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## Corporate Governance Report

Last Update: November 28, 2025

TOHO HOLDINGS CO., LTD.

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Securities Code: 8129

<https://www.tohohd.co.jp/en/>

The corporate governance of TOHO HOLDINGS CO., LTD. (the “Company”) is described below.

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

#### 1. Basic Views

The Company and the Group are committed to enhancing the corporate governance as one of the most important managerial tasks. We recognize the importance of enhancement of the auditing and supervisory functions concerning corporate management, achievement of full compliance, and improvement of the management transparency to sincerely fulfill our responsibilities towards various stakeholders, including customers, business partners, shareholders, employees, and government entities, and enhance our corporate value as sustainable companies.

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

The Company implements all of the principles in the Corporate Governance Code.

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

##### [Principle 1-3 Basic Capital Policy]

The Company will aim to enhance corporate value through expansion of business profits and proactive shareholder returns, including stable dividend increases and flexible share buybacks, to improve capital efficiency.

Please also refer to the action plan, which was formulated to accelerate and improve the effectiveness of the initiatives set forth in the Medium-Term Management Plan and to further enhance corporate value, for specific initiatives for profit growth and the indicators and measures to achieve them.

[https://www.tohohd.co.jp/en/assets/data/20241108-2\\_E.pdf](https://www.tohohd.co.jp/en/assets/data/20241108-2_E.pdf)

##### [Principle 1-4 Cross-shareholdings]

Comprehensively taking into account a management strategy, building, maintenance and strengthening of relations with business connections and other matters, the Company holds shares that it finds to contribute to enhancement of the Group’s corporate value from a medium- to long-term point of view. The Company regularly reviews the appropriateness of holding those shares in such a way as minutely examining whether an advantage, etc., to holding the shares

of each of the companies meets the Company's policy and selling the shares of any of the companies if it does not find holding of them appropriate.

With regard to cross-shareholdings, we are continuously reducing them after sufficient dialogue with the companies in our business partners, and aims to reduce our holdings to less than 15% of net assets as of the FY ending March 2026 and to less than 10% as of the FY ending March 2029.

The Company exercises its voting rights after comprehensively judging various viewpoints including impacts on the Company, while taking into account whether exercising such voting rights will lead to the enhancement of the corporate value of the invested companies over the medium to long term and conducting dialogues with counterparties in cases where it is deemed that there is sluggish business performance or serious compliance violation, etc.

With regard to the cross-shareholdings during the fiscal year ended March 2025, please see the following:

<https://ir.tohohd.co.jp/en/stock/meeting/main/01/teaserItems1/07/linkList/0/link/20250627-1E.pdf#page=20>

[Principle 1-7 Related Party Transactions]

Based on the Board of Directors rules, the Company obtains approval from the Board of Directors concerning competing transactions by a director and transactions involving any conflict of interest between the Company and a director. The Board of Directors conducts appropriate supervision in accordance with relevant laws and regulations.

[Supplementary Principle 2-4(1) Ensuring diversity at the time of appointing core human resources]

Based on the belief that employees are the Company's assets, or human capital, the Group is committed to maximizing the value of its human capital by developing the human resources needed by the Group, improving its personnel system, and promoting work-style reforms, while carefully passing on its history of growth through human capital and its corporate culture that respects the free-thinking of employees.

The Group has placed no restrictions on the promotion of women, foreign nationals, and mid-career hires to management positions and has been striving to ensure diversity.

Currently, the ratio of female employees is 41.5% and that of female managers is 16.7% at the Company. As of the end of June 2025, three female directors and two female corporate officers were appointed. Further, at TOHO PHARMACEUTICAL CO., LTD., a subsidiary engaging in the wholesale business, one female director and two female corporate officers are appointed, and the ratio of female employees is 25.0%. In addition, at PharmaCluster CO. LTD., which engages in dispensing pharmacy business, there is one female Corporate Officer. The ratio of female employees at the subsidiaries of the dispensing pharmacy business overall is 79.6%. The Group will, through initiatives such as promotion of the advancement of women, continue to endeavor to maintain an environment where women can work comfortably and fully demonstrate their abilities, and expand opportunities for women, while promoting acceptance of diverse human resources in order to actively assign persons with disabilities, foreign nationals, mid-career hires, and human resources with specialized knowledge.

< Voluntary and measurable goals, and status >

- Ratio of female managers in the Company: 30% (as early as possible in the 2020s)

\*Ratio of female managers at the Company as of the end of March 2025: 16.7%

The Group has not set the measurable goal on appointing foreign national personnel as most of its business fields are limited in Japan. However, with evaluation and allocation of personnel corresponding to their ability and aptitude regardless of nationality, gender, age, value, etc., the employees of foreign nationality have been appointed as managers.

In addition, the Group has not set a measurable goal on mid-career hires owing to its policy to hire personnel with diverse backgrounds as necessary taking into account the business environment.

< Human resources development policy, in-house environment improvement policy to ensure diversity, and status >

(i) Human resources development policy

With the corporate slogan "Total Commitment to Good Health" as a compass, the Group will develop the human resources necessary for the Group by (1) human resources development and training, (2) improving the personnel system, and (3) promoting work-style reforms.

