

Last Update: October 31, 2022

**Premier Anti-Aging Co., Ltd.**

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Securities code: 4934

<https://www.p-antiaging.co.jp/en/index.html>

The corporate governance of Premier Anti-Aging Co., Ltd. (the “Company”) is described below.

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

### 1. Basic Concept

The Company recognizes that a company is an economic entity with many stakeholders and that it plays a role as a public institution of society.

The Company also believes that corporate governance is a function for monitoring and controlling appropriate management activities and the day-to-day execution of business operations with the aim of securing profits necessary for the maintenance and growth of a company while coordinating the interests of its many stakeholders.

In order for corporate governance to function reliably, we believe that improving our organizational structure and business execution mechanisms is an important task alongside proactively implementing necessary measures such as enhancing the Board of Directors and strengthening internal audits.

#### [Reasons for Non-compliance with the Principles of the Corporate Governance Code] [Updated]

The Company fully complies with the Principles of the Corporate Governance Code.

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

[Principle 1.4: Strategic Shareholdings]

(Policy on Strategic Shareholdings)

In principle, the Company and its subsidiaries (the “Group”) do not invest in listed shares as strategic shareholdings. However, in order to increase the corporate value of the Group, we will invest in listed shares as strategic shareholdings if we can determine that we can obtain benefits such as strengthening and maintaining trust and relationships with business partners and expanding transactions.

(Details of the Verification of Strategic Shareholdings)

When holding listed shares, each year the Board of Directors verifies whether the purpose of holding each strategic shareholding is appropriate and whether the content of the investment has economic rationality and reviews the significance and policy of holding such shares.

(Voting Standards for Strategic Shareholdings)

Regarding the voting rights of the shares held, we will exercise our rights appropriately after judging whether the content of the proposal conforms to the Group's holding policy, whether it will lead to an increase in the corporate value of the investee and the interests of the shareholders, and the interests of the Company's shareholders.

[Principle 1.7: Transactions among Associated Interested Parties]

(Policy on Transactions among Associated Interested Parties)

When conducting transactions with associated interested parties, etc. based on the Associated Interested Party Transaction Management Regulations, the rationality and appropriateness of the terms of the transaction are deliberated in advance, and it is subject to the approval of the Board of the Directors after considering the opinions of outside directors and Audit and Supervisory Board members. In addition, the list of associated interested parties, etc. is created and revised as appropriate after the conclusion of the General Shareholders Meeting and at the end of each fiscal year.

In addition, the results of transactions with associated interested parties approved by the Board of Directors are promptly reported to the Board of Directors.

[Supplementary Principle 2.4.1: Ensuring Diversity]

Our corporate philosophy is "unleashing time," and our mission is to offer exceptionally "unique value" to the market. We are promoting "diversity and inclusion" with the aim of creating a barrier-free organization where diverse human resources can play an active role with diverse values.

(Promotion of Women to Managerial Positions)

The Group has introduced systems suitable for work-style reform by introducing flextime, promoting telework, curbing long working hours, and developing leave and leave systems for childcare and nursing care. We are focusing on creating a work environment where diverse human resources, including women, can play an active role.

As a result of these efforts, in October 2021, we received the highest "Eruboshi" rating (3 Stars) from the Minister of Health, Labor and Welfare as an excellent company promoting the active participation of women.

Currently, we have one female director and one female executive officer, and the ratio of female officers, including executive officers, is 16.7%. In addition, the current ratio of women in all managerial positions is 30.4%, and we will continue to expand opportunities for women to play an active role.

[Ratio of women at the end of October 2022]

Ratio of female employees: 63.6%

Ratio of female managers: 30.4%

Percentage of female officers (including executive officers): 16.7%

On the other hand, because we have expanded our business through mid-career recruitment based on experience, ability, etc. regardless of nationality since our founding, we recognize that we are not in a position to set policies and goals regarding promotion to managerial positions specifically for foreign nationals and mid-career hires.

[Principle 2.6: Exercising Functions as an Asset Owner for Corporate Pensions]

We are not involved in the accumulation of corporate pensions as an asset owner. However, we have introduced a corporate-type defined contribution pension plan for full-time employees with the aim of supporting the stable asset building of our employees. For subscribers, we select e-learning content that matches the actual situation based on monitoring reports from investment management institutions and provide continuous investment education. In addition, we will create an environment that facilitates simulation of future life plans by raising awareness through regular information transmission from the investment management institutions so that subscribers can check their own operation status from the individual portal site.

[Principle 3.1: Enhancement of Information Disclosure]

In addition to appropriately disclosing information based on laws and regulations, the Company adheres to the Corporate Governance Code (hereinafter referred to as the "CG Code") in order to ensure the transparency and fairness of corporate decision-making and to achieve good corporate governance. In addition to the matters that are required to be disclosed in the above, we will disclose the following matters and disseminate information that has high added value for investors and other users and is focused on specific descriptions.

(1) Management Philosophy, Management Strategy and Management Plan

The Company's management philosophy is described on the Company's website and in securities reports, etc.

(2) Basic Concept and Policies on Corporate Governance based on each principle of the CG Code

The Company's basic policy on corporate governance is described on the Company's website and in corporate governance reports and securities reports, etc.

(3) Policies and procedures by which the Board of Directors determines the remuneration of senior management and directors

In accordance with the regulations of the Nomination and Remuneration Advisory Committee, the members of the Nomination and Remuneration Advisory Committee, which is an advisory body to the Board of Directors and for which the majority of members are independent outside directors, deliberate on the following matters and report to the Board of Directors, and the Board of Directors makes a decision based on the report.

1. Matters concerning the selection and dismissal of directors
2. Matters concerning the selection and dismissal of representative directors
3. Matters concerning the selection and dismissal of executive officers
4. Matters concerning succession plans for directors and executive officers
5. Proposal concerning remuneration limits for directors and Audit and Supervisory Board members
6. Matters concerning individual remuneration for directors and executive officers

In addition, the members of the Nomination and Remuneration Advisory Committee report the following matters to the Board of Directors after obtaining the consent of the Audit and Supervisory Board, and the Board of Directors makes a decision based on the report.

7. Proposal for election of Audit and Supervisory Board members
8. Matters concerning succession plans for Audit and Supervisory Board members
9. Matters concerning individual remuneration of Audit and Supervisory Board members

- (4) Policies and procedures for the Board's selection and dismissal of senior management and nomination of candidates for directors

As described in (3) Policies and procedures by which the Board of Directors determines the remuneration of senior management and directors, the Nomination and Remuneration Advisory Committee reports to the Board of Directors regarding the selection and dismissal of senior management and the nomination of candidates for directors, and the Board of Directors makes a decision based on the report.

