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Corporate Governance Report

Last Update: December 15, 2021

SMS Co., Ltd.

Natsuki Goto

Representative Director and President (CEO)

Securities Code: 2175

<https://www.bm-sms.co.jp/en/>

The corporate governance of SMS Co., Ltd. (the “**Company**” or “**SMS**”) is described below.

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

1. Basic Views

Based on the mission (**Group Mission**) of SMS and its subsidiaries (**Group**) of improving people’s quality of life by providing information infrastructure for an aging society, the Group strives to achieve sustainable growth and increase its corporate value over the long term by valuing all stakeholders including shareholders, customers, business partners, employees, and local communities. The markets for medical care, elderly care, healthcare, and senior life, which are the business domains of the Group, are growing at an accelerating pace and changing rapidly. Therefore, the Company must make swift and decisive management decisions. At the same time, it is essential to build a sound management system with transparency and fairness to earn the trust of all stakeholders.

Corporate governance is a framework for achieving transparent, fair, and swift management decision-making. The Company believes it is important to ensure effective corporate governance to realize the Group Mission and increase its corporate value over the long term. Based on this recognition, the Company will achieve effective corporate governance through the following basic policies:

(1) Ensuring the Rights of and Equality among Shareholders

(i) Ensuring the Rights of Shareholders

The Company discloses information in a timely and appropriate manner and strives to improve the environment in which shareholders can exert their rights to ensure substantial equality among all shareholders, including minority and/or foreign shareholders and the appropriate exercise of their rights.

(ii) General Shareholders Meetings

The Company believes that a General Shareholders Meeting is an opportunity for constructive dialogue with shareholders. To enable the shareholders to exercise their voting rights appropriately, the Company provides notices with

accurate information on voting on the Company website days ahead. The Company sets the Annual General Shareholders Meeting date avoiding conflict with other similar meetings to encourage as many attendances of the shareholders.

(iii) Capital Policy

The Company believes it is essential to contribute to shareholder value by achieving sustainable growth and increasing its corporate value over the long term. The Company aims to achieve continuous growth in net income and maintain higher ROE than its cost of equity by efficiently utilizing its limited management resources. As huge business opportunities emerge in the market related to an aging society where the Group operates, the Company will use its profits for the investments necessary for sustainable growth and long-term corporate value enhancement. Therefore, the Company's basic policy for the dividend is to prioritize growth investments while considering the financial conditions when determining dividend payouts to its shareholders.

Capital policies that may affect the rights of existing shareholders, such as large-scale capital increases, shall be conducted through appropriate procedures based on a thorough consideration of its necessity and rationality not to harm the rights of shareholders unduly.

(iv) Cross-Shareholdings

The Company does not hold any listed shares under a so-called "cross-shareholdings" structure. The Company will not hold such shares if it is not possible to reasonably explain that such shares will lead to long-term enhancement of corporate value after comprehensive considerations of factors including consistency with the Group's strategy, synergy effects, and risks.

(v) Anti-Takeover Measures

The Company believes that achieving sustainable growth and long-term enhancement of corporate value and building good relationships with shareholders and investors through IR activities will defend against hostile takeovers. Therefore, the Company has not adopted any anti-takeover measures.

(vi) Related Party Transactions

The Company conducts all transactions through the necessary screening and approval process depending on the transaction scale and significance following internal regulations.

Any transaction which may cause conflicts of interest is subject to the prior approval of the Board of Directors and is required to be reported to the Board after it is carried out.

Related party transactions are conducted by taking into account the general terms and conditions of transactions in the market, and the status of such transactions is monitored to prevent any disadvantages to the Company. The Company discloses related party transactions in the annual securities report and non-consolidated financial statements attached to the convocation notice for the General Shareholders Meeting.

(2) Appropriate Cooperation with Stakeholders Other Than Shareholders

The Group Mission states that the Company aims to continue contributing to society through its business activities. To this end, it is essential to build good relationships and cooperate with all stakeholders, including shareholders, customers, business partners, employees, and local communities. The Company's basic stance toward each stakeholder is as follows:

- For customers: The Company values customers (operators, workers, and end-users) through its information-based services.
- For business partners: The Company builds sound coexistence relationships with business partners by procuring products and services of appropriate quality at appropriate prices.
- For employees: The Company provides employees with various growth opportunities through the sustainable growth of its business and aims for mutual development between the Company and employees.
- For local communities: The Company contributes to the sustainable development of local communities by solving various social issues that arise in an aging society through its business activities.

(3) Ensuring Appropriate Information Disclosure and Transparency

The Company believes that it has the responsibility to disclose appropriate information on a timely basis and sufficiently fulfill its accountability. In addition to ensuring disclosures in compliance with relevant laws and regulations, including the Companies Act, the Financial Instruments and Exchange Act, and the rules of the Tokyo Stock Exchange, the Company discloses information that may affect the investment decisions of shareholders and investors, in a timely and appropriate manner.

(4) Responsibilities of the Board of Directors

As a Company operating in a market that is accelerating and changing rapidly, it is imperative to build a management system that enables swift and sound management decisions in a timely and appropriate manner to realize the Group Mission and increase its corporate value over the long term. Therefore, the Company has adopted an organizational form of a company with an Audit and Supervisory Committee and the authority of the business execution of the Board of Directors has been delegated to the Representative Director and President (**CEO**), and other Directors. The Board of Directors focuses on substantial discussions regarding management strategies and issues from a broader perspective and enhances its supervisory function over business execution. At the Audit and Supervisory Committee, the Committee members who have the voting rights of the Board of Directors (all are Independent Outside Directors) conduct audits to improve the effectiveness of audit and supervision. The Company has also established the Nomination and Remuneration Advisory Committee to ensure objectivity, fairness, and transparency in the nomination of Director candidates, the appointment/dismissal of the senior management, and the remuneration decision for Directors who are not the Audit and Supervisory Committee members. To realize the most appropriate composition of the Board of Directors suitable for a rapidly changing business environment, the Company has set the policy for the nomination of Director that requires candidates a deep understanding of the Company's business along with a wealth of experience and broad insight in areas such as finance, accounting, legal affairs, and corporate management, regardless of age, gender, or nationality. Specifically, the Company aims to achieve diversity among the members of the Board of Directors in terms of their backgrounds, areas of expertise, and international experience. In addition, for Outside Directors who are the Audit and Supervisory Committee members, the Company aims to achieve diversity in terms of tenure to harmonize the experience of long-serving Directors with the fresh perspectives of the new Directors. The Company believes that the above system enables the Directors to fulfill their duties. Thereby the Company will realize the Group Mission and increase its corporate value over the long term.

(5) Dialogue with Shareholders

The Company recognizes that it must engage in constructive dialogue with shareholders and investors with a long-term perspective to realize the Group Mission and increase its corporate value over the long term. Therefore, the Director of Corporate Management (CFO) supervises dialogue with shareholders, and the policy of the dialogue is decided in cooperation with the CEO. The CEO explains the management strategies and the business conditions at quarterly results briefings and actively participates in IR interviews.

[Reasons for Non-Compliance with the Principles of the Corporate Governance Code]

All principles are described based on the Corporate Governance Code revised in June 2021.

Supplementary Principle 1.2.4 Electronic Voting Infrastructure and Translations of the Convocation Notices

Starting with the Annual General Shareholders Meeting scheduled to be held in June 2022, the Company plans to provide an environment that enables electronic exercise of voting rights and to translate key parts of the convocation notice into English.

Supplementary Principle 2.4.1 Ensuring Diversity in the Promotion etc. of Core Personnel

Mid-career hires account for more than 90% of the total employees of the Group. Foreign employees account for approximately 30% as the Company is actively operating overseas. In the promotion of core personnel, the Company makes judgments based on their abilities in accordance with their expected roles, regardless of age, gender, nationality, or other attributes. As a result, the ratio of mid-career hires and foreign nationals in management positions does not differ significantly from the overall personnel composition, and the ratio of female managers is around 30%, indicating that the Company has achieved sufficient diversity in its core personnel.

