CORPORATE GOVERNANCE

ROHTO PHARMACEUTICAL CO., LTD.

Last Updated: June 29, 2016

ROHTO PHARMACEUTICAL CO., LTD.

President and CEO Toshiaki Yoshino

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http://www.rohto.co.jp

The status of our corporate governance is as follows.

1 Basic views, capital structure, corporate attributes and other basic information relating to corporate

<u>governance</u>

1. Basic Views (Revised)

Along with fulfilling our corporate social responsibility, we strive to gain the trust and meet the expectations of all

our stakeholders including shareholders, consumers, business partners and employees, and aim for coexistence and

co-prosperity. Accordingly, we are aware that enhancing and strengthening corporate governance is an important

management challenge. We will develop an organizational structure for management and implement the necessary

measures for ensuring transparency and fairness in management and responding to changes in the management

environment in a prompt and accurate manner. Furthermore, in accordance with our corporate identity and

management philosophy, we will implement a ROHTO CSR Charter and ROHTO CSR Code of Conduct as a

foundation of our compliance system, and promote compliance with laws and regulations.

Please refer to the link below for details regarding the basic policies and governance organization regarding our

corporate governance.

http://www.rohto.co.jp/csr/governance/policy/

[Reasons for Non-compliance with the Principles of the Corporate Governance Code] (Revised)

Supplementary Principle 4-11-3 Assessment of the Board of Directors

The Nomination and Compensation Advisory Committee shall assess the effectiveness of the entire Board of

Directors at the end of each business year. In addition, a summary of the results is scheduled to be disclosed in the

Corporate Governance Report.

[Disclosure Based on the Principles of the Corporate Governance Code] (Revised)

■ Principle 1-4 Strategic Shareholdings of Listed Shares

The Company holds listed shares for the purpose of strategic shareholding. The views on our holding policy and

voting rights is as follows.

1. Policy regarding strategic shareholdings

1

The Company holds listed shares for purposes other than net investment. However, these shares are held for the purpose of maintaining and developing business relationships with the Company, creating technical related partnerships for product development, etc., in business areas and expanding and developing other business opportunities of the Company. The Company considers that these holdings will add mid- to long-term value to the Company's business. From here on, the Company will continue to implement strategic holdings considered to benefit management in accordance with the resolutions of the Board of Directors and examine the appropriate disposal of shares that are no longer of value. In addition, the Company will report the reason for holding individual shares in the Securities Report, etc.

2. Criteria for the exercise of voting rights

- Basic views on the exercise of voting rights

As the Company considers that the exercise of voting rights has an impact on the management of corporations in which the Company invests and is an important means to improve value for shareholders, the Company will make determinations from the perspective of whether or not the exercise of voting rights will improve the mid- to long-term corporate value, as opposed to a unified determination from a short-term perspective.

- Process for exercising voting rights

When exercising voting rights, the Company will closely examine the content of each individual resolution and determine whether or not to vote for the resolution with consideration to factors including management policies of the corporation in which the Company holds strategic holdings.

■ Principle 1-7 Transactions between Related Parties

If a transaction is conducted between important related parties in the Company, the Company will determine whether or not to approve the transaction following deliberations by the Board of Directors. In addition, transactions conducted with a Director of the Company will be recorded in the minutes of the Board of Directors, and the Company shall monitor such transactions through the approval of the Board of Directors or the receipt of reports.

■ Principle 3-1 Enhancement of Information Disclosure

(1) Group philosophy and management plans

Guidelines for corporate activities conducted by the Company will be stated in the "Seven Pledges" as a universal set of values for the corporate activities of the Company. In addition, basic views on Company business are disclosed on the Company website specified below.

http://www.rohto.co.jp/company/philosophy/

(2) Basic view on corporate governance

Prescribed in "1-1 Basic Views" in this Report.

(3) Remuneration of Directors

The Company determines the remuneration of Directors after consulting with the Nomination and Compensation

Advisory Committee composed of a majority of Outside Directors.