The human resources that the Group considers necessary are as follows:

- A person who has a high sense of ethics and always takes basic actions
- A person who thinks and learns by himself/herself and is not afraid of failure but is willing to take on challenges through free-thinking
- A person who can make high-quality proposals and communicate well with others
- A person who can collaborate with business partners (customers, municipalities, etc.) and other departments in the Company
- A person who can play an active role globally

By utilizing a wide range of human resources regardless of gender, nationality, age, value, etc. and respecting individualities, capabilities and teamwork of employees, we nurture a free and vigorous corporate culture.

(ii) In-house environment improvement policy

(1) Human resources development and training

- Enhancing training programs by level and job type
- Providing opportunities to take on challenges, such as participating in projects or being seconded outside the Company
- Support for reskilling and personal qualification
- Development of professionals

(2) Improving the personnel system

- Diversity and inclusion
- Use of senior employees and mid-career hiring of outstanding human resources
- Strengthening career development
- Staffing with the right people in the right places

(3) Promoting work-style reforms

- Realization of diverse work styles by improving operational efficiency through DX promotion
- Outsourcing routine business operations
- Enhancement of work arrangements to accommodate employees' life events
- Improvement of the workplace environment

(iii) Major initiatives in the current fiscal year

[Increased employee engagement]

In FY2024, the Group conducted an engagement survey of all Group employees, with the aim of understanding employee satisfaction with the company organization, corporate culture, and work, as well as their motivation for work, and making use of the findings in management. This survey focuses on visualizing the awareness of employees and the issues facing the company to help with organizational improvement. The high level of interest resulted in a high response rate of 87.6%, with 8,159 out of 9,309 employees subject to the survey having responded. Based on the survey results, we will consider and implement specific improvement measures to further improve employee engagement.

[Human resources development and training]

- Compliance training for all officers and employees: 100% attendance
- Specialized training for all officers and employees on the Antimonopoly Act, anti-bribery, and other topics: Attendance rate of 100%
- A bi-weekly e-mail magazine on compliance issues distributed to all officers and employees.
- Training for branch managers: 161 participants
- Training for new branch managers: 32 participants
- Training for new senior managers: 52 participants
- Training for new employees: 77 participants

- Follow-up training for new marketing specialists: 54 participants
- MTP training (voluntary participatory training to train employees who can make various suggestions mainly on customer support systems): 46 participants
- Senior MTP training (skill-up training for MTP graduates): 29 participants
- Reskilling training for marketing specialists: a total of 1,145 participants
- Collaborative research with the National Institute of Advanced Industrial Science and Technology (AIST): 22 participants (8 seconded and 14 in-house researchers)

[Improving the personnel system]

- Introduction of target management system
- Commencement of review of evaluation system
- Proactive promotion of female employees to management positions: Number of new managers at TOHO HOLDINGS CO., LTD., (3 men and 2 women)
- Expansion of mid-career employment
- Promotion of contract employees to full-time employees
- Implementation of measures to improve senior engagement  
Financial literacy education for people aged 50 and older (Senior Life Plan Seminar)  
Improved compensation for rehired retirees

[Promoting work-style reforms]

- Average salary level increase of 4.6%
- Increasing starting salary  
Master's degree graduates: 219,000 yen →229,000 yen  
University graduates, professional-school graduates (with advanced diploma): 205,000 yen →215,000 yen  
Junior college graduates, professional-school graduates (with diploma): 191,000 yen →211,000 yen
- Promotion of health management: TOHO HOLDINGS CO., LTD., TOHO PHARMACEUTICAL CO., LTD., SAYWELL inc., KOYO CO., LTD., Kyushu Toho Co., Ltd., J. MIRAIMEDICAL, KYOSOMIRAI PHARMA, and Nextit Research Institute, Inc. have been certified as an Excellent Health Management Corporation 2025 (an increase of two companies from the previous FY).

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

The Company's pension fund is entrusted to, and managed and exercised by the Tokyo Pharmaceutical Industry Corporate Pension Fund established in the industry. Policies and plans, etc. related to the management of pension assets are decided after submission of proposals to and deliberations by several conference bodies such as the governing board and the delegation board, which are the executive bodies, and the appropriateness of asset management is secured.

Board member of the Company who has knowledge related to asset management assumes office as a member of the governing board of the said fund, which guarantees that the monitoring of the asset management will be implemented, and personnel with appropriate qualifications are allocated to the secretariat of the fund.

[Principle 3-1 Enhancing Information Disclosure]

(i) Management Philosophy, Management Strategy, etc.

The Management Philosophy and Management Strategy are disclosed on the Company's website and in its Integrated Report, and specific business strategies and management plans are disclosed in its Financial Results Briefing Documents and the Medium-term Management Plan.

To achieve sustainable growth and increase the medium- to long-term value of the Group through the realization of this Mission Statement, we have formulated the Medium-term Management Plan and Action Plan as a management strategy and management plan for the Group.

Please refer to the Company's website for details.

<Mission Statement>

<https://www.tohohd.co.jp/en/company/philosophy>

< Management Strategy >

<https://ir.tohohd.co.jp/en/management/strategy.html>

< Integrated Report >

[https://ir.tohohd.co.jp/en/irfiling/integrated\\_report.html](https://ir.tohohd.co.jp/en/irfiling/integrated_report.html)

< Financial Results Briefing Documents >

<https://ir.tohohd.co.jp/en/irfiling/presentation.html>

< Medium-term Management Plan and Action Plan >

<https://ir.tohohd.co.jp/en/plan.html>

(ii) Policy on Corporate Governance

The basic policy on corporate governance is disclosed on the Company's website, and in the report concerning corporate governance and the Integrated Report.

