# **Governance Section**

# **Executive Management Team**

# Director



#### Career summary Apr. 1982 Joined Morinaga & Co., Ltd.

10 years

Responsibilities: Audit Division

Jun. 2011 Director, Commissioned General Manager of Frozen Dessert Business Headquarters of the Company Apr. 2014 Commissioned General Manager of Sales Headquarters of the Company Jun. 2014 Director, Senior Operating Officer of the Company

Jun. 2015 Director, Jamoi Operating Officer of the Company Jun. 2015 Director, Managing Operating Officer of the Company Jun. 2019 Representative Director, President of the Company (present) Term of office as a director: Board of Directors meeting

Career summary

Business Headquarters of the Company

Business Headquarters of the Company

Apr. 1984 Joined Morinaga & Co., Ltd. Jun. 2008 Senior Operating Officer, General Manager of Frozen Dessert

Apr. 2009 Senior Operating Officer, General Manager of Confectionery

Business Headquarters of the Company Jun. 2010 Director, Commissioned General Manager of Confectionery

Jun. 2013 Commissioned General Manager of Foodstuff Business Apr. 2014 Commissioned General Manager of Modskill Busiless Headquarters of the Company Apr. 2014 Commissioned General Manager of Marketing Headquarters

of the Company Jun. 2014 Director, Senior Operating Officer of the Company (present)

Jun. 2018 Commissioned General Manager of Production Headquarters of the Company (present)

Term of office as a director: Board of Directors meeting

Responsibilities: Production Headquarters, Logistics Division,

Apr. 1982 Jointed Matsushita Electric Industrial Co., Ltd. (Currently

Air-Conditioning Malaysia Sdn. Bhd. Apr. 2016 Director of Panasonic Corporation of China Jan. 2018 General Manager of Overseas Business Headquarters of

Jun. 2018 Director, Senior Operating Officer of the Company (present

Term of office as a director: Board of Directors meeting

Responsibilities: Overseas Business Headquarters

Panasonic Corporation) Dec. 2005 Representative Director, President of Panasonic Appliances

11 years

Morinaga & Co., Ltd.

Headquarters

3 years

Quality Assurance Division, Customer Service Center

attendance:

15/16 times

Career summary

hissioned General Manager of Overseas Business

Career summary

attendance:

16/16 times

16/16 times

Eijiro Ota Representative Director, President

Significant concurrent positions President of the Morinaga Angel Foundation

President of All Nippon Kashi Association



# Takashi Hirakue

Senior Operating Officer

Toshiyuki Sakai

Senior Executive Officer

Director



(As of June 29, 2021)



# Machiko Miyai Managing Operating Officer



Career summary



the Company un. 2014 Director, Senior Operating Officer of the Company (present) Term of office as a director: Board of Directors meeting

Career summary

Shinichi Uchiyama Director Senior Operating Officer



Significant concurrent positions Responsibilities: Accounting Division Representative Director.

President of Morinaga Finance Co., Ltd.





Company lun. 2019 Director, Senior Operating Officer (present), Commissioned General Manager of R&D Center (present)



Responsibilities: R&D Center, New Business Development Division



Outside Director

I td

(Independent Officer)

Significant concurrent positions

### Career summary Apr. 1987 Joined Meiji Dairies Corporation (Currently Meiji Co., Ltd.)

- Sep. 1990 Joined Yves Saint Laurent Parfums K. K.
- Sep. 1970 Joined Coca-Cola (Japan) Company, Limited Apr. 1978 Joined Coca-Cola (Japan) Company, Limited Jan. 2004 Representative Director, President of L'OCCITANE JAPON K.K
- Apr. 2017 Representative Director of Etoile Ltd. (present)
- Jun. 2018 Outside Director of Morinaga & Co., Ltd. (present) Mar. 2019 Outside Director of FUJITA KANKO Inc. (present)

# Reason for appointment

Is. Takano has business experience accumulated in the food industry and experience as an executive in the cosmetic industry, and based on the above experience, she provides objective and neutral advice coming om a broad perspective that extends beyond the Company's indust

# Term of office as a director: Board of Directors meeting

Representative Director, Etoile 3 years



Outside Director, FUJITA KANKO



Apr. 1979 Joined ITOCHU Corporation Sep. 1998 Director of Family Corporation Co., Ltd. Dec. 2002 Director of Yukijirushi Access Co., Ltd. (Currently NIPPON ACCESS, Inc.)

Apr. 2010 Executive Officer of ITOCHU Corporation Jun. 2013 President, Representative Director of ITOCHU-SHOKUHIN Co., Ltd.