- (5) Explanation of the individual selection and dismissal of senior management and nomination of candidates for directors and Audit and Supervisory Board members by the Board of Directors based on (4) above

The reasons for the selection and dismissal of each candidate for director and Audit and Supervisory Board member shall be stated in the notice of convocation of the General Shareholders Meeting. The notice of convocation of the General Shareholders Meeting will be disclosed on the Company's website.

[Supplementary Principle 3.1.3: Sustainability Initiatives]

Through disclosure materials and our website, etc., we disclose the status of our environmental initiatives, social initiatives, governance initiatives, etc. regarding sustainability, including the promotion of SDGs.

(Sustainability Promotion Committee)

In August 2022, we established the Sustainability Promotion Committee with the aim of further strengthening and promoting sustainability. The committee is currently collecting and analyzing the necessary data on the impact of climate change on our business activities and earnings, taking into consideration our industry and business characteristics. With reference to the framework of the TCFD recommendations, the Company has the policy to proceed with the disclosure of items that we consider necessary.

(Investment in Human Capital, Intellectual Property, etc.)

Investment in Human Capital

In addition to further expanding business performance in the cosmetics manufacturing and sales business, we aim to develop various businesses related to anti-aging in the future. We recognize that the most important management resource is human resources. Therefore, we are actively promoting education and training for the purpose of improving the skills of regular employees and accumulating experience and knowledge. Specifically, we provide various types of education through OJT, external training, and e-learning. In addition, we also provide level-specific training such as managerial training.

Investment in Intellectual Property

The Company registers intellectual property rights centered on trademark rights such as trade names and product names. In addition, regarding the protection of intellectual property owned by the Group, we will investigate the infringement status of the intellectual property owned by the Group under the confirmation of legal counsel and patent attorneys and take necessary measures.

[Supplementary Principle 4.1.1: Scope of Delegation to Management]

The Company has established a board of directors as a management decision-making body and an executive officer system as a system for business execution based on the decision-making and is working to separate management decision-making and business execution. We will disclose our corporate governance system on our website and in securities reports, corporate governance reports, etc.

The Board of Directors deliberates and resolves important matters for the Group as stipulated in the Board of Directors Regulations and Rules on Administrative Authority, in addition to proposals that are designated as matters to be exclusively decided by the Board of Directors under laws and regulations and the Articles of Incorporation. Regarding individual business execution based on the policies and details decided by the Board of Directors, the responsibilities and authority are defined in the Rules on Administrative Authority and delegated to the Directors-cum-Executive Officers and Executive Officers.

[Principle 4.9: Independence Criteria and Qualifications for Independent Outside Directors]

The Company's outside directors and candidates for outside director are those who meet the following criteria of independence established by the Company.

(Independence Criteria for Outside Directors at the Company)

In principle, the Company designates persons who do not meet any of the following requirements as independent directors.

- (1) Persons with whom the Company is a major business partner or their business executives
- (2) Major business partners of the Company or their business executives
- (3) Consultants, accounting professionals, or legal professionals who receive a large amount of money or other property from the Company other than executive remuneration (If the person who obtains the property is a corporation, association, or other organization, it means a person who belongs to the organization.)
- (4) A person who in the past three fiscal years has fallen under any of the above (1), (2) or (3)
- (5) A person who falls under any of the following a to c at any time within 10 years before taking office:

- a. A person who executes business or a non-executive director in the parent company of the Company
  - b. An Audit and Supervisory Board member in the parent company of the Company (limited to cases where an outside director who is an audit and supervisory committee member is designated as an independent director)
  - c. A person who executes business in a sister company of the Company
- (6) A relative within the second degree of kinship of a person listed in any of the following a to f (excluding those who are not important)
- a. A person listed in (1) to (5) above
  - b. A person who executes business in a subsidiary of the Company
  - c. A non-executive director in a subsidiary of the Company
  - d. A person who executes business or a non-executive director in the parent company of the Company
  - e. A person who executes business in a sister company of the Company
  - f. A person who in the past three fiscal years has fallen under the category of b or c above or executed business in the Company (non-executive directors are included when an outside director who is an audit and supervisory committee member is designated as an independent director)

[Supplementary Principle 4.10.1: Nomination and Remuneration Advisory Committee]

The Company is a listed company with a board of corporate auditors as stipulated in the Companies Act. Although independent outside directors do not constitute a majority of the Board of Directors, the Company has established a voluntary Nomination and Remuneration Advisory Committee as part of its efforts to ensure the independence of the Company's management. The Nomination and Remuneration Advisory Committee shall deliberate and report in consultation with the Board of Directors on the nomination and determination of remuneration of directors and delegated executive officers. In order to ensure its independence, the Nomination and Remuneration Advisory Committee shall consist of at least three directors and Audit and Supervisory Board members selected by resolution of the Board of Directors, a majority of whom shall be independent outside directors.

[Supplementary Principle 4.11.1: Views on the Balance, Diversity, and Size of the Board of Directors as a whole in terms of Knowledge, Experience, and Abilities]

In selecting candidates for the Board of Directors, the Company will seek to balance the knowledge, experience, and abilities of the Board of Directors as a whole, and will also consider diversity and appropriate size, including gender and other factors. The appointment of independent outside directors includes persons with management experience at other companies.

The proposed nominees for director are discussed in consultation with the voluntary Nomination and Remuneration Advisory Committee of which the majority of members are independent outside directors and which reports back to the Board of Directors for approval.

[Supplementary Principle 4.11.2: Status of Concurrent Directors]

The Company confirms that the number of companies where directors hold concurrent positions is appropriate when selecting candidates for the Board of Directors, and periodically checks the status of directors, including part-time directors and outside directors, during their terms of office to ensure that they are fully fulfilling their responsibilities. The directors' material concurrent positions at other companies are disclosed annually in securities reports, etc. The current status of the directors' material concurrent positions is as stated in the Notice of Convocation of the General Shareholders Meeting.

[Supplementary Principle 4.11.3: Assessment of Board Effectiveness]

The Company holds monthly meetings of the Board of Directors to discuss and report important matters in a timely and appropriate manner without omission. As a rule, the secretariat of the Board of Directors provides outside directors and outside Audit and Supervisory Board members with individual explanations of the contents of the agenda and the background of the Company's business conditions prior to the meeting. Such advance explanations promote understanding among outside directors and outside Audit and Supervisory Board members, leading to active discussion and full consideration by the Board of Directors. We also plan to conduct a questionnaire on the effectiveness of the Board of Directors with the advice of outside experts.

[Supplementary Principle 4.14.2: Training Policy for Directors]

The Company provides training opportunities for directors to acquire and update the necessary knowledge, including legal and compliance training, necessary to fulfill their supervisory and auditing functions regarding the Group's business. Training includes outside training, etc., and the Company will pay the cost of any training that requires fees.

