

The corporate governance of MinebeaMitsumi Inc. (the "Company") is described below.

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

### 1. Basic Views Update

#### (1) Basic Position on and Basic Policy for Corporate Governance

##### Basic Position on Corporate Governance

MinebeaMitsumi has adopted 'The Five Principles' as our company credo. The Five Principles are; "be a company where our employees are proud to work"; "earn and preserve the trust of our valued customers"; "respond to our shareholders' expectations"; "work in harmony with the local community"; and "promote and contribute to global society."

Consistent with this company credo, the Company's basic management policy is to maximize corporate value by fulfilling its social responsibilities to its various stakeholders, including shareholders, business partners, local communities, international society and employees.

In accordance with this basic management policy, the Company considers the enhancement and reinforcement of corporate governance to be a key management issue. Also, to ensure the sound management of the Company and to strengthen corporate governance, the Company is promoting the establishment, maintenance and expansion of its internal control system.

##### Basic Policy for Corporate Governance

#### 1) Securing the rights and equal treatment of shareholders

The Company shall secure the rights of shareholders, and improve a proper environment enabling the shareholders to exercise their rights, in order to substantially secure shareholder's right and equality.

#### 2) Appropriate cooperation with stakeholders other than shareholders

The Company shall be aware of the presence of its stakeholders and build appropriate cooperation with them, following our company credo.

#### 3) Ensuring appropriate information disclosure and transparency

The Company shall disclose information properly based on laws and regulations, and proactively offer any other information including non-financial matters.

#### 4) Responsibilities of the Board

The Board of Directors shall understand and perform the roles and duties of itself, based on fiduciary duty and accountability to the shareholders.

#### 5) Dialogue with shareholders

The Company shall develop policy and system that enable us to constructively communicate with the shareholders and give plain explanations to them.

#### (2) Basic Explanation of Company Organizations

The Company makes rapid and highly strategic management judgments by 12 Directors. At the same time, the Company makes significant transfer of the authority for business execution from Directors to Executive Officers and other equivalent officers by introducing an Executive Officer System to facilitate a clear distinction between management and supervisory functions and business executing functions. Moreover, aimed at obtaining advice on all aspects of our corporate management and strengthening the Board of Director's functions to supervise the organizations of execution, we include five Outside Directors out of the 12 Board members.

Furthermore, regarding the Audit & Supervisory Board Members, in order to strengthen and enhance its auditing functions, we have three Outside Audit & Supervisory Board Members (including one full-time Outside Audit & Supervisory Board Member) out of the four Audit & Supervisory Board members. In addition to holding the Audit & Supervisory Board and attending the Board of Directors' meetings and other important meetings, the Audit & Supervisory Board Members, in conjunction with the Independent Auditors, and the Internal Auditing Office, audit domestic offices and our Group Companies, to audit the Directors' execution of duties.

#### (3) Enhancement of Internal Control System

Based on the "Basic Policy for Internal Control System", the Company has comprehensively implemented such systems as the compliance system, information storage and management system, risk management system, efficiently performing duties system, group company control system, and auditing system, and is working to further strengthen them. (For details, please see the sections entitled "1. Basic Views on Internal Control System and the Progress of System Development" under "IV. Matters Related to the Internal Control System" of this report.)

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

The Company complies with each principle of the Corporate Governance Code.

[Principle 1.4 Cross-Shareholdings]

<<Policies on Cross-Shareholdings >>

1) The cross-shareholdings are for those that are considered to contribute to the enhancement of our corporate value by maintaining and improving stable business relationships through shareholdings. Every year, the Board of Directors meeting that includes Independent Outside Directors examines each individual cross-shareholding as to whether the continuation of the shareholding contributes to the improvement of our corporate value, based on the meaning and purpose of the shareholding in terms of the operational merits taking into account the status of transactions with the other party, and other economic rationale such as the capital cost of the shareholding, comparison with the share price in the market, dividend income, profitability (e.g., TSR) and so on. The Company eliminates at an appropriate time the holdings of those stocks determined not to offer rationale for ownership.

2) The number of listed stocks held as cross-shareholdings as of March 31, 2021 is eight. The total value of these cross-shareholdings on the balance sheet is 3,807 million yen. (This accounts for 0.83% of the Company's total equity in its Consolidated Statements of Financial Position [453,998 million yen].)

<<Standards for the Exercising Voting Rights>>

When we exercise voting rights relating to shareholdings, we will take appropriate measures after comprehensively determining whether or not we can contribute to the efficient and sound management of the other party and to sustainable growth and increased corporate value of the Company and the other party.

[Principle 1.7 Related Party Transactions]

Transactions with a conflict of interest carried out by a Director, etc., require a resolution of the Board of Directors pursuant to the "Regulations on the Board of Directors" and "Regulations on Executive Officers". In addition, in the case of related party transactions with the Company, it is the Company's policy to authorize the transaction and determine transactional conditions based on negotiations while taking into account market prices. The Company also discloses this information in Securities Reports, etc., pursuant to laws and regulations, etc.

[Principle 2-6 Roles of Corporate Pension Funds as Asset Owners]

The Company establishes a strategic asset portfolio mix from a medium- to long-term perspective and invests pension assets accordingly in order to guarantee the future provision of pension benefits, etc., through the MinebeaMitsumi Defined-Benefit Corporate Pension Plan.

The policy concerning asset management is determined by the Pension Investment Committee taking into account discussions with the asset management institution. The Pension Investment Committee comprises the heads of the Company's Business Administration and Administration and Corporate Planning Division, Accounting & Corporate Finance Division, and Personnel & General Affairs Division, etc.. Appropriately qualified staff are selected for and assigned to the committee's secretariat.

[Principle 3.1 Full Disclosure]

(i) Company Objectives (e.g., Business Principles), Business Strategies and Business Plans

Under our corporate philosophy to contribute to society by producing better products at a faster speed, in larger numbers, at lower cost and by smarter means, the Group is working to improve sustainable corporate value through our basic strategies (e.g., strengthening our core businesses, the "Eight Spears products strategy" and creation of synergy through collaboration). Through this, the Company aims to achieve 2.5 trillion yen in net sales and 250 billion yen in operating income in the fiscal year ending March 31, 2029.

The Company discloses the status of management including this information through Japanese and English versions of its briefing reports, presentations to investors, convocation notices of General Meetings of Shareholders, reports for shareholders and integrated reports, etc., as well as posts this information on its corporate website.

(ii) Basic Views and Guidelines on Corporate Governance

See "1. Basic Views" under "I. Basic Views on Corporate Governance, Capital Structure, Corporate Profile and Other Basic Information" of this report.

(iii) Policy and Procedures for Determination of Executive Management and Directors' Compensation

The policy and procedures for determination of Executive Management (indicating representative directors and executive directors; hereinafter the same shall apply) compensation is as in "Disclosure of Policy on Determining Compensation Amounts and Calculation Methods" in "[Director Compensation]" given later.

(iv) Policy and Procedures for Appointment and Dismissal of Executive Management and Nomination of Director and Audit & Supervisory Board Member Candidates

When appointing Executive Management and nominating Internal Director candidates, the Board of Directors consults with the Discretionary Nomination and Compensation Committee (hereinafter "Nomination and Compensation Committee") for which Independent Outside Directors account for more than half the members about whether the candidate is qualified for the position from the perspective of assigning the right person to the right position, considering accurate and swift decision making, appropriate risk management, supervision of business execution and capabilities for managing each function and each business division of the Company. The Nomination and Compensation Committee deliberates on the candidates and the Board of Directors then makes a decision respecting what is reported to it. If the execution of duties of Executive Management significantly fails to meet the qualifications in the above appointment criteria, dismissal will be deliberated on by the Nomination and Compensation Committee and the Board of Directors will make a decision based on the report of these deliberations.

As for the nomination of Outside Director candidates, the Board of Directors gives final approval based on the report given by the Nomination and Compensation Committee on whether the candidate is qualified for the position, based on a holistic assessment of the candidate's advanced expertise in corporate governance, compliance, risk management, corporate management, etc., following the criteria for determining independence.

In addition, when nominating Audit & Supervisory Board Member candidates, the Board of Directors gives final approval after gaining consent of the Audit & Supervisory Board upon electing a candidate after having holistically conducted reviews with consideration placed on financial, accounting, and legal expertise, knowledge of the Company's business fields and know-how in risk management and corporate management.

(v) Explanation of Appointment and Dismissal of Executive Management and Nomination of Director and Audit & Supervisory Board Member Candidates

The reason for appointment or nomination of candidates for Executive Management, Director and Audit & Supervisory Board Member can be found in the convocation notice of the General Meeting of Shareholders.

<https://www.minebeamitsumi.com/english/corp/investors/disclosure/meetings/>

If the Board of Directors approves the dismissal of Executive Management, the matter including reason for the dismissal will be disclosed promptly.