The Company intends to continue to develop human resources and improve the work environment to ensure diversity, sustainable growth, and long-term enhancement of corporate value. The Company will consider setting targets when it judges that such targets are necessary from the perspective of management strategies.

The Company discloses its policies and initiatives regarding human resources on its website. (<https://www.bm-sms.co.jp/sustainability/people/>)

Supplementary Principle 3.1.3 Sustainability Initiatives

(1) Sustainability initiatives

The Company discloses its policies and initiatives regarding sustainability on its website. (<https://www.bm-sms.co.jp/sustainability/>)

The Company does not disclose information based on the TCFD framework because it is not expected that climate change issues will seriously affect the Group's business activities or that its business activities will have a significant impact on climate change. The Company considers that it is important to address climate change issues to realize a sustainable society. The Company will collect and analyze necessary data regarding the impact of climate

change-related risks and opportunities on its future business activities and performances. The Company will also take necessary measures to reduce a negative effect on climate change caused by our business.

(2) Investment in human capital and intellectual property

The Company believes that human capital and intellectual property are important management resources to promote the Group's business.

It is critical to continuously recruit and develop talented human resources with the necessary capabilities to achieve sustainable growth and long-term enhancement of corporate value. The Company's human resource principle is "to pursue Professionalism with Passion and Integrity." In addition to actively recruiting diverse human resources who meet this principle and providing them with opportunities for growth, the Company develops systems to support their growth and work environments that they find rewarding. The Company discloses details of its policies and initiatives regarding human resources on its website. (<https://www.bm-sms.co.jp/sustainability/people/>)

With regard to intellectual property, the Company makes investment as necessary, including defensive measures, to protect its knowhow and trademark rights.

Principle 4.11 Preconditions for Board and Audit and Supervisory Committee Effectiveness

The Company operates in the markets of medical care, elderly care, healthcare, and senior life, which are growing at an accelerating pace and changing rapidly. The Company believes that it is essential to appoint Directors, who have a deep understanding of the Company's business, a wealth of experience and broad insight in areas such as finance, accounting, legal affairs, and/or corporate management, regardless of age, gender, or nationality, in order to realize the most appropriate composition of the Board of Directors according to the Company's strategy. The Board of Directors currently consists of two Directors who are not the Audit and Supervisory Committee members (both are Internal Directors) and three Directors who are the Audit and Supervisory Committee members (all are Independent Outside Directors.) The Board is well balanced in terms of the Directors' experience, expertise and understanding of SMS's business, as well as the appropriate size of the Board that realizes swift decision-making and effective internal control. In addition, the Company aims to achieve diversity among the members of the Board of Directors, in terms of their backgrounds, areas of expertise, and international experience. For Outside Directors who are the Audit and Supervisory Committee members, the Company aims to achieve diversity in terms of tenure to harmonize the experience of long-serving directors with the fresh perspectives brought by new directors. Although the Board has not realized gender diversity at this moment, the Company believes it has the most appropriate structure that realizes active discussions at the Board meetings from diverse perspectives needed to execute the Company's current strategy by achieving diversity among Outside Directors who are the Audit and Supervisory Committee members, in terms of their backgrounds, areas of expertise, international experience, and tenure. All of the three members of the Audit and Supervisory Committee are Independent Outside Directors, who have either sufficient expertise in finance, accounting or legal affairs along with international experience and knowledge related to SMS's business domains, and meet requirements to execute the duties of audit and supervision of the management. The Company will continue to revise requirements for Directors in response to changes in the business environments.

With regard to the improvement of the functions of the Board of Directors, the Company strengthens the monitoring functions of the Board by reviewing the appropriate delegation of authority as necessary. The Company believes that the effectiveness of the Board is sufficiently ensured through the audit and supervision by the Audit and Supervisory Committee.

Supplementary Principle 4.11.3 Analysis and Evaluation of Board Effectiveness

The Company believes that the Board of Directors has demonstrated its effectiveness as all Directors engage in active discussions and deliberations to make important decisions by fully utilizing their experience and expertise. In addition, the Company believes that the effectiveness of the Board of Directors is sufficiently ensured through the audit and supervision by the Audit and Supervisory Committee. The Company will consider conducting analysis and evaluation of the effectiveness of the Board of Directors and disclosing the results as necessary.

Principle 5.2 Establishing and Disclosing Business Strategies and Business Plans

As the Company operates in the rapidly changing environment, it is necessary to constantly update the strategies. To this end, the Company formulates or revises its medium-term management plan every year. The Company sets not only the strategies but also the targets for sales and profits in the plan and shares them internally. For shareholders and investors, the Company explains the outline of the strategies and financial forecasts in its financial results briefings and other materials.

With regard to profitability and capital efficiency, the Company is continuing to grow its net income while achieving higher ROE than its cost of equity by efficiently utilizing its limited management resources. The Company will continue to update its management strategies and business portfolio and make investments necessary for growth, with the aim of realizing the Group Mission and increasing its corporate value over the long term. While the Company does not disclose specific targets of profitability and capital efficiency, it will continue to consider how to communicate and disclose information that contributes to the decisions of shareholders and investors.

[Disclosure Based on the Principles of the Corporate Governance Code]

Principle 1.4 Cross-Shareholdings

The Company does not hold any listed shares under a so-called “cross-shareholdings” structure. The Company will not hold such shares if it is not possible to reasonably explain that such shares will lead to an increase in corporate value after comprehensive considerations of factors including consistency with the Group's strategy, synergy effects, and risks.

Principle 1.7 Related Party Transactions

The Company conducts all transactions through the necessary screening and approval process depending on the transaction scale and significance in accordance with internal regulations.

Any transaction which may cause conflicts of interest is subject to the prior approval of the Board of Directors and is required to be reported to the Board after it is carried out.

Related party transactions are conducted by considering the general terms and conditions of transactions in the market and the status of such transactions is monitored in order to prevent any disadvantages to the Company. The Company discloses related party transactions in the annual securities report and non-consolidated financial statements attached to the convocation notice for the General Shareholders Meeting.

Principle 2.6 Roles of Corporate Pension Funds as Asset Owners

The Company has not adopted any corporate pension plan and there is no opportunity to perform its role as an asset owner of a corporate pension plan. The Company will take necessary measures in the event such as an acquisition of a company with a corporate pension plan.

Principle 3.1 Full Disclosure

(i) The Group Mission and management strategies are disclosed on the Company's website and in the financial results briefing materials, the annual securities reports, etc.

(ii) The company's basic stance on corporate governance is described in the section of this report entitled "I. 1. Basic Views".

(iii) The determination policy and procedure of the Director remuneration are described in the section of this report entitled "II.1 Director Remuneration, Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods".

(iv) The nomination of Director candidates and the appointment/dismissal of the senior management shall be consulted with the Nomination and Remuneration Advisory Committee, of which Independent Outside Directors account for the majority, in order to ensure objectivity, fairness and transparency, and shall be decided by the Board of Directors based on the advice of the Committee. Candidates for Directors who are the Audit and Supervisory Committee members are to be nominated by the Board of Directors with a prior accord of the Audit and Supervisory Committee.

In nominating the candidates for Directors, with the aim of realizing the most appropriate composition of the Board of Directors suitable for the business environment, the Company's policy is to nominate candidates who have a deep understanding of the Company's business along with a wealth of experience and broad insight in areas such as finance, accounting, legal affairs, and/or corporate management, regardless of age, gender, or nationality. In appointing the senior management including the CEO, the Company appoints persons familiar with the Company's business who are able to fulfill their responsibilities and contribute to the realization of the Group Mission and the improvement of its corporate value over the long term.

With regard to the dismissal of Directors and the senior management, the Board of Directors will not nominate a person as a candidate for Director and will dismiss him/her from the position as the senior management in the event that the person is found to have violated laws and regulations, the Articles of Incorporation, or internal rules, or that the Board

of Directors determines that the person has not fulfilled the functions and roles required for his/her office based on the advice of the Nomination and Remuneration Advisory Committee.

(v) The explanation for the nomination of the current Directors is contained in the “Convocation Notice for the Annual Shareholders Meeting”.