In addition, in order to continually deepen the understanding of the Group, we provide opportunities to exchange information with senior management involved in the execution of business.

[Principle 5.1: Policy on Constructive Dialogue with Shareholders]

The Company's policy on the development of systems and initiatives to promote constructive dialogue with shareholders is as follows.

- (1) The IR Department of the Corporate Communications Division shall oversee dialogue with shareholders and shall discuss methods of response with directors and other relevant personnel and respond appropriately.
- (2) The relevant internal departments that assist in dialogue are actively working together to support dialogue with shareholders, such as holding meetings to ensure information sharing.
- (3) The Company conducts activities to deepen shareholders' understanding of the Company's management strategy and business environment by holding financial results briefings and disclosing information through the Company's website.
- (4) The opinions of shareholders and investors obtained through dialogue are reported to the Board of Directors for information sharing and utilization.
- (5) In order to manage insider information when engaging in dialogue, the Company has established rules for the prevention of insider trading and focuses on preventing such trading. In addition, ongoing education is provided to directors and employees.
- (6) When necessary, the Company conducts substantial shareholder surveys to gain an understanding of shareholder structure.

## 2. Capital Structure

Foreign Shareholding Ratio [Updated]	10% or more and less than 20%
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### Status of Major Shareholders [Updated]

Name or Company Name	Number of Shares Owned	Percentage (%)
Premier Management Co., Ltd.	3,978,000	45.62
Kiyoshi Matsuura	1,877,500	21.53
STATE STREET BANK AND TRUST COMPANY 505038	457,300	5.24
The Master Trust Bank of Japan, Ltd. (Trust Account)	202,700	2.32
UBS AG LONDON ASIA EQUITIES	124,000	1.42
Megumi Ochi	61,500	0.71
JPMorgan Securities Japan Co., Ltd.	54,100	0.62
THE CHASE MANHATTAN BANK 385013	51,000	0.58
Hirokazu Aono	45,000	0.52
Custody Bank of Japan, Ltd. (Pension Special Account)	41,900	0.48

Name of Controlling Shareholder, if applicable (excluding Parent Company)	Kiyoshi Matsuura
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Name of Parent Company, if applicable	None
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### Supplementary Explanation

Premier Management Co., Ltd. is a company whose purpose is to manage the assets of Kiyoshi Matsuura, the Company's President, and in which all voting rights are held.

## 3. Corporate Attributes

Listed Stock Exchange and Market Segment [Updated]	Tokyo Stock Exchange Growth
Fiscal Year-End	July
Business Sector	Chemicals
Number of Employees (Consolidated) for the Previous Fiscal Year	100 or more and fewer than 500
Net Sales (Consolidated) as of the End of the Previous Fiscal Year	10 billion yen or more and less than 100 billion yen
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	Fewer than 10

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

In principle, the Company does not engage in transactions, etc., with its controlling shareholder. When conducting transactions with controlling shareholders, the Board of Directors decides on whether or not to approve the transaction after thoroughly examining the reasons for the transaction, the inevitability of the transaction, the terms of the transaction, etc., in accordance with laws and regulations and internal rules. In addition, when conducting important transactions or actions that conflict with the interests of the controlling shareholder and minority shareholders, a special committee consisting of independent persons, including independent outside directors, will be established to deliberate and consider. By doing so, we take appropriate measures to ensure that the rights of minority shareholders are not harmed.

**5. Other Special Circumstances Which May Have Material Impact on Corporate Governance**

None

## II. Business Management Organization and Other Corporate Governance Systems Regarding Decision-Making, Execution of Business, and Oversight in Management

### 1. Organizational Composition and Operation

Corporate Governance System      Company with Audit and Supervisory Board\*

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

#### Directors

Number of Directors Stipulated in Articles of Incorporation [Updated]	10
Directors' Term of Office Stipulated in Articles of Incorporation [Updated]	1 year
Chairperson of the Board [Updated]	President
Number of Directors [Updated]	6
Outside Directors	Elected
Number of Outside Directors	2
Number of Independent Directors	2

#### Independent Directors' Relationship with the Company (1)

Name	Attributes	Relationship with the Company*											
		a	b	c	d	e	f	g	h	i	j	k	
Takuyuki Fukumoto	From another company												
Sakiko Sakai	Other												

\* 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 of the director fell under the category in the past.

- A person who executes business in a listed company or a subsidiary of a listed company
- A person who executes business or a non-executive director in the parent company of a listed company
- A person who executes business in a sister company of a listed company
- A supplier of which a listed company is a major customer, or, if the supplier is a corporation, a person who executes business in the corporation
- A major customer of a listed company, or, if the customer is a corporation, a person who executes business in the corporation
- A consultant, accounting expert, or legal expert who receives large amounts of cash or other assets in addition to officers' compensation from a listed company
- A major shareholder of a listed company (if the major shareholder is a corporation, a person who executes business in the corporation)
- A person who executes business (limited to the principal) in a corporation that is a customer of a listed company other than customers falling under either category of d, e, and f above
- A person who executes business (limited to the principal) in a corporation at which an outside director of the company concurrently has a position of outside director
- A person who executes business (limited to the principal) in a corporation to which a listed company offers donation
- Other

Independent Directors' Relationship with the Company (2) [Updated]

Name	Designation as Independent Director	Supplementary Explanation of the Applicable Relationship	Reasons for Appointment
Takuyuki Fukumoto	○	—	Based on his career as a director of a listed company that operates businesses in a field similar to that of the Company, he has knowledge and extensive experience in specialized business operations and is believed to be able to provide objective and neutral management oversight from the outside. Therefore, the Company believes that he is qualified to serve as an outside director. The Company has appointed him as an independent director because he has no special interest in transactions with the Company and there is no risk of a conflict of interest with general shareholders.
Sakiko Sakai	○	—	The Company believes that her experience and expertise in internal auditing, finance and accounting will provide objective and neutral management oversight from the outside and that she is qualified to serve as an outside director. The Company has appointed her as an independent director because she has no special interest in transactions with the Company and there is no risk of a conflict of interest with general shareholders.