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

The Board of Directors prescribes matters to be resolved in the “Regulations on the Board of Directors,” while business execution authority not prescribed therein is delegated to Executive Officers and other equivalent officers. A system is in place to stimulate and speed up business execution and ensure efforts are made to enhance it.

The “Regulations on the Board of Directors” prescribe that in addition to matters stipulated in laws, regulations and the Articles of Incorporation, material management matters must be resolved as well.

[Principle 4.8. Effective Use of Independent Directors]

The Company currently has five Outside Directors. The Company has notified the Tokyo Stock Exchange that each of these Outside Directors is an independent officer.

[Principle 4.9 Independence Standards and Qualification for Independent Directors]

The Company appoints Independent Outside Directors following the requirements of Outside Director prescribed in the Companies Act and the criteria for determining independence of the Tokyo Stock Exchange.

[Supplementary Principle 4.11.1 View on the Appropriate Balance between Knowledge, Experience and Skills of the Board as a whole, and also on Diversity and Appropriate Board Size.]

The Company’s Board of Directors consists of no more than 12 Directors per the Articles of Incorporation in order to carry out management level decision making that is prompt and highly strategic. Currently, the Board of Directors consists of 11 members. The Company’s basic policy calls for the appointment of Directors that have the necessary knowledge, experience, and international outlook, regardless of their nationality, ethnicity, or gender, with an emphasis on the diversity of the Board of Directors.

Policy and procedures on the appointment of Directors is the same as indicated in Principle 3.1 (iv).

[Supplementary Principle 4.11.2 Information about Outside Directors, Outside Audit & Supervisory Board Members, and other Directors and Audit & Supervisory Board Members who also Serve as Directors, Audit & Supervisory Board Members or the Management at other Companies.]

The Company discloses the status of concurrent posts of Directors and Audit & Supervisory Board Members at other companies every year through the convocation notice of the General Meeting of Shareholders, Securities Report and Corporate Governance Report, etc.

The status of the main concurrent posts of the five Outside Directors is as follows:

Kohshi Murakami: TMI Associates as Advisor Attorney

Atsuko Matsumura: Professor of Economics, Tokyo International University, , Outside Director, Glosel Co., Ltd.

Yuko Haga: Representative at Haga Management Consulting Office, Professor at Graduate School of Management, NUCB Business School and Outside Director at Kyowa Kirin Co., Ltd.

Hirofumi Katase: Executive Vice Chairman & Director, I-Pulse Inc. President & Chief Executive Officer, I-Pulse Japan

Takashi Matsuoka: Director, Vice President Executive Officer, KEIAISHA Co., Ltd.

Inside Directors do not have concurrent posts as officers, etc. of other companies outside the Company and the Company’s Group; whereby, a system is in place that enables Directors to focus on their duties.

The status of the main concurrent posts of two part-time Outside Audit & Supervisory Board Members of the four Audit & Supervisory Board Members is as follows:

Shinichiro Shibasaki: Partner, Law Office Juricom

Makoto Hoshino: Representative, Makoto Hoshino Certified Tax Accountant Office

Full-time Audit & Supervisory Board Members and full-time Outside Audit & Supervisory Board Members do not have concurrent posts as officers, etc., of other companies outside the Company and the Company’s Group; whereby, a system is in place that enables Audit & Supervisory Board Members to focus on their duties.

[Supplementary Principle 4.11.3 Disclosure of Summary of the Results on Analysis and Evaluation its Effectiveness as a whole]

We periodically verify the members, agenda and operational status of the Board of Directors in terms of whether the entire Board of Directors is functioning appropriately. This is to ensure that the Board of Directors effectively fulfills its roles. With this, we evaluated the effectiveness of the Board of Directors to extract issues and identify problems and strengths.

Every Director and Audit & Supervisory Board Member undertakes a self-assessment with a written questionnaire in March every year. The purpose of this is to look back at progress on improvements from the previous fiscal year and to discover important issues for the next fiscal year to improve effectiveness. The Company conducted a Board of Directors effectiveness evaluation questionnaire with the involvement of a third party in 2021. The results of that were reported to the Board of Directors in June 2021 and a free discussion was held between the Directors and Audit & Supervisory Board Members. The questionnaire scores were almost the same as in the previous fiscal year.

Therefore, it is possible to say that the Board of Directors functioned sufficiently in general in FY2020. Moreover, the third party found no major concerns in the effectiveness of the Board of Directors of the Company from the questionnaire results in its analysis and assessment. Accordingly, it was acknowledged that the effectiveness of the Board of Directors has been secured in general. As a result of that, the Board of Directors will aim to be even more proactive in discussing sustainability promotion efforts. At the same time, it decided to hold periodic discussions to further deepen efforts to address sustainability issues focused on green transformation (GX) in the Company in this questionnaire.

The Board of Directors will continue to run through the PDCA cycle to clarify and follow-up on issues. In this way, it will aim to implement continuous improvement and to further improve its effectiveness.

[Supplementary Principle 4.14.2 Training Policy for Directors and Audit & Supervisory Board Members]

- 1) The Company establishes opportunities for training inside and outside the Company for newly elected Directors and Audit & Supervisory Board Members in order to promote understanding of and acquire knowledge necessary for their roles and duties.
- 2) The Company establishes opportunities for visits to major business sites including overseas and explanations by members of these business sites for Outside Directors and Outside Audit & Supervisory Board Members in order for them to gather information about the Company’s organization, business operations and business sites, etc.
- 3) The Company provides and pays for ongoing training for all Directors and Audit & Supervisory Board Members in order for them to fulfill their roles and duties.
- 4) The Company regularly holds theme-based training sessions at appropriate times for Audit & Supervisory Board Members, and

Executive Officers and other equivalent officers.

[Principle 5.1 Policy for Constructive Dialogue with Shareholders]

The Board of Directors has resolved the following as a policy for promoting constructive dialogue with shareholders.

The Company has adopted "The Five Principles" as our company credo. The Five Principles are "be a company where our employees are proud to work"; "earn and preserve the trust of our valued customers"; "respond to our shareholders' expectations"; "work in harmony with the local community"; and "promote and contribute to global society." Based on these company credos, the Company strives to realize sustainable growth and the medium- to long-term enhancement of corporate value. To accomplish this, the Company recognizes the understanding and support of stakeholders including shareholders and investors is essential.

As part of this measure, the Company actively carries out dialogue with shareholders and investors. At the same time, the Company strives to fulfill accountability as a corporation by explaining and disclosing information concerning management situation including progress of management plans, quantitative financial information, and non-financial information such as on corporate governance, the environment and CSR in a timely and appropriate manner using the Integrated Report.

The Corporate Communications and Investor Relations Office serves as the dedicated department for dialogue with shareholders. It deals with shareholders in cooperation with the related departments. The views of shareholders obtained through these dialogue activities are shared and utilized, and provided as feedback to management and related divisions through the distribution of reports at meeting bodies when necessary. The Company hosts presentations of financial results and telephone conferences of financial results for institutional investors and securities analysts. In addition, it has been actively communicating with investors outside of Japan remotely during the COVID pandemic.

At the same time, the Company makes efforts to disclose information through its corporate website.

In addition, the Company pays attention to the management of insider information in accordance with the "Minebea Mitsumi Group regulations on insider trading prevention," so that important facts that have not yet been disclosed are not communicated in our dialogue with shareholders.

## 2. Capital Structure

Foreign Shareholding Ratio	More than 30%
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### [Status of Major Shareholders] [Update](#)

Name / Company Name	Number of Shares Owned	Percentage (%)
The Master Trust Bank of Japan, Ltd. (Trust account)	45,682,500	11.23
Custody Bank of Japan, Ltd. (Trust account)	23,011,600	5.66
Takahashi Industrial and Economic Research Foundation	15,447,330	3.80
Sumitomo Mitsui Trust Bank, Limited	15,413,900	3.79
Custody Bank of Japan, Ltd. (Trust account 4)	13,954,500	3.43
SSBTC CLIENT OMNIBUS ACCOUNT	10,873,925	2.67
Sumitomo Mitsui Banking Corporation	10,223,597	2.51
MUFG Bank, Ltd.	10,181,739	2.50
KEIAISHA CO., LTD.	10,100,000	2.48
STATE STREET BANK CLIENT OMNIBUS OM04	9,065,206	2.23

Controlling Shareholder (except for Parent Company)	—
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Parent Company	None
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### Supplementary Explanation [Update](#)

The status of major shareholders is as of March 31, 2021. In addition, the percentage of shareholdings is calculated omitting treasury stock.