Supplementary Principle 4.1.1 Scope and Content of the Matters Delegated to the Management

SMS is a company with the Audit and Supervisory Committee and its Articles of Incorporation stipulate that the Company may delegate all or part of the decisions regarding important business execution from the Board of Directors to Directors, except for matters stipulated by laws and regulations, from the viewpoint of ensuring speedy business execution and strengthening the supervisory functions of the Board.

The Board of Directors is supposed to make resolutions on matters prescribed by laws, regulations and the Articles of Incorporation, matters delegated by the resolutions of General Shareholders Meetings, and other important management decisions. The related standards are stipulated in the “Rules of the Board of Directors.”

In addition, the “Rules of Authorities” stipulates the decision-making authority for each committee/position in respect of business execution. The Company reviews these rules in a timely manner according to the status of legal system and the Company's situation, with the aim of ensuring that each committee including the Board of Directors or person at each position makes effective and swift decisions.

Principle 4-9 Independence Standards and Qualification for Independent Directors

The Company's views on the independence of the Outside Directors are described in the section of this report entitled “II. 1 Independent Directors, Other Matters related to Independent Directors”.

Supplementary Principle 4.10.1 Involvement and Advice of Outside Directors regarding Nomination and Remuneration

The Board of Directors consists of two Directors who are not the Audit and Supervisory Committee members, and three Directors who are the Audit and Supervisory Committee members (all are Independent Outside Directors.) The Company established the Nomination and Remuneration Advisory Committee, of which Independent Outside Directors account for the majority, in December 2018. The Committee is chaired by the Lead Independent Outside Director. Please refer to "II-2. Matters on Functions of Business Execution, Auditing, Oversight, Nomination and Determination of Remuneration, etc." regarding the role of the Committee.

Supplementary Principle 4.11.1 Views on Overall Balance, Diversity, and Size of the Board of Directors

As described in Principle 4-11, the Company operates in the markets which are growing at an accelerating pace and changing rapidly. The Company believes that it is essential to appoint Director candidates, who have a deep understanding of the Company's business, a wealth of experience and broad insight in areas such as finance, accounting,

legal affairs, and/or corporate management etc., regardless of age, gender, or nationality, in order to realize the most appropriate composition of the Board of Directors according to the Company's strategy. Specifically, the Company aims to achieve diversity among the members of the Board of Directors, in terms of their backgrounds, areas of expertise, and international experience. In addition, for Outside Directors who are the Audit and Supervisory Committee members, the Company aims to achieve diversity in terms of tenure to harmonize the experience of long-serving Directors with the fresh perspectives brought by new Directors.

With regard to the size of the Board of Directors, the Articles of Incorporation limit the number of Directors who are not the Audit and Supervisory Committee members up to nine, and the number of Directors who are the Audit and Supervisory Committee members up to five. Currently, the Board consists of two Directors who are not the Audit and Supervisory Committee members and three Directors who are the Audit and Supervisory Committee members (all are Independent Outside Directors.) The Company believes that it has the Board with necessary and sufficient size to supervise management and ensure swift decision-making. The skill matrix of the Board of Directors is on the last page.

The nomination of Director candidates shall be consulted with the Nomination and Remuneration Advisory Committee, of which Independent Outside Directors account for the majority, in order to ensure objectivity, fairness and transparency, and shall be decided by the Board of Directors based on the advice of the Committee. Candidates for Directors who are the Audit and Supervisory Committee members are to be nominated by the Board of Directors with a prior accord of the Audit and Supervisory Committee.

Supplementary Principle 4.11.2 Status of Concurrent Positions Held by Directors and Audit & Supervisory Committee Members

The status of important concurrent positions held by Directors is disclosed annually in the "Convocation Notice for the Annual Shareholders Meeting" and the annual securities report.

The attendance rate of Directors at meetings of the Board of Directors and that of Directors who are the Audit and Supervisory Committee members at meetings of the Audit and Supervisory Committee are very high, and they are executing their duties as Directors appropriately. Therefore, the Company believes that the status of concurrent positions held by Directors falls within a reasonable range.

Supplementary Principle 4.14.2 Training Policy for Directors and Audit & Supervisory Committee Members

In the appointment of Directors, the Company has nominated persons who have sufficient knowledge and capabilities to fulfill their respective duties, in accordance with the business environment, and has obtained approvals of the appointments at the General Shareholders Meetings. In addition to requiring Directors to improve themselves, the Company provides them with information relating to the Company's business, financial and organizational status, changes in laws and regulations and other industry trends as appropriate, so that Directors can respond to the rapidly changing business environment and properly fulfill their roles. The Company also provides information and support for expenses regarding external training courses as necessary in order for them to collect information and acquire knowledge.

Principle 5.1 Policy for Constructive Dialogue with Shareholders

The CFO supervises dialogue with shareholders, and the policy of the dialogue is decided in cooperation with the CEO. The CEO explains the management strategies and the business conditions at quarterly results briefings and actively participates in IR interviews. All sections that should cooperate with the IR section, such as the finance section and the risk management section, belong to the same Corporate Management Division as the IR section, and each section provides assistance for IR activities as necessary.

With regard to relationships with shareholders, the Company endeavors to identify the ownership structure of shareholders, including shareholders substantially holding the shares, and the content of dialogues with shareholders is fed back to the senior management as necessary. In order to prevent leakage of insider information, the Company holds a quiet period before the announcement of financial results and thoroughly controls insider information by refraining from answers or comments to inquiries about financial results.

2. Capital Structure

Foreign Shareholding Ratio	30% or more
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Status of Major Shareholders

Name/Company Name	Number of Shares Owned	Percentage (%)
MORO, LLC	15,697,418	18.01
The Master Trust Bank of Japan, Ltd. (Trust Account)	9,139,300	10.48
Custody Bank of Japan, Ltd. (Trust Account)	5,876,000	6.74
BNYM AS AGT/CLTS NON TREATY JASDEC (Standing Proxy: MUFG Bank, Ltd.)	3,369,583	3.86
AS ONE Corporation	2,404,000	2.75
The Dai-ichi Life Insurance Company, Limited (Standing Proxy: Custody Bank of Japan, Ltd.)	2,366,200	2.71
J.P. MORGAN BANK LUXEMBOURG S.A. 381572 (Standing Proxy: Mizuho Bank, Ltd., Settlement & Clearing Services Department)	1,817,900	2.08
STATE STREET BANK AND TRUST COMPANY 505001 (Standing Proxy: Mizuho Bank, Ltd., Settlement & Clearing Services Department)	1,739,340	1.99
NORTHERN TRUST CO.(AVFC) RE IEDU UCITS CLIENTS NON TREATY ACCOUNT 15.315 PCT (Standing Proxy: The Hongkong and Shanghai Banking Corporation Limited, Tokyo branch)	1,590,000	1.82
SSBTC CLIENT OMNIBUS ACCOUNT (Standing Proxy: The Hongkong and Shanghai Banking Corporation Limited, Tokyo branch)	1,418,936	1.62

Controlling Shareholder (except for Parent Company)	N/A
Parent Company	None

Supplementary Explanation

- The status of major shareholders above is the status as of September 30, 2021.
- Shareholding ratio is calculated excluding treasury shares.
- According to the large shareholding report (change report) submitted by Mizuho Securities Co., Ltd. and Asset Management One Co., Ltd. on April 22, 2021, they own 1,001,500 shares (1.14%) and 2,563,700 shares (2.94%) respectively as of April 15, 2021. However, these are not included in the above Major Shareholders list since the actual numbers of shares owned as of September 30, 2021 are not confirmed. The shareholding ratio is calculated based on the total number of shares outstanding as of September 30, 2021.