Voluntary Establishment of Committee(s) equivalent to Nomination Committee or Remuneration Committee

Established

Status of Voluntarily Established Committee(s), Attributes of Members Constituting the Committee, and the Committee Chair (Chairperson) [Updated]

	Committee's Name	All Members	Full-time Members	Inside Directors	Outside Directors	Outside Experts	Other	Chairperson
Voluntarily Established Committee Equivalent to Nomination Committee	Nomination and Remuneration Advisory Committee	3	0	0	2	0	1	Independent Director
Voluntarily Established Committee Equivalent to Remuneration Committee	Nomination and Remuneration Advisory Committee	3	0	0	2	0	1	Independent Director

Supplementary Explanation [Updated]

In August 2021, the Nomination and Remuneration Advisory Committee was established, and meetings for the committee are held as appropriate. The Nomination and Remuneration Advisory Committee is chaired by an independent outside director and consists of two independent outside directors and one independent outside Audit and Supervisory Board member. The committee deliberates on matters such as the nomination and remuneration of directors, Audit and Supervisory Board members and executive officers, and reports to the Board of Directors. The consent of the Audit and Supervisory Board is obtained before



reporting to the Board of Directors regarding proposals concerning the Audit and Supervisory Board members.

### Audit and Supervisory Board Members\*

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

Audit and Supervisory Board	Established
Number of Audit and Supervisory Board Members Stipulated in Articles of Incorporation [Updated]	5
Number of Audit and Supervisory Board Members	3

Cooperation among Audit and Supervisory Board Members, Independent Accounting Auditors, and Internal Audit Departments [Updated]

The Company's auditing system consists of three basic components: audits by Audit and Supervisory Board members, internal audits, and accounting audits by an auditing firm.

The Company's Audit and Supervisory Board members, internal audit departments and the auditing firm meet regularly to exchange audit plans and to explain and report audit results, etc., to improve audit quality.

Outside Audit and Supervisory Board Members	Appointed
Number of Outside Audit and Supervisory Board Members	3
Number of Independent Audit and Supervisory Board Members	3

### Independent Audit and Supervisory Board Members' Relationship with the Company (1)

Name	Attributes	Relationship with the Company*												
		a	b	c	d	e	f	g	h	i	j	k	l	m
Motoyasu Ishihara	From another company													
Akira Ide	CPA													
Yosuke Kondo	Lawyer													

\* 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 of the director fell under the category in the past.

- a. A person who executes business in a listed company or a subsidiary of a listed company
- b. A non-executive director or an accounting advisor in a listed company or a subsidiary of a listed company
- c. A person who executes business or a non-executive director in the parent company of a listed company
- d. An audit and supervisory board member in the parent company of a listed company
- e. A person who executes business in a sister company of a listed company
- f. A supplier of which a listed company is a major customer, or, if the supplier is a corporation, a person who executes business in the corporation
- g. A major customer of a listed company, or, if the customer is a corporation, a person who executes business in the corporation
- h. A consultant, accounting expert, or legal expert who receives large amounts of cash or other assets in addition to officers' compensation from a listed company
- i. A major shareholder of a listed company (if the major shareholder is a corporation, a person who executes business in the corporation)
- j. A person who executes business (limited to the principal) in a corporation that is a customer of a listed company other than customers falling under either category of f, g, and h above
- k. A person who executes business (limited to the principal) in a corporation at which an outside director of the company concurrently has a position of outside director
- l. A person who executes business (limited to the principal) in a corporation to which a listed company offers donation
- m. Other

## Independent Audit and Supervisory Board Members' Relationship with the Company (2)

Name	Designation as Independent Director	Supplementary Explanation of the Applicable Relationship	Reasons for Appointment
Motoyasu Ishihara	○	—	He has expertise in various fields through his experience as a director of other companies. The Company has appointed him as an independent Audit and Supervisory Board member based on the belief that he can provide useful advice to the Company's management from a fair and neutral standpoint. The Company has appointed him as an independent director because he has no special interest in transactions with the Company and there is no risk of a conflict of interest with general shareholders.
Akira Ide	○	—	He is a certified public accountant and has experience in auditing firms and business companies. We expect appropriate auditing based on his expertise and experience. The Company has appointed him as an independent Audit and Supervisory Board member to ensure the effectiveness of audits from a more independent standpoint. The Company has appointed him as an independent director because he has no special interest in transactions with the Company and there is no risk of a conflict of interest with general shareholders.
Yosuke Kondo	○	—	He is a licensed attorney. We expect appropriate auditing based on his expertise and experience. The Company has appointed him as an independent Audit and Supervisory Board member to ensure the effectiveness of audits from a more independent standpoint. The Company has appointed him as an independent director because he has no special interest in transactions with the Company and there is no risk of a conflict of interest with general shareholders.

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

Number of Independent Directors and Independent Audit and Supervisory Board Members	5
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### Other Matters Concerning Independent Directors and Independent Audit and Supervisory Board Members

All people who meet the qualifications for independent directors and independent Audit and Supervisory Board members are designated as independent directors and independent Audit and Supervisory Board members.

### Incentives

Implementation Status of Measures Related to Incentives Granted to Directors [Updated]	Introduction of performance-linked remuneration system and stock remuneration using a cumulative stock investment plan
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### Supplementary Explanation for Applicable Items [Updated]

Performance indicators related to performance-linked remuneration are sales, operating profit, and individual performance from the perspective of growth potential and improvement of corporate value and are determined after deliberation by the Nomination and Remuneration Advisory Committee. The stock option plan has been abolished and changed to stock remuneration using a cumulative stock investment plan. This facilitates compensation that functions as an incentive to continuously improve corporate

value in the same way as a stock option, and that maintains a compensation system that shares value with shareholders, while not incurring costs associated with the issuance of new shares and stock dilution.

People Eligible for Stock Remuneration [Updated]	Inside directors and others
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#### Supplementary Explanation for Applicable Items [Updated]

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The Company grants stock remuneration to its inside directors and executive officers to enhance their motivation to improve the Company's corporate value.

### Director Remuneration

Status of Disclosure of Individual Directors' Remuneration	No disclosure for any directors
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#### Supplementary Explanation for Applicable Items

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Since there is no director and Audit and Supervisory Board member whose total amount of remuneration is 100 million yen or more, individual disclosure of remuneration is not made. Remuneration for directors and Audit and Supervisory Board members is disclosed in total amount for each category of directors and Audit and Supervisory Board members.

Policy on Determining Remuneration Amounts and the Calculation Methods Thereof [Updated]	Established
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#### Disclosure of Policy on Determining Remuneration Amounts and the Calculation Methods Thereof [Updated]

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The amount of individual remuneration for directors is determined by the Board of Directors after the Nomination and Remuneration Advisory Committee prepares proposals within the total amount approved at the General Shareholders Meeting. With respect to Audit and Supervisory Board members, the Nomination and Remuneration Advisory Committee prepares proposals within the total amount approved at the General Shareholders Meeting, and after obtaining the consent of the Audit and Supervisory Board, decisions are made by the Board of Directors.