Career summary

Mar. 2019 Outside Director of SBS Holdings, Inc. (present) Jun. 2020 Outside Director of Morinaga & Co., Ltd. (present) Reason for appointment

#### Mr. Hoshi has a wealth of experience as an executive in the wholesale industry, and based on the above experience, he provides objective and Shuichi Hoshi Outside Director neutral advice on overall management coming from a broad perspective (Independent Officer)

Significant concurrent positions Outside Director, SBS Holdings,

that extends beyond the Company's industry Term of office as a director: Board of Directors meeting 1 year 11/11 times

# Statutory Auditors



Standing Statutory Auditor





Board of Statutory Auditors Board of Directors meeting

Career summary

attendance: meeting attendance: 16/16 times 16/16 times



Koichi Sakaguchi

Outside Statutory Auditor

Significant concurrent positions

Attorney (GINGA LAW OFFICE)

(Independent Officer)

#### Apr. 1979 Registered as an attorney, joined Tamiya & Tsutsumi Law Office Apr. 1985 Established Sakaguchi & Takanaka Law Office (renamed Legal Plaza Law Office in April 1998) Sep. 2000 Appointed Judge of Tokyo District Court Sep. 2013 Chief Judge of Akita District Family Court

Nov. 2015 Registered as an attorney, joined Kato Sogo Law Office (Currently GINGA LAW OFFICE) (present) Jun. 2016 Outside Statutory Auditor of Morinaga & Co., Ltd. (present)

Reason for appointment

Mr. Sakaguchi has a high level of expertise and experience as a judge and attorney, and he provides objective and neutral audits from a broad perspective that extends beyond the Company's industry.

Board of Statutory Auditors meeting attendance:	Board of Directors meeting attendance:	
16/16 times	16/16 times	



Daisuke Fujii Senior Operating Officer



Responsibilities: Corporate Strategy Division, General Affairs Division, DX Promotion Division





Naomi Fto Outside Director (Independent Officer)

	Career summary		
Apr. 1979	Joined Bridgestone Tire Co., Ltd (Currently Bridgestone Corporation)		
Mar. 2009	Executive Officer, responsible for General Affairs and Corporate Communications of Bridgestone Corporation		
Jun. 2014	Director, General Manager of Group CC Headquarters of Zensho Holdings Co., Ltd.		
	Director, General Manager of Group General Affairs Headquarters of Zensho Holdings Co., Ltd.		
Jun. 2020	Outside Director of Morinaga & Co., Ltd. (present)		
	Reason for appointment		
industry ar industry, ar neutral adv	s business experience accumulated in the manufacturing id a wealth of experience as an executive in the retail ind based on the above experience, she provides objective an ince on overall management coming from a broad perspectiv is beyond the Company's industry.		

Term of office as a director:	Board of Directors meeting attendance:
1 year	11/11 times

Career summary



Kuniko Urano Outside Director (Independent Officer)

Significant concurrent positions Outside Director, Yokogawa Electric Corporation

Apr. 2014 Apr. 2016 Jun. 2018 Jun. 2021	Joined Komatsu Ltd. Executive Officer, General Manager of Human Resources Division of Komatsu Ltd. Senior Executive Officer of Komatsu Ltd Director, Senior Executive Officer of Komatsu Ltd Outside Director of Yokogawa Electric Corporation (present) Outside Director of Morinaga & Co., Ltd. (present)
	Reason for appointment
industry, an neutral adv	has a wealth of experience as an executive in the machinery nd based on the above experience, she provides objective and ice on overall management coming from a broad perspective is beyond the Company's industry.

Term of office as a director:	Board of Directors meeting attendance:
_	_



Akiyuki Igarashi Standing Outside Statutory Auditor (Independent Officer)



Hiroshi Iwamoto Outside Statutory Audito (Independent Officer)

Outside Director, MEDIPAL HOLDINGS CORPORATION

Career summary		
	Joined Mitsubishi Corporation Executive Officer, CFO, General manager of Corporate Administration of Metal One Corporation	
May.2014	Appointed Managing Director and General Manager of General Affairs and Accounting Division of MC FERTICOM CO., LTD.	
Jun. 2016	Appointed Managing Director, responsible for Functional Departments and General Manager of Accounting Division of Meiwa Corporation	
Jun. 2019	Standing Statutory Auditor of Morinaga & Co., Ltd. (present)	
Reason for appointment		
Mr. Igarashi has a wealth of management experience in the wholesale industry and abundant knowledge of finance and accounting. He		

ive and neutral audits from a broad perspective that extends beyond the Company's industry.