3. Corporate Attributes

Listed Stock Market and Market Section	Tokyo, First Section
Fiscal Year-End	March
Type of Business	Services
Number of Employees (consolidated) as of the End of the Previous Fiscal Year	1,000 or more
Sales (consolidated) as of the End of the Previous Fiscal Year	JPY10 billion or more and less than JPY100 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 Shareholders

N/A

5. Other Special Circumstances which may have Material Impact on Corporate Governance

N/A

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

1. Organizational Composition and Operation

Organization Form	Company with Audit & Supervisory Committee
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Directors

Maximum Number of Directors stipulated in the Articles of Incorporation	14
Term of Office of Directors stipulated in the Articles of Incorporation	1 year
Chairperson of the Board of Directors	Representative Director and President
Number of Directors	5
Appointment of Outside Directors	Appointed
Number of Outside Directors	3
Number of Independent Directors	3

Outside Directors' Relationship with the Company (1)

Name	Attribute	Relationship with the Company (*)										
		a	b	c	d	e	f	g	h	i	j	k
Tomoki Matsubayashi	Lawyer								△			
Koichiro Ito	Certified Public Accountant											
Toyotaro Suzumura	Scholar								○			

* Categories for "Relationship with the Company"

* "○" when the Director presently falls or has recently fallen under the category;

"△" when the Director fell under the category in the past

* "●" when a close relative of the Director presently falls or has recently fallen under the category;

"▲" when a close relative for the Director fell under the category in the past

a. Executive of the Company or its subsidiaries

b. Non-executive Director or executive of a parent company of the Company

c. Executive of a fellow subsidiary company of the Company

d. A party whose major client or supplier is the Company or an executive thereof

e. Major client or supplier of the Company or an executive thereof

f. Consultant, certified public accountant or legal professional who receives a large amount of monetary consideration or other

g. property from the Company besides remuneration as a Director

h. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)

- i. Executive of a client or supplier company of the Company (which does not correspond to any of d, e, or f) (the Director himself/herself only)
- j. Executive of a company, between which the Company's Outside Directors are mutually appointed (the Director himself/herself only)
- k. Executive of a company or organization that receives a donation from the Company (the Director himself/herself only)
- l. Others

Outside Directors' Relationship with the Company (2)

Name	Audit & Supervisory Committee Member	Independent Director	Supplementary Explanation of the Relationship	Reason for Appointment
Tomoki Matsubayashi	○	○	<p>The Company has a legal advisory contract with Tanabe & Partners, to which Mr. Matsubayashi previously belonged. However, the Company has deemed that the contract between the Company and Tanabe & Partners does not affect his independence as an Outside Director because (i) Mr. Matsubayashi was not involved in any cases requested by the Company at the law firm after he was appointed to the Outside Director in November 2007, (ii) he left the law firm at the end of February 2017, and (iii) the transaction amount between the Group and the law firm was less than 1% of the annual net sales of the both parties and less</p>	<p>Mr. Matsubayashi has been working as a lawyer for many years and has a wealth of knowledge, experience and broad insight into the legal profession. Prior to his appointment as an Outside Director who is a member of the Audit and Supervisory Committee, he was an Outside Director, and subsequently a Corporate Auditor of the Company. The total length of his tenure is 13 years and 7 months at the conclusion of the 18th Annual General Shareholders Meeting held on June 18, 2021. For Outside Directors who are the Audit and Supervisory Committee members, the Company aims to achieve diversity in terms of tenure to harmonize the experience of long-serving directors with the fresh perspectives brought by new directors. In this regard, he plays an important role as an Outside Director. More specifically, he is the only Outside Director who has been involved in SMS's management since the early stage of the Company and deeply</p>

			<p>than JPY10 million, in all fiscal years. Further, there is no business relationship between the Company and Nozomi Sogo Attorneys at Law, which he currently belongs to.</p>	<p>understands how it should contribute to its stakeholders, including shareholders, according to the Group Mission. With these experiences and understandings, he is expected to play an irreplaceable role by effectively monitoring and supervising the management team to ensure that they fulfill their responsibilities to realize the Group Mission and enhance its long-term corporate value.</p> <p>Furthermore, his tenure as an Officer of the Company is longer than that of the Representative Director, which ensures substantial checks and balances against the Representative Director. Mr. Matsubayashi has been designated as an Independent Director as well with the expectation that he will provide effective oversight and supervision of management from an independent standpoint. He does not fall under any of the criteria itemized by the Tokyo Stock Exchange that could potentially cause conflicts of interest against common shareholders, such as being a major client or supplier of the Group or a consultant who receives large amount of monetary consideration or other property besides the remuneration as a Director, and meets the independence standards set by the Company itself.</p>
Koichiro Ito	○	○	-	<p>Mr. Ito has been a certified public accountant and a tax account for many years and has extensive knowledge, experience and broad insight as an accounting and tax expert, and he is</p>

				<p>accordingly appointed as an Outside Director.</p> <p>Mr. Ito has been designated as an Independent Director as well with the expectation that he will provide effective oversight and supervision of management from an independent standpoint. He does not fall under any of the criteria itemized by the Tokyo Stock Exchange that could potentially cause conflicts of interest against common shareholders, such as being a major client or supplier of the Group or a consultant who receives large amount of monetary consideration or other property besides the remuneration as a Director, and meets the independence standards set by the Company itself.</p>
Toyotaro Suzumura	○	○	<p>The Group has transactions for the recruiting advertisement service with The University of Tokyo, where Mr. Toyotaro Suzumura concurrently serves. However, the Company has deemed that the transactions between the Group and the university does not affect his independence as an Outside Director because the transaction amount between the Group and the university was less than 1% of the annual net sales of both parties and less than JPY10 million, in the last fiscal year. There is no</p>	<p>Mr. Toyotaro Suzumura is an internationally recognized computer scientist, and has a wealth of knowledge, experience and broad insight in areas such as big data. SMS has accumulated a vast amount of data related to medical care, elderly care, and healthcare through its domestic and overseas businesses. To realize “information infrastructure for an aging society” stated in the Group Mission, it is crucial for the Company to utilize these data and further strengthen its businesses. We believe that Mr. Suzumura’s expertise in these field will realize effective monitoring and supervision of the Company’s management and also bring a valuable and insightful perspective to it. Mr. Suzumura has been designated as an</p>

			evidence that he was involved in any transactions between the Group and the university.	Independent Director as well with the expectation that he will provide effective oversight and supervision of management from an independent standpoint. He does not fall under any of the criteria itemized by the Tokyo Stock Exchange that could potentially cause conflicts of interest against common shareholders, such as being a major client or supplier of the Group or a consultant who receives large amount of monetary consideration or other property besides the remuneration as a Director, and meets the independence standards set by the Company itself.
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Audit and Supervisory Committee

Committee's Composition and Attributes of Chairperson

	All Committee Members	Full-time Members	Internal Directors	Outside Directors	Chairperson
Audit & Supervisory Committee	3	0	0	3	Outside Director

Appointment of Directors and/or Employees to Support Duties of the Audit & Supervisory Committee	Appointed
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Matters related to the Independence of Such Directors and/or Employees from Executive Directors

The Internal Audit Office plays the role of the Audit and Supervisory Committee secretariat and assists auditing duties as appropriate.

In order to ensure the independence of the employees of the Internal Audit Office who assist the Audit and Supervisory Committee in its duties, decisions concerning personnel changes, etc. are made with the prior consent of the Audit and Supervisory Committee. In addition, employees who have received an order from the Audit and Supervisory Committee in relation to auditing duties are not subject to instructions or orders from Directors (excluding Directors who are the Audit and Supervisory Committee members) regarding that order.

Cooperation among Audit & Supervisory Committee, Accounting Auditors, and Internal Audit Function

The Audit and Supervisory Committee strives to cooperate with the Internal Audit Office to conduct auditing duties. The Audit and Supervisory Committee receives quarterly reports from the accounting auditors on audit results,

and the Audit and Supervisory Committee cooperates with the accounting auditors by having meetings on a timely basis to exchange opinions and information.

The Internal Audit Office, in addition to assisting in the duties of the Audit and Supervisory Committee, holds monthly meetings with the Audit and Supervisory Committee, where reports are made on audit plans as well as the results and progress of audits, and opinions and information are exchanged. The Internal Audit Office also reports on the status of operation of the whistle-blowing system. By these ways, the Office strives to cooperate with the Audit and Supervisory Committee. It exchanges opinions and information with accounting auditors mainly regarding internal control audits based on the Financial Instruments and Exchange Act, and closely cooperates with each other in order to improve the effectiveness and efficiency of audits.

