

Corporate Governance and Internal Control Principles

These principles clarify BIPROGY Inc.'s (hereafter, the "Company") basic approach to and system for corporate governance and internal control, as well as its management policy.

Preamble

Corporate Philosophy and Charter of Corporate Behavior

1. Corporate Philosophy

The Company sets out below its corporate philosophy, which is the basis for its management and rooted in the social responsibility which the BIPROGY Group bears as a whole.

■ Our Mission

Work with all people to contribute to creating a society that is friendly to people and the environment

■ Our Vision

Be a group that strives to be sensitive to the expectations and needs of society and that thinks through how ICT can contribute to meet them

■ Our Values

1. Pursuit of High Quality and High Technology

Always have the latest knowledge that is useful for society while improving our skills

2. Respect for Individuals and Importance of Teamwork

Identify each other's good points, encourage each other to improve those good points and harness the strength of each person

3. Attractive Company for Society, Customers, Shareholders and Employees

Listen sincerely to our stakeholders to improve our corporate value

2. Charter of Corporate Behavior

The Company sets out as follows the charter of corporate behavior that should be observed by the executives and employees of the BIPROGY Group in their daily business activities. The Board of Directors shall strive to have them understand and comply with the charter.

We will meet our responsibilities towards society and the environment to protect the future of our children.

1. Act with coexistence of people and the environment as our highest priority
2. Always act accordingly to the principles of social responsibility
3. Sincerely work on the core subjects and issues of social responsibility

※ Principles of social responsibility

The seven key principles of ISO26000 :accountability, transparency, ethical behavior, respect for stakeholder interests, respect for the rule of law, respect for international norms of behavior, and respect for human rights.

※ Core subjects and issues of social responsibility

The seven core subjects of ISO26000: organizational governance, human rights, labor practices, the environment, fair operating practices, consumer issues, community involvement and development, and relevant issues related to each of these core subjects.

Chapter 1 Corporate Governance

1. **Basic Concept of Corporate Governance**

A mechanism of corporate governance which enables management to make prompt and sound management decisions under appropriate and effective supervision is indispensable for enabling the BIPROGY Group to continuously grow and increase its mid-and long-term corporate value, and the Company shall create, maintain and ceaselessly improve this mechanism.

Furthermore, the Company believes that a company's *raison d'être* lies in its contribution to society. Based on this belief, the Company stipulates as part of its corporate philosophy 'Listen sincerely to our stakeholders and improve our corporate value' in order to create relationships of trust with all stakeholders, and shall proceed its business activities in accordance with this principle.

2. **Corporate Governance Structure**

The Company has decided that oversight by the Board of Directors and audit system which includes outside auditors is effective for supervising management, and will adopt the System for Companies having the Audit & Supervisory Board, and appoint Accounting Auditor.

Given the drastically changing nature of our industry, the Board of Directors shall consist mainly of inside directors well-versed in the state of the Company and our industry, and partly outside directors who have rich experience of company management and deep expertise. Through this the Company aims to enable objective decision-making from a broad perspective and implement highly effective supervision of the performance of the duties of the management.

The Company shall adopt the Corporate Officer System (including *shikkoyakuin* and *gyomu-shikkoyakuin*) in order to separate the execution and supervision of management, and to enable the prompt execution of business operations. Delegation of authority shall be performed to an appropriate extent.

3. **Directors and Board of Directors**

(1) Role of the Board of Directors

- [1] The Board of Directors shall comply with laws and regulations, the Company's articles of incorporation and internal regulations, and shall deliberate on and decide the basic management policy and other key matters. The Board shall also supervise management as a whole, including the performance of directors and corporate officers.
- [2] The Board of Directors shall decide on a "system to ensure the properness of operations of a stock company (internal control system)" pursuant to the Companies Act. It shall regularly receive reports on the state of its operations, and try to improve them as necessary.

(2) Structure of the Board of Directors

- [1] The Board of Directors shall maintain the appropriate number of directors to enable the Board to function effectively and efficiently.
- [2] The Board of Directors shall appoint a majority of directors as independent directors.
- [3] The Board of Directors shall be constituted in a manner to achieve both diversity, including gender and, international experience, work experience and age.