Board of Statutory Auditors meeting attendance:	Board of Directors meeting attendance:
16/16 times	16/16 times

Career summary			
Apr. 1981	Joined The Dai-Ichi Kangyo Bank, Ltd. (Currently Mizuho Bank, Ltd.)		
Apr. 2017	Senior Managing Executive Officer, General Manager of Planning and Administration Division of Mizuho Research Institute Ltd.		
May. 2019	Advisor of Chuo Fudosan K.K. (present Chuo-Nittochi Co., Ltd.) (present)		
	Outside Statutory Auditor of Morinaga & Co., Ltd. (present) Outside Director, MEDIPAL HOLDINGS CORPORATION (present)		
Reason for appointment			
Mr. Iwamoto has experience in financial operations accumulated in the financial industry, followed by a wealth of management experience in the information and communication industry. He provides objective			

nd neutral audits from a broad perspective that extends beyond the Significant concurrent positions Company's industry.

Board of Statutory Auditors	Board of Directors meeting	
meeting attendance:	attendance:	
16/16 times	16/16 times	

# Messages from Outside Directors



Shiho Takano Outside Director

The Morinaga Group has defined its Purpose and also formulated the 2030 Business Plan based on this Purpose. The Purpose and 2030 Vision may be viewed as something vogue. However, I believe that it is guite natural for a company to contribute to society and sustain its growth over the long-term toward this end. The Morinaga Group maintains a deep appreciation for the conviction of its founder to contribute to society, having been in business for more than 120 years. Given this background, the formulation process on this occasion involved the entire Company, including the feedback of employees, strategy of the current management team, and opinions of Outside Directors.

The key is not just to come up with targets, but rather achieve them. Outside Directors are charged with the important role of providing opinions with an outsider perspective as to how the Company can achieve its goals, and contribute in the form of participating in discussions at times and providing a helping hand to the decision-making process. In the case of a 10-year plan, the next generation following the current management team must shoulder the responsibility. In this sense, all employees need to aggressively and concretely work toward achieving the 2030 Business Plan. I believe building a strong foundation so that the entire Company, from management to the frontline, will work as one toward its goals is the most important element of the 2021 Medium-Term Business Plan.

The Morinaga Group, after holding many discussions, established a new corporate philosophy and announced its Vision for 2030 along with a medium- to long-term plan. By clarifying the direction of management, the Group will need to plant the seeds for new business beginning this fiscal year and steadily implement growth strategies for its core businesses.

The Group will need to speed up decision-making and strategy execution while strengthening governance in response to the information society symbolized by technological innovations and the quick spread of changes to all industries they entail. In addition, the Group must produce results by flexibly responding to changes in the global environment, one of the major ESG issues and actively working on it.

As an outside director, I believe that what is required of me is capacity for imagination based on my experience in executive management positions at an operating company in the foodstuff industry. Moving toward the 2030 Vision of "Changing into a Wellness Company" represents an innovation for the Company. I will fulfill my duties as outside director using a balanced perspective respecting the Company's corporate culture while being mindful of the trust of stakeholders and providing insight into the future based on broad and long-term perspectives.



Naomi Eto Outside Director

Since becoming outside director in June 2020. I have found that the major drivers behind the Morinaga Group's growth are its brand power cultivated over 120 years as well as the loyalty and devotion of its employees supporting this.

In the fiscal year ending March 31, 2022, the Morinaga Group formulated a new corporate philosophy including Purpose and established its first-ever long-term Vision up to 2030. Achieving these will be extremely important in order to meet the expectations of stakeholders and fulfill responsibilities to shareholders.

To accomplish this ambitious Vision and targets, the Company will need to change its ways of thinking and transform its methodology; going beyond the status quo of previous initiatives. Utilizing my career experience at two completely different companies, one in heavy machinery and manufacturing business and the other a progressive company in the food service industry, I hope to present challenges that need to be overcome to achieve the Company's long-term targets, and facilitate discussions for promptly crystalizing required actions, while sharing my different perspectives from those inside the Company.

I will also utilize my professional experience in engaging society and addressing ESG issues. I intend to help the Morinaga Group to achieve true diversity and inclusion that goes beyond promoting female participation and career advancement in the workplace and to explore ways in which I can contribute to the Morinaga Group's entire supply chain, while remembering to always learn from changes taking place in society.

The Morinaga Group, with its 120 years of history, established a new corporate philosophy this year with the aim of achieving a new and further evolution. Based on this, it also announced the 2030 Vision calling for it "Changing into a Wellness Company" as the position we intend to be in for 2030.