Also, the internal control section evaluates matters raised by above audits and strives to implement necessary measures.

Voluntary Establishment of Nomination/Remuneration Committee

Voluntary Establishment of Committee(s) Corresponding to Nomination Committee or Remuneration Committee	Established
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Committee's Name, Composition, and Attributes of Chairperson

Committee corresponding to Nomination Committee

Committee's name			Nomination and Remuneration Advisory Committee			
All Committee Members	Full-time Members	Internal Directors	Outside Directors	Outside Experts	Other	Chairperson
3	0	1	2	0	0	Outside Director

Committee corresponding to Remuneration Committee

Committee's name			Nomination and Remuneration Advisory Committee			
All Committee Members	Full-time Members	Internal Directors	Outside Directors	Outside Experts	Other	Chairperson
3	0	1	2	0	0	Outside Director

Supplementary Explanation

The Company established the Nomination and Remuneration Advisory Committee in December 2018. The committee is an advisory body to the Board of Directors, which was established to deliberate on the nomination/dismissal of Directors (including the appointment/dismissal of the Representative Directors and other senior management), remuneration for Directors who are not the Audit and Supervisory Committee members, succession plans for the CEO, and other important matters of the Group.

Since May 2021, the committee has been responsible for determining the amount and the timing of remuneration for each individual director of the Company (**Each Director**) who is not a member of the Audit and Supervisory Committee.

The members selected for the Nomination and Remuneration Advisory Committee are as follows:

Chairperson:

Tomoki Matsubayashi, Chairperson of the Audit and Supervisory Committee and Lead Independent Outside Director

Committee members:

Koichiro Ito, The Audit and Supervisory Committee member and Independent Outside Director

Natsuki Goto, Representative Director and President (CEO)

Independent Directors

Number of Independent Directors	3
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Other Matters related to Independent Directors

The Company has set the following criteria for the objective judgment of independence as a requirement to designate Outside Directors as Independent Directors. They are deemed to have sufficient independence from the Company if none of the following items are found to apply.

- a. Person who engages in business execution of the Company or the Company's subsidiaries (collectively, the "Group"), or a person who engaged in business execution of the Group at any time in the past 5 years.
- b. Business partner of the Group, for which the sales of the Group in the most recent business year exceeds 1% of the Group's annual consolidated sales, or a person who engages in business execution of such business partner.
- c. Party for which the Group is a business partner and whose sales for the Group in the most recent business year exceeds 1% of the party's annual consolidated sales, or a person who engages in business execution of such business partner.
- d. Attorney at law, certified public accountant, consultant, etc. who obtains monetary consideration or other property exceeding JPY10 million from the Group besides the remuneration as a Director (in cases where the person obtaining such property belongs to an incorporated entity, partnership or other organization, the transaction amount exceeding 1% of the annual consolidated net sales of either party or exceeding JPY10 million is referred to)
- e. Major creditor of the Group or a person who engages in business execution of a financial institution and other large creditors, which is indispensable for the Group's financing and on which the Group is dependent without alternative options.
- f. Major shareholder of the Company (holding 10% or more of voting rights) or a person who engages in business execution of such shareholder.
- g. Party which receives donations exceeding JPY10 million from the Group in the most recent business year, or a person who engages in business execution of such party
- h. Accounting auditor who engages in the auditing duties of the Group or a certified public accountant who engages in the execution of the duties in such accounting auditor.

- i. Person who engages in business execution of a company holding cross-directorships with the Group.
- j. Person who falls under any of the above items from (b) to (i) at any time in the past 3 years.
- k. Spouse or relative within the second degree of kinship of a person who falls under any of the above items from (a) to (j) (excluding a person who is not significant with regard to (e) to (h))
- l. Notwithstanding the provisions of the respective items (a) to (k) above, a person with special grounds for being unable to perform his/her duties as an Independent Outside Director, such as a potential conflict of interests with common shareholders.

For Outside Directors who are the Audit and Supervisory Committee members, the Company aims to achieve diversity in terms of tenure to harmonize the experience of long-serving directors with the fresh perspectives brought by new directors. From this perspective, the Company does not set an upper limit on the tenure.

Incentives

Implementation of Measures to Grant Incentives to Directors	Introduction of Stock Option System
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Supplementary Explanation

The Company has introduced a stock option system with the aim of enhancing moral and motivation and promoting medium to long term contributions toward an improvement of the Group's business performance. The summary of our stock options is described in the annual securities report.

Recipients of Stock Options	Internal directors, employees, directors of subsidiaries, employees of subsidiaries
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Supplementary Explanation

Eligible recipients of the stock options whose exercise rights have not expired as of the filing date of this report.

Director Remuneration

Disclosure of Individual Directors' Remuneration	Individual Directors' remuneration is not disclosed
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Supplementary Explanation

N/A

Policy on Determining Remuneration Amounts and Calculation Methods	Established
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Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods

The policy on determining remuneration for Each Director who is not a member of the Audit and Supervisory Committee (the same shall apply in this section) was resolved at the meeting of the Board of Directors held on February 17, 2021 and revised on May 19, 2021. The Company determines and revises the policy based on the consultation with and advice from the Nomination and Remuneration Advisory Committee.

The company regards that the remuneration is in line with the policy resolved by the Board of Directors, since the Board of Directors confirmed that the remuneration for Each Director for fiscal 2020 was determined by the

calculation method set by the Nomination and Remuneration Advisory Committee and the policy resolved at the meeting of the Board of Directors held on February 17, 2021, follows the said calculation method.

The policy on determining remuneration for Each Director is as follows:

(a) Amount/calculation method of remuneration for individual Directors

The fixed amount of remuneration is determined by referring to the amount of remuneration of the companies with similar business performance or business characteristics to the Company. The fixed amount of remuneration for the following years is determined based on the profit growth rate and other factors, by applying them to a certain table.

(b) Performance-based remuneration: KPIs and calculation method

No performance-based remuneration.

(c) Non-cash remuneration: details and amount/calculation method

Stock options as remuneration may be granted upon resolution of a General Shareholders Meeting or through consultation with/advice from the Nomination and Remuneration Advisory Committee, as necessary.

(d) Ratio of remuneration (a) - (c) to total remuneration for Each Director

In principle, the entire remuneration shall be a fixed remuneration, excluding the amount pertaining to stock options as remuneration already granted. The Board of Directors shall revise the policy on determining the proportion of fixed remuneration and stock options, in case that stock options are newly granted as remuneration.

(e) Timing or conditions for payment of remuneration to Directors

The fixed amount of remuneration shall be paid on a monthly basis during the term of office.

(f) Matters concerning the delegation of all or part of the determination on the details of remuneration for Each Director to third parties including a Director.

The Audit and Supervisory Committee determines the amount and the payment timing of remuneration for Each Director. The Board of Directors shall delegate the authority to Tomoki Matsubayashi (Director, a member of the Audit and Supervisory Committee,) Koichiro Ito (Director, a member of the Audit and Supervisory Committee,) and Natsuki Goto (Representative Director and President,) who are the members of the committee. The Board of Directors is reported from the Nomination and Remuneration Advisory Committee on the progress and results of its deliberations in accordance with the Regulations of the Committee.

At the 13th Annual General Shareholder Meeting held on June 24, 2016, it was resolved that the maximum amount of remuneration for Directors (excluding Directors who are the Audit and Supervisory Committee members) should be JPY200 million per year (the number of members set in the Articles of Incorporation: up to nine), and the maximum amount of remuneration for Directors who are the Audit and Supervisory Committee members should be JPY100 million per year (the number of members set in the Articles of Incorporation: up to five.)

The Representative Director and President Natsuki Goto determined the amount and the payment timing of remuneration for Each Director in fiscal 2020. The meeting of the Board of Directors held on June 19, 2020, resolved to delegate the authority to him with regard to the matter.