(4) Policies and procedures for nominating Director and Auditor Candidates, policies and procedures for electing executive officers

Directors and Audit & Supervisory Board Members shall be elected after consulting with the Nomination and Compensation Advisory Committee composed of a majority of Outside Directors.

(5) Explanations for the election of Directors and Audit & Supervisory Board Members

Please refer to the notice of convocation of the General Shareholders Meeting each year for details on the reasons for nominating and electing each Outside Director and Outside Audit & Supervisory Board Member.

■ Supplementary Principle 4-1-1 Scope of Delegation to Management

The Company has clearly prescribed the basis of determinations and decisions by the Board of Directors in the Board of Directors Rules, and the Board of Directors makes determinations and decisions following deliberations in accordance with such criteria. In addition, the Company has clarified the scope of Company business to be delegated to a Director and the relevant authority, and appoints the director in charge within the scope of the business. An outline of such delegation is disclosed in the notice of convocation of the General Shareholders Meeting and the Company's website.

■ Principle 4-9 Criteria for Independence

The Company has prescribed and implemented "Criteria for Independence from Outside" in accordance with laws and regulations and the independence criteria prescribed by the stock exchange.

■ Supplementary Principle 4-11-1 Structure of the Board of Directors

The Board of Directors is responsible for determining policies for financial and business matters of the Company. It has sufficient understanding of the management philosophy and the relationship of mutual trust with stakeholders and considers that it is necessary to improve corporate value and secure and enhance the mid-to long-term profits of the shareholders. In order to achieve this, the Company appoints Directors who possess highly specialized knowledge and know-how over a broad range of areas and businesses, and considers that they have an important role in making decisions.

The Company also appoints several highly experienced and knowledgeable Outside Directors to reflect opinions from a position independent of management.

In addition, Directors of the Company are selected after consulting with the Nomination and Compensation Advisory Committee in order to ensure that the selection process is fair and transparent.

■ Supplementary Principle 4-11-2 The Concurrent Appointment of Independent Outside Directors at Other Companies

Directors and Audit & Supervisory Board Members of the Company may be appointed to another listed company concurrently, provided that their appointment does not interfere with their responsibilities in the Company. In addition, the status of the concurrent appointment of Company Directors and Audit & Supervisory Board Members of the Company is stated each year in the Business Report and other statutory reports.

■ Supplementary Principle 4-14-2 Training Policy for Directors and Audit & Supervisory Board Members Directors and Audit & Supervisory Board Members are entrusted by the shareholders to manage the general operations of the Company, and are required to make decisions based not only their specific work duties but also

The Company provides general training and on-the-job training to Directors and management for the main purpose of ensuring that they acquire a management perspective that spans across the entire Company. In addition, the Company provides the necessary training to Audit & Supervisory Board Members conducted by external institutions in order to ensure that they possess the level of accounting and legal knowledge and judgment required for the nature of audits of Company business.

■ Principle 5-1 Dialogue with Shareholders

from the perspective of the entire company.

The Company considers that responding to requests for separate discussions from shareholders when required is a fundamental concept of the Company. The Company also convenes financial settlement briefings with institutional invests and securities analysts after the end of settlement periods and at the end of the second quarter. In addition, the General Meeting of Shareholders provides an important opportunity for the Company to explain its management situation and business activities and hold discussions with shareholders. Under the direction of the Director in charge of management planning, the Company's IR system connects the Management Department, IR Department, Management Planning Department and other departments and shares opinions and matters of interest acquired from the activities of these departments with management and related departments. Furthermore, in the interest of managing insider information, Directors and management of the Company are required to submit a pledge regarding the maintenance of confidential information, and the Company ensures that proper training is provided in order to ensure that confidential information is not divulged at the time of discussions.