### 3. Corporate Attributes

Listed Stock Market and Market Section <span style="background-color: orange; color: red; font-weight: bold; padding: 2px;">Update</span>	Tokyo Stock Exchange First Section
Fiscal Year-End	March
Type of Business	Electric Appliances
Number of Employees (consolidated) as of the End of the Previous Fiscal Year	More than 1000
Sales (consolidated) as of the End of the Previous Fiscal Year	From ¥100 billion to less than ¥1 trillion
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	From 100 or more to less than 300

### 4. Policy on Measures to Protect Minority Shareholders in Conducting Transactions with Controlling Shareholder

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

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

### 1. Organizational Composition and Operation

Organization Form	Company with Audit & Supervisory Board Members
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#### [Directors]

Maximum Number of Directors Stipulated in Articles of Incorporation	12
Term of Office Stipulated in Articles of Incorporation	1 year
Chairperson of the Board	President
Number of Directors	12
Appointment of Outside Directors	Appointed
Number of Outside Directors <span style="background-color: yellow;">Update</span>	5
Number of Independent Directors <span style="background-color: yellow;">Update</span>	5

#### Outside Directors' Relationship with the Company (1) Update

Name	Attribute	Relationship with the Company*												
		a	b	c	d	e	f	g	h	i	j	k		
Kohshi Murakami	Lawyer													
Atsuko Matsumura	Academic													
Yuko Haga	From another company													
Hirofumi Katase	From another company													
Takashi Matsuoka	From another company									○				

\* 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. Executive of the Company or its subsidiaries

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

c. Executive of a fellow subsidiary company of the Company

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

e. Major client or supplier of the listed company or an executive thereof

f. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a Director/Audit & Supervisory Board Member

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

h. Executive of a client or supplier company of the Company (which does not correspond to any of d, e, or f) (the Director himself/herself only)

i. Executive of a company, between which and the Company Outside Directors/Audit & Supervisory Board Members are mutually appointed (the Director himself/herself only)

j. Executive of a company or organization that receives a donation from the Company (the Director himself/herself only)

k. Others

#### Outside Directors' Relationship with the Company (2) Update

Name	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
Kohshi Murakami	○	Mr. Kohshi Murakami is TMI Associates as Advisor Attorney	Mr. Murakami has a wealth of experience and keen insight as a judge and as an attorney-at-law. He serves in a supervisory role independent from management. The Company has reported him as independent director because there are no capital, personal or business relationships between him and the Company, demonstrating his independence is fully secured, and there is no concern of a conflict of interest with ordinary shareholders.

Atsuko Matsumura	○	Ms. Atsuko Matsumura is a professor with the Faculty of Economics, Tokyo International University (holding concurrent posts: part-time lecturer of Department of Social and Family Economy, Faculty of Human Sciences and Design, Japan Women's University) and Outside Director at Glosel Co., Ltd.	Ms. Matsumura has expertise in international economics, as well as broad knowledge and experience as an educator. She serves in a supervisory role independent from management. The Company has reported her as independent director because there are no capital, personal or business relationships between her and the Company, demonstrating her independence is fully secured, and there is no concern of a conflict of interest with ordinary shareholders.
Yuko Haga	○	Ms. Yuko Haga is a Representative at Haga Management Consulting Office and Professor at the Graduate School of Management, NUCB Business School. In addition, she is concurrently serving as the Outside Director of Kyowa Kirin Co., Ltd.	Ms. Yuko Haga has a wealth of insight and experience cultivated as a management consultant in addition to professional knowledge on corporate strategy. Therefore, she is fulfilling a management oversight function from a standpoint independent of management. The Company has reported her as an independent director because there are no capital, personal or business relationships between her and the Company, demonstrating her independence is fully secured, and there is no concern of a conflict of interest with ordinary shareholders.
Hirofumi Katase	○	Mr. Hirofumi Katase Executive Vice Chairman & Director, I-Pulse Inc. President & Chief Executive Officer, I-Pulse Japan	Mr. Hirofumi Katase has a wealth of insight and experience cultivated by serving important positions in government agencies in addition to professional knowledge on economics, industry, technological development, international trade, energy, the environment and space development. Therefore, the Company has determined that he will fulfill a management oversight function from a standpoint independent of management. The Company has reported him as an independent director because there are no capital, personal, business relationships or other interests between him and the Company, demonstrating his independence is fully secured, and there is no concern of a conflict of interest with ordinary shareholders.
Takashi Matsuoka	○	Mr. Takashi Matsuoka is Director and Vice President Executive Officer at KEIAISHA Co., Ltd. The Company has conducted constant commercial transactions with KEIAISHA Co., Ltd., including purchase of machinery and equipment, components and grease and other materials from the said company. However, because the value of transactions with the said company is insignificant in terms of transaction size of the Company and there is no possibility that these transactions affect decision-making of the Company.	The Company has reported him as independent director because there are no capital, personal or business relationships between him and the Company other than the matters appearing in "Supplementary Explanation of the Relationship," demonstrating his independence is fully secured, and there is no concern of a conflict of interest with ordinary shareholders.

Voluntary Establishment of Committee(s) Corresponding to Nomination Committee or Compensation Committee

Established

Status of Establishment of Voluntary Committee(s), Composition, and Attribution of Chair

	Committee name	Total members (persons)	Full-time members (persons)	Internal Directors (persons)	Outside Directors (persons)	Outside experts (persons)	Other (persons)	Chair
Voluntary committee corresponding to nomination committee	Nomination and Compensation Committee	5	1	1	3	0	1	Outside Director
Voluntary committee corresponding to compensation committee	Nomination and Compensation Committee	5	1	1	3	0	1	Outside Director

The Company has established the Nomination and Compensation Committee as an advisory body to the Board of Directors to improve the transparency and objectiveness of the Director candidate nomination and compensation decision processes.

#### Names of the Members and Composition

The Nomination and Compensation Committee shall have at least three members and at least half of them shall be Independent Outside Directors. The members are selected according to a resolution of the Board of Directors.

Chairman: Kohshi Murakami (Independent Outside Director)  
 Members: Yoshihisa Kainuma (Representative Director, Chairman & President CEO & COO)  
 Atsuko Matsumura (Independent Outside Director)  
 Yuko Haga (Independent Outside Director)  
 Shinichiro Shibasaki (Independent Outside Audit & Supervisory Board Member)

#### Activities of the Committee

The Nomination and Compensation Committee met six times in this fiscal year. It discussed candidates for Director to be submitted to the General Meeting of Shareholders and then made a report to the Board of Directors. In addition, it discussed a proposal to grant officers' bonuses for directors based on consolidated business results and the stock price level in the previous fiscal year, a proposal to revise the basic compensation of directors, an agenda item of the General Meeting of Shareholders to introduce a stock compensation system for Directors and a policy to determine the compensation etc. for individual directors. It then reported its findings to the Board of Directors.

### [Audit & Supervisory Board Members]

Establishment of Audit & Supervisory Board	Established
Maximum Number of Audit & Supervisory Board Members Stipulated in Articles of Incorporation	5
Number of Audit & Supervisory Board Members	4

### Cooperation among Audit & Supervisory Board Members, Independent Auditors and Internal Audit Departments

The Audit & Supervisory Board periodically holds meetings with the Internal Auditing Office, listens to and gives opinions on annual audit plans and their objectives, etc., and receives reports about all internal audit results. In implementing audits, the Audit & Supervisory Board holds prior discussions on important auditing points and other matters, and joins and observes internal audits where necessary. In addition, the Audit & Supervisory Board receives explanations of the audit structure, audit plan, and audit implementation status from KPMG AZSA LLC, the Company's independent auditor, as well as carries out information sharing and information exchanges, etc. It also joins in or remotely takes part in accounting audits conducted of domestic business sites and Group Companies, through which it regularly checks the suitability of the auditing method.

Appointment of Outside Audit & Supervisory Board Members	Appointed
Number of Outside Audit & Supervisory Board Members	3
Number of Independent Audit & Supervisory Board Members	3

### Outside Audit & Supervisory Board Member's Relationship with the Company (1)

Name	Attribute	Relationship with the Company*												
		a	b	c	d	e	f	g	h	i	j	k	L	m
Koichi Yoshino	From another company													
Shinichiro Shibasaki	Lawyer													
Makoto Hoshino	Tax Accountant													

\* Categories for "Relationship with the Company"

\* "○" when the Audit & Supervisory Board Member presently falls or has recently fallen under the category;

"△" when the Audit & Supervisory Board Member fell under the category in the past

\* "●" when a close relative of the Audit & Supervisory Board Member presently falls or has recently fallen under the category;

"▲" when a close relative of the Audit & Supervisory Board Member fell under the category in the past

a. Executive of the Company or its subsidiary

b. Non-executive Director or accounting advisor of the Company or its subsidiaries

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



- d. Audit & Supervisory Board Member of a parent company of the Company
- e. Executive of a fellow subsidiary company of the Company
- f. A party whose major client or supplier is the Company or an executive thereof
- g. Major client or supplier of the Company or an executive thereof
- h. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as an Audit & Supervisory Board Member
- i. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)
- j. Executive of a client or supplier company of the Company (which does not correspond to any of f, g, or h) (the Audit & Supervisory Board Member himself/herself only)
- k. Executive of a company, between which and the Company Outside Directors/Audit & Supervisory Board Members are mutually appointed (the Audit & Supervisory Board Member himself/herself only)
- l. Executive of a company or organization that receives a donation from the Company (the Audit & Supervisory Board Member himself/herself only)
- m. Others