For details, please refer to the following:

< Company's basic policy on corporate governance and the report concerning corporate governance >

<https://ir.tohohd.co.jp/en/management/corporategovernance.html>

< Integrated Report >

[https://ir.tohohd.co.jp/en/irfiling/integrated\\_report.html](https://ir.tohohd.co.jp/en/irfiling/integrated_report.html)

(iii) Policy and Procedure on Compensation for the Directors

The policies and procedures for determining the compensation of directors are described in "II-1. Matters Related to Organizational Composition and Operation [Directors' Compensation] Disclosed Details of Policy for Determining Amount of Compensation or Calculation Method thereof" of this report.

(iv) Policy and Procedure on Appointment of the Senior Management and Director

Nominations of candidates for Directors are deliberated in advance by the voluntary Nomination and Compensation Committee, which is an advisory to the Board of Directors and a majority of whose members are Outside Directors, and are resolved by the Board of Directors. In selecting Directors, we comprehensively consider their understanding of the Company's business, diverse perspectives that contribute to improving the effectiveness of the Board of Directors, their expertise and experience, and other factors, expecting them to contribute to the sustainable growth of the Group and the enhancement of corporate value over the medium to long term.

(v) The Company discloses the reason for the appointment of director candidates and candidates for directors who are the Audit and Supervisory Committee members in the Notice of Convocation of General Meeting of Shareholders. Upon the nomination of director candidates and candidates for directors who are the Audit and Supervisory Committee members, explanations for each appointment and nomination are disclosed in the Notice of Convocation of General Meeting of Shareholders. The appointment and dismissal of directors is determined at the General Meeting of Shareholders in accordance with the Articles of Incorporation of the Company.

The Notice of Convocation of General Meeting of Shareholders is posted on the Company's website.

<https://ir.tohohd.co.jp/en/stock/meeting.html>

[Supplementary Principle 3-1(3) Enhancement of information disclosure regarding sustainability]

The Group is working to promote sustainability management under the sustainability policy of "Based on its Mission Statement of 'we shall live in harmony with society and our customers; together, we shall create new values through the provision of original services; and we shall contribute to the medical care and well-being of people around the world,' we, as a corporate group engaged in the medical, health and nursing care fields, strive to solve social issues through business operations and to contribute to the realization of a sustainable society."

In addition, the Company describes on the Company's website our sustainability initiatives based on the three materialities (important issues) of the environment (E), society (S), and governance (G), and disclose quantitative data and specific examples of such initiatives.

Detailed policies on sustainability can be found on the Company's website.

<https://www.tohohd.co.jp/en/csr>

Furthermore, the Company has positioned efforts to address climate change as one of our key issues, and the Sustainability Promotion Committee is playing a central role in identifying climate change-related risks and opportunities, assessing their impact on the Company, and considering specific measures to deal with them. The Group expressed its support for the TCFD recommendations in June 2023, and discloses these recommendations in line with the disclosure framework proposed by the TCFD Task Force on Climate-related Financial Disclosures.

While we strive to enhance disclosure from now on, the current status is posted on the Company's website .  
<https://www.tohohd.co.jp/en/csr/environment/climatechanges>

[Supplementary Principle 4-1(1) Scope of Delegation to Management]

The Company, according to the Board of Directors rules, specifies matters to be decided and those to be reported at the Board of Directors concerning legally required matters or important management matters. The Company also specifies matters to be decided and those to be reported by executive persons from Representative Director down, according to the authority rules and the decision-making rules.

[Principle 4-9 Independence Standards and Qualification for Independent Outside Directors]

The Company appoints independent outside directors according to the requirements for outside directors as prescribed in the regulation and to the Independence Standards stipulated by the financial instruments exchanges. The independent outside directors make comments at meetings of the Board of Directors from their respective professional positions, and active discussions, which contribute to the enhancement of the Company's corporate value over the medium to long term, are being held.

[Supplementary Principle 4-10(1) Establishment of Nomination and Compensation Committee]

The Company has established the Nomination and Compensation Committee as an advisory body to the Board of Directors, whose purpose is to ensure transparency and objectivity of management by having necessary discussions about matters such as the nomination of candidates for directors and decisions on the compensation of Directors. Committee is chaired by an outside director and the majority members of committee are outside directors.

[Supplementary Principle 4-11(1) The concept of diversity of Board of Directors]

The Company's Board of Directors strives to ensure diversity in terms of gender, age, work experience, etc. in order to facilitate discussions from diverse perspectives.

Furthermore, in anticipation of their contribution to the Group's sustainable growth and enhancement of corporate value over the medium to long term, we have appointed as board members four Inside directors and five Outside directors (including three women) with not only an understanding of the Company's business but also a wide range of expertise and abundant experience in corporate management, the pharmaceutical industry, finance/accounting/capital markets, legal affairs, business development/DX, sustainability, etc. to ensure a well-balanced composition that contributes to enhancing the effectiveness of the Board of Directors.

The knowledge and experience we expect from directors to achieve the Group's sustainable growth and enhance corporate value over the medium to long term are posted on the Company's website.

<https://www.tohohd.co.jp/en/company/directors>

[Supplementary Principle 4-11(2) The information on the Company's directors with concurrent duties at other companies]

The information on the Company's directors with concurrent duties at other companies is included in the Business Report and Reference Documents attached to Notices of Convocation of General Meeting of Shareholders and in the Annual Securities Reports, and is disclosed every year.