I am honored to have been appointed outside director in this milestone year and I also feel keenly aware of my important responsibility in this position. I spent more than 40 years at a machinery manufacturer where I was involved in production, logistics, human resources, public relations, and CSR. During the course of my career, I have found a number of valuable hints not only inside the company but also from other companies and businesses. I also have come to know that the frontline is the starting point for everything in various meanings and understand the importance of honest and frank communication.

This year, the Morinaga Group established targets and plans under the 2030 Vision and commenced concrete activities. In a business environment that is changing constantly and profoundly, it is becoming more important to identify and share risks from various viewpoints and boldly tackle challenges without losing sight of opportunities at the start of these activities. Change is a challenge, but at the same time it is also an opportunity for a company to build upon its strengths. I intend to contribute wherever possible to the Morinaga Group's development while being mindful of medium- to long-term and objective viewpoints.



Shuichi Hoshi Outside Director



Kuniko Urano Outside Director

# **Corporate Governance**

# Corporate Governance Basic Policy

The Morinaga Group has established its corporate governance with the aim of maximizing corporate value and achieving enduring corporate growth based on the basic policies of improving the health and efficiency of management, ensuring the reliability of its financial position, providing timely and appropriate disclosure of information, complying with laws and regulations, and strengthening the trust and relationships with all stakeholders.

## • 1. Positioning of Stakeholders

The Morinaga Group considers all stakeholders vital to our company in order to achieve our Purpose. To enable us to fulfill our social responsibility in all areas of our business activities, we are committed to maintaining and further developing strong relationships with all stakeholders, and promoting appropriate collaboration in accordance with corporate philosophy and the code of conduct.

#### • 2. Management Monitoring Functions

We are committed to building an effective internal control system by strengthening the management monitoring functions of the Board of Directors, appointing Outside Directors and Statutory Auditors, requiring attendance by Standing Statutory Auditors at important meetings, and placing the Audit Division under the direct control of the President.

# • 3. Consistency in Thinking within the Entire Group

While respecting the independence of our subsidiaries, we endeavor to maintain close ties amongst the Group's member companies.

# Corporate Governance System

# Rationale for choosing the current corporate governance system

We have adopted our corporate governance system based on the determination that it will contribute to healthy and efficient corporate management for the following reasons.

(1) Outside Directors: Four Outside Directors have been appointed to strengthen corporate governance from an objective and neutral standpoint regarding overall management based on their wide range of perspectives.

(2) Outside Statutory Auditors: Three outside Statutory Auditors (including one Standing Statutory Auditor) have been appointed to perform audits on the business execution of the Directors. (3) Management monitoring functions: The Board of Statutory Auditors meeting is in principle held once a month, and also held as needed. Standing Statutory Auditors hold regular meetings with the Representative Director and attend management meetings and other important gatherings to audit the Directors' performance of their duties. Among cases under the jurisdiction of any Director, Operating Officer, or General Manager, the Standing Statutory Auditor performs audit on the approval application for important cases. Statutory Auditors conduct regular meetings with the accounting auditor and Standing Statutory Auditors with the General Manager of the Audit Division, as well as meetings as needed to exchange opinions and perform accounting and business audits.





# https://www.morinaga.co.jp/company/english/about/governance.html https://pdf.irpocket.com/C2201/gK0G/DWl0/ngba.pdf

#### **Business execution**

The Company has clearly defined the responsibility and authority for each decision-making unit, including the Board of Directors, Management Meeting, each Director, each Operating Officer, and each General Manager, according to the Rules for Decisionmaking Criteria.

### Board of Directors

The Board of Directors deliberately makes decisions on statutory matters and the execution of important business based on the business judgment principle and supervises the execution of business. To ensure the effectiveness and efficiency of deliberations at the Board of Directors, sufficient prior discussions are made at various committees (see diagram on the right) that serve as advisory bodies for the Boards. The Board of Directors comprises 11 Directors, of which four are Outside Directors, with seven male and four female Directors.

#### Diversity of Directors (As of June 29, 2021)

Ratio of Female Directors	36.3% (4 out of 11)
Ratio of Outside Directors	36.3% (4 out of 11)

#### Management Meetings

Management Meetings, which are mainly comprised of Directors and Standing Statutory Auditors, deliberate and make decisions on important management themes and other matters for which authority is delegated by the Board of Directors.

#### Operating Officer System

With the aim of increasing the agility to respond to the changing business environment and accelerating the decision-making process, the Morinaga Group has adopted an Operating Officer system. With this move, the Company delegated authority and responsibility for executing regular business relating to the implementation of strategies to Operating Officers, ensuring efficient management and a clarification of responsibilities for business execution.