Outside Audit & Supervisory Board Member's Relationship with the Company (2) Update

Name	Designation as Independent Audit & Supervisory Board Member	Supplementary Explanation of the Relationship	Reasons of Appointment
Koichi Yoshino	○	---	In addition to his wealth of overseas experience and practical management experience in a general trading company and in the manufacturing industry, Mr. Yoshino possesses the qualification of a certified internal auditor and considerable expertise in finance and accounting. He serves in a supervisory role independent from management. The Company has made the judgment that he will be able to reflect his wealth of experience and advanced insights into audits of the Company. The Company has reported him as independent Audit & Supervisory Board Member because there are no capital, personal or business relationships between him and the Company, demonstrating his independence is fully secured, and there is no concern of a conflict of interest with ordinary shareholders.
Shinichiro Shibasaki	○	Mr. Shinichiro Shibasaki is Partner at Law Office Juricom as well as Member of Dispute Resolution Committee of The General Insurance Association of Japan and Visiting Professor at Tokai University School of Medicine.	As a lawyer, Mr. Shibasaki is well versed in corporate law. He serves in a supervisory role independent from management. The Company has reported him as independent Audit & Supervisory Board Member because there are no capital, personal or business relationships between him and the Company, demonstrating his independence is fully secured, and there is no concern of a conflict of interest with ordinary shareholders.
Makoto Hoshino	○	Makoto Hoshino is the Representative of Makoto Hoshino Certified Tax Accountant Office	In addition to his wealth of experience in tax affairs over many years since joining the taxation bureau, Mr. Hoshino also possesses considerable expertise in finance and accounting. He serves in a supervisory role independent from management. The Company has made the judgment that he will be able to reflect his wealth of experience and advanced insights into audits of the Company. The Company has reported him as independent Audit & Supervisory Board Member because there are no capital, personal or business relationships between him and the Company, demonstrating his independence is fully secured, and there is no concern of a conflict of interest with ordinary shareholders.

**[Independent Directors/Audit & Supervisory Board Members]**

Number of Independent Directors/Audit & Supervisory Board Members Update

8

Matters relating to Independent Directors/Audit & Supervisory Board Members

**[Incentives]**

Incentive Policies for Directors

Performance-linked Compensation / Stock Options

Supplementary Explanation Update

The Company has adopted performance-linked monetary compensation and performance-linked non-monetary compensation. The policy

and procedures for determination of compensation is as in “Disclosure of Policy on Determining Compensation Amounts and Calculation Methods” in “[Director Compensation]” given later.

Recipients of Stock Options

Inside Directors

Supplementary Explanation **Update**

A stock option system was introduced with a resolution at the 66th Ordinary General Meeting of Shareholders held on June 28, 2012. The Company is not currently issuing new stock options due to the introduction of the performance-linked stock compensation system with a resolution at the 74th Ordinary General Meeting of Shareholders held on June 26, 2020. However, the stock options assigned as compensation in the past remain effective.

## [Director Compensation]

Disclosure of Individual Directors' Compensation

Selected Directors

Supplementary Explanation

The Company discloses in its Business Report the total amount of each type of compensation and total number of individuals receiving compensation broken down by Director and Audit & Supervisory Board Member (Outside Directors and Outside Audit & Supervisory Board Members are each included).

The Company discloses in its Securities Report the total amount of each type of compensation and total number of individuals receiving compensation for Directors (excluding Outside Directors), Audit & Supervisory Board Members (excluding Outside Audit & Supervisory Board Members), and Outside Directors and Outside Audit & Supervisory Board Members. Additionally, the Company discloses Directors who receive more than 100 million yen in total compensation individually.

Policy on Determining Compensation Amounts and Calculation Methods **Update**

Established

Disclosure of Policy on Determining Compensation Amounts and Calculation Methods

The Company has established the Discretionary Nomination and Compensation Committee chaired by an Independent Outside Director with more than half of its members being Independent Outside Directors. The aim of this is to improve transparency and objectivity in the process to determine the compensation of Directors. The Board of Directors determines the compensation etc. of individual Directors after discussions by the Nomination and Compensation Committee. This is done under the following compensation composition and calculation method within the compensation limits determined at the General Meeting of Shareholders.

### Basic Remuneration

Basic remuneration consists of remuneration for duties according to the position of each Director and performance remuneration revised each term in consideration of each Director's performance, business results and various other factors. Outside Directors receive only basic remuneration in consideration of their expected roles.

### Performance-linked Monetary Compensation

The Company has introduced Directors' bonuses. The aim of this is to motivate Directors to improve corporate value as expressed in the stock price while emphasizing the net income that is the final result of each consolidated fiscal year.

Performance indicators: Consolidated business results focused on net income and stock price level, etc.

Actual results: Consolidated net income of 38.7 billion yen, consolidated sales growth rate of +1%, consolidated operating income of 51.1 billion yen and a Nikkei stock average performance for the Company's stock price of +14%

Calculation method: The Company calculates the amount of payment based on the bonus calculation table established separately for actual results. The bonus calculation table reflects the performance, duties and achievements according to the position of each internal Director.

The Company has introduced incentive compensation. The aim of this is to motivate Directors to improve business results and corporate value by achieving the mid-term business plan.

Performance indicators: Consolidated sales, consolidated operating income and the Company's market capitalization

Actual results: Consolidated sales of 988.4 billion yen, consolidated operating income of 51.1 billion yen and a market capitalization at the end of the term of 1,208.2 billion yen

Calculation method: The Company calculates the amount of payment based on the incentive compensation calculation table established separately for actual results. The calculation table reflects the performance, duties and achievements according to the position of each internal Director.

Incentive compensation ended in the previous fiscal year.

### Performance-linked Stock Compensation (Non-monetary Compensation)

The Company has introduced performance-linked stock compensation. The aim of this is to raise the awareness of Directors to contribute to improving mid- to long-term business results and to increasing corporate value. This is done by Directors sharing the profits and risks from stock price fluctuations with shareholders. The Company awards points according to the degree of contribution of Directors to business results and then gives shares in the Company equivalent to the cumulative number of points awarded at the time of retirement.

Performance indicator: Consolidated net income

Actual results: Consolidated net income of 38.7 billion yen

Calculation method: The Company calculates performance-linked stock compensation by combining quantitative and qualitative evaluations based on the point calculation table stipulated in the “Share Grant Regulations.”. The qualitative evaluation incorporates a certain part of the situation concerning ESG efforts. The aim of this is to sustainably improve corporate value. The Company determines the points to be awarded according to the degree of contribution of each Director to business results and then gives shares in the Company equivalent to

that number of points when each Director retires.

Details of the Resolution at the General Meeting of Shareholders

The maximum compensation for Directors is less than 1.5 billion yen per annum (for Outside Directors the maximum is less than 70 million yen per annum) as approved at the 75th Ordinary General Meeting of Shareholders held on June 29, 2021. The performance-linked stock compensation is in addition to the aforementioned maximum compensation as approved at the 74th Ordinary General Meeting of Shareholders held on June 26, 2020. It was also resolved at that meeting that the upper limit shall be 100,000 points (1 point = 1 share in the Company) per fiscal year.

The maximum compensation for Audit & Supervisory Board Members is less than 100 million yen per annum as approved at the 61st Ordinary General Meeting of Shareholders held on June 28, 2007.

The Company's policy and procedures for the determination of Executive Management and Directors' Compensation can be found in Principle 3-1 (iii)." under "[Disclosure Based on the Principles of the Corporate Governance Code]" of "1. Basic Views" under "I. Basic Views on Corporate Governance, Capital Structure, Corporate Profile and Other Basic Information" of this report.

## [Supporting System for Outside Directors and/or Outside Audit & Supervisory Board Members]

Support for Outside Directors is basically handled by the Secretariat of the Board of Directors, but the relevant departments appropriately handle as necessary. With regard to Outside Audit & Supervisory Board Members, the Company strives to maintain close contact with full-time Audit & Supervisory Board Members and share information. In addition, the Company distributes materials and gives advance explanations on the necessary agenda items for the Board of Directors meetings in advance to Outside Directors and Outside Audit & Supervisory Board Members in order to ensure that they understand the details of the agenda and reported items as soon as possible.

## 2. Matters on Functions of Business Execution, Auditing, Oversight, Nomination and Compensation Decisions (Overview of Current Corporate Governance System) Update

### (1) Decision-making and Supervisory Role of Management

With regard to the Company's management level decision-making and supervisory role, the Company has a system in place for carrying out prompt and highly strategic decision making with the Board of Directors comprised of 12 Directors as the ultimate organization for resolutions in carrying out important strategic decision making. Five Outside Directors provide advice with regard to overall corporate management. The Company is making efforts to reinforce the supervisory role of the Board of Directors covering business execution organizations.

Additionally, the term of office of Directors is set at one year in order to clarify the management responsibilities of Directors and establish a management structure capable of addressing changes in the management environment promptly.