< Notices of Convocation of General Meeting of Shareholders >

<https://ir.tohohd.co.jp/en/stock/meeting.html>

< Annual Securities Reports >

<https://ir.tohohd.co.jp/ja/irfiling/securitiesreport.html> (Japanese only)

[Supplementary Principle 4-11(3) Evaluation of the Effectiveness of the Board of Directors]

In order to improve the functions and operation of the Board of Directors, the Company conducts a questionnaire survey of all directors on the effectiveness of the Board of Directors using a tool provided by an external organization. In addition, the Company analyzes and evaluates the results of the survey, and reports the results of the analysis and evaluation to the Board of Directors.

#### ● Evaluation Method

The Company conducts an anonymous survey of all Directors to elicit diverse opinions. The questionnaire also includes an open-ended section where specific opinions and proposals can be freely expressed. The collection, compilation and analysis of these survey results are outsourced to an external organization.

#### ● Questions (questionnaire items)

1. Composition of the Board of Directors
2. Operation of the Board of Directors
3. Discussion at the Board of Directors
4. Monitoring function of the Board of Directors
5. Performance of outside directors
6. Executive training
7. Dialogue with investors and shareholders
8. Each director's efforts
9. Other (about the Board of Directors in general)

#### ● Summary of Evaluation Results

From the responses to the questionnaire, including the open-ended section, it was confirmed that the effectiveness of the Board of Directors as a whole has been ensured, as the Board of Directors was highly evaluated for its active discussions, diversity in terms of knowledge, experience, gender, etc., as well as for its enhanced dialogue with shareholders and investors and sufficient feedback on the status of such dialogue to the Board of Directors.

In addition, in order to further activate and deepen discussions at the Board of Directors meetings, the time of the Board of Directors meetings was extended in FY2024 to ensure sufficient time for deliberations.

At the same time, the Board of Directors shared the challenges of expanding opportunities for executive training and further activating discussions with an awareness of capital profitability and capital efficiency. Regarding the early submission of materials for the Board of Directors meetings, which was raised as an issue in the previous effectiveness evaluation (FY2023), in order to enable sufficient consideration before deliberations, in addition to the early submission of materials, prior explanations were provided for some important matters. However, it is recognized as an issue that needs to be addressed on an ongoing basis.

#### ● Future Initiatives

Based on the results of this effectiveness evaluation, the Company will implement the following initiatives to further improve the effectiveness of the Board of Directors.

- Establishing an annual agenda for the Board of Directors that incorporates medium- to long-term strategic perspectives
- Providing executive training on a variety of topics
- Accelerating submission of materials by utilizing DX tools, etc.

[Supplementary Principle 4-14(2) Training Policy for the Board of Directors ]

The Company gives newly appointed directors the opportunity to participate in external seminars in order to acquire knowledge mainly concerning the statutory duties and responsibilities of directors as stipulated by law. Members of the Board of Directors, including outside directors, visit the Company's facilities such as distribution centers in order to enhance their understanding of the Company's business activities. In addition, The Company also provides opportunities for all the board members to obtain information and

knowledge on industry trends and the business environment surrounding the Company, and the Company bears the costs required for these activities.

[Principle 5-1 Policy on Constructive Dialogues with Shareholders]

The Company responds positively to dialogue (or interview) requests from shareholders or investors, which is specifically done by the Corporate Communications Department/Corporate Planning Department. Also, the representative director, a person responsible for information disclosure and outside directors respond as often as possible to some demands from shareholders or investors in the form of interview.

The Company has adopted the following policies in order to enhance constructive dialogues with shareholders or investors:

(i) Appoints a corporate officer as a person responsible for information disclosure and establishes the Corporate Communications Department/Corporate Planning Department under the direction of the person as the department in charge of investor relations.

(ii) Makes efforts to enhance organic coordination under the direction of the person by sharing information more effectively between the Corporate Communications Department/Corporate Planning Department and other related departments.

(iii) Holds biannual financial results briefings for investors and analysts to offer direct explanations from top management and the person responsible for information disclosure. Furthermore, the Company holds tours of facilities to offer a deeper understanding of the Company's management strategy. In addition, based on the Company's shareholder composition and capital policy, the Company visits North America, Europe, and Asian regions.

(iv) IR activities and opinions from investors are fed back to senior management and the Board of Directors as appropriate, and opinions from shareholders and investors obtained through dialogue are used in the formulation and implementation of management strategies.

(v) Stringently manages information in accordance with internal regulations concerning those involved in handling insider information in order to prevent selective disclosure of insider information only to some market participants, and in dialogue with investors, tries hard to make into dialogue topics the Company's sustainable growth and the matters contributing to corporate value enhancement over the medium to long term.

[Action to Implement Management That is Conscious of Cost of Capital and Stock Price]

Content of Disclosure	Disclosure of Initiatives (Update)
Availability of English Disclosure	Available
Date of Disclosure Update	July 4, 2025

Explanation

In order to achieve sustainable growth and enhancement of corporate value over the medium to long-term, the Company conducts business operations and formulates management plans based on cost of capital and capital profitability.

In the Medium-term Management Plan 2023-2025 "Create the Next Generation," which began in FY 2023, we will improve profitability and corporate value through initiatives based on the four basic policies of (1) Business transformation, (2) Investment for growth and improvement of profitability, (3) Sustainability management, and (4) Improvement of capital efficiency and enhancement of shareholder returns.