This is because the amount and the payment timing of remuneration should be based on status of business execution by each Executive Director, which is well known by the Representative Director and President.

In order to ensure the appropriate exercise of the authority delegated to the Representative Director and President, matters delegated to him were decided based on the consultation from the Board of Directors to the Nomination and Remuneration Advisory Committee and the advice from the Committee. In fiscal 2020, the Committee was consulted by the Board of Directors and provided advice regarding remuneration on June 19, 2020, and regarding the policy on determining remuneration for Each Director on February 17, 2021.

The Company revised the policy at the meeting of the Board of Directors on May 19, 2021. The authority to determine the amount and the payment timing of remuneration for Each Director has been delegated to the Nomination and Remuneration Advisory Committee, which consists of two Independent Outside Directors and the Representative Director and is chaired by the Lead Independent Outside Director. The Company aims to improve transparency and fairness in determining the remuneration by enhancing the involvement of Independent Outside Directors.

As a result of mutual consultation of all Directors who are the Audit and Supervisory Committee members, discretionary authority over the amount of remuneration for Directors who are the Audit and Supervisory Committee members and the payment timing are placed to the Audit and Supervisory Committee Chairperson Tomoki Matsubayashi.

Total amount of remuneration for the fiscal year ended March 31, 2021 is disclosed in the annual securities report.

Supporting System for Outside Directors

The Company allocates appropriate personnel in consultation with Outside Directors and provides them with relevant documents and information as necessary.

2. Matters on Functions of Business Execution, Auditing, Oversight, Nomination and Determination of Remuneration, etc. (Overview of the Current Corporate Governance System)

<Matters concerning functions of business execution>

The following systems are in place to ensure rational decision-making and business execution by the Board of Directors.

In principle, the Board of Directors meets once a month to report on the status of the execution of duties by Directors and to resolve matters stipulated by laws and regulations, the Articles of Incorporation, and the Rules of the Board of Directors.

In principle, the Executive Committee meets once a week to deliberate important business execution decisions, matters to be discussed by the Board of Directors, and other important matters.

<Matters concerning functions of audit and supervision>

The following systems are in place to strengthen corporate governance and monitoring functions.

Outside Directors attend meetings of the Board of Directors, supervise the appropriateness and fairness of its decision-making from an independent standpoint, and audit the business execution of Directors and the legality and appropriateness of their decision-making based on the audit policy established by the Audit and Supervisory Committee.

Appointment of Outside Directors who meet the requirements for Independent Directors and possess knowledge of legal, accounting, or tax affairs.

To ensure compliance with laws and regulations and the effectiveness of business operations, the Internal Audit Office verifies and evaluates the business operations at each division and subsidiary company and conducts audits to improve internal controls from a standpoint independent from other business execution.

With regard to accounting audits, the Company has concluded an audit contract with Ernst & Young ShinNihon LLC. The certified public accountants who perform the accounting audit duties are as follows.

Name of certified public accountants

Designated limited liability partner: Ryo Kayama

Designated limited liability partner: Keiichi Wakimoto

The composition of assistances for the audit duties: 10 certified public accountants and 27 staff.

<Matters concerning functions of nomination and remuneration decisions>

Nomination of Director Candidates

The nomination of Director candidates is determined by the Board of Directors, based on the consultation with and advice from the Nomination and Remuneration Advisory Committee, the majority of which is composed of Independent Outside Directors, to ensure objectivity, fairness, and transparency. Candidates for Directors serving as members of the Audit and Supervisory Committee are nominated by the Board of Directors with the consent of the Audit and Supervisory Committee.

Determination of Director Remuneration

The determination policy and procedure of the Director remuneration are described in the section of this report entitled “II. 1 Director Remuneration, Disclosure of Policy on Determining Remuneration Amount and Calculation Methods”.

3. Reason for Adopting the Current Corporate Governance System

With the aim of enhancing further the Company’s corporate governance, a partial revision was made to the Articles of Incorporation at the 13th General Shareholder Meeting held on June 24, 2016, and on the same date, the Company thereby transitioned from a company with an Auditor and Supervisory Board to one with an Audit and Supervisory Committee. In this way, the Board of Directors delegates authority for business execution to the Representative Directors, etc., thereby realizing timely and decisive decision-makings of management. The Board of Directors discusses management strategies and management issues in a broader and substantive manner and strengthens the supervisory function for business execution. At the Audit and Supervisory Committee, the Committee members who

have voting rights of the Board of Directors (all Independent Outside Directors) conduct audit duties to improve the effectiveness of audits and supervision. In addition, the Company established the Nomination and Remuneration Advisory Committee in December 2018 to ensure objectivity, fairness, and transparency in the nomination of Directors, the appointment/dismissal of the senior management, and the decision of remuneration for Directors who are not the Audit and Supervisory Committee members. From May 2020, to further enhance the independence of the committee, a Lead Independent Outside Director who is the Audit and Supervisory Committee member has served as a chairman, replacing the Representative Director.

Most of the important decisions regarding the Company's business execution are made at the Board of Directors and the Executive Committee. The Board of Directors, which consists of five Directors including three Outside Directors meets once a month in principle, and extraordinary meetings are held as necessary. For the purpose of supplementing decision-makings on other important matters, the Executive Committee, which is composed of Directors who are not the Audit and Supervisory Committee members, executive officers and division heads who execute important business operations, is held once a week in principle. In accordance with the internal rules such as the Rules of the Board of Directors, the Rules of the Executive Committee, and the Rules of Authorities, decisions are made on business execution and the status of business execution is monitored. Directors who are the Audit and Supervisory Committee members also attend the Executive Committee meetings as observers when necessary.

In accordance with the audit policies and duties determined by the Audit and Supervisory Committee, Directors who are the Audit and Supervisory Committee members receive reports from Directors who are not the Committee members and employees on the status of their execution of duties, and request explanations and inspect important approval documents as necessary. In addition, Directors who are the Audit and Supervisory Committee members work closely with accounting auditors and the Internal Audit Office to maintain and improve the efficiency and ensure the legality of corporate management. Therefore, we believe that the objectivity in management is ensured by the system above.

The Company has adopted the current corporate governance system since it believes that it will be able to realize the Group Mission and increase its corporate value over the long term through the following factors: rational decision-making and business execution by Directors, fully-functioning audits and supervision, and further strengthened corporate governance.

III. Implementation Status of Measures for Shareholders and Other Stakeholders

1. Efforts to Vitalize the Annual General Shareholders Meetings and Facilitate the Exercise of Voting Rights

	Supplementary Explanation
Early Dispatch of the Convocation Notice of the Annual General Shareholders Meeting	The convocation notice for the 18th Annual General Shareholder Meeting held on June 18, 2021 was sent on June 2, 2021. Prior to the dispatch of the notice, it was disclosed on TDnet and the Company's website on May 28, 2021.
Scheduling of the Annual General Shareholders Meeting avoiding the Peak Day	In principle, the meeting is held on a date a few days before the first peak day.

2. IR Activities

	Supplementary Explanation	Explanation by Representative
Regular Investor Briefings for Analysts and Institutional Investors	The Company holds quarterly briefings.	Available
Posting of IR Materials on the Website	Annual securities reports, financial reports, convocation notices for General Shareholder Meeting, presentation materials, and other materials are posted on the Company's IR web page: https://www.bm-sms.co.jp/ir/	
Establishment of a Section (Post) for Investor Relations	The IR section is established under the Finance & Accounting Department of the Corporate Management Division.	

3. Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanation
Development of Policies on Information Provision to Stakeholders	The Company strives to ensure the timely, accurate, and fair disclosure of corporate information from the perspective of investors and other stakeholders by complying with the Companies Act, the Financial Instruments and Exchange Act and other relevant laws and regulations and the rules set forth by the Tokyo Stock Exchange, as well as by enhancing our internal systems and investor relations activities.