### (2) Execution Role of Management

With regard to the execution role of the Company's management, the Company has adopted the Executive Officer System in which the authority of Directors to execute business operations is delegated to Executive Officers and other equivalent officers. As a result, this system is in place to stimulate, speed up and enrich business execution.

### (3) Monitoring Role of Management

As for the Company's monitoring role of management, a monitoring system is in place comprised of four Audit & Supervisory Board Members (three of which are Outside Audit & Supervisory Board Members). In addition, the Company seeks to reinforce this mutual monitoring system among Directors by not assigning titles to Directors other than the Representative Director.

### (4) Summary of Each Organization

#### (a) Board of Directors Meeting

Meetings of the Company's twelve member Board of Directors (of which five are Outside Directors) are held basically once every month and as needed to facilitate a swift and strategic decision-making process. In addition, the Board of Directors oversees management. Significant business matters related to our domestic and overseas Group Companies are reported to and resolved by the Board of Directors.

#### (b) Nomination and Compensation Committee

This committee was established as an advisory body to the Board of Directors to improve the transparency and objectiveness of the Director candidate nomination and compensation decision processes. The chairperson of this committee is an independent Outside Director and at least half of the members are independent Outside Directors.

#### (c) Senior Executive Officer Council

This is the President and Chief Executive Officer's advisory panel. Matters related to business operations are discussed by the Senior Executive Officer Council in basically a monthly meeting or in extraordinary Senior Executive Officer Council meetings when necessary.

#### (d) Executive Officers Meeting

Business operations of domestic and overseas Group Companies are reported on at quarterly Executive Officers meetings as well as other Executive Officers meetings held on an as-needed basis in order to enhance cooperation between Executive Officers and other equivalent officers.

#### (e) Audit & Supervisory Board Meeting

The Ordinary Audit & Supervisory Board meetings are held basically once every month and extraordinary meetings are held accordingly, to discuss and adequately analyze specific issues. Also, meetings with the Representative Director, President, Chief Executive Officer and Outside Directors are held every quarter to exchange opinions.

#### (f) Other Committees

Committees are established for specific matters necessary for adequate business operations, such as Compliance, Risk Management, Environmental Management, Information Security, Quality Management and Patents, etc.

### (5) Status of Accounting Audit

KPMG AZSA LLC carries out the Company's accounting audits pursuant to the audit service agreement it has concluded with the Company for the implementation of audits under the Companies Act and audits under the Financial Instruments and Exchange Act. As of March 31, 2021, the certified public accountants who carried out the Company's account audit operations are Mr. Junichi Obi, Mr. Takuju Kamiyama and Mr. Yuhi Suzuki. Additionally, support staff for accounting audit operations includes 14 certified public accountants and 11 others.

## 3. Reasons for Adoption of Current Corporate Governance System

In addition to establishing a Board of Directors and an Audit & Supervisory Board as bodies under the Companies Act, the Company has established a Nomination and Compensation Committee and Senior Executive Officer Council as discretionary bodies to supplement those

functions.

The Company has adopted this system because it achieves effective governance. It does this by the Board of Directors, including Outside Directors, overseeing business execution and making rapid and highly strategic management decisions while the Audit & Supervisory Board Members, including Outside Audit & Supervisory Board Members, audit the execution of the responsibilities of Directors from an objective and independent standpoint.

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

#### 1. Measures to Vitalize the General Shareholder Meetings and Smooth Exercise of Voting Rights Update

	Supplementary Explanations
Early Notification of General Meeting of Shareholders	The 75th Ordinary General Meeting of Shareholders was held on June 29, 2021, and the convocation notice was sent out on June 1, 2021.
Allowing Electronic Exercise of Voting Rights	The Company allows voting rights to be exercised over the Internet, etc.
Participation in Electronic Voting Platform	The Company participates in the digital platform for the exercising of voting rights for institutional investors operated by ICJ Inc.
Providing Convocation Notice in English	The Company prepares an English language version of the convocation notice and posts it on its website.
Other	The Company posts the convocation notice and attachments on its website. On May 28, 2021 (four days prior to the date when the convocation notice for the 75th Ordinary General Meeting of Shareholders was sent out), the Company disclosed it to Tokyo Stock Exchange, Inc. and posted it on the Company's website.

#### 2. IR Activities

	Supplementary Explanations	Explanation by Representative
Preparation and Publication of Disclosure Policy	The Company posts its Disclosure Policy on the Investors section of its website: <a href="https://www.minebeamitsumi.com/english/corp/investors/management/dpolicy/">https://www.minebeamitsumi.com/english/corp/investors/management/dpolicy/</a>	
Regular Investor Briefings for Analysts and Institutional Investors	The Company holds a briefing or telephone conference immediately after each quarterly and year-end presentation of financial results. Briefing materials and video streaming links are posted on the Company's website.	Yes
Regular Investor Briefings for Overseas Investors	English language versions of the above briefing materials are posted on the Company's website for overseas investors.	Yes
Posting of IR Materials on Website	The Company posts its management policy, stock and bond information, IR library, and business results/financial data, etc. on the Investors section of its website: <a href="https://www.minebeamitsumi.com/english/corp/investors/index.html">https://www.minebeamitsumi.com/english/corp/investors/index.html</a> .	
Establishment of Department and/or Manager in Charge of IR	Corporate Communications and Investor Relations Office, Business Administration and Corporate Planning Division	

### 3. Measures to Ensure Due Respect for Stakeholders Update

	Supplementary Explanations
<p>Stipulation of Internal Rules for Respecting the Position of Stakeholders</p>	<p>The Company has established the MinebeaMitsumi Group Code of Conduct. The Code states "a corporation has been required to be not only an organization that pursues profits through free and fair competitions but also an entity that broadly provides usefulness to the society. Under these circumstances, compliance (observance of laws and ethical principles) is regarded as an important element of business management. In addition, a corporation has been required to be fair and sincere to its stakeholders from the viewpoint of corporate governance. In other words, a company has duties to fulfill its social responsibility and improve its corporate value not only by complying with laws and regulations but also, as a corporate citizen, by conducting appropriate and fair business management based on corporate ethics."</p> <p>The Company has established the MinebeaMitsumi Group Officer and Employee Compliance Guidelines as a set of minor regulations within the Code of Conduct with the purpose of ensuring that all officers and employees of the Group share the values and ethics of the Code of Conduct and take specific actions, with the recognition that compliance in a corporation is sustained by each of its officers and employees and that this is an era when more and more consciousness and responsibilities are required of each member of a corporation in addition to actions by the corporation itself.</p> <p>The Company has established the Compliance Management Regulations to properly manage and address compliance issues as well as promptly implement various measures with the goal of reinforcing the Group's compliance system.</p>
<p>Implementation of Environmental Activities, CSR Activities etc.</p>	<p>With regard to corporate social responsibilities (CSR), the Company has established the MinebeaMitsumi Group Basic CSR Policy. Based on this policy and the MinebeaMitsumi Group's CSR Implementation Principles, the Company is carrying out initiatives aimed at the realization of a sustainable society.</p> <p>The Company established the Sustainability Management Division to fulfill its social responsibilities as a global company and to enhance the sustainability of management. The Company established the CSR Promotion Office and Compliance Promotion Office under this division. These organizations focus on the promotion of CSR activities across the entire MinebeaMitsumi Group and on advancing the ethics and legal compliance system, including the Compliance Committee. With regard to environmental management, the Company responds in an organized manner, having established the MinebeaMitsumi Group Environmental Policy, along with the Environmental Management Committee and the Group Environmental Management Department under the Sustainability Management Division in the same way.</p> <p>In addition, the Company promotes efforts to realize a decarbonized society. The Company is aiming to reduce CO2 with the adoption of its products that contribute to the environment in addition to reducing CO2 emitted in its production processes. The Company recognizes it must reduce its environmental burden in all processes – from planning to development and design and commercialization – with its products that contribute to the environment. Recognizing this, it certifies products with a particularly excellent contribution to the environment as "MinebeaMitsumi Green Products" and is strengthening this initiative. The Company reports these specific efforts of the MinebeaMitsumi Group in its Integrated Report every year. It also publishes the latest information on its website as appropriate.</p>
<p>Development of Policies on Information Provision to Stakeholders</p>	<p>The MinebeaMitsumi Group Code of Conduct and the MinebeaMitsumi Group Officer and Employee Compliance Guidelines stipulate that the Company will disclose information concerning its business activities, organizational management, financial condition and business results in a timely manner following relevant laws, regulations and precedents.</p>
<p>Other</p>	<p>The Company has announced its participation in the UN Global Compact.</p>

### 1. Basic Views on Internal Control System and the Progress of System Development

By establishing an internal control system that disciplines business management, we will reinforce corporate governance and strongly fulfill the company's social responsibilities, as well as further increase corporate value.

Based on the Companies Act, the Company enacted its Basic Policy for the Formulation of an Internal Control System by a resolution of the Meeting of the Board of Directors in an effort to ensure the sound management of the Company. A summary of this resolution is provided below.

