevant corporate information.

The information is disclosed by registering it on TDnet and, if necessary, sending materials to the media. The same information that is disclosed on the Tokyo Stock Exchange (TDnet) is also posted on the Company website (<https://www.hds.co.jp/>) virtually simultaneously.

The diagram illustrates the Corporate Governance Framework of a Public Company, centered around the **General Meeting of Shareholders** at the top. This meeting oversees the **Board of Corporate Auditors** and the **Board of Directors**, both of whom are subject to **Election / Dismissal**. The **Board of Corporate Auditors** (comprising **Standing Corporate Auditors / Outside Corporate Auditors / Auditors**) collaborates with the **Internal Audit Office** and performs an **Audit** of the **Board of Directors**. The **Internal Audit Office** also collaborates with the **Accounting Auditor** and performs an **Internal Audit** of **Business Operations**. The **Board of Directors** (comprising **Representative Directors / Directors / Outside Directors**) receives reports and proposals from the **Nomination and Remuneration Advisory Committee**, the **Sustainability Committee**, and the **Advisory Committee to the Board of Directors**, and provides **Advice** to the **Attorney**. The **Board of Directors** also supervises the **Executive Officer Meeting** (comprising **Executive Officers**), which is responsible for the **Execution** of **Business Operations**. The **Accounting Auditor** performs an **Audit** of the **Internal Audit Office** and collaborates with it. The **Attorney** provides **Advice** to the **Board of Directors**.

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graph TD
    A[Division and Group companies] -- Reporting --> B["Person responsible for information handling  
(Director, Chief Financial Officer)"]
    B -- "Confirmation and determination of timely disclosure standards  
Confirmation of accounting and financial details  
Preparation of timely disclosure documents" -- "Instruct Drafting" --> C["Person responsible for Timely Disclosure  
(Executive Officer, Head of Investor Relations)"]
    C -- "Preparation of timely disclosure documents" -- "Submit Document" --> B
    B -- "Present a Proposal" --> D[Board of Directors]
    D -- "Approval" --> E["Person responsible for Timely Disclosure  
(Executive Officer, Head of Investor Relations)"]
    B -- "Instruct Disclosure" --> E
    E -- "Preparation of timely disclosure documents" --> F[Disclosure]
    F --> G[Tokyo Securities Exchange  
(TDnet)]
    E -- "Release" --> H[Company Website]
  
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The flowchart illustrates the disclosure process. It begins with 'Division and Group companies' reporting to the 'Person responsible for information handling' (Director, Chief Financial Officer). This person then instructs drafting and submits documents to the 'Person responsible for Timely Disclosure' (Executive Officer, Head of Investor Relations). The latter prepares documents and submits them back. The 'Person responsible for information handling' also presents a proposal to the 'Board of Directors' for approval. Once approved, the 'Person responsible for Timely Disclosure' instructs disclosure. Finally, the disclosure is released to the 'Tokyo Securities Exchange (TDnet)' and the 'Company Website'.

## 〈Skills matrix of Directors〉

Name	Position (As proposed)	Attributes	Expected insight, experience, capability and expertise, etc.							
			Corporate management/ Management strategy	Overseas business	Sales/ Marketing	Manufacturing/ Production	Technology/ R&D	Financial strategy/ Capital policy/ Accounting	Information and Communication Technology (ICT, DX)	Sustainability
Akira Nagai	Chairperson of Board of Directors	—	●	●	●			●	●	
Akira Maruyama	President and Representative Director	—	●		●	●	●		●	
Kazutoshi Kamijoh	Representative Director	—	●		●			●		
Yoshihiro Tanioka	Director	—	●	●	●	●	●			
Naomi Shirasawa	Director	—	●	●	●	●	●			
Haruhiko Yoshida	Outside Director	Outside Independent	●	●	●					
Masanobu Nakamura	Outside Director	Outside Independent	●	●	●			●		
Yoshio Fukuda	Outside Director	Outside Independent	●	●	●	●		●		
Kazuhiko Hayashi	Outside Director	Outside Independent	●	●			●			
Kaeko Kitamoto	Outside Director	Outside Independent	●					●		●

## 〈Reasons for selecting skill areas of the Skills Matrix〉

Skill areas	Reasons for selection
Corporate management/ Management strategy	A director needs management experience and track record at various companies, etc. including a manufacturing company as well as abundant knowledge to deliver technological innovation for a better society under the Group's mission of "contributing to technological innovation in society through motion control technology," in addition to achieving a sustainable society and enhancing corporate value.
Overseas business	A director needs abundant knowledge and experience in overseas business management and local culture, etc. to promote the growth strategy of the Group which operates business overseas.
Sales/ Marketing	A director needs proven knowledge and abundant experience in sales and marketing to identify essential needs of customers, create attractive and satisfactory products, and provide customer-oriented services.
Manufacturing/ Production	A director needs proven knowledge and abundant experience in manufacturing and production as maintaining and developing a production system is essential for achieving added-value manufacturing in total motion control, the domain of the Group, and high customer satisfaction.
Technology/ R&D	A director needs experience in design and R&D for speed reducers and mechatronics products, in addition to expertise and experience in the industry, to ensure high product quality as a leading company of precision speed reducers, and to design and develop high added-value products for customers.
Financial strategy/ Capital policy/ Accounting	A director needs proven knowledge and abundant experience in finance and accounting to build a solid financial base, promote growth investment and financial strategy to sustainably enhance corporate value and return profits to shareholders.
Information and Communication Technology (ICT, DX)	A director needs proven knowledge and experience in information and communication technology to develop information infrastructure including cyber security measures and to promote DX strategies across the Company utilizing advanced information technologies.
Sustainability	A director needs proven knowledge and experience in sustainability promotion, including the introduction of renewable energy sources to reduce greenhouse gas emissions and human capital initiatives such as the promotion of diversity, equity, and inclusion, in order to advance efforts such as reducing environmental impact, addressing human rights issues, and maximizing the value of human capital, based on the Basic Policy of Sustainability and material issues (materiality) established to realize a sustainable society and enhance corporate value.