For details, please refer to the following:

< Medium-term management plan >

[https://ir.tohohd.co.jp/en/plan/main/0/teaserItems1/0/linkList/0/link/Medium-term%20plan23-25.pdf\\_E.pdf.pdf](https://ir.tohohd.co.jp/en/plan/main/0/teaserItems1/0/linkList/0/link/Medium-term%20plan23-25.pdf_E.pdf.pdf)

< Integrated Report 2024 >

[https://ir.tohohd.co.jp/en/irfiling/integrated\\_report/main/05/teaserItems1/0/linkList/03/link/E\\_IR2024\\_d.pdf](https://ir.tohohd.co.jp/en/irfiling/integrated_report/main/05/teaserItems1/0/linkList/03/link/E_IR2024_d.pdf)

< Financial Results Briefing Materials >

[https://ir.tohohd.co.jp/en/irfiling/presentation/main/0/teaserItems1/24/linkList/03/link/250515sm\\_E.pdf](https://ir.tohohd.co.jp/en/irfiling/presentation/main/0/teaserItems1/24/linkList/03/link/250515sm_E.pdf)

In addition, with the aim of accelerating initiatives and further improving the effectiveness of the basic policies of the medium-term management plan, discussions were held at the Management Strategy Committee, and the Board of Directors formulated a specific action plan based on the recommendations from the Committee.

Please refer to the following pages for details on specific action plans and current status analysis.

< Action Plan >

[https://www.tohohd.co.jp/en/assets/data/20241108-2\\_E.pdf](https://www.tohohd.co.jp/en/assets/data/20241108-2_E.pdf)

## 2. Capital Structure

Foreign Shareholding Ratio	more than 30%
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### [Status of Major Shareholders]

Name / Company Name	Number of Shares Owned	Percentage (%)
STATE STREET BANK AND TRUST COMPANY 505018	9,646,334	15.40
The Master Trust Bank of Japan, Ltd. (Trust Account)	6,059,700	9.67
Shionogi & Co., Ltd.	3,500,112	5.58
3D WH OPPORTUNITY MASTER OFC – 3D WH OPPORTUNITY HOLDINGS	2,400,000	3.83
Custody Bank of Japan, Ltd. (Trust Account)	1,494,100	2.38
Hiroyuki Kono	1,333,760	2.13
Mizuho Trust & Banking Co., Ltd., Retirement Benefit Trust, Daiichi Sankyo Account Re-trust Trustee, Custody Bank of Japan, Ltd.	1,328,000	2.12
TOHO HOLDINGS Employee Stock Ownership Plan	1,310,546	2.09
Mizuho Securities Co., Ltd.	1,282,167	2.04
STATE STREET BANK AND TRUST COMPANY 505103	1,231,676	1.96

Controlling Shareholder (except for Parent Company)	-
Parent Company	None

### Supplementary Explanation

- The shareholding ratio is calculated excluding the treasury shares (10,411,254 shares) held by the Company.
- The report of possession of a large volume (change report), which includes the following, is made available for public inspection; however, the Company is unable to confirm the actual number of shares held as of the end of the fiscal year under review, and therefore does not include them in the list of major shareholders above.
  - 3D Investment Partners Pte. Ltd.: 13,905 thousand shares (as of November 14, 2024)

• Three (3) joint holders, including Nomura Securities Co., Ltd.: 3,980 thousand shares (as of April 7, 2025)

### 3. Corporate Attributes

Listed Stock Market and Market Section	Tokyo Stock Exchange Prime Market
Fiscal Year-End	March
Type of Business	Wholesale Trade
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	More than ¥1 trillion
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	From 10 to less than 50

### 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 and Supervisory Committee
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#### [Directors]

Maximum Number of Directors Stipulated in Articles of Incorporation	15
Term of Office Stipulated in Articles of Incorporation	1 year
Chairperson of the Board	President
Number of Directors	9
Appointment of Outside Directors	Appointed
Number of Outside Directors	5
Number of Independent Directors	5

Outside Directors' Relationship with the Company (1)

Name	Attribute	Relationship with the Company*											
		a	b	c	d	e	F	g	h	i	j	k	
Yoshiaki Kamoya	From another company									△			
Hidehito Kotani	From another company									△			
Chie Goto	From another company												○
Manako Haga	From another company												○
Miho Saito	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

- Executive of the Company or its subsidiaries
- Non-executive director or executive of a parent company of the Company
- Executive of a fellow subsidiary company of the Company
- A party whose major client or supplier is the Company or an executive thereof
- Major client or supplier of the listed company or an executive thereof
- Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a director/kansayaku
- Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)
- 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)
- Executive of a company, between which and the Company outside directors/kansayaku are mutually appointed (the director himself/herself only)
- Executive of a company or organization that receives a donation from the Company (the director himself/herself only)
- Others

Outside Directors' Relationship with the Company (2)

Name	Audit and Supervisory Committee Member	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
Yoshiaki Kamoya	○	○	Mr. Kamoya has been Advisor of Shionogi & Co., Ltd., a customer of one of the Company's consolidated subsidiaries since April 2020. He is not engaged in business execution of Shionogi & Co., Ltd. now.	(Reasons for being appointed as an outside director) Mr. Kamoya has abundant knowledge and insight in relation to the pharmaceutical industry, and considerable experience as a manager in charge of the business management division of Shionogi & Co., Ltd. He has also served in important positions in industrial groups and the Company expects that he