IV. Matters related to Internal Control System, etc.

1. Basic Views on the Internal Control System and its Development Status

The Company has set the following basic policy for internal control to establish the systems necessary to ensure the appropriateness of its operations. The Board of Directors constantly evaluates the design and operation of the internal control system in accordance with the basic policy and takes necessary remedial actions. In addition, the Board of Directors reviews and revises this basic policy as necessary in response to changes in the business environment and other factors, and is committed to maintaining a legitimate and efficient system for business execution. The final revision was resolved at the meeting of the Board of Directors held on December 19, 2018.

- a. System for ensuring that execution of duties by Directors and employees of the Company complies with laws and regulations as well as the Articles of Incorporation
 - 1) Compliance with laws and regulations, the Articles of Incorporation and societal norms is placed at the core of management, and in order to achieve thorough and continued improvement within the Group, a compliance system will be maintained and improved, determining policy related to compliance with laws and regulations, fostering a sense of ethics, and the Group-wide risk management.
 - 2) For the purpose of early detection and correction of violations of laws and regulations, and other compliance issues, the Group shall establish a whistle-blowing system with an internal reporting contact window and legal counsel law office designated to receive information, aiming at early detection or prevention of issues.
 - 3) The Company has established rules related to risk management including compliance, and the department responsible for risk management oversees all organizations handling compliance for the Group. The Executive Committee conducts decision-making related to compliance activities and the details thereof are reported regularly to the Board of Directors.
 - 4) The Internal Audit Office audits the status of compliance with laws and regulations, fostering a sense of ethics and the Group-wide risk management, and reports its activities to the Board of Directors and the Audit and Supervisory Committee.
 - 5) The entire Group takes an unwavering stance toward completely eliminating relationships with anti-social forces and organizations that threaten societal order and safety.
- b. System for storage and administration of information related to execution of duties by Directors of the Company
 - 1) The Company has established rules for the type of documents, period of retention and method of administration for information related to the execution of duties of Directors and its administration, and after recording them in written or electronic media, shall store them along with materials used in management decisions.
 - 2) In preparation for the case of a request from Directors, the Company shall store and maintain records in an appropriate, reliable, and easily searchable state, depending on the type and characteristics of the information, and shall maintain them in a viewable state.
- c. Provisions and other measures related to crisis management for loss at the Company

- 1) The Company has defined rules on the policy for establishing and building a risk management system which covers business activities of the Group, and recognizes the risks of business activities based on these rules. The Company shall also conduct risk management according to importance, with a view toward impact and potential for occurrence.
 - 2) The Company's department responsible for risk management oversees all organizations handling risk management for the Group, including with respect to information security, with important decision-making related to risk management activities conducted at the Executive Committee, and the details thereof are regularly reported to the Board of Directors.
 - 3) The Company has established a countermeasure policy for the Group in the case of a natural disaster, accident or other critical event, and by determining the level of the crisis based on the policy and carrying out a rapid response, prevents damage from growing and minimizes losses.
- d. System to ensure that execution of duties by Directors of the Company is carried out efficiently
- 1) The Company has established its Audit and Supervisory Committee as a means of providing corporate governance aimed at achieving highly effective and flexible execution of duties and strengthening of its monitoring activities.
 - 2) In order to secure such highly effective and flexible execution of duties, the Company delegates part of the Board of Directors' authority to the Chief Executive Officer, etc., as well as to the Executive Officers and the persons in charge of each department, etc., as and when necessary. Directors of the Company who are not the Audit and Supervisory Committee members or Executive Officers conduct prompt sharing of information through holding regular meetings on the progress of operations with each department, thereby implementing appropriate management decisions in a timely manner. The duties, authority and responsibilities of officers and employees shall be set forth in the regulations related to segregation of duties and limitations on authority.
 - 3) The Company's Board of Directors formulates the overall strategy for the Group and engages in the making of important decisions. In addition, each department and subsidiary takes the Group strategy into account when formulating their own strategies. Through regular monitoring of the status of progress, the Board of Directors ensures the execution of overall strategy for the Group as a whole.
 - 4) The Company has established its Executive Committee as an advisory body to the Chief Executive Officer, comprised of Directors who are not the Audit and Supervisory Committee members, Executive Officers or persons in charge of each department involved in the execution of key operations, and meetings of the Executive Committee are regularly held with the aim of debating important matters related to the execution of operations, and thereby advances management efficiency through the sharing of management information.
 - 5) The corporate functional departments of the Company provide support to each department and subsidiary in executing strategy as well as decision-making by the Board of Directors and the Executive Committee, in areas such as business planning, financial planning, management infrastructure, human resources development and risk management. A similar structure is being built in key subsidiaries, aimed at optimizing support for the

respective business strategies of each subsidiary through cooperation with the corporate functional departments of the Company.

- e. System to ensure the soundness and propriety of operations of the Company and its subsidiaries
 - 1) The Company has established policy rules regarding the business administration of subsidiaries, under which important matters related to the business and financial situation of subsidiaries must be reported to the Company, and important decision-making must be made with the approval of the Company, thereby realizing appropriate business administration of subsidiaries.
 - 2) The Company has established departments responsible for the administration of subsidiaries, and conducts administration through cooperation with persons in charge of administration of subsidiaries. Also, the Company collects, organizes and retains the latest information regarding subsidiaries, and provides such information to related parties as required.
 - 3) The internal reporting contact window set up by the Company can be used by all officers and employees in the domestic Group, aimed at early detection or prevention of violations of the laws and regulations and other compliance problems in the subsidiaries.
 - 4) The Internal Audit Office conducts audits regarding the administration of subsidiaries and operations activities.
- f. Matters related to Directors and employees that assist duties of the Company's Audit and Supervisory Committee, matters related to their independence from Directors who are not the Audit and Supervisory Committee members, and a system to ensure the effectiveness of the Audit and Supervisory Committee's instructions towards those assistants
 - 1) The Internal Audit Office assists in the duties of the Audit and Supervisory Committee.
 - 2) In order to ensure the independence of the Internal Audit Office member who assists in the duties of the Audit and Supervisory Committee, the decision requiring the transfer of said member must be made with prior consent from the Audit and Supervisory Committee.
 - 3) An assistant employee who receives instructions related to audit work from the Audit and Supervisory Committee is not subject to instructions from Directors who are not the Audit and Supervisory Committee members with respect to those instructions.
- g. A framework for reporting made to the Company's Audit and Supervisory Committee by the Company's Directors who are not the Audit and Supervisory Committee members and employees, and by the Company's subsidiaries' Directors, Corporate Auditors, other persons falling thereunder and employees
 - 1) In addition to statutory matters, if matters that may have a critical impact on the business, matters thought to be in violation of the laws and regulations or the Articles of Incorporation, matters that may result in a substantial loss to the Company, or other matters that must be reported to the Audit and Supervisory Committee occur, the Group's Directors who are not the Audit and Supervisory Committee members and Corporate Auditors and employees must promptly report the same to the Audit and Supervisory Committee, and the corporate functional departments shall provide support to facilitate smooth reporting.

- 2) The Internal Audit Office regularly reports the results of the internal audit and the circumstances of internal reporting contacts to the Audit and Supervisory Committee.
- h. Systems for ensuring that persons who report to the Company's Audit and Supervisory Committee are not treated in a disadvantageous manner because of their reporting
- 1) The Company stipulates explicitly in its "Whistleblower Protection Rules" that under no circumstances shall the Company invoke disadvantageous measures such as dismissal or re-assignment against any person who has made a report to the Audit and Supervisory Committee, citing the report as the reason for such disciplinary action.
- i. Matters regarding policies related to processing expenses/liabilities and prepayment/reimbursement of expenses arising related to the execution of duties by the Company's Audit and Supervisory Committee
- 1) With respect to expenses arising in relation to the execution of duties of by the Audit and Supervisory Committee members and the Audit and Supervisory Committee, normal audit expenditures are included in the initial budget and unplanned expenditures (except for those that are deemed to be clearly not required for the execution of audit duties), shall be handled in a timely manner through advances and expense claims.
- j. System to ensure that audits by the Company's Audit and Supervisory Committee are carried out in an efficient manner
- 1) The Audit and Supervisory Committee members have the authority to attend major meetings, as well as meetings of the Board of Directors, may access important documents regarding the execution of duties, such as approval documents, and may request explanation by Directors who are not the Audit and Supervisory Committee members and employees.
 - 2) The Audit and Supervisory Committee shall conduct audits in cooperation with the Internal Audit Office. Also, the Audit and Supervisory Committee shall hold regular meetings with the CEO and accounting auditors, exchanging opinions and information therewith.