2. Capital Structure

Ratio of Shares Held by Foreign Nationals

From 20% to less than 30%

[Status of Major Shareholders] (Revised)

	N	Number of Shares Held (Shares)	Share Ratio (%)				
The Master Tru	st Bank of Ja	8,469,200	7.18				
Japan Trustee S	ervices Bank	7,603,700	6.44				
NORTHERN	TRUST	CO.	(AVFC)	RE	SILCHESTER	4,119,800	3.49

INTERNATIONAL INVESTORS INTERNATIONAL VALUE EQUITY		
TRUST		
(Standing Proxy The Hong Kong and Shanghai Banking Corporation		
Limited Tokyo Branch)		
Bank of Tokyo-Mitsubishi UFJ, Ltd.	3,800,570	3.22
Seiko Yamada	2,968,842	2.51
Yamasho Kousan Co., Ltd.	2,608,000	2.21
NORTHERN TRUST CO. (AVFC) RE U.S. TAX EXEMPTED		
PENSION FUNDS	2 445 200	2.07
(Standing Proxy The Hong Kong and Shanghai Banking Corporation	2,445,200	2.07
Limited Tokyo Branch)		
Nippon Life Insurance Company	2,119,000	1.79
Yamada Kousan, Ltd.	2,074,000	1.75
Kunio Yamada	1,966,928	1.66

Controlling Shareholder (not including parent company) ------

Parent Company N/A

Supplementary Explanation (Revised)

Although Silchester International Investors LLP is reported as holding the following shares as of June 10, 2015 in the Large Shareholding Report (revised report) dated June 15, 2015 in the public column, the status of the above shareholder is not included as the Company was not able to confirm its effective shareholding at the end of the business year.

Number of held shares: 9,845,000 shares

Ratio of held shares to the number of issued shares (%) 8.35%

Although Sumitomo Mitsui Trust Bank, Limited and joint shareholder Nikko Asset Management Co., Ltd. are reported as holding the following shares as of June 30, 2015 in the Large Shareholding Report (revised report) dated July 6, 2015 in the public column, the status of the above major shareholders is not included as the Company was not able to confirm their effective shareholdings at the end of the business year.

Number of held shares: 4,861,000 shares

Ratio of held shares to the number of issued shares (%) 4.12%

Although SPARX Asset Management Co., Ltd. is reported as holding the following shares as of November 30, 2015 in the Large Shareholding Report (revised report) dated December 2, 2015 in the public column, the status of

the above major shareholder is not included as the Company was not able to confirm its effective shareholding at the end of the business year.

Number of held shares: 5,907,000 shares

Ratio of held shares to the number of issued shares (%) 5.01%

3. Corporate Attributes

Listed Stock Exchange and Market Classification Tokyo First Section

Settlement Period March

Business Type Pharmaceuticals

Number of Employees at the End of the Previous Fiscal Year (Consolidated) 1000 Employees or more

Sales Revenue (Consolidated) in the Previous Fiscal Year From 100 billion yen to less than 1 trillion yen

Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year From 10 companies to less than 50 companies

4. Policy on Measures to Protect Minority Shareholders when Conducting Transactions, etc., with Controlling Shareholder

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

Status of Business Management Organization and Other Corporate Governance Systems Relating

to Decision-Making, Business Execution, and Management

1. Matters Relating to Organizational Structure and Operations, etc.

Type of Organization Company with Audit & Supervisory Board

[Directors]

Number of Directors Prescribed in Articles of Incorporation 15

Term of Office for Directors Prescribed in Articles of Incorporation 1 year

Chairperson of the Board of Directors

Chairperson (except when serving

11

2

concurrently as President)

Number of Directors (Revised)

Status of Election of Outside Directors Elected

Number of Outside Directors 2

Number of Outside Directors Designated as Independent Directors

Relationship with Company (1) (Revised)

Nome	Attributes		Relationship with Company (*)										
Name			b	c	d	e	f	g	h	i	j	k	
Mari Matsunaga	From outside company												
Shingo Torii	From outside company												

^{*} Categories for "Relationship with the Company"

- * "•" when a close relative of the director currently falls or has recently fallen under the category, and "▲" indicates that a close relative of the director fell under the category in the past.
- a. Executive officer of listed company or subsidiary
- b. Executive officer or non-executive director of parent company of a listed company
- c. Executive officer of a fellow subsidiary of a listed company
- d. Person whose major business partner is a listed company or executive officer of such person
- e. Major partner of a listed company or executive officer of such business partner
- f. Consultant, accounting specialist or legal specialist who receives a large amount of monetary consideration or other property from a listed company other than remuneration as a director
- g. Major shareholder of a listed company (if the shareholder is a juristic person, an executive officer of such juristic person)
- h. Executive officer (relevant individual only) of a partner listed company (which does not correspond to d, e or f)
- i. Executive officer (relevant individual only) of a company between which outside executives are mutually appointed
- j. Executive officer (relevant individual only) of a company that receives donations from a listed company
- k. Other

^{* &}quot;O" when the item is/was applicable to the individual either currently or until recently and "\D" when applicable in the past.