				<p>will contribute to the Company's audit and supervisory function based on his professional knowledge and experience. Therefore, the Company has appointed him as an outside director.</p> <p>(Reasons for being appointed as an independent director) Transactions between the Company's consolidated subsidiary and Shionogi &amp; Co., Ltd. are not so conspicuously numerous as those between the Company and other customers, and do not significantly affect the Company's business. In addition, persons from Shionogi &amp; Co., Ltd. have not constantly been appointed as directors of the Company and there is little human interaction. Based on the above reasons, Mr. Kamoya has been appointed as an independent director because the Company judges that he will have no risk of having conflicts of interest with ordinary shareholders.</p>
Hidehito Kotani	○	○	Mr. Kotani is from Pfizer, Inc. and MSD K.K., both of which are customers of one of the Company's consolidated subsidiaries. More than ten years have passed since he left Pfizer, Inc. and he left MSD K.K. in August 2015.	<p>(Reasons for being appointed as an outside director) Mr. Kotani has abundant knowledge about the pharmaceutical, medical device and medical IT industries and insight in corporate activities. He participated in the management of other companies, and the Company expects that he will contribute to the Company's audit and supervisory function as an expert on business management that he has accumulated through his career. Therefore, the Company has appointed him as an outside director.</p> <p>(Reasons for being appointed as an independent director)</p>

				<p>Transactions between the Company's consolidated subsidiary and both of Pfizer, Inc. and MSD K.K. are not so conspicuously numerous as those between the Company and other customers, and do not significantly affect the Company's business. In addition, persons from Pfizer, Inc. and MSD K.K. have not constantly been appointed as directors of the Company and there is little human interaction. Based on the above reasons, Mr. Kotani has been appointed as an independent director because the Company judges that he will have no risk of having conflicts of interest with ordinary shareholders.</p>
Chie Goto	○	○	-	<p>(Reasons for being appointed as an outside director) Ms. Chie Goto has a broad insight as a lawyer and a certified public accountant and extensive experience as an outside officer of other companies, and the Company is appointed her as an outside director with the expectation that she will perform in the management and supervision of the Company by utilizing her professional knowledge of corporate law and accounting that is fostered through activities as a lawyer and a certified public accountant.</p> <p>(Reasons for being appointed as an independent director) Ms. Goto has been appointed as an independent director because she has no special interest with the Company and the Company judges that she will have no risk of having conflicts of interest with ordinary shareholders.</p>
Manako Haga		○	-	<p>(Reasons for being appointed as an outside director)</p>

				<p>Ms. Manako Haga has a wealth of knowledge and experience in finance and accounting, human resource development, and the establishment of business processes, having served as a manager of the finance division, human resources division, and corporate services division at a securities company.</p> <p>We expect that she will utilize her knowledge and experience to provide advice on appropriate decision making by the Board of Directors and highly effective supervision from an independent standpoint. Therefore, we propose her election as an outside director.</p> <p>(Reasons for being appointed as an independent director) Ms. Haga has been appointed as an independent director because she has no special interest with the Company and the Company judges that she will have no risk of having conflicts of interest with ordinary shareholders.</p>
Miho Saito	○	○	-	<p>(Reasons for being appointed as an outside director) Ms. Miho Saito has long been engaged in investment operations in international finance and has a wealth of knowledge and experience in investment strategy formulation and investment risk management based on capital market trends. We expect that she will utilize her knowledge and experience in finance and capital markets to provide advice on appropriate decision-making by the Board of Directors and conduct highly effective auditing and supervision from an independent standpoint. Therefore, we</p>

				<p>propose her election as an outside director.</p> <p>(Reasons for being appointed as an independent director) Ms. Saito has been appointed as an independent director because she has no special interest with the Company and the Company judges that she will have no risk of having conflicts of interest with ordinary shareholders.</p>
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**[Audit and Supervisory Committee]**

Committee's Composition and Attributes of Chairperson

	Total Committee Members	Full-time Committee Members	Inside Directors	Outside Directors	Chairperson
Audit and Supervisory Committee	4	0	0	4	Outside Director

Appointment of Directors and Employees to Support the Execution of Duties by Audit and Supervisory Committee	Appointed
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Matters Related to the Independence of Such Directors and/or Employees from Executive Directors

The Company appoints a staff to assist the Audit and Supervisory Committee to carry out their duties. To ensure the independence of the staff from directors (excluding those who are the Audit and Supervisory Committee members), the staff performs his duties under the direction of the Audit & Supervisory Committee. Moreover, the appointment and any personnel change of the staff is handled with the agreement of the Audit and Supervisory Committee.

Cooperation among Audit and Supervisory Committee, Accounting Auditor, and Internal Audit Division

The representative director regularly meets with an Audit and Supervisory Committee and exchanges opinions on issues to be tackled by the Company, the progress in developing an environment for the Committee to conduct audits, and crucial auditing issues, in an effort to deepen mutual understanding.  
The Audit and Supervisory Committee members regularly receive reports on audit plans, methods, and results from the accounting auditor and exchange information to conduct efficient auditing.  
The Group Audit Office as the Internal Audit Division submits internal audit information and other necessary information to the Audit and Supervisory Committee members to maintain close contact with the Committee members.