(3) Appointing/Dismissing of Directors

- [1] Director candidates are elected based on their individual backgrounds, achievements, ethics, knowledge, experience, abilities, and other qualifications. For director candidates who are concurrently serving as corporate officers (hereinafter referred to as 'senior management'), the Company will select those who have the appropriate knowledge and experience with high motivation and ethical sense and carry out the Company management accurately and efficiently. Director candidates from outside the Company are nominated, by taking diversity into consideration, from individuals who have extensive management experience and expertise and who are capable of advising on and overseeing the overall management from an external, objective and professional point of view.
- [2] Director candidates are nominated by the Nomination and Remuneration Committee, which pursuant to the selection standards and procedures it has established. The Board of Directors appoints the successful candidates with respect for those nominations.
- [3] In the event that a member of senior management, including the CEO, violates laws and regulations or the articles of incorporation, commits an act of fraud, act of tort, or act of betrayal, or it is judged that they have not sufficiently served their office or fulfilled their function, the Company will remove such member[s] from their senior management position[s] if it determines that the removal is justifiable based on deliberations by the Board of Directors.

(4) Term of Directors

The term of directorship shall be 1 year in order to secure a flexible management structure capable of responding promptly to changes in business environment, and to clarify the responsibilities of each director. The directors are re-elected every year, but this does not prevent reappointment.

(5) Operation of the Board of Directors

- [1] The Board of Directors shall in principle hold meetings once a month, and otherwise as may be required.
- [2] The Chair of the Board of Directors shall ensure the suitability of the Board's supervisory functions and management decisions by ensuring that sufficient explanation of agenda items is given to outside directors and securing time for consideration before Board meetings, and for sufficient discussion at Board meetings.
- [3] The secretariat for the Board of Directors shall be established in order to support the Board's effective and smooth operation.

(6) Nomination and Remuneration Committee

Structure : The Company shall establish as an advisory committee to the Board of Directors the 'Nomination and Remuneration Committee' that deliberates and reports on matters pertaining to the appointment, removal and remuneration of executives. The Committee shall consist of three or more directors including a majority of independent outside director. The Committee shall:

- Roles : (i) Consider standards and procedures for selecting and appointing candidates for directors or auditors, or corporate officers of the Company, and deliberate on specific personnel proposals and make proposals to the Board of Directors; and
- (ii) Discuss and make recommendations on the basic policy on remuneration for directors and executive officers of the Company, the remuneration system and standards, the relevant decisionmaking procedures, as well as policies for deciding on a method for calculating remunerations for auditors.

(7) Coordination with the internal Audit Division

The Board of Directors shall establish a direct reporting and instruction line with the internal Audit Division and oversee its effectiveness in order to enhance the effectiveness of the internal audit function.

(8) Evaluation of the Board of Directors

Once yearly, the Board of Directors shall conduct an analysis and evaluation of the effectiveness of the entire Board of Directors based on evaluations of the individual Directors, and in addition to disclosing a summary of those results, formulate and implement policies to increase the effectiveness of the Board of Directors as required.

4. Auditors and the Audit & Supervisory Board

(1) Roles of Auditor and the Audit & Supervisory Board

Auditors and the Audit & Supervisory Board shall, as a body independent of the Board of Directors, audit the performance of the directors' duties and the internal control systems by: attending key meetings such as meetings of the Board of Directors; investigating the status of the operations and financial status; appointing or dismissing Accounting Auditor; and exercising authority over auditor compensation.

(2) Structure of the Audit & Supervisory Board

The number of auditors shall be three or more. The majority of these shall be outside auditors.

(3) Appointing of Auditors

For auditor candidates, the Company will select those who have the appropriate knowledge and experience to audit directors' execution of duties from a fair and objective perspective and who also have a high ethical sense. At least one of the auditor candidates shall have the appropriate expertise in finance and accounting.

(4) Assisting Structure of the Audit & Supervisory Board

The Company shall support the auditors in the performance of their professional duties by establishing an Auditors' Office to help increase the effectiveness of audits and to carry

out audit functions smoothly.

(5) Coordination between the Accounting Auditor and Internal Audit Division

Auditors and the Audit & Supervisory Board shall work together with the outside directors, Accounting Auditor, and Internal Audit Division in order to carry out appropriate and effective audits.

5. Policy and Procedure for Remuneration paid to Directors/Auditors

(1) Remuneration for Directors

- [1] The Company sets an appropriate ratio for fixed remuneration and performance-linked remuneration (linked to business performance partly indicated through achievement degrees in light of ESG indicator, etc.), partly consisting of stock remuneration. The Company pays the remuneration to directors who execute business (hereinafter referred to as executive directors).
- [2] Non-executive directors, such as outside directors, are paid only fixed remuneration that is not linked to business performance.
- [3] Policies for determination of director remuneration calculation methods are determined through deliberation by Nomination and Remuneration Committee, an advisory committee of the Board of Directors, and subsequent approval by the Board of Directors.