Name	Independent	Supplementary Information	Reason for Appointment
	Executive	Regarding Applicable Items	
	Officer		
		Mari Matsunaga does not	Mari Matsunaga has a proven track
		have any particular vested	record with several companies, and
		interested in the Company in	she has been featured as a
		terms of capital or	representative female entrepreneur in
		transactional relationships,	Asia in economics magazines in
		etc. In addition, She is the	Japan and the United States. Since
		representative of Mari	her appointment as an outside
		Matsunaga Office and an	director of the Company in June
		outside director of BRAINS	2014, she has used her knowledge
		NETWORK, MS&AD	and experience in the general
		Insurance Group Holdings,	management of the Company and
Mari Matsunaga		Inc. and Terumo	provided advice on career paths for
Wari Watsunaga		Corporation. However, the	the increasing number of female
		Company does not have any	employees and managers in the
		particular vested interests in	Company.
		Mari Matsunaga Office,	She is neither under the control of the
		BRAINS NETWORK,	management of the Company nor in a
		MS&AD Insurance Group	position to control the management
		Holdings, Inc. or Terumo	of the Company. Consequently, she
		Corporation in terms of	has been appointed as an independent
		capital or transactional	director as it has been determined
		relationships, etc.	that there is no possibility that that
			she has a conflict of interests with
			general shareholders.
Shingo Torii	0	Shingo Torii does not have	Shingo Torii has a wide range of
		any particular vested	knowledge and wealth of experience
		interests in the Company in	as an entrepreneur spanning over
		terms of capital or	many years. Since his appointment as
		transactional relationships,	an outside director of the Company in
		etc. He is the representative	June 2015, he has used his
		director and vice-president	knowledge and experience in the
		of Suntory Holdings Limited	general management of the

and a director at Beam
Suntory, Inc. However, the
Company does not have any
particular vested interests
in Suntory Holdings Limited
or Beam Suntory, Inc in
terms of capital or
transactional relationships,
etc.

Company. He is neither under the control of the management of the Company nor in a position to control the management of the Company. Consequently, he has been appointed as an independent director as it has been determined that there is no possibility that that he has a conflict of interests with general shareholders.

Voluntary Establishment of

Committee(s) Corresponding to

Established

Nomination Committee or Compensation Committee

Establishment of Voluntary Committee, Composition of Members and Attributes of Committee Chairperson (Chairperson)

	Name of	Total	Number	Number	Number	Number	Number	Committee
	Committee	Number	of	of Inside	of	of	of Others	Chairperson
		of	Full-time	Directors	Outside	Outside	(Name)	(Chairperson)
		Members	Members	(Name)	Directors	Experts		
		(Name)	(Name)		(Name)	(Name)		
Voluntary	Nomination	3	3	1	2	0	0	Other
Committee	and							
Corresponding	Compensation							
to Nomination	Advisory							
Committee	Committee							
Voluntary	Nomination	3	3	1	2	0	0	Other
Committee	and							
Corresponding	Compensation							
to	Advisory							
Compensation	Committee							
Committee								

Supplementary Explanation

Members of the Nomination and Compensation Advisory Committee are elected for a term of one year by the Board of Directors following the General Meeting of Shareholders. In addition, the Chairperson of the Nomination and Compensation Advisory Committee is elected by the mutual vote of the Committee members.