**[Voluntary Committee]**

Voluntary Establishment of Committee(s) Corresponding to Nomination Committee or Remuneration Committee	Established
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	Total Committee Members	Full-time Committee Members	Inside Directors	Outside Directors	Outside Experts	Other	Chairman
Voluntary Nomination and Compensation Committee	6	0	2	4	0	0	Outside Director

Supplementary Explanation

The voluntary Nomination and Compensation Committee consisting mainly of outside directors have been established as advisory committees to the Board of Directors.

**[Independent Directors]**

Number of Independent Directors	5
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Other Matters relating to Independent Directors

All of outside directors that qualify as independent directors have been designated as independent directors.

**[Incentives]**

Incentive Policies for Directors	Others
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Supplementary Explanation

A resolution was passed at the 69th Annual General Meeting of Shareholders held on June 29, 2017, to newly introduce a restricted stock compensation plan in place of the current stock-based compensation stock options for the Company's directors (excluding those who are Audit and Supervisory Committee Members) in order to give even more incentive for the directors to undertake sustainable enhancement of the Company's corporate value and to further promote value-sharing with shareholders. The total amount of such compensation shall be no more than 55 million JPY.

**[Director Remuneration]**

Disclosure of Individual Directors' Remuneration	No Individual Disclosure
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Supplementary Explanation

No single officer was awarded consolidated compensation of 100 million JPY or more in total and therefore nothing is listed. Total compensation for each director is disclosed in the Annual Securities Report and Business Report.

Policy on Determining Remuneration Amounts and Calculation Methods

Established

#### Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods

The Company has established the following policy for determining remuneration, etc. for each individual director at the Board of Directors' meeting held on May 14, 2025.

##### 1. Basic policy

- Compensation shall be determined based on fair and reasonable standards, comprehensively considering the duties of directors, degree of responsibility, contribution to business performance, etc.
- Compensation shall be an appropriate combination of fixed compensation (base compensation), performance-linked compensation, stock compensation, etc., from the perspective of improving the Company's corporate value over the medium to long term.
- The content of compensation shall be highly independent, transparent, objective, and accountable to the Company's stakeholders..

##### 2. Compensation levels

The compensation levels shall be determined by resolution of the Board of Directors after the Nomination and Compensation Committee verifies the appropriateness thereof by conducting research and analysis of compensation levels for each position using data from an external research organization and peer groups of companies with more or less the same market capitalization or companies in similar industries.

The compensation levels shall be reviewed from time to time in accordance with changes in the Company's business environment and external environment.

##### 3. Composition of compensation

Compensation for directors (excluding outside directors) shall be divided into three categories: representative salary, supervisory salary, and executive salary. Outside directors shall be paid only fixed compensation in light of their duties.

(1) Representative salary: A fixed amount of money is paid monthly to directors with representative authority.

(2) Supervisory salary: A fixed amount of money is paid monthly as compensation for management supervision.

(3) Executive salary: Fixed compensation, performance-linked bonus (STI), and stock compensation (LTI) shall be paid for business execution.

The composition of executive salary shall be 65-75% fixed compensation, 15-20% bonus, and 10-15% stock compensation.

###### a. Fixed compensation

A fixed amount of money is paid monthly according to the position.

###### b. Bonus (STI)

Bonuses shall be performance-linked compensation in cash based on performance and evaluation during the relevant fiscal year. The three (3) indicators to be used in the evaluation shall be operating income, ROE, and employee engagement. The ratio shall be 50:25:25, and 0-200% of the standard amount according to the position shall be paid in a lump sum after evaluation (in June of the following year).

###### c. Stock compensation (LTI)

Restricted stock (RS) shall be granted according to the position with the aim of providing an incentive to continuously improve the Company's corporate value and to promote value sharing with shareholders.

4. Matters concerning the determination of the content of compensation, etc. for individual directors Compensation for individual directors (excluding those who are Audit and Supervisory Committee Members) shall be determined by the Board of Directors after deliberation by the Nomination and Compensation Committee.

In the event of revision of the determination policy, the details shall be deliberated by the Nomination and Compensation Committee prior to the resolution of the Board of Directors.

**[Supporting System for Outside Directors]**

Relevant departments timely provide outside directors with information and materials needed for them to carry out their duties, and do so promptly if asked.

**[Status of Persons Who Retired as Representative Director and President, etc.]**

Names, etc. of advisors, senior advisors etc., who are a former Representative Director and President, etc.

Name	Title and position	Duties	Working style and conditions (Full-time / part-time, With/without compensation, etc.)	Retirement date of President, etc.	Term of office
Takaaki Matsutani	senior advisor	Advice on overall management	part-time (With compensation)	June 27, 2013	1year
Katsuya Kato	advisor	Advice based on expert knowledge and experience related to the Group's business	part-time (With compensation)	June 27, 2019	1year
Mitsuo Morikubo	advisor	Advice based on expert knowledge and experience related to the Group's business	part-time (With compensation)	June 26, 2020	1year
Total number of advisors, counselors, etc. who are a former Representative Director and President, etc.			3persons		

**Other matters**

- Persons who have served as President or Chairperson of the Company and its core subsidiary TOHO PHARMACEUTICAL CO., LTD. and currently serve as an advisor, senior advisor, etc. to TOHO HOLDINGS CO., LTD. are listed.
- The date of retirement of the President, etc. indicates the last date of retirement from either the President or Chairperson role at the Company or TOHO PHARMACEUTICAL CO., LTD.