#### Main Areas of Expertise of Directors

Corporate management/ Management strategy	ESG/ Sustainability	Finance/ Accounting	Н
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•	•		
	management/ Management	management/ ESG/ Management Sustainability	management/ ESG/ Finance/ Management Sustainability Accounting

#### For more detailed information, refer to our website for Corporate Governance and Corporate Governance Report.

#### Officer Appointment and Remuneration Committee

The Officer Appointment and Remuneration Committee has been established as a voluntary committee to discuss the nomination and remuneration of Directors. Chaired by an Outside Director, the Committee deliberates on matters, including officer appointment and remuneration for Directors and their treatment, as well as appointment of Operating Officers and representatives of affiliated companies.

# Composition of the Officer Appointment and Remuneration Committee

Name	Position	Role
Shiho Takano Outside Director		Chairperson
Eijiro Ota Representative Director, President		Committee member
Naomi Eto Outside Director		Committee member
Shuichi Hoshi Outside Director		Committee member
Kuniko Urano	Outside Director	Committee member

#### • Other Main Committees

In addition, the Company has the following committees as advisory bodies to strengthen the auditory functions of the Board of Directors.

Name	Chairperson	Main agenda items			
Total Risk Management Committee	Representative Director, President	<ol> <li>Build and promote a company-wide risk management system</li> <li>Build and promote a total risk management system</li> </ol>			
Compliance Committee	Representative Director, President	<ol> <li>Build and promote compliance management and deliberate and implement their relevant initiatives</li> <li>Establish and promote compliance action plan</li> <li>Report and propose to the Board of Directors</li> </ol>			
ESG Committee	Representative Director, President	<ol> <li>Deliberate on policy, target, action, and KPI related to sustainable management</li> <li>Follow up on action and KPI progress</li> <li>Share, propose and deliberate on the establishment of subcommittees and agenda items</li> <li>Deliberate on the publication of integrated reports</li> </ol>			
IR Committee	Representative Director, President	Formulation and follow-up on measures to improve shareholder value 1. Timely and appropriate information disclosure 2. Communication approach with shareholders 3. Improvement of shareholder value			

# Specialty and Experience



# Approach to the Appointment of Officers

The appointment of an officer is based on the premise that the candidate possesses appropriate characteristics, insight and leadership, as well as a high level of specialization and rich experience required by the Company.

The appointment of an Outside Director is made from candidates who meet the Company's Independence Standards, and are capable of stating appropriate opinions and raising issues on our management challenges from an independent and objective standpoint. Furthermore, we have the policy of appointing one or more Statutory Auditor who has considerable knowledge of finance and accounting.

# Independence Standards for Outside Directors

As our policy on the appointment of Independent Outside Directors, in addition to the Standards for Independence set by

financial instruments exchanges, candidates should meet all of the following, as well as be capable of stating their opinions and raising issues from an independent and objective standpoint regarding our management challenges.

- A. If the candidate or the corporation in which the candidate is the executive holds shares of the Company, the voting right ownership ratio shall not exceed 10%.
- B. In the transactions of the most recent fiscal year, the sales to the candidate or the corporation to which the candidate belongs shall be less than 2% of the consolidated sales of the Company.
- C. In the transaction for the most recent fiscal year, the sales of the candidate or the corporation to which the candidate belongs shall be less than 2% of the consolidated sales of the corporation.

# Basic Policy and Structure of Executive Remuneration System

# **Basic Policy**

Our Executive Remuneration Basic Policy stipulates that the Company shall establish and operate a system that prioritizes the strengthening of executives' motivation for contributing to the enhancement of corporate value over the medium- to long-term and the achievement of sustainable growth, while discouraging excessive risk-taking. We are determined to continue pursuing a better remuneration system, ensuring the objectivity and transparency of the remuneration determination process and taking into account regulatory revisions and social trends in the future.

#### Structure and Content of Remuneration

The Company's executive remuneration amount is determined following our Executive Remuneration Basic Policy, referring to the levels of executive remuneration paid by leading companies that are similar in size to the Company. Remuneration for Directors (excluding Outside Directors and non-residents in Japan) consists of basic compensation, which is paid monthly, executive bonuses (monetary remuneration) and stock compensation. The basic compensation comprises 70% as fixed remuneration according to job title, and the remaining 30% consists of performance-based remuneration according to the business performance for the previous fiscal year and level of contribution to achieving the Medium-Term Business Plan. The executive bonuses are paid following the approval and resolution at the general meeting of shareholders at a specified time, while non-monetary remunerations such as stock compensation are provided as 10% of the basic compensation for Directors (excluding Outside Directors and non-residents in Japan) for the Purpose of motivating directors to make contributions to an improvement of medium- to long-term performance and corporate value.