[Auditors]

Establishment of an Audit & Supervisory Board Established

Number of Audit & Supervisory Board Members according to the Articles of Incorporation

4

Number of Audit & Supervisory Board Members

4

Cooperative Relationships between Audit & Supervisory Board Members, Accounting Auditors, and Internal Audit Division

KPMG AZSA LLC, the Accounting Auditor of the Company, regularly provides reports regarding the mutual relationship between the Audit & Supervisory Board and Accounting Auditors, and the Company exchanges opinions with KPMG AZSA LLC regarding important accounting matters. The Internal Audit Division and Audit & Supervisory Board Members have a close partnership whereby they ascertain their mutual audit status and exchange opinions and at regular meetings.

Appointment of Outside Audit & Supervisory Board Members Appointed

Number of Outside Audit & Supervisory Board Members 2

Number of Outside Audit & Supervisory Board Members nominated as independent directors 2

Relationship	with	Company	<i>(</i> 1)	(R	evised))
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Nome	Attributes		Relationship with Company (*)											
Name			b	c	d	e	f	g	h	i	j	k	1	m
Mitsuo Fujimaki	Certified Public Accountant													
Katsusuke Amano	Attorney													

^{*} Categories for "Relationship with the Company"

- a. Executive officer of listed company or subsidiary
- b. Non-executive director or accounting advisor of parent company of a listed company
- c. Executive officer or non-executive director of a parent company of a listed company
- d. Audit & Supervisory Board Member of a parent company of a listed company
- e. Executive officer of a fellow subsidiary of a listed company
- f. Person whose major business partner is a listed company or executive officer of such person
- g. Major partner of a listed company or executive officer of such business partner

^{* &}quot; \circ " when the item is/was applicable to the individual either currently or until recently and " Δ " when applicable in the past.

^{* &}quot;•" when a close relative of the director currently falls or has recently fallen under the category, and "•" indicates that a close relative of the director fell under the category in the past.

- h. Consultant, accounting specialist or legal specialist who receives a large amount of monetary consideration or other property from a listed company other than remuneration as a director
- i. Major shareholder of a listed company (if the shareholder is a juristic person, an executive officer of such juristic person)
- j. Executive officer (relevant individual only) of a partner listed company (which does not correspond to f, g or h)
- k. Executive officer (relevant individual only) of a company between which outside executives are mutually appointed
- l. Executive officer (relevant individual only) of a company that receives donations from a listed company m. Other

Relationship with Company (2)

Name	Independent	Supplementary	Reason for Appointment
	Director	Information Regarding	
		Applicable Items	
Mitsuo Fujimaki		Mitsuo Fujimaki is a qualified certified public accountant and certified public tax accountant who has extensive knowledge regarding financial and accounting matters.	Since his appointment as an Outside Audit & Supervisory Board Member of the Company in June 2008, he has provided expert advice to the Board of Directors as a certified public accountant and certified public tax accountant and monitored and made suggestions for general management. He is neither under the control of the management of the Company nor in a position to control the management of the Company. Consequently, he has been appointed as an independent director as it has been determined that there is no possibility that that he has a conflict of interests with general shareholders.
Katsusuke Amano	0	Katsusuke Amano is a qualified attorney who has extensive knowledge regarding legal affairs.	Katsusuke Amano has highly specialized knowledge as an attorney and was appointed as an Outside Audit & Supervisory Board Member of the Company in June 2012. He has monitored and made suggestions to the Board of Directors from an objective and neutral position based on his specialist knowledge and experience. He is neither

under the control of the management of
the Company nor in a position to control
the management of the Company.
Consequently, he has been appointed as
an independent director as it has been
determined that there is no possibility
that that he has a conflict of interests
with general shareholders.

[Independent Directors]

Number of Independent Directors

Other matters relating to Independent Directors

Incentives

Implementation of Policies for Granting Incentives to Directors

4

Implemented a stock option system

Supplementary Explanation Regarding Applicable Items (Revised)

Released as a method for payment of retirement allowance for termination as a reward for services in a proportionate amount, concurrent with the abolition of the executive reward for service upon termination system.

Recipients of Stock Options

Inside Directors, Inside Audit & Supervisory Board Members

Supplementary Explanation Regarding Applicable Items

The release of a method for payment at the time of payment of retirement allowance for termination as a reward for services in a proportionate amount corresponding to the respective durations of service from inauguration to the conclusion of the general shareholders meeting for that period, will be decided at the general shareholders meeting for that period.

