

Governance

Corporate governance

Basic approach

We consider the improvement of corporate governance to be a key business issue for raising our performance, value, and social credibility.

Corporate governance structure

Our Board of Directors comprised of eight members makes decisions on key issues in INOAC's business. Each board member reports the execution, financial, and performance statuses of his/her division, based on which the Board supervises and controls the business execution of the company. In order to also separate supervisory and executional responsibilities in management, INOAC has

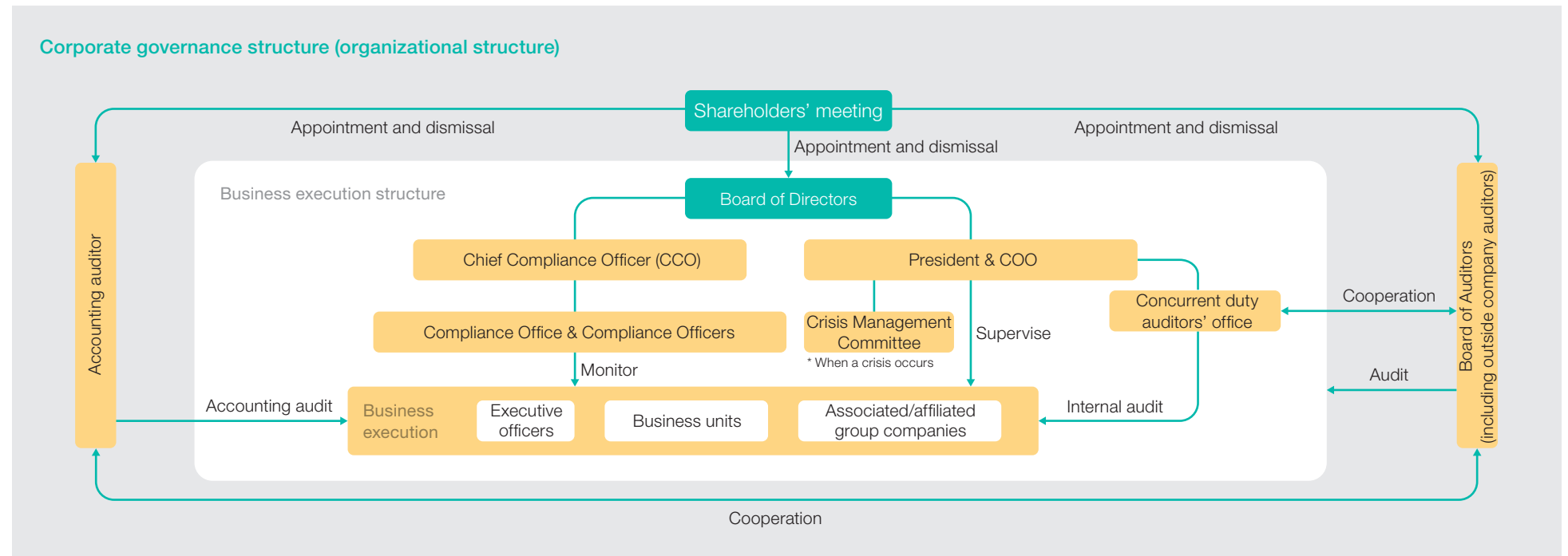
introduced an executive officer system. Each executive officer, endowed with his/her own authority from the Board, acts as the head of the department, group company or major functional organization to speed up decision-making, optimize business operations, and handle critical business execution.

For our auditing function, we have a Board of Auditors composed of three company auditors including two external auditors. The company auditors attend important meetings such as board meetings and audit the execution of duties by the directors by inquiring about the status of their business operations.

Internal control system

We are implementing various measures to ensure that we comply with applicable laws as well as the company's articles of incorporation in our business execution. For information management, we determine the responsible department or section and storage period for each document according to our Document Control Procedure. The Executive Management Committee controls risk management, and Crisis Management Committee meetings are held when a crisis occurs.

For associated and affiliated companies we have established our Governance Rules for Associated Companies. We also clarify rules for business operations and conduct both operational and accounting audits as needed.



Governance

Compliance

Basic approach

In order for INOAC to satisfy its corporate social responsibilities and expectations from customers, it is not enough to simply observe the applicable laws. Employees must also recognize their social responsibilities as part of the corporation. We strive to implement thorough compliance that goes beyond simply defining a company policy and observing the applicable laws by also holding each individual employee to high ethical standards in their actions.

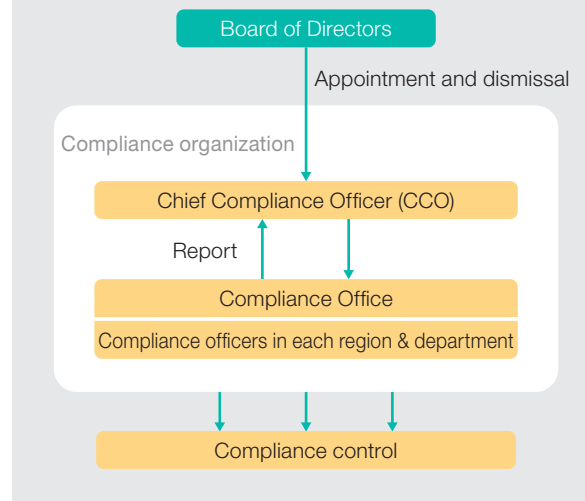
Implementation system

With authority independent of our directors and executive officers, our Chief Compliance Officer (CCO) runs the Compliance Office, taking measures and actions for compliance-related matters. Additionally, we have compliance officers deployed in each region and department in Japan and overseas who implement compliance activities while finding ways to strengthen their overall global coordination.

If any compliance violations arise, the CCO directs the Compliance Office as the person in charge of the response. The CCO establishes a task force at Head Office to address the violation in a centralized manner according to the level of impact.

We continuously improve the program that determines our compliance organization through revisions made regularly by the CCO. Once per year, we also convene all the compliance officers to hold a Global Compliance Evaluation Conference.

Compliance organizational chart



Specific initiatives

Compliance training

We are incorporating compliance portions into the regular training conducted at major intervals in all employees' careers (training for new employees, employees hired mid-career, overseas assignment candidates, and those handling core functions). In addition, we conduct separate compliance trainings according to the characteristics of each region and department.

Whistle-blowing system

We have established a whistle-blowing system to enable everyone who works for or with our company to consult or report matters involving compliance violations that have or might have occurred. Our whistle-blowing system connects both internally (to the Compliance Office) and externally (to a law firm).

Information Security Committee established

We established our Information Security Committee in September 2022 in order to operate properly in line with our Confidentiality Management Regulations and to further improve our management of information. The aim of our activities is to implement these globally throughout our organizations as we also work to reduce occurrences of cyber incidents and put response measures in place.

Activities

- Implement countermeasures to reduce occurrences of cyber incidents
- Build systems capable of responding quickly to address cyber incidents when they occur
- Accommodate Cyber Security Guidelines Ver. 2.0 and various guidelines set out by customers

Goals

(* Within the duration of our security specialist vendor agreement from September 2022 to January 2023)

- Visualize the issues to achieving 90% of the LV1 & LV2 categories of Cyber Security Guidelines 2.0 and how to deal with them, along with the main departments involved, deadlines, and amounts of investments (as needed) by December 2022
- Formulate the flow of steps to responses when cyber incidents occur

Information security management structure (in normal circumstances)