#### Structure of Remuneration of Directors

Title	Fixed remuneration (%)	Performance-based remuneration (%)
Directors (excluding Outside Directors)	70	30
Outside Directors	100	0
Statutory Auditors	100	0

## Total Amount of Remuneration for Directors and Statutory Auditors in FY2021/3

		Total an				
	Total amount of	Monetary re	emuneration	Non-monetary remuneration	Number of eligible officers	
Category	remuneration (Million yen)	Fixed remuneration	Performance-based remuneration	Compensation based on the board incentive plan (BIP) (performance-linked)	(persons)	
Directors	202	129	48	24	11	
Statutory Auditors	47	47	-	-	4	

# Board of Directors Activity Status

In the fiscal year ended March 31, 2021, Board of Directors meetings were held 16 times, with a total deliberation time of approximately 1,800 minutes. The main deliberation themes are as follows:

# Main Deliberation Themes in FY2021/3

Category	
1. Legal items	Convene a general meeting o
2. Items specified in the Corporate Governance Code	Evaluate the effectiveness of remunerations, and report o
3. Overall management	The Morinaga Group's Corpo investment, transaction syst
4. Internal control, risk management, compliance	Compliance Committee repo

# Evaluation of the Effectiveness of the Board of Directors

#### Method of Analysis and Evaluation

To analyze and evaluate the effectiveness of the Board of Directors as a whole, the Company conducted, during the period from February through March 2021, a survey of all Directors including Outside Directors and all Statutory Auditors including Outside Statutory Auditors regarding: 1) the composition, operation, and agendas of the Board of Directors; 2) nomination, and remuneration of senior management; 3) risk management; 4) dialogues with shareholders; 5) systems supporting the Board of Directors; and 6) matters pointed out in the past evaluations of the Board of Directors. Based on the results of the survey, a discussion was held at a Board of Directors meeting and an evaluation was executed by each Director. Moreover, in order to obtain objective opinions from experts, we engaged a third-party law firm to analyze and evaluate the results of the survey. The evaluation of the Board of Directors was discussed and decided at a meeting of the Board of Directors held in April 2021, with reference to this third-party analysis and evaluation.

#### **Results of Evaluation**

As a result of the analysis and evaluation by a third-party law firm, the Company's Board of Directors for the fiscal year ended March 31, 2021 was determined to be "functioning effectively" in light of the Companies Act and the Corporate Governance Code, without any significant dysfunction or structural deficiency, etc. It was noted that ample discussions to step up risk management and

### Cross-shareholdings

At the Board of Directors, the Company quantitatively evaluates once every year whether the dividend level and trading profit of each stock held for purposes other than pure investment, so-called cross-holdings, are commensurate with the cost of capital, and assesses whether such holdings are rational, by taking into account the qualitative evaluations including the purposes of holdings and the medium- to long-term prospect of trading relationships with the companies in which the Company holds such shares. Based on these evaluations, it is the Company's policy Main deliberation themes

of shareholders, financial results, and important human resources matters.

of Board of Directors, formulate the determination policy for individual directors' on the ownership status of cross-shareholdings.

orate Philosophy, 2030 Business Plan and 2021 Medium-Term Business Plan, capital tem revision.

oort, Total Risk Management Committee report.

enhanced function of the Board of Directors as a monitoring board were areas that require improvement going forward. Based on this evaluation, the Company recognized that the Board of Directors was effective and functioning effectively in line with the basic views on corporate governance, etc., of the Company.

## Initiatives for Improvement

There were a number of issues identified in the FY2020/3 evaluation of the Board of Director's effectiveness. They included: 1) more balanced composition of the Board of Directors; 2) appropriate selection of matters to be resolved or reported; 3) further clarification on the nomination processes for Directors and remuneration determination; 4) sufficient discussions to be held on risk management; 5) intensified discussions with a stakeholder's perspective; and 6) further intensified cross-functional discussions. We believe that significant progress has been made based on the FY2021/3 effectiveness evaluation.

#### Initiatives for the Future

We recognize the following issues for the future, in order to strengthen the function of the Board of Directors, and further enhance its effectiveness and governance.