<Structure of Internal Control System, etc.>

1. Structure to assure that Directors', Executive Officers' and other equivalent officers. and employees' execution of duties conform to laws and regulations and Articles of Incorporation (Compliance structure)
  - (1) The Group has set up a management structure regarding compliance and established the MinebeaMitsumi Group Code of Conduct (hereafter the "Code of Conduct"), the MinebeaMitsumi Group Officer and Employee Compliance Guidelines (hereafter the "Compliance Guidelines") and Compliance Management Rules (hereafter the "Rules") in order to have group company Directors, Executive Officers and other equivalent officers. and employees follow laws and regulations, the Company's Articles of Incorporation and the Company Credo.
  - (2) These Code of Conduct and Compliance Guidelines have set the specific guidelines and standards that have to be observed for labor, safety and health, environment protection, and ethical management. In order to enforce this, the Compliance Committee was established to control the Group's compliance efforts in a cross-sectional manner, as well as educating officers and staff members. In the Rules, the basic policy, such as a basic policy of the compliance in our group, organization, and management rules are defined, and the various measures regarding maintenance of organization and compliance are implemented appropriately.
  - (3) The MinebeaMitsumi Group will have nothing to do with anti-social forces and organizations that threaten social order or safety. It will not acquiesce to unreasonable demands, and it will work uncompromisingly in cooperation with external authorized institutions such as police and lawyers. Moreover, it is also written in the Code of Conduct and the Compliance Guidelines.
  - (4) Activities of the Compliance Committee are reported to the Board of Directors regularly, or whenever necessary.
  - (5) Outside Directors in the Board of Directors will be appointed in order to have the check-and-balance system that assures the legality of the Directors' execution of duties.
2. Storage and management of information related to execution of duties by Directors and Executive Officers and other equivalent officers (Information storage management structure)
  - (1) The MinebeaMitsumi Group has established the MinebeaMitsumi Group Document Management Rules for maintaining documents (including electronic records) and other relevant materials.
  - (2) If the documents should be kept for a certain period of time or at a certain location, the preservation period and location must follow these rules except in cases where there are specific provisions in any law. The documents are stored by a method as it can be viewed within two days, if there is an inspection request from a Director or Audit & Supervisory Board Member.
3. Rules for risk of loss management and other structures (Risk management structure)
  - (1) The MinebeaMitsumi Group established "MinebeaMitsumi Group Basic Rules for Risk Management" that systematically sets up risk management. The Chief Officer of the risk management of MinebeaMitsumi Group shall be the Representative Director, President and Chief Executive Officer, and the Risk Management Committee is under his direct control.
  - (2) Based on these Rules, the individual risks will be monitored continuously by each responsive organization, and we also assume and classify specific risks in advance, and develop a quick, adequate communication and emergency structure in case of an emergency.
  - (3) The Risk Management Committee will regularly review above structure, verify specific items and report the status of risk management including such verification results to the Board of Directors regularly, or whenever necessary.
4. Structure to assure that the execution of duties by the Directors and Executive Officers and other equivalent officers are efficiently performed (system for an Efficient Execution of Duties)
  - (1) The Company makes rapid and highly strategic management judgments by limiting the number of Directors to 12 or less. At the same time, the Company makes significant transfer of the authority for business execution from Directors to Executive Officers by introducing an Executive Officer System to facilitate a clear distinction between management and supervisory functions and business executing functions and speed up the business execution.
  - (2) The MinebeaMitsumi Group sets group-wide goals that are shared by Directors, Executive Officers and other equivalent officers and employees and spreads those goals across the group. In addition, to achieve the goals, chiefs of headquarters and officers in charge of divisions and chiefs of business units determine specific objectives to be implemented by each headquarters, division or business unit and efficient methods of achieving the objectives. Their performance results are converted into verifiable data via an IT system and are regularly reviewed by the Board of Directors after being analyzed by each relevant headquarters, division and business unit. Leveraging the inherent strength of this process, enables us to sweep away obstacles to efficiency, bring everyone closer to achieving their goals, and lay a solid foundation upon which we can build a more efficient organization.
5. Structures to ensure that the operations of the Company's and its subsidiaries are adequate (Group company management structure)
  - (1) The Company's headquarters, divisions and business units take all necessary steps to provide effective guidance on group company business operations.
  - (2) Our common commitment to legal and ethical standards is reflected in the "MinebeaMitsumi Group Code of Conduct" and the "Compliance Guidelines."
  - (3) "Rules for Management of Group Companies" that are common to our group are established in order to establish the management standards and management procedures for its Group Companies located domestically in Japan and overseas as well, and to facilitate business development of the corporate group consisting of the Company and the Group Companies, strengthen its corporate governance structure and enhance its corporate value.
  - (4) In order to increase the effects of the internal control system audits for Group Companies currently done by the Audit & Supervisory Board Members, we maintain a cooperative posture toward the Audit & Supervisory Board Members.
  - (5) We set numerical goals for each Group Company, review them regularly, and provide relevant organizations with feedback after performing a thorough performance review.
  - (6) The Internal Auditing Office regularly audits the Group Companies.
6. Structure to ensure the effectiveness of audits by the Audit & Supervisory Board (Audit structure-related matters)
  - (1) Issues concerning when an Audit & Supervisory Board Member requests for an employee to assist him/her and issues concerning such

employee's independence from Directors

- (i) When such employee is required, he/she is properly set, and we assist the audit.
  - (ii) When an employee in charge of work to assist duties of an Audit & Supervisory Board Member receives directions on the work from the Audit & Supervisory Board Member, a system that allows such employee to concentrate on following commands and orders is established.
  - (iii) The audit support by such employee is done under the Audit & Supervisory Board Member's directions and orders.
  - (iv) The Audit & Supervisory Board's opinion is respected on the personnel changes and personnel evaluation regarding such employee.
- (2) Structure of Directors', Executive Officers' and other equivalent officers. and employees' report to the Audit & Supervisory Board Member, and other reporting structure to the Audit & Supervisory Board Member
- (i) The Directors report the following to the Audit & Supervisory Board
    - (a) Matters discussed at the Senior Executive Officer Council
    - (b) Matters that might cause the Group a significant loss
    - (c) Monthly business conditions that are important
    - (d) Important matters regarding internal audit status and risk management
    - (e) Significant violations of law or Articles of Incorporation
    - (f) Status of calls to the compliance hotline and their contents
    - (g) Other important matters related to compliance
    - (h) Matters related to request for approval decided by Directors or Executive Officers and other equivalent officers.
    - (i) Agreements executed by Directors or Executive Officers and other equivalent officers.
    - (j) Matters related to litigations
  - (ii) Executive Officers and other equivalent officers. directly report (b) to (e) in (i) above hereof to the Audit & Supervisory Board. Also, if the employee discovers a significant fact related to (b) and (e) in (i) above hereof, he/she may directly report it to the Audit & Supervisory Board.
  - (iii) Group Companies' Directors, Audit & Supervisory Board Members or employees who execute business operations or any person who receives a report from them may report a matter concerning (b) to (e) in (i) above directly to the Audit & Supervisory Board.
  - (iv) Executives and employees of the Company and Group Companies shall not be treated disadvantageously by reason of their reporting on each item listed above.
- (3) Other matters in order to ensure the efficiency of the Audit & Supervisory Board Member's audit
- (i) The Audit & Supervisory Board Member has an opportunity to interview Directors, Executive Officers and other equivalent officers. and important employees, as well as hold informal meetings regularly with Representative Director, President and Chief Executive Officer and the Independent Auditor respectively.
  - (ii) The Internal Auditing Office carries out the internal audit items requested by the Audit & Supervisory Board Members based on discussions with the Audit & Supervisory Board and reports those results to the Audit & Supervisory Board.
  - (iii) As a general rule, costs arising from execution of duties by Audit & Supervisory Board Members are expensed based on the annual budget planned by the Audit & Supervisory Board. When an Audit & Supervisory Board Member asks for advance payment of costs, etc. required for execution of his or her duties by necessity, the costs or obligations are processed promptly.

## 2. Basic Views on Eliminating Anti-Social Forces

In recent years so-called "antisocial forces," i.e. criminal entities, have been taking ever more shadowy paths as they mask their illicit activities behind various business fronts and employ cunning means of appropriating funds. Any society that aims to maintain public order and safety must root out these dark forces wherever they exist. The same goes for companies that wish to fulfill their social responsibilities, ensure compliance with the law, and eliminate risks.

MinebeaMitsumi's Code of Conduct promises that the MinebeaMitsumi Group will have nothing to do with antisocial influences that threaten social order or safety. It guarantees that we will not acquiesce to unreasonable demands and will work uncompromisingly in cooperation with external authorized institutions such as police and lawyers. The MinebeaMitsumi Group Officer and Employee Compliance Guidelines maintains that "we shall take a resolute attitude toward antisocial forces and groups that pose a threat to the order and safety of civil society, and shall sever any relations with those forces and groups." At MinebeaMitsumi, we make sure that all employees across the Group are aware of these rules and guidelines. We have even set up an internal organization responsible for overseeing employees and departments with an eye to ensuring that they have absolutely no ties with any criminal entities, etc.