Remuneration for Directors

Status of Disclosure (Individual Directors' Remuneration) Individual disclosure of a portion only

Supplementary Explanation Regarding Applicable Items (Revised)

Total Remuneration, etc., for 14 Directors (including three outside directors): 483 million yen
Total Remuneration, etc., for four Audit & Supervisory Board Members (including two Outside Audit &
Supervisory Board Members): 34 million yen

Total: 517 million yen (24 million yen for Outside Directors) 18 persons (including 5 Outside Directors)

Total for Kunio Yamada (Director): 160 million yen (153 million yen for basic remuneration and 7 million yen

bonus)

* Limited to persons with a total consolidated remuneration, etc., amounting to 100 million yen or more.

Policy on Determining Remuneration Amounts and Calculation Method (Revised)

Yes

Disclosure Content of Policy on Determining Remuneration Amounts and Calculation Methods

The Company determines the remuneration, etc., of Directors of the Company after taking into consideration factors such as the performance of the Company, the responsibility and degree of contribution of the Director, and following consultation with the Nomination and Compensation Advisory Committee.

[Supporting System for Outside Directors (Outside Audit & Supervisory Board Members)] (Revised)

The Secretariat for Outside Directors provides documents and explanations regarding the Board of Directors to Outside Audit & Supervisory Board Members in advance when required.

2. Matters Relating to Business Execution, Auditing, Oversight, Nomination, and Remuneration Decision Functions, etc. (Overview of Current Corporate Governance System) (Revised)

The Company convenes ordinary meetings of the Board of Directors, and flexible extraordinary meetings of the Board of Directors or paper resolutions for prompt decisions in order to respond to changes in the management environment in an agile and accurate manner. In addition, the Management Strategy Meeting convened by the Board of Directors discusses and deliberates important issues for the execution of business, and meetings such as the Department Managers Conference attended by each general manager, deputy general manager and department manager and other marketing meetings are convened on a regular and irregular basis to discuss day-to-day important business operational matters and make efforts to improve information sharing, management decisions and the execution of business in a prompt and accurate manner.

The Company has selected designated limited liability partner and executive partner Hisae Kitayama and Kazuya Momohara from KPMG AZSA LLC as the certified public accountants to execute the accounting and auditing business of the Company. In addition to regular accounting and auditing, the Company consults with Hisae Kitayama and Kazuya Momohara in regard to important accounting issues. They also regularly consult with the Company's Audit & Supervisory Board Members. The Company does not have any vested interests with the executive partners. Advisors for the accounting and auditing business of the Company are composed of 12 certified public accountants and 20 others.

Content of remuneration paid by the Company for accounting

Remuneration based on audit and attestation services: 58 million yen

3. Reason for Selecting the Current Corporate Governance System (Revised)

Through the election of two Outside Directors and two Outside Audit & Supervisory Board Members and the strict review of the Directors' execution of business by the Audit & Supervisory Board in partnership with the Internal Auditing Section and accounting auditors, the Company considers that the system for management oversight is functioning properly. In addition, Outside Audit & Supervisory Board Members are very familiar with the content of the Company's business as they regularly conduct interviews with each department in conjunction with full-time Audit & Supervisory Board Members. Furthermore, Outside Audit & Supervisory Board Members ask candid questions and state their opinion from an independent and objective standpoint at meetings of the Board of Directors and are considered to ensure that the management oversight function is kept objective and neutral.

Implementation Status of Measures for Shareholders and Other Stakeholders

1. Initiatives to Revitalize the General Shareholders Meeting and Facilitate the Efficient Exercise of Voting Rights (Revised)

Supplementary Explanation

Scheduling General Shareholders

The 80th Ordinary General Shareholders

Meeting to Avoid Peak Periods

Meeting will be convened on June 21

Exercise of Voting Rights by Electronic voting is permitted

Electromagnetic Means

Initiatives to Improve the Participation for The Company uses the electronic voting Electronic Platform to Exercise Voting Rights platform operated by ICJ Co., Ltd. for

and the Environment for Other Institutional Investors institutional investors.

to Exercise Voting Rights

2. IR Activities (Revised)

Supplementary Explanation Explanation by

Representative

Preparation and Announcement of

the Disclosure Policy

Disclosed on website

Regular Briefings for Financial settlement briefings for Implemented

Analysts and Institutional Investors the second quarter and for

the whole financial year are held each year.