- The three individuals mentioned provide advice to our management and business units when consulted. This advice is based on their extensive experience and insights regarding the Company's operations and those of our core subsidiaries. However, they do not participate in our management's decision-making beyond offering such advice.
- Mr. Kato retired as director of the Company in June 2020 and had since left all positions related to the company. However, in September 2024, an advisory agreement was concluded, and he newly assumed the position of advisor.

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

-The Company changed to a Company with an Audit and Supervisory Committee after amendments of the Company's Articles of Incorporation at the 68th Annual General Meeting of Shareholders held on June 29, 2016.

- The number of directors (excluding those who are the Audit and Supervisory Committee members) shall be no more than ten, and the number of directors who are the Audit and Supervisory Committee members shall be no more than five. The Company has five directors (excluding those who are the Audit and Supervisory Committee members), including one outside director, and four directors who are the Audit and Supervisory Committee members. The Company has adapted a corporate officer system and appointed ten corporate officers.

- The Company has appointed four outside directors who are the Audit and Supervisory Committee members in order to further enhance the system for supervising and monitoring the execution of operation by directors and also enhance the system for reflecting the opinions of external experts.

- The Company has set the terms of directors (excluding those who are the Audit and Supervisory Committee members) at one year and directors who are the Committee Members at two years to establish a flexible management system for responding swiftly to changes in business environments and to clarify the responsibility and evaluation of each director.

- As a general rule, the Company holds regular meetings of the Board of Directors each month, and by holding special meetings of the Board of Directors as needed, the Company ensures the proper execution of operations and makes swift decisions.

In addition, the Group's Management Committee, consisting of directors, division managers, and others, has been established to discuss and review matters related to the Group's management strategies, business strategies, and important business execution. In principle, the Committee meets once a month to discuss and consider important matters to be submitted to the Board of Directors, progress reports on initiatives in each business, measures to address issues, etc. The Company ensures the proper execution of operations by thoroughly deliberating on relevant issues at this "Group Management Committee."

- The Company ensures the proper execution of operations by proactively utilizing its corporate lawyers and following advice from more than one lawyer for each specialized area.

- The Audit and Supervisory Committee Members conforming to the auditing policies and the allocation of duties, etc., conduct strict audits by attending the Board of Directors, receiving reports mainly from directors concerning the execution of operations, confirming important decision-making documents, and inspecting the state of business and assets.

- The Company establishes the "Group Audit Office" independent of business operations in order to secure sound management and proper business operations, and conducts regular audits based on the annual auditing plan and conducts irregular special audits in order to enhance and implement internal audits thoroughly.

- In order to strengthen the independence and objectivity of decision on nomination and remuneration of directors, the Company establishes the voluntary "Nomination and Compensation Committee" as advisory committees to the Board of Directors. Committee is chaired by an outside director and the majority members of committee consist of outside directors.

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

The Company has adopted an Audit and Supervisory Committee governance structure from the perspective of further enhancing corporate governance by strengthening the supervisory functions of the Board of Directors, thereby promoting the improvement of the corporate value on a mid-to long-term basis through the enhancement of the functions of outside directors who do not execute operations by themselves.

Among nine directors, the Company appointed five directors as outside directors (four of whom are Audit and Supervisory Committee members), who aim to strengthen the management supervision function.

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

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

	Supplementary Explanations
Early Notification of General Shareholder Meeting	In order to ensure that shareholders have sufficient time to consider general meeting proposals, the convocation notice is sent out approximately three weeks prior to the date of the meeting and disclosed on the Company's and the Tokyo Stock Exchange's websites approximately one week prior to the date of such notice.
Allowing Electronic Exercise of Voting Rights	The Company has adopted the system for the exercise of voting rights by electromagnetic means since the 63rd Annual General Meeting of Shareholders held on June 28, 2011.
Participation in Electronic Voting Platform	The Company has participated in the platform for electronic exercise of voting rights since the 63rd Annual General Meeting of Shareholders held on June 28, 2011, and has prepared an environment that provides institutional investors at home and abroad with a wide range of opportunities to exercise their voting rights.
Providing Convocation Notice in English	The Company has created the Notice of Convocation of General Meeting of Shareholders in English and has posted on the website of the Company and the platform.
Other	The Company has posted the Notice of Convocation both in Japanese and English on the website of the Company before sending it.

#### 2. IR Activities

	Supplementary Explanations
Regular Investor Briefings for Analysts and Institutional Investors	The Company, after disclosing the final financial statements and the interim financial statements, continuously holds financial results briefings for securities analysts and institutional investors. Moreover, the Company holds meetings individually with institutional investors when needed.
Posting of IR Materials on Website	The Company posts its consolidated financial statements, annual securities reports, Integrated Report, timely disclosure of information, notices of convocation of General Meeting of Shareholders, etc. on its website and provides audio recordings of presentations at the financial results briefings.
Establishment of Department and/or Manager in Charge of IR	The department that specializes in investor relations includes the Corporate Communications Department/Corporate Planning Department.

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

	Supplementary Explanations
Stipulation of Internal Rules for Respecting the Position of Stakeholders	The "Code of Ethics of the Kyoso Mirai Group" common to the Group companies specifically stipulates that it is necessary to establish a relationship of "trust and sympathy" with stakeholders in order for the Group to survive and grow.
Implementation of Environmental Activities, CSR Activities etc.	Based on its Mission Statement of "We shall live in harmony with society and our customers; together, we shall create new values through the provision of original services; and we shall contribute to the medical care and well-being of people around the world," the Group, as a corporate group engaged in the medicine, health, and nursing care fields, strives to resolve social issues through business