On top of that we do everything possible to make all employees of MinebeaMitsumi and its Group Companies informed of initiatives aimed at weeding out and preventing these corrupt entities from casting their dark shadow over our organization. We also incorporate provisions designed to root out these "antisocial forces" in basic business agreements signed by our Group's suppliers so they can join us in our efforts to stamp out corruption.



### 1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures

Not adopted

Supplementary Explanation [Update](#)

A summary of the basic policy concerning approaches of persons who control decisions on the Company's financial and business policies is presented below.

#### 1. Overview of the Details of Basic Policy

The Company believes that the persons who control decisions on the Company's financial and business policies need to be persons who fully understand the details of the Company's financial and business affairs and the source of the Group's corporate value and who will make it possible to continually and persistently ensure and enhance the Group's corporate value and, in turn, the common interests of its shareholders.

The Company believes that ultimately its shareholders as a whole must make the decision on any proposed acquisition that would involve a transfer of corporate control of the Company. Also, the Company would not reject a large-scale acquisition of the shares in the Company if it would contribute to the corporate value of the Group and, in turn, the common interests of its shareholders.

Nonetheless, there are some forms of corporate acquisition that benefit neither the corporate value of the target company nor the common interests of its shareholders including without limitation, those with a purpose that would obviously harm the corporate value of the target company and the common interests of its shareholders, those with the potential to substantially coerce shareholders into selling their shares, those that do not provide sufficient time or information for the target company's Board of Directors and shareholders to consider the details of the large-scale acquisition or for the target company's Board of Directors to make an alternative proposal and those that require the target company to discuss or negotiate with the acquirer in order to procure more favorable terms for shareholders than those presented by the acquirer.

In order for the Group to ensure and enhance the corporate value and, in turn, the common interests of its shareholders, the Group needs to deploy our vertically integrated production system and large overseas mass production plants across the globe to firmly improve and reinforce the "Eight Spears" of our core businesses that we have been working to enhance. At the same time, we need to efficiently and continuously develop new products, cultivate new markets and revolutionize production technology in the mid- to long-term through collaboration.

Unless the acquirer in a proposed large-scale acquisition of the shares in the Company understands the source of the corporate value and the characteristics that are indispensable to enhance the corporate value of the Group, as well as the details of the financial and business affairs of the Company, and will ensure and realize these elements over the medium-to-long-term, the corporate value of the Group and the common interests of its shareholders would be harmed.

Therefore, the Company believes that persons who would make a large-scale acquisition of the shares in the Company in a manner that does not contribute to the corporate value of the Group or the common interests of its shareholders would be inappropriate to become persons who control decisions on the Company's financial and business policies. The Company believes that it is necessary to deter acquisitions that are detrimental to the corporate value of the Group and, in turn, the common interests of its shareholders by such persons.

#### 2. Overview of the Details of the Special Efforts to Contribute to the Realization of the Basic Policy

Under our corporate philosophy to contribute to society by producing better products at a faster, in larger numbers, at lower cost and by smarter means, the Group fulfills our social responsibility to various stakeholders including our shareholders, business partners, local communities, the international society and employees. At the same time, we aim to sustainably improve our corporate value.

Based on the above-mentioned Business Principles, the Group will thoroughly review productivity with the aim of further boosting the profitability of our existing products. In addition, we have been expanding our new product development and composite product business for the next generation. We are doing this by combining our machine processing product technologies, electronic equipment product technologies, the automotive technologies of U-Shin Ltd., and the semiconductor technologies of MITSUMI ELECTRIC Co., Ltd. and ABLIC Inc. In addition, we are striving to strengthen our ability to respond to customer requirements and our ability to respond to prices by exerting our comprehensive strengths beyond the fields of manufacturing, sales, technology and development. Furthermore, we are expanding large overseas mass production plants and developing a global R&D structure while examining regional risks. At the same time, we have been proactively working to increase profitability and improve our corporate value through M&As and alliances. Through this, we are aiming for net sales of 2.5 trillion yen and operating income of 250 billion yen in the fiscal year ending March 31, 2029. To achieve this goal, the Company has been planning to develop decision-making and business execution agencies related to corporate management. We will establish, maintain and then expand an internal control system to strengthen the governance of this.

#### 3. Overview of the Details of Efforts to Prevent Inappropriate Persons Controlling the Decisions on the Company's Financial and Business Policies in Light of the Basic Policy

The Company seeks the provision of the necessary and sufficient information from those who intend to perform a large transaction so that our shareholders can appropriately determine the pros and cons of that. At the same time, we take the appropriate measures as necessary at such times within the scope allowed by the Financial Instruments and Exchange Act, the Companies Act and other related laws/ordinances. For example, we also disclose the opinions of the Board of Directors of the Company and strive to ensure the necessary time and information for the consideration of the proposal by our shareholders.

#### 4. Decisions and Reasoning by the Board of Directors of the Company for Specific Efforts

The Company has implemented such measures for enhancing the corporate value as establishing efforts that enhance its corporate value including the mid-term business plan and such policies as strengthening its practices as specific measures to continually and persistently enhance the Group's corporate value and, in turn, the common interests of the Company's shareholders. These measures will be completely in harmony with the Company's Basic Policy. They are not intended to maintain the status of the officers of the Company.

### 2. Other Matters Concerning the Corporate Governance System [Update](#)

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

#### 1. Internal system

##### (1) Operation

The Company will strive to establish a system for carrying out disclosure in an active and fair manner to accommodate demand from investors.

In addition, the Company publishes its Disclosure Policy, which contains the Company's basic stance on disclosure, on its website.

(2) Manager responsible for disclosure

The Company shall designate the following members as the manager responsible for disclosure so that the disclosure of corporate information is carried out by these managers responsible for disclosure:

The Officer in charge of Personnel & General Affairs Division and Executive Officers designated by the officer in charge;

The Officer in charge of Accounting & Corporate Finance Division and Executive Officers designated by the officer in charge; and

The Officer in charge of Business Administration & Corporate Planning Division and Executive Officers designated by the officer in charge.

(3) Confirmation of details of timely disclosures

The Personnel & General Affairs Division, Accounting & Corporate Finance Division and Business Administration & Corporate Planning Division, and each Manufacturing Headquarters (Machined Component Manufacturing Headquarters, Electronic Device & Component Manufacturing Headquarters, and MITSUMI Business Headquarters) will comprehensively review and confirm the details of timely disclosures.

The Personnel & General Affairs Division, Accounting & Corporate Finance Division, Business Administration & Corporate Planning Division and each business headquarters are responsible for the preparation of timely disclosure documents.

2. Disclosure policy

(1) Corporate information to announce

- (a) Information required for disclosure per the Financial Instruments and Exchange Act and the timely disclosure regulations of Financial Instruments Exchanges

Pursuant to timely disclosure regulations, timely disclosure is carried out when a decision, event or information concerning financial results that affects investment decisions occurs, when an inquiry is made by a Financial Instruments Exchange, and when a material change, suspension or discontinuation occurs on the contents of material corporate information which has already been disclosed.

In addition, the Company has a policy to carry out disclosure in an active and fair manner as possible to accommodate demand from investors with regard to information not covered in timely disclosure regulations, such as the details of presentations of financial results.

- (b) Information other than (a) above that is considered to have a significant effect on the investment decisions of investors

(2) Fair disclosure of information

The Company will carry out fair disclosures to all capital markets participants, not just institutional investors, individual investors and the media, through the manager responsible for disclosure.

(3) Disclosure methods

- (a) Registration and disclosure of corporate information on the Timely Disclosure Network (TDnet) following the timely disclosure regulations prescribed by Financial Instruments Exchanges.

- (b) Announcement and submission of documents within the Kabuto Club of the Tokyo Stock Exchange, Inc. (Note) The Company may hold a press conference depending on the materiality of the information.

- (c) Disclosure by publication on the Company's website after announcement via (a) and/or (b) above. (Note) The Company may hold a briefing depending on the materiality of the information.

Since there are situations where the publication timing may be delayed due to information communication technology disruptions, disclosure on the Company's website is considered to be a purely auxiliary form of disclosure. In addition, there may be situations where all of the information the Company has announced is not published or information uses different expressions than the information disclosed.

(4) Post-disclosure inquiries

The manager responsible for disclosure will handle post-disclosure inquiries.