- 1. Conduct ample discussions to step up risk management
- 2. Study to strengthen the function of the Board of Directors as a monitoring board

to determine the necessity of each cross-shareholding and reduce such holdings. The Company sold some of its cross-held shares in the fiscal year ended March 31, 2021. With respect to exercising voting rights related to shares held as cross-holdings, the Company determines approval or disapproval for proposals by each individual stock after considering from the viewpoints of whether the proposal in question will impose a negative impact on the relationship and trading with the Morinaga Group, or whether significant concerns have arisen on corporate governance.

# **Risk Management**

# **Basic Philosophy**

Compliance

Founded on its awareness that compliance is a priority issue for all business activities, the Group has formulated the Morinaga Group's Code of Conduct and Standards of Behavior, based on which the Group is promoting efforts to ensure compliance.

# Compliance System

The Morinaga Group has established Compliance Regulations and set up the Compliance Committee, which is chaired by the Representative Director, President of Morinaga & Co., Ltd. to formulate and update compliance-related policies as well as conduct monitoring of activity status.

#### Morinaga Group Compliance Management System



# **Compliance Committee**

• Chairperson: Representative Director, President Committee members

Officers responsible for the Corporate Strategy Division, General Affairs Division,

Accounting Division, Quality Assurance Division, Marketing Headquarters, Overseas Business Headquarters, and R&D Center as well as the General Managers of the Production Administration Division, Quality Assurance Division, Corporate Strategy Division, Corporate Communication Division, Human Resources Division, General Affairs Division, Audit Division, Accounting Division, Customer Service Center, Sales Headquarters, Sales Strategy Division, Marketing Headquarters, Overseas Business Headquarters, Procurement Division, R&D Strategy Division of R&D Center, along with the labor union representative and legal counsel (part-time). Advisors: Standing Statutory Auditor
 Secretariat: Legal Affairs Department of General Affairs Division

# Efforts in FY2021/3

With the aim of embedding a compliance culture into the organization, we displayed the Morinaga Group Code of Conduct and Standards of Behavior on panels in each office, and distribute booklets and cards to all employees. In order to increase awareness of compliance, we have continued to hold compliance training sessions not only as part of training by job class, including those for new recruits and newly appointed managers, but also at such workplaces as the headquarters and individual offices. In the fiscal year ended March 31, 2021, we also conducted the annual compliance questionnaire among all employees working at domestic Group companies to identify the Group's level of compliance and plan for future measures. The results of these efforts were reported to and deliberated by the Compliance Committee, as well as reported to the Board of Directors. In the fiscal year ended March 31, 2021, we conducted various training to improve awareness of compliance, with over 900 employees taking part.

#### Compliance Training Sessions (FY2021/3)

Name of training	Target	Number of participants	
Training by job class	Years at work and job position	170 employees	
Training by workplace	Morinaga Group and affiliated companies' employees	767 employees	

## Operation of the Whistleblower System

We have installed a Helpline as a point of contact to report compliance violations and provide consultation regarding compliance. We have set up three contact points for consultation, internally, at the labor union, and at an external law firm, to handle not only cases of compliance violation that affect the user, but also cases of violation witnessed by others or potential violations with an ambiguity. We have appointed both male and female external lawyers, widening the options for those seeking consultation.

# **Basic Philosophy**

The Morinaga Group conducts Total Risk Management by identifying not only apparent risks, but also risks that potentially exist in its business activities and takes appropriate measures against the risks.

## **Risk Management System**

The Group has established the Total Risk Management Rules and set up the Total Risk Management Committee, as a body to conduct a cross-organizational review and implementation of total risk management. The Committee plans for risk management and performs monitoring and revision appropriately.

#### Total Risk Management System

	Board of Directors					
	Inquiries		Response			
Total Risk Manage	ment Comr	nittee				
<ul> <li>Vice-chair: Director responses of committee members:</li> <li>Officers responsible for the Division, Marketing Head well as the general mana Division, Corporate Strate Division, General Affairs I Center, Sales Division, Sa</li> </ul>	Chairperson: Representative Director, President     Vice-chair: Director responsible for the Quality Assurance Division					