(2) Remuneration for Auditors

- [1] Remuneration paid to Auditors are fixed monthly remuneration not linked to business performance in order to ensure the effectiveness of auditing from an independent perspective.
- [2] Policies for determination of auditor remuneration calculation methods are determined through deliberation by Nomination and Remuneration Committee, an advisory committee of the Board of Directors, and decided as a result of discussions among auditors.

6. Policy on training for Directors and Auditors

The Company strives to help outside directors and outside auditors understand sufficiently the nature of the Group's business, financial situation and organizational structure as well as management issues through explanations provided to them by management and related departments on the occasion of their assuming the office and thereafter as needed.

The Company helps directors and auditors to sufficiently fulfill their roles and duties by providing opportunities for training given by outside expert on industry and technological trends, financial and legal strategies, and so forth.

7. Appointment of Independent Directors/Auditors

The Company shall appoint multiple independent outside Directors/Auditors that have had their independence from the Company secured in accordance with the "Standards on the Independence of Outside Directors/Auditors" established in Exhibit 1.

8. Accounting Auditor

(1) Role of Accounting Auditor

The Company recognizes that the Accounting Auditor is accountable to shareholders and investors for the reliability of disclosed financial information, and shall make arrangements to enable the Accounting Auditor to perform appropriate and high quality audits.

(2) Preparation of Procedures for Appointing the Accounting Auditor and Standards of Assessment

The Audit & Supervisory Board shall prepare standards for assessing Accounting Auditor, and shall decide on the appointment, dismissal, reelection or refusal of reelection of the Accounting Auditor on the basis of the assessment made pursuant to those standards.

(3) Verification of the Independence and Expertise of Accounting Auditor

The Audit & Supervisory Board shall regularly verify the independence and expertise of the Accounting Auditor by exchanging opinions with and receiving reports from the Accounting Auditor.

Chapter 2 Relationships with Stakeholders such as Shareholders

1. Relationships with Shareholders

(1) Securing the Rights and Equality of Shareholders

The Company shall treat individual shareholders equally in accordance with their ownership ratio. It shall strive to ensure the rights of individual shareholders including minority shareholders and foreign shareholders.

(2) Creating an Environment for Exercising Rights at General Meetings of Shareholders

The Company recognizes the significance of a general meeting of shareholders as a place for constructive dialogue. It shall strive to give shareholders sufficient time to consider the agenda and create an environment where shareholders can exercise their rights appropriately, such as by setting appropriate schedules for general shareholder meetings, sending invitation to shareholders early, the use of Electronic Voting Platform, and the provision of English translations of the convening notices of general shareholder meetings.

(3) Policies about Constructive Dialogues with Shareholders

[1] Basic Concepts

The Company's President and CFO shall take the lead in carrying out IR activities, so that timely and appropriate information is delivered to all shareholders and investors.

[2] IR Activities

The Company shall establish a department dedicated to IR and collaborate with related departments and each Group company to make appropriate disclosure of information.

[3] Methods for Dialogue

The Company shall strive to explain how the company is managed and how its operations work by providing shareholders and investors with opportunities for dialogue, such as briefing sessions about financial results and operations, as well as facility tours.

[4] System for Sharing Opinions and Concerns Expressed by Stakeholders

The Company shall provide appropriate feedback to management executives and the Board of Directors concerning the opinions and concerns expressed by shareholders and investors.

[5] Management of Insider Information

The Company shall set a certain period of time as a silence period before making an announcement of financial results, in order to prevent any information leaking before the announcement and ensure fairness. During this period, the Company shall refrain from responding to questions or inquiries about or commenting on financial results. Furthermore, the Company shall put in place "Insider Trading Management Regulations" and shall strive to prevent insider information from being leaked.

[6] Policy related to 'Cross-Shareholdings'

The Company may sometimes hold shares of its business partners, if they are found to contribute to the enhancement of the Company's corporate value, such as leading to the expansion of its revenue base through maintaining or strengthening relationships with such business partners. The Company acquires such shares after adjudicating the appropriateness of acquiring them pursuant to its internal regulations. After acquiring the shares, the Company's Board of Directors examines the appropriateness of holding such shares each year, and based on such examination, the Company appropriately responds such as selling cross-shareholdings. When cross-shareholders that hold the Company's shares indicate their intension to sell the Company's shares, the Company will never prevent them from selling them. It will appropriately respond to their indication of sales.