2. Basic Views on System to Eliminate Anti-Social Forces and its Development Status

- a. The Company has set the measures against anti-social forces in "SMS Business Guideline" and implements awareness-raising activities as necessary.
- b. The Company joins the Special Association for Prevention of Violence and other organizations and builds a system to respond in cooperation with corporate law firms, other external experts, and relevant organizations.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Not Adopted
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Supplementary Explanation

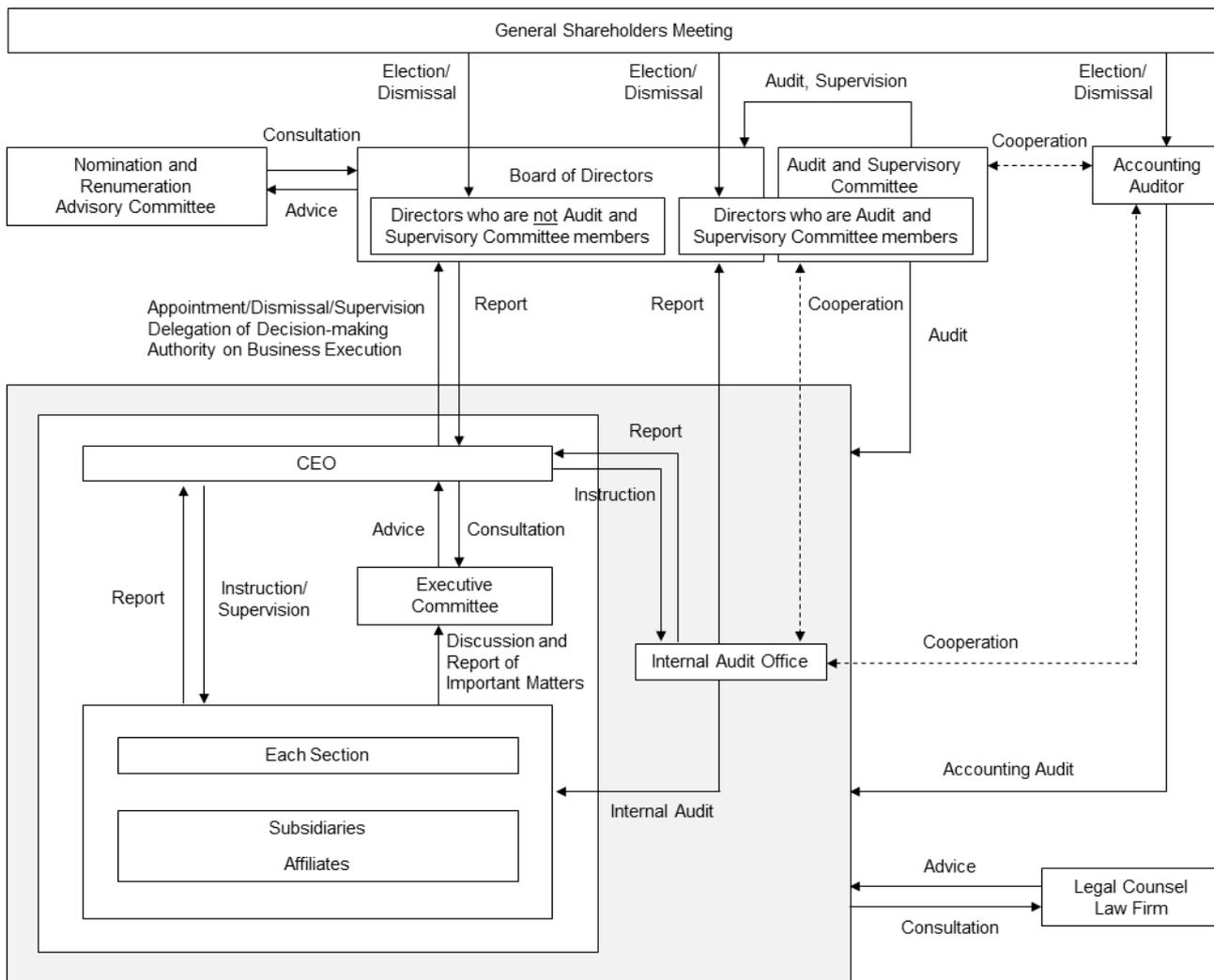
The Company believes that achieving sustainable growth and long-term enhancement of corporate value as well as building good relationships with shareholders and investors through IR activities will lead to defend against hostile takeovers, and accordingly has not adopted anti-takeover measures.

2. Other Matters Concerning Corporate Governance System

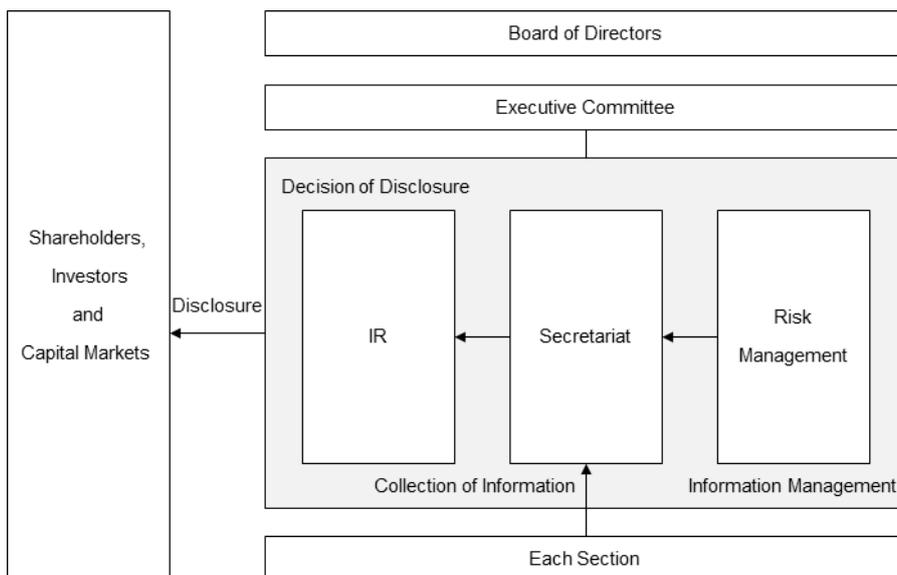
The Company believes it is essential to disclose company information to shareholders and investors in a timely and appropriate manner in order to gain the social credibility and appropriate evaluation of the Group, and accordingly has built an internal system for timely disclosure.

Information regarding material matters of the Group is, in principle, resolved at or reported to the Board of Directors or the Executive Committee. Information regarding material matters is gathered by the secretariat of each committee. The IR section determines the necessity of disclosure of information regarding material matters in cooperation with the secretariat of each committee, finance section, risk management section and other sections, and conducts timely and appropriate disclosure with the approval of the information disclosure officers (the CEO and the CFO.) Information regarding material matters is managed centrally by the risk management section.

Corporate Governance Structure



Disclosure Structure



Skill Matrix of Directors

Name	Notable Knowledge and Experiences						
	Management	Business Knowledge	International Experience	Legal & Risk Management	Accounting & Tax	IT	ESG
Natsuki Goto ⁽¹⁾	○	○	○	○	○	○	○
Masato Sugizaki ⁽²⁾	○	○	○	○	○	○	○
Tomoki Matsubayashi ⁽³⁾		○		○			○
Koichiro Ito ⁽⁴⁾			○		○		○
Toyotaro Suzumura ⁽⁴⁾			○			○	○

Notes:

(1) Representative Director and President (CEO)

(2) Director

(3) Lead Independent Outside Director (Chairperson of the Audit and Supervisory Committee)

(4) Independent Outside Director (Member of the Audit and Supervisory Committee)