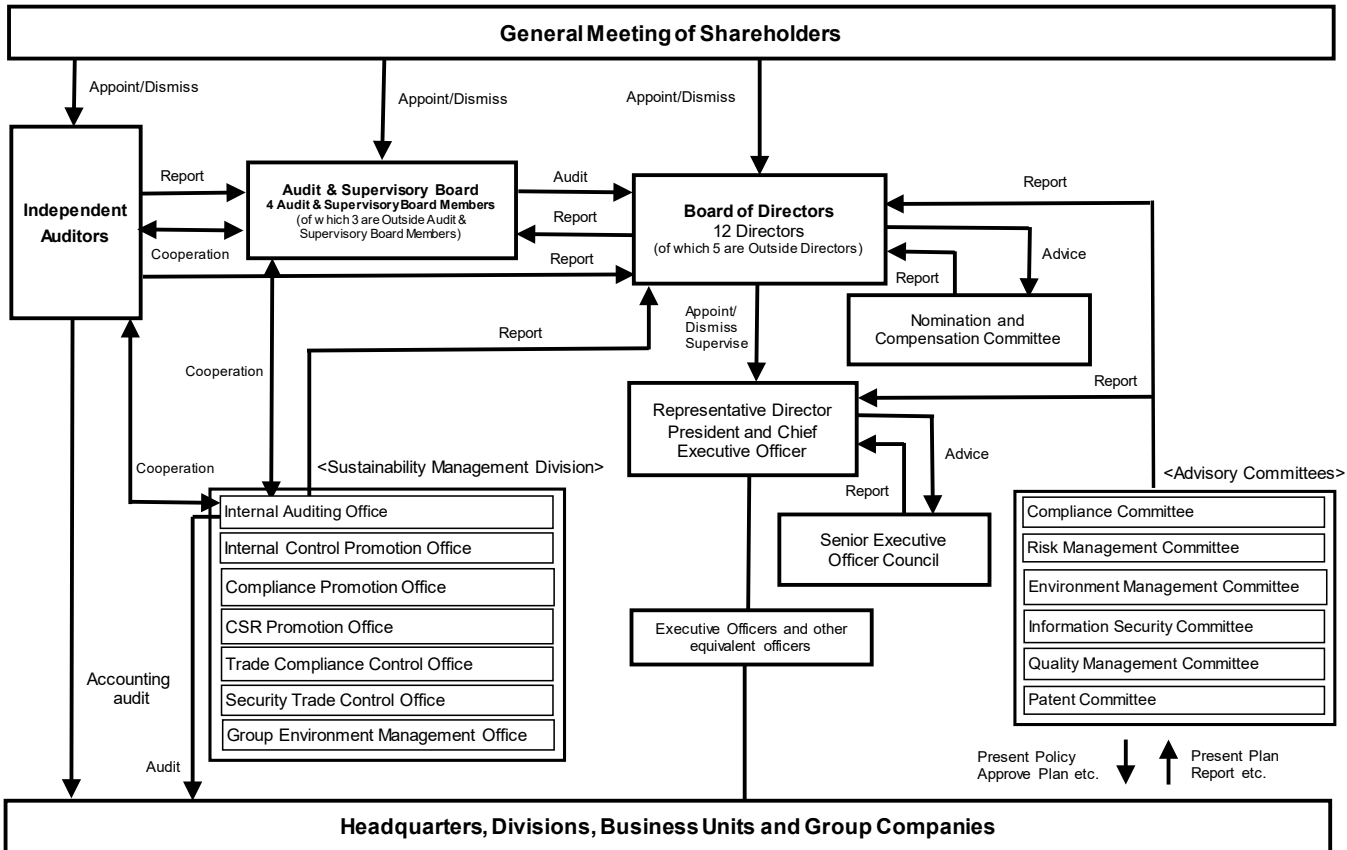
If an officer or employee other than the manager responsible for disclosure receives an inquiry from an investor, etc., the Company ensures that the person, without replying, will convey the inquiry to the manager responsible for disclosure. In addition, the manager responsible for disclosure will respond promptly once notified.

(5) Disclosures concerning future projections

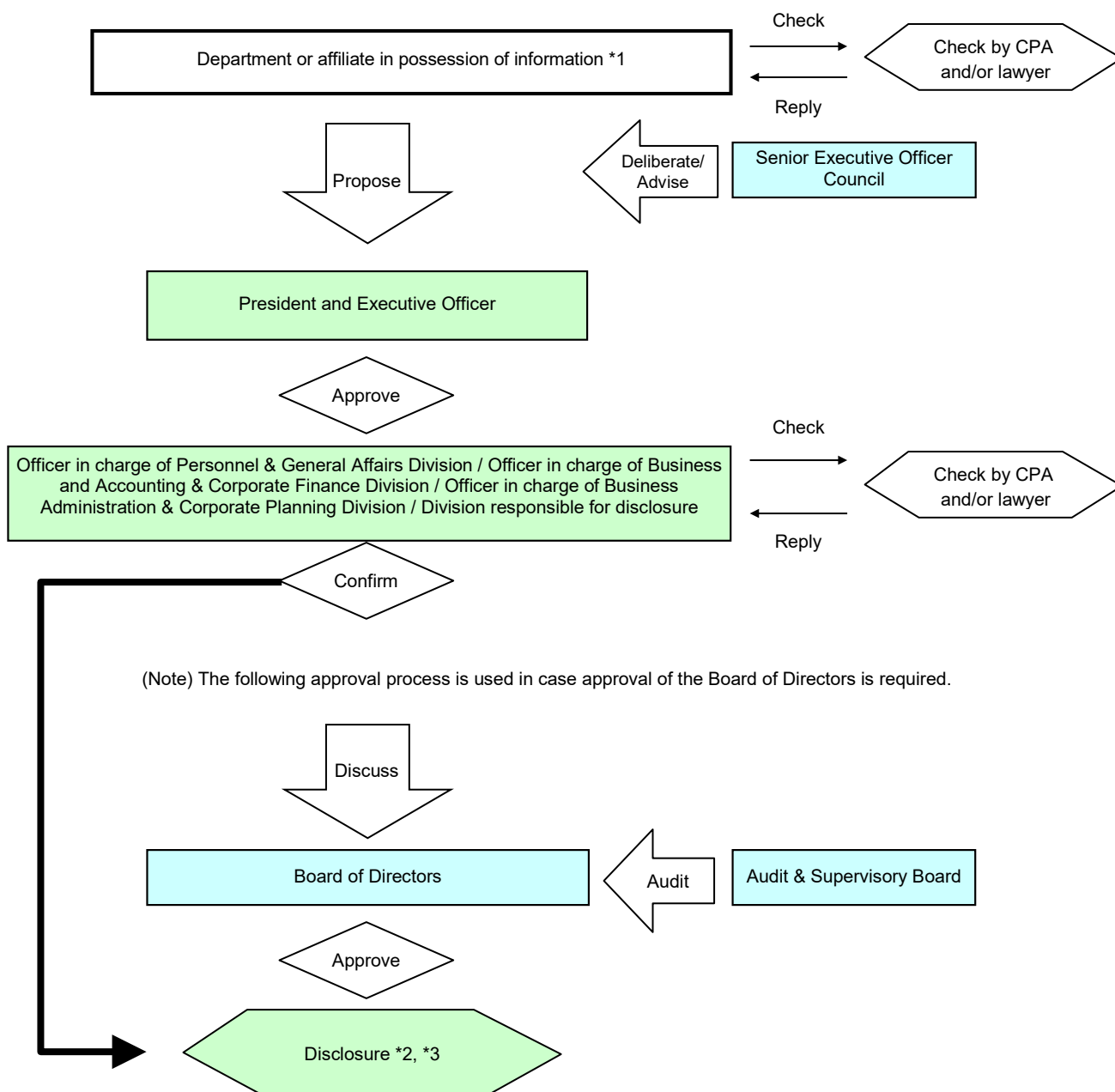
The Company announces its consolidated business results forecast for the first half and full year submitted to Financial Instruments Exchanges. In addition, the Company may also provide guidance on projections so that investors, etc., can establish their own forecast of the Company's business results.

Presentations, question and answer sessions, documents published by the Company, and information appearing on the Company's website, etc., may contain current plans, outlooks and strategies, etc. In either case, any statements which are not a historical fact are future projections made based on certain assumptions and our management's judgment drawn from currently available information.

In case future projections differ from forecasts already announced, or if information does not fall under material information per the timely disclosure regulations of Financial Instruments Exchanges, the Business Administration Department will announce revisions to business results projections promptly when it determines such revisions to be material information, following "(1) Corporate information to announce" above.



## Workflow of Timely Disclosure of Corporate Information



\*1. Corporate information to announce

1. Information required for disclosure per the Financial Instruments and Exchange Act and the timely disclosure regulations of Financial Instruments Exchanges
2. Information other than 1. above that is considered to have a significant effect on the investment decisions of investors

\*2. Disclosure method

1. Financial Instruments Exchange
  - (1) Publication via the Timely Disclosure Network (TDnet) of Financial Instruments Exchanges
  - (2) Announcement and submission of documents within the Kabuto Club of the Tokyo Stock Exchange, Inc. (press conference may be held depending on the materiality of the information)
  - (3) Publication on the Company's website after announcement via (a) and/or (b) above (briefing may be held depending on the materiality of the information)

\*3 The manager responsible for disclosure addresses inquiries after disclosure.