(4) Policy related to Shareholder Returns

The Company establishes a policy of shareholder returns based upon the principle of linking dividends to business performance, after comprehensively considering cash flow situations and management environment as well as balancing with investments to drive growth.

2. Relationship with Stakeholders other than Shareholders

The Company recognizes the importance of appropriate cooperation with various types of stakeholders, not only shareholders and investors, but also customers, business partners, employees, and local communities, in order to enable a mid-to-long term improvement in the Company's value, and the continuous development of society. The Company aims to listen sincerely to these stakeholders and respond to their expectations and requests.

3. Initiatives on Sustainability

The group promotes sustainability management based on the following basic policies, as determined by the Board of Directors.

- (1) With this as its foundation for sustainable growth as a company and starting with corporate activities that focus on the environment, society and governance, the Group aims to be a sustainable corporate group having established a sustainable growth cycle through the creation of value by contributing to the development of a sustainable society and through earnest initiatives to resolve various social issues.
- (2) By moving forward with the introduction of digital commons into society through the sharing of a clear vision of the future, each member possessing a long-term perspective and ambition, and fusing our experience and knowledge of solving issues faced by society with a network of people who possess the same ambition and digital technology based on our many years of experience, we want to create both social and economic value and pursue mutual sustainability for the environment, society, and the Group.

4. Diversity, Equity & Inclusion

Our Group sets forth "acceptance and acquisition of diversity" as one of the Principles upon which the Purpose is based. We aim to create a corporate culture in which each individual can enhance their own individual diversity, respect each other's individuality, and maximize their own individuality and capabilities in a fair environment. This is based upon our recognizing that acquiring diversity and inclusion is critical in order to create innovation.

For this, the group promotes understandings of various attributes reflected in being women, people with disabilities, LGBTQ people, mid-career professionals, foreigners, etc., harnesses various individualities in its organizational strength through reforming the management awareness, and promotes creating an inclusive corporate culture.

Chapter 3 Disclosure

1. **Ensuring Appropriate Information Disclosure and Transparency**

For sustainable corporate growth, the enhancement of corporate value over the medium-to-long-term, the enhancement of transparency, and building long-term relationships founded on trust with its shareholder and other stakeholders, our company manages both financial information, such as financial standing and operating results, and non-financial information, such as business strategies and business issues, risk and governance, in accordance with applicable laws and regulations, including the listing regulations of Tokyo Stock Exchange and fair disclosure rules under Financial Instruments and Exchange Act, and discloses them timely, appropriately, and proactively.

Chapter 4 Internal Control

1. Internal Control at the Company

The Company's management aims to conduct appropriate business activities and achieve its management targets in accordance with the corporate governance set out in these principles. To do this it shall develop and appropriately operate autonomous mechanisms (internal control) that will help it manage and regulate the running of the entire consolidated group.

The Company shall make it a principle to create an appropriate and effective control environment in accordance with all laws and regulations, beginning with the Companies Act and the Financial Instruments and Exchange Act.

2. Objectives of and Basic Factors for Internal Control

The Company shall strive to establish an appropriate system for internal control and operate and continuously improve it through the use of the six key factors described in (2) below in order to achieve the objectives of internal control stipulated in (1).

(1) Objectives of Internal Control

[1] Improving Operational Effectiveness and Efficiency

The BIPROGY Group shall establish a mid-term management plan and specific management targets, and shall strive to develop systems that will improve operational effectiveness and efficiency.

[2] Ensuring the Reliability of Financial Reports

The Group shall establish a "Basic Policy for Appropriate Financial Reporting" and strive to foster a sincere corporate culture of rule compliance, in order to ensure the reliability of financial reporting.

[3] Compliance with Laws and Regulations pertaining to Business Activities

The Group shall, in recognition of compliance as one of the most critical issues to execution of business operation, establish the "BIPROGY Group Charter of Corporate Behavior" and "Group Compliance Basic Regulations", based on which all of the Group's employees shall act ethically in compliance all with laws and regulations, social norms and in-house regulations.

[4] Preservation of company Assets (Risk Management)

The Group is faced with various types of risks in connection with its business activities. It shall develop a common risk classification system for the Group to share and centralize the management of risks throughout the entire Group. It shall also develop preventive measures and countermeasures against the occurrence of risk events in order to safeguard its assets.

(2) Basic Factors for Internal Control

[1] Control Environment

This is an important factor which decides the Company's character and impacts the understanding of all individuals in the organization concerning the governance of the Company, and shall form the basis of other key factors.

[2] Assessment of Risk and Response

There are events that may impact the achievement of organizational targets. The Company shall identify, analyze and assess those events which would prevent those organizational targets from being achieved, and select an appropriate response based on that assessment.