### Support System for Independent Directors and/or Independent Audit and Supervisory Board Members

Independent directors and independent Audit and Supervisory Board members are notified in advance of the date, time, and items to be resolved at Board of Directors' meetings by the person in charge of the Corporate Planning Department and are provided with materials and explanations, as necessary.

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

### (a) Board of Directors

The Company's Board of Directors consists of six directors, including two independent directors, and makes decisions on important matters related to the Company's business operations and matters required by laws and regulations. In principle, the Board of Directors, chaired by the President, holds a regular meeting once a month and extraordinary meetings, as necessary. The authority to make decisions is clarified in the Rules on Administrative Authority, and important decisions are made after deliberation at meetings of the Board of Directors. In addition, the Board of Directors establishes basic management policies and annual plans, clarifies the goals to be achieved by the Company, clarifies performance goals for each division, and reports the progress of these goals to the regular monthly meeting of the Board of Directors to supervise the execution of business by the divisions.

In addition, all Audit and Supervisory Board members attend Board of Directors' meetings, which enables them to monitor the status of business execution by directors. Independent directors are invited from other industries to enable management decision-making based on a broader perspective and management oversight from outside the company.

### (b) Audit and Supervisory Board

From the viewpoint of strengthening governance, the Company has adopted a company-with-auditors system in accordance with relevant laws and regulations of the Companies Act, as it has an independent appointment system that allows it to exercise its authority independently and is obligated to have a full-time statutory auditor. The Audit and Supervisory Board consists of one

full-time and two part-time Audit and Supervisory Board members, all three of whom are independent Audit and Supervisory Board members. The Company appoints as Audit and Supervisory Board members individuals with expertise and long-term experience who can monitor and audit the Company's management from a broad and deep perspective. In particular, the role of independent Audit and Supervisory Board members in corporate governance is to enhance the effectiveness of the Company's corporate governance by providing objective and appropriate monitoring and supervision from a highly independent and professional perspective.

Each Audit and Supervisory Board member audits the legality of the execution of duties by directors in accordance with the audit plan, audit policy, and allocation of duties determined by the Audit Committee. Regular meetings of the Audit and Supervisory Board, chaired by the full-time Audit and Supervisory Board member, are held once a month in principle to report on the status of their duties to each other and to share the understanding of auditing operations.

(c) Management Committee

The Management Committee consists of inside directors, executive officers, division heads of each business division and a full-time Audit and Supervisory Board member, and in principle meets twice a month. The Management Committee serves as an advisory body for the President to make flexible decisions regarding the execution of the Company's business, and reports and discusses important matters related to the execution of business.

(d) Compliance Committee

The Compliance Committee, consisting of directors, a full-time Audit and Supervisory Board member, Audit and Supervisory Board members, division heads, General Manager of the Quality Assurance Department, General Manager of the Internal Audit, legal counsel, and advisors (Metropolitan Police Department OB), meets once a quarter in principle. The Compliance Committee, chaired by the President, reports and discusses matters related to the basic compliance policies, plans and formulation of systems.

(e) Nomination and Remuneration Advisory Committee

The Company has established a Nomination and Remuneration Advisory Committee of which the majority of members are independent outside directors. The Nomination and Remuneration Advisory Committee, in response to inquiries from the Board of Directors, deliberates on matters related to the nomination and remuneration of directors, Audit and Supervisory Board members and executive officers, and reports to the Board of Directors. Matters concerning the nomination and remuneration of Audit and Supervisory Board members shall be reported to the Board of Directors with the consent of the Audit and Supervisory Board.

### **3. Reasons for Adoption of Current Corporate Governance System [Updated]**

While we need to quickly implement our management strategy, we have been working to develop and strengthen our corporate governance system in order to ensure the soundness, objectivity, and appropriateness of our management. We have adopted the current corporate governance system since outside directors and outside Audit and Supervisory Board members can supervise and monitor from an objective and neutral standpoint under the current corporate governance system and because we have secured a system in which the Audit and Supervisory Board members, the Internal Audit Office, and the accounting auditor work together to ensure that the management monitoring function is fully demonstrated from both inside and outside the Company.

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

#### 1. Measures to Vitalize the General Shareholders Meetings and Facilitate Exercise of Voting Rights [Updated]

	Supplementary Explanation
Early Posting of Notices of General Shareholders Meeting	The Company will make every effort to send out the convocation notices of General Shareholders' Meetings to shareholders as early as possible so that shareholders will have sufficient time to consider the proposals necessary to exercise their voting rights.
Scheduling of General Shareholders Meetings During Non-Peak Days	The Company holds its General Shareholders' Meetings in October and is considering the possibility of holding General Shareholders Meetings on dates that do not coincide with those of many other companies so that more shareholders can easily attend the meetings.
Electronic Exercise of Voting Rights	The Company has made it possible to exercise voting rights via the Internet.
Participation in a Platform for the Electronic Exercise of Voting Rights and Other Initiatives to Enhance Environment for Institutional Investors to Exercise Voting Rights	The Company regards this matter as an item to be considered in the future.
Provision of Notices (or Summaries of Notices) of General Shareholders Meetings in English	The Company regards this matter as an item to be considered in the future.

#### 2. Status of IR-Related Activities [Updated]

	Supplementary Explanation	Explanation by the President or a Representative Executive Officer
Formulation and Publication of Disclosure Policies	The information is posted on a dedicated IR page on the Company's website.	
Regular Investor Briefings Held for Individual Investors	At this time, the Company does not hold briefings for individual investors, but the Company regards this matter as an item to be considered in the future.	Not held
Regular Investor Briefings Held for Analysts and Institutional Investors	The Company holds briefings for analysts and institutional investors as well as individual meetings to explain its business performance and management policies.	Held
Regular Investor Briefings Held for Overseas Investors	Individual meetings are held for overseas investors to explain business performance and management policies.	Held
Online Disclosure of IR Information	The information is posted on a dedicated IR page on the Company's website.	
Establishment of a Department and/or Placement of a Manager in Charge of IR	The IR Department of the Corporate Communications Division is the department in charge.	