Posting of IR Materials The Company posts the Company outline,

on the Website financial settlements, news releases and other

reference materials for investors.

Establishment of IR Department The Company elects a person in charge of

(Person in Charge) IR for the Public Relations and Creating Shared Value Division

3. Initiatives for Respecting the Position of Stakeholders

Supplementary Explanation

Establishment of Internal Rules, etc.,

The Company sets forth its basic policy

for Respecting the Position of Stakeholders on management to ensure trust and meet the

expectations of all stakeholders including shareholders,

consumers, business partners and employees and strives for coexistence and co - prosperity.

Implementation of Environmental Activities and CSR Activities, etc.

The Company has established a Public Relations and Creating Shared Value Division

IV Matters Relating to the Internal Control System, etc.

1. Basic Views on the Internal Control System and the Status of Its Implementation (Revised)

The Company acknowledges that the purpose of the Internal Control System is to "Ensure the Effectiveness and Efficiency of Business", "Ensure the Reliability of Financial Reports", "Comply with Laws and Regulations (Compliance)" and "Preserve Assets". It has also established an Internal Audit Division (2 persons) as an organization independent from the Business Execution Division that conducts internal audits based on a relationship of mutual cooperation with Audit & Supervisory Board Members from a "fair" and "objective" position. In addition, the Company has also created a management system for subsidiaries to report and obtain approval for important matters from the parent company in accordance with the Rohto Group Management Rules. The Company has established a Risk Management Committee to respond to unforeseen situations. This Committee has developed a system to promptly respond to the advice and opinions of corporate attorneys and other external advisors and prevent damage or the extent of damage to the Company.

2. Basic Views on the Eradication of Anti-social Forces and the Status of Its Implementation

The Company's basic policy is to "firmly respond to the activities of anti-social forces and organizations that threaten the order and safety of civil society and obstruct the healthy development of the economy and society". In addition, the Company reports any inappropriate demands made by anti-social forces to the police and other related agencies.

$V_{ m Other}$

1. Adoption of Anti-takeover Measures

Adoption of Anti-takeover Measures N/A

Supplementary Explanation of Applicable Matters

2. Other Matters Regarding to the Corporate Governance System

The status of the internal system for the timely disclosure of company information is as follows.

1. Basic Company stance on timely disclosure

The Company acknowledges its social responsibility as a listed company and has established an information management system to ensure the legality and fairness of management and improve transparency.

In addition, the Company strives to promptly and appropriately disclose information regarding matters determined by the Board of Directors and matters ascertained by the Management Conference and each department in accordance with laws and regulations and the Timely Disclosure Rules, etc., prescribed by the Tokyo Stock Exchange.

- 2. Overview of the internal timely disclosure system
- Determined Facts

The Board of Directors determines the material facts to be determined. The Information Management Manager then examines whether or not the determined material facts are necessary to be disclosed in accordance with the Timely Disclosure Rules of the Tokyo Stock Exchange. If disclosure is determined to be necessary, the Company makes efforts to promptly disclose such facts.

- Facts regarding Occurrence

If material facts arise, the relevant department promptly reports to the Board of Directors, Management Conference and the Department Managers Conference. The Information Management Manager then examines whether or not the material facts are necessary to be disclosed in accordance with the Timely Disclosure Rules of the Tokyo Stock Exchange. If disclosure is determined to be necessary, the Company makes efforts to promptly disclose such facts.

- Information regarding Financial Settlements

The Accounting Department prepares the financial settlement figures relating to settlement information in conjunction with the accounting auditor conducting the audit, the Board of Directors approves the settlement and the settlement information is disclosed on the same day.