[3] Control Activities

The Company shall establish policies and procedures in order to ensure appropriate implementation of orders and directions from management.

[4] Information and Communication

The Company shall ensure that all information required is recognized, understood and processed, and correctly transmitted both within and outside the organization to all parties concerned.

[5] Monitoring

The Company shall continually monitor and assess how effectively internal control is functioning, and make corrections as necessary.

[6] Interaction with IT (Information Technology)

The Company shall use IT effectively and efficiently in order to ensure the effectiveness of other basic factors of internal control.

3. Necessary Systems to Ensure Appropriate Operations

The Company acting through its Board of Directors of the Company shall decide policies concerning the system necessary to ensure the properness of operations in accordance with the Companies Act, and shall establish and operate such system and improve it as appropriate.

- (1)** Systems to ensure that the performance by the directors and employees of their professional duties complies with all laws and regulations and the Company's articles of incorporation
- (2)** Systems to store and control information relating to directors' duties
- (3)** Regulations and systems relating to managing the risk of loss
- (4)** Systems to ensure efficient execution by directors of their duties
- (5)** Systems to ensure the properness of operations in the Company and its group companies

- (6) Items relating to employees assigned to assist auditors, the independence of such employees from directors, and ensuring the practicality of instructions given by auditors to employees assigned to them
- (7) Systems for reporting to auditors
- (8) Other systems to ensure effective auditing by auditors

Supplementary Provision

Amendments or abolishment of these principles (except for minor revisions of these principles) will require a resolution of the Board of Directors.

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Established: November 24, 2015

Revised: February 1, 2017

Revised: April 1, 2018

Revised: December 22, 2023

Revised: April 1, 2026

■ Criteria on the Independence of Outside Directors/Auditors

The Company deems that outside directors and outside auditors as defined by the Companies Act have independence if they satisfy the independence standards stipulated by the Tokyo Stock Exchange and do not fall under any one of the categories below:

- (1) Major shareholders holding voting rights equivalent to 10% or more of the total voting rights of the Company, or in the case of a corporation or organization, an executive of that corporation or organization
- (2) A major client of the Company or its subsidiaries, or executive of a corporation or organization that deals with the Company or its subsidiaries as a major business partner (*1)
- (3) An executive of a financial institution to which the Company owes significant borrowings (*2)
- (4) A person who receives significant amounts of compensation or other economic benefit (*3) (other than their remuneration as a director) as a consultant, accountant, or lawyer for the Company or its subsidiaries, or where a corporation or organization, a person belonging thereto
- (5) An executive of a corporation or organization that receives significant donations (*4) from the Company or its subsidiaries
- (6) A person who served a corporation or organization falling under any of the categories (1) to (5) above as an executive within the past 3 years
- (7) A spouse or relative within two degrees of kinship of a person falling under any of the categories below
 - A person falling under any of the categories (1) to (5) above
 - A person who is a director or executive of a subsidiary of the Company

- *1 Classification into the category of 'major client of the Company or its subsidiaries' is judged according to the net sales that the Company or its subsidiaries had with the client in the fiscal year immediately before: whether or not they exceed 2% of the consolidated net sales of the Company. Classification into the category of a 'corporation or organization that deals, as their major clients, with the Company or its subsidiaries' is judged according to the net sales that the corporation or organization had with the Company or its subsidiaries in the fiscal year immediately before: whether or not they exceed 2% of the consolidated net sales of the corporation or organization that deals with the Company or its subsidiaries, or ¥10 million, whichever is higher.
- *2 Classification into the category of 'significant borrowings' is judged according to the amount of those borrowings: whether or not they exceed 2% of the gross assets of the Company for the fiscal year immediately before.
- *3 Classification into the category of 'significant amounts of compensation or other economic benefit' is judged according to the benefit that the person has received from the Company (other than their remuneration as a director) in the fiscal year immediately before: whether or not the person has received remuneration or other economic benefit of ¥10 million or more; or where the person belongs to a corporation or organization, whether or not that corporation or organization has received from the Company or its subsidiaries remuneration or other economic benefit that exceeds 2% of the consolidated net sales of the corporation or organization for the fiscal year immediately before or ¥10 million, whichever is higher.
- *4 Classification into the category of 'significant donations' is judged according to the amount of donations that have been received from the Company or its subsidiaries: whether or not they exceed ¥10 million a year or 2% of the annual total costs of the corporation or organization of the fiscal year immediately before, whichever is higher.