### 3. Status of Measures to Ensure Due Respect for Stakeholders [Updated]

	Supplementary Explanation
Establishment of Internal Rules Stipulating Respect for the Position of Stakeholders	The Premier Anti-Aging Code of Conduct stipulates respect for each stakeholder. In addition, the Company has established the Timely Disclosure Rules. The Company's basic policy is not only to fulfill its responsibility as a listed company to disclose corporate information to shareholders, investors, and all other stakeholders in a timely and appropriate manner, but also to promote voluntary disclosure activities in a timely and continuous manner, always from the perspective of shareholders and investors.
Implementation of Environmental Preservation Activities and CSR Activities, etc.	As part of our environmental conservation activities, we are conducting the following activities. <ul style="list-style-type: none"> <li>- All brands use FSC certified packaging</li> <li>- CANADEL won the Grand Prize of the 2021 GP Environmental Award for its extensive use of the GP Mark, which indicates that all of its printing materials, manufacturing processes, and efforts by the printing company are environmentally friendly</li> <li>- Cleansing balm containers adopt "Green Nano" technology that can reduce CO<sub>2</sub> emitted during combustion by approximately 60%</li> </ul> In addition, as part of our CSR activities, we co-sponsor International Women's Day and donate a portion of our sales revenue of "DUO" and "CANADEL" to the "HAPPY WOMAN Fund"
Formulation of Policies, etc. on Provision of Information to Stakeholders	The Company has a policy of proactively disclosing information to stakeholders through its website, financial results briefings, and other means.

## IV. Matters Concerning the Internal Control System

### 1. Basic Views on Internal Control System and Status of Development [Updated]

Based on the Companies Act and the Ordinance for Enforcement of the Companies Act, the Company resolved the following at the Board of Directors' meeting held on August 16, 2022, regarding the basic policy of the system to ensure the appropriateness of operations as follows.

1. System to ensure that the execution of duties by directors, executive officers, and employees (full-time employees, temporary employees, part-timers, and part-time workers) of the Company and its subsidiaries complies with laws and regulations and the Articles of Incorporation

(1) The Company shall ensure that all officers and employees are compliance-conscious and perform their duties in compliance with laws, the Articles of Incorporation, and internal regulations in accordance with the Premier Anti-Aging Code of Conduct and the Compliance Rules.

(2) The Company shall establish a Compliance Committee, which shall be chaired by the President and include outside attorneys and other members. The Compliance Committee is responsible for the company-wide promotion of compliance and the planning of measures to ensure the effectiveness of compliance.

(3) The Board of Directors shall make decisions on business execution and supervise the duties of directors and executive officers to ensure that they meet legality based on laws and regulations and appropriateness based on management judgment.

(4) Audit and Supervisory Board members shall be independent of the business execution divisions, exercise the authority provided by laws and regulations, and audit the execution of duties by directors and executive officers.

(5) The Company shall establish a department in charge of internal audits that is independent of the audited department and shall establish a basic policy for internal audits of the Group and establish an efficient and effective internal audit system for the Company and its subsidiaries.

(6) Violations of laws and regulations by officers and employees shall be subject to punishment in accordance with employment regulations.

(7) The Company shall take a resolute and organized stance against anti-social forces that threaten the order and safety of civil society, in accordance with the "Manual for Dealing with Anti-social Forces" and in cooperation with lawyers, police and other authorities.

2. System for the storage and management of information related to the execution of duties by directors and executive officers  
Recorded documents, approval documents, and other important information related to the execution of duties by directors and executive officers shall be recorded in documents or electromagnetic media and shall be properly stored and managed in accordance with laws and regulations, the "Document Management Regulations" and the "Information Handling Management

Regulations.”

3. Regulations and other systems for managing the risk of loss of the Company and its subsidiaries

- (1) The Board of Directors shall develop and periodically review internal rules and regulations to address various risks such as compliance, personal information, quality, security, and system trouble.
- (2) Business units shall perform their duties within the scope of their authority under the various regulations. Business units shall require approval by the President after deliberation by the Management Committee or resolution by the Board of Directors when performing duties beyond their authority and shall manage risks associated with the execution of approved duties.
- (3) Risk information, etc. shall be reported to directors, executive officers and Audit and Supervisory Board members by the officer in charge through Board of Directors’ meetings, etc.
- (4) In the event of an unforeseen situation, a task force under the direction of the President shall be established, and together with outside professional organizations such as law firms, etc., as necessary, a prompt and appropriate response shall be taken to prevent the spread of damage and minimize its occurrence.

4. System to ensure that the directors and executive officers of the Company and its subsidiaries execute their duties efficiently

- (1) The Board of Directors shall, in accordance with the “Regulations of the Board of Directors,” make resolutions on statutory matters, decide important management matters, and supervise the execution of business operations. In addition to the regular monthly meetings of the Board of Directors, extraordinary meetings of the Board of Directors shall be held as necessary to ensure prompt and appropriate decision-making.
- (2) Directors shall execute their duties under the direction of the President, in accordance with the resolutions of the Board of Directors and internal regulations. Each director shall report to the directors and Audit and Supervisory Board members on the status of the Company and exchange information on the Company’s management with each other.
- (3) Individual management issues related to business operations are discussed from a practical standpoint at the Management Committee, which is composed of inside directors, executive officers, division heads of each business division and full-time Audit and Supervisory Board members. Important management matters shall be deliberated and decisions on the execution of duties shall be made by the Board of Directors.
- (4) The Company shall ensure promptness and efficiency in each division by transferring authority and clarifying responsibilities in accordance with the “Rules on Administrative Authority” and the “Rules on Division of Duties.”

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

- (1) The Company’s directors or executive officers serve concurrently as directors of each subsidiary and report and discuss the progress of business and important matters at the Board of Directors’ meetings of each group company.
- (2) The Company shall exercise appropriate control over the management of its subsidiaries in accordance with the “Affiliate Company Management Regulations.”
- (3) Each subsidiary shall practice its own business operations and proper management, as well as strive to develop an appropriate compliance system and ensure compliance.

6. Matters concerning employees to assist Audit and Supervisory Board members if Audit and Supervisory Board members request the appointment of such employees to assist them in their duties, matters concerning the independence of such employees from directors and executive officers and matters related to ensuring the effectiveness of instructions given to such employees

- (1) The Company shall assign employees to assist the Audit and Supervisory Board members in the execution of their duties when the Audit and Supervisory Board members request such assistance.
- (2) Audit and Supervisory Board members shall be able to state their opinions regarding the selection and evaluation of employees who assist the duties of Audit and Supervisory Board members.
- (3) Assigned employees, etc. who assist the duties of Audit and Supervisory Board members shall carry out their assisting work under the direction and orders of the Audit and Supervisory Board members and shall not receive instructions and orders from the directors and executive officers.

7. System for directors, executive officers, employees, etc. of the Company and its subsidiaries to report to Audit and Supervisory Board members and other systems for reporting to Audit and Supervisory Board members

- (1) Directors and executive officers shall report on the execution status of their duties at Board of Directors’ meetings and other important meetings attended by Audit and Supervisory Board members.
- (2) Directors, executive officers and employees shall immediately report to the Audit and Supervisory Board members any facts that they find that may violate laws, regulations, or the Articles of Incorporation of the Company or cause significant damage to the Company. In addition, any report made under the whistleblowing system shall be reported to the Audit and Supervisory Board members without delay.
- (3) Audit and Supervisory Board members may inspect important documents related to the execution of business operations, such as approval documents, and request explanations from directors, executive officers, and employees. Directors, executive officers,

and employees shall report to Audit and Supervisory Board members without delay when requested by them for an explanation.

(4) The Company shall prohibit any disadvantageous treatment of a person who reports to an Audit and Supervisory Board member by reason of such report, and shall ensure that directors, executive officers, and employees, etc. are informed of such prohibition.

8. Matters concerning procedures for advance payment or reimbursement of expenses incurred in connection with the execution of duties by Audit and Supervisory Board members and other procedures for the treatment of expenses or liabilities incurred in connection with the execution of such duties

When Audit and Supervisory Board members request advance payment or reimbursement of expenses incurred in the performance of their duties, the Company shall promptly dispose of such expenses or liabilities unless it is proved that such expenses or liabilities are not necessary for the execution of the relevant Audit and Supervisory Board member's duties.

9. Other systems to ensure that audits by Audit and Supervisory Board members are conducted effectively

(1) Audit and Supervisory Board members shall meet regularly with the President to exchange opinions on important issues and information.

(2) The General Manager of the Internal Audit shall collaborate and exchange information with the Audit and Supervisory Board members.

(3) Directors, executive officers, and employees shall establish a system that allows Audit and Supervisory Board members to fully exchange information with independent accounting auditors regarding the details of accounting audits. In addition, the Company shall establish a system whereby Audit and Supervisory Board members can consult with legal advisory firms at any time on general corporate management matters.

10. System to ensure reliability of financial reporting

To ensure the reliability of financial reporting, under the direction of the President, the Company shall establish a system for effective internal control over financial reporting as stipulated in the Financial Instruments and Exchange Law. The Company shall continuously evaluate the proper functioning of the system and take necessary corrective actions if any deficiencies are found.

11. Response to anti-social forces

The Company shall not have any relationship with or provide any benefits to anti-social organizations or individuals that pose a threat to social order or the sound business activities of the Company. The Company shall appoint a person in charge of preventing unreasonable demands in the Legal Department. In the event of an unreasonable demand, the Legal Department will act as a contact point and take appropriate measures in cooperation with legal counsel, the local police department, and other relevant parties.

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

a. Basic views on measures for eliminating anti-social forces

The Group declares in its "Basic Policy for Internal Control System" that it will take a firm stand against anti-social forces and will never have any relationship with them. The Company also declares that it will respond systematically to any unjustified demands or other interventions in cooperation and collaboration with outside professional organizations such as the police and other relevant departments, and that it will never provide any benefits.

b. Status of maintenance for elimination of anti-social forces

(a) Status of internal regulations

The Group has established a "Manual for Anti-Social Forces" and all officers and employees comply with this manual to eliminate anti-social forces.

(b) Department in charge of response and person in charge of preventing improper demands

The department for dealing with anti-social forces is designated as the Legal Department of the Corporate Division, with the Head of the Corporate Division in charge of this division. In the event of undue demands by anti-social forces, the Company has established a system in which the Head of the Corporate Division is the chief executive, the General Manager of the Legal Department is responsible for prevention, and the Legal Department is in charge of prevention and the contact point for response, in cooperation with external specialist organizations such as the local police department, the Center for the Elimination of *Boryokudan* and legal advisors.

(c) How to eliminate anti-social forces

(i) New business partners, officers, and employees

When hiring employees, etc., the Company shall obtain a written pledge regarding the severance from anti-social forces and investigate using Internet searches and NIKKEI Telecom.

For the start of new transactions, the Company will conduct research using Internet search, Teikoku Databank, and NIKKEI



Telecom. In addition, when a new contract is concluded, the contract includes an exclusion clause to the effect that the contract can be terminated if it is found that the business partner is a company or organization associated with anti-social forces, etc.

(ii) Existing business partners, etc.

In principle, once a year, the Company conducts a survey and confirmation of sales, suppliers, subcontractors, and purchasers with whom it has transactions or outstanding receivables and payables, using Internet searches, Teikoku Databank, and NIKKEI Telecom.

(iii) When existing business partners are found to be or suspected of being anti-social forces

If, as a result of investigation and confirmation of anti-social forces, it is determined that a person falls under the category of anti-social forces or is feared to fall under such category, the matter shall be reported to the Legal Department, which shall consult with the police or other outside specialists and gather information. The Head of the Corporate Division, upon receiving a report from the General Manager of the Legal Department, determines and directs the response policy and promptly terminates the business relationship, etc.

(d) Status of collaboration with outside experts

The Company regularly visits police stations, is a member of the National Center for the Elimination of *Boryokudan*, participates in external workshops and seminars, and has established a system of cooperation with the police, lawyers, and other external professional organizations for daily information gathering and emergency response.

(e) Status of collection and management of information on anti-social forces

The Company consolidates information on anti-social forces in its Legal Department and centralizes the collection and management of such information.

(f) Status of training activities

The General Manager of the Legal Department takes the initiative in ensuring compliance with the “resolute stance against anti-social forces,” and conducts ongoing internal education through in-house training programs to ensure that all officers and employees of the Company understand the contents of the policy and are able to take a firm stand against anti-social forces.

## V. Other

### 1. Adoption of Anti-Takeover Measures

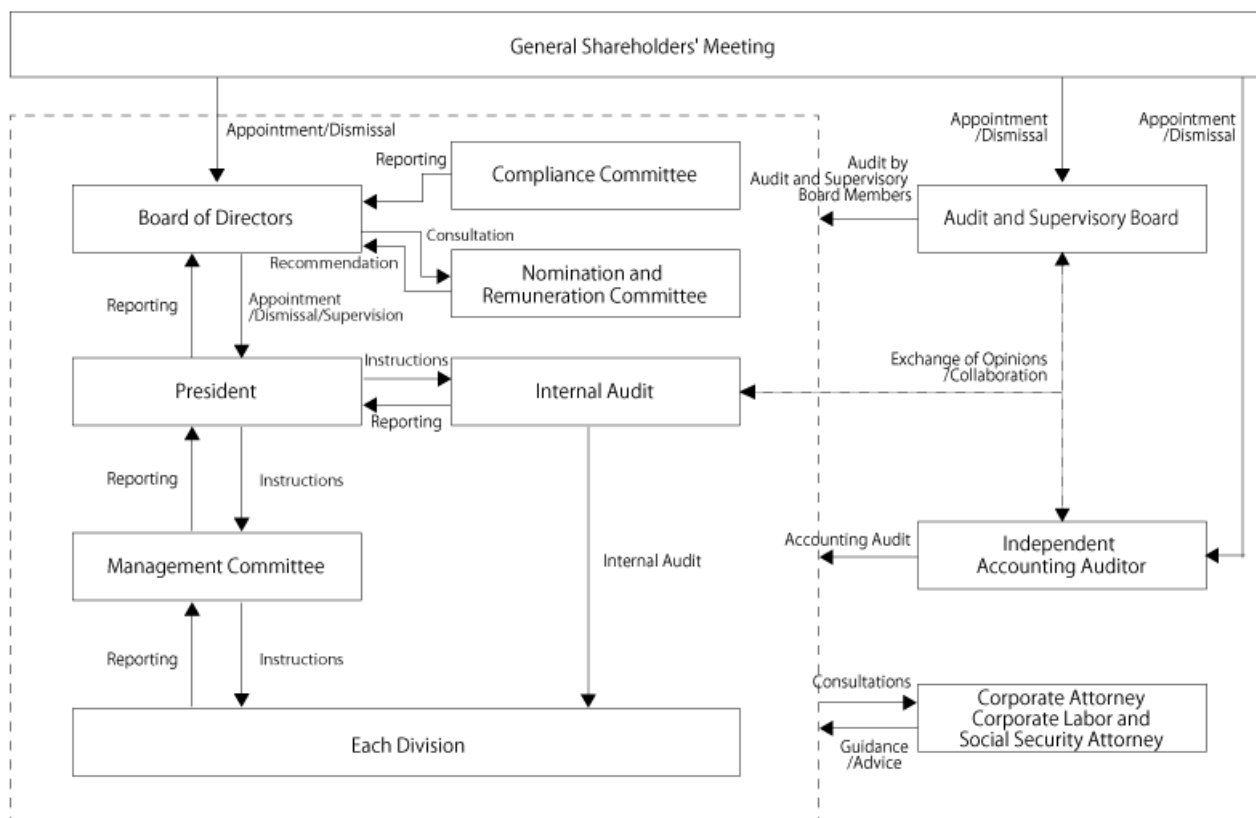
Adoption of Anti-Takeover Measures	Not adopted
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Supplementary Explanation for Applicable Items

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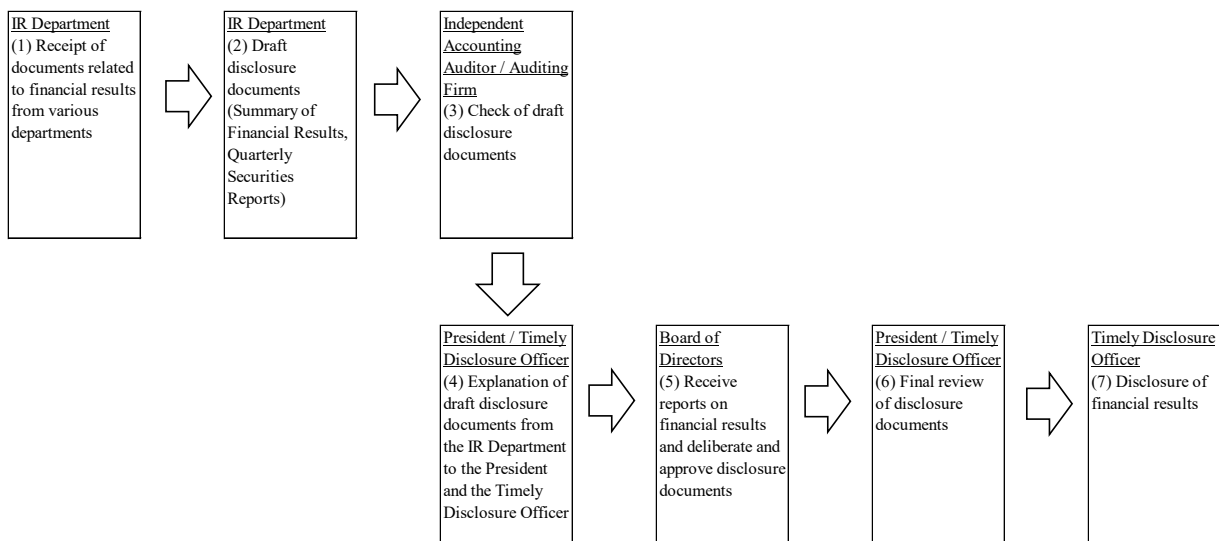
### 2. Other Matters Concerning the Corporate Governance System

A schematic diagram of the Company's corporate governance system and the flow of timely disclosure procedures is attached for reference.

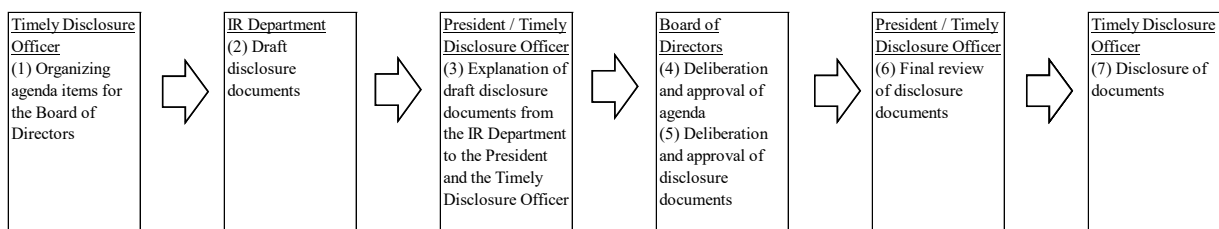


[Overview of Timely Disclosure Procedures (schematic diagram)]

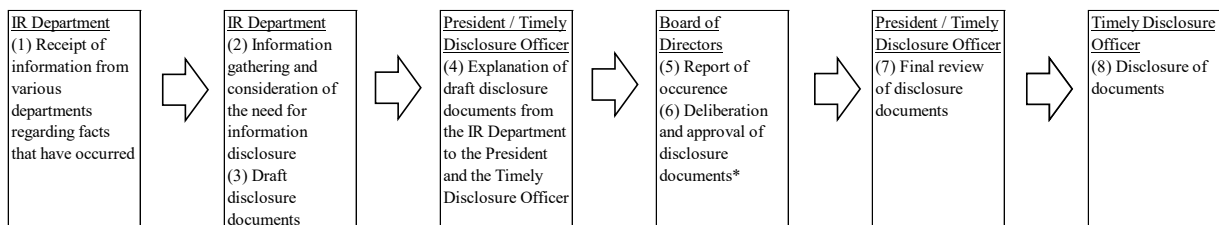
Financial Results



Matters Determined



Occurred Facts



\* In the event of facts that require urgent disclosure, the Company promptly discloses them upon approval of the President and circulates the disclosure documents to the Board of Directors.