Secretariat: General Affairs Department of General Affairs Division



# Major Risks Anticipated by the Morinaga Group and Responses Thereto

erspective	Risk item	Assumptions	Assumed risk		Response by the Morinaga Group
	1. Food safety	Ensuring food safety is the highest priority issue for a food company	Occurrence of large-scale recall or product liability compensation due to unexpected quality incidents     Influence on cost burden, social credibility, business performance, and financial status	-	<ul> <li>Establish a systematic quality assurance system such as Quality Assurance Rules</li> <li>Respond following Crisis Response Manuals</li> </ul>
	2. Production system	Production system of one product per factory, in principle	Serious impact on business performance and financial status due to factory inoperability as a result of a disaster.	-	<ul> <li>Maintain production of mainstay products and implement re-start measures following the business continuity management (BCM)</li> </ul>
S	3. Raw materials procurement	<ul> <li>Agricultural products as main raw materials</li> <li>Petroleum products used as packaging materials</li> </ul>	Impact on business performance and financial status in the event of price hike or difficulties in acquiring a sufficient volume of raw materials due to such reasons as poor crops resulting from unseasonable weather or political instability in the country of origin.	-	<ul> <li>Diversify procurement sources, maintain appropriate inventory, forward exchange contracts, make primary raw materials sustainable.</li> </ul>
Short- and medium-term	4. Weather, natural disasters, etc.	<ul> <li>Impact on the purchasing behavior</li> <li>Occurrence of major natural disaster</li> </ul>	Impact on business performance and financial status due to decreased purchasing opportunity and stagnation of the supply chain as a result of unforeseen weather conditions, or a large- scale natural disaster	-	<ul> <li>Demand prediction and production management based on information collection and analysis</li> <li>Ensure safety, and improve production and supply systems in the event of a disaster</li> </ul>
dium-term	5. Infectious diseases	<ul> <li>Epidemic of large-scale infectious diseases, etc.</li> <li>Change in purchasing behavior</li> </ul>	Impact on business performance and financial status due to stagnation of the supply chain, changes in consumer purchasing behavior as a result of an epidemic of an infectious disease	-	<ul> <li>Ensure safety during the epidemic, improve the production and supply system</li> <li>Conduct survey on consumer behavior, establish a product development system</li> </ul>
	6. Leakage of corporate and/ or personal information	<ul> <li>Use of information system in business</li> <li>Diversified cyber-attacks</li> </ul>	Large cost burden, credit damage, impact on business performance and financial status in the event of unexpected information leakage such as unauthorized access	-	Improve internal system and strengthen security     Specific measures and credit recovery in the event of information leakage
	7. Business expansion into overseas markets	Expand business through Group companies in the United States, China, etc.	Impact on business performance and financial status due to unpredictable events such as war, terrorism, changes in legal regulations and tax systems, and sudden fluctuations in exchange rate	-	<ul> <li>Strengthen business and risk management system by gathering information in each country and region</li> </ul>
	8. Corporate social responsibility	Compliance with laws and social norms and fulfillment of corporate social responsibility	Legal punishment, social sanctions, loss of trust, and damaged reputation or brand value, entailed in a regulatory violation or anti-social behavior	-	<ul> <li>Thorough compliance with laws and regulations based on the Code of Conduct</li> <li>Thorough risk management</li> </ul>
Medium- and long-term	9. Secure and foster human resources	Human Resources, an important issue for growth     Reduced domestic labor population	Reduced market competitiveness due to delay in securing and fostering suitable human resources and developing an environment for active job participation. Impact on business performance and financial status	-	<ul> <li>Establish the Diversity and Inclusion Policy</li> <li>Promote human resources development from a specialized and global standpoint</li> </ul>
1- and erm	10. Climate change and sustainability	Increased social issues for sustainability such as climate change due to global warming	Impact on business continuity, performance, and financial status for the medium- to long-term in the entire value chain from raw materials procurement to consumer purchasing behavior	-	<ul> <li>Efforts for environmental conservation and achieving a resource recycling society</li> <li>Enhance management of sustainability issues</li> </ul>

# Assessment and Management of Risks

The Group has categorized assumed risks and identified the main responsible department based on the Total Risk Matrix to have a clear handle on risks that require prioritized response. Segmented items that align each risk and the department implementing response are recorded in the Total Risk Map, with each business office taking specific risk management. The risk countermeasures for "normal" and "emergency" times are revised each year, and monitored through recording/ updating in the Total Risk Map. Training based on these contents is conducted and the results are then reported to the Total Risk Management Committee, fulfilling the cycle of PDCA. In addition, to ensure business continuity in the event of a disaster, we conduct regular revisions of the business continuity management (BCM) of mainstay products to ensure smooth operation of such management, and report the results to the Total Risk Management Committee.

# Response to COVID-19

The Total Risk Management Committee formulated a policy based on the infectious disease crisis response procedure, and held the Employees' Safety Subcommittee and Supply Chain Subcommittee as the initial response to discuss business continuity and safety measures for the employees. We believe it is necessary to continue verifying the sustainability of the supply chain, recommending telework, raising employee awareness by sharing the status of infection, and identifying the degree of impact on BCM/ BCP and discussing a response for when business establishments other than production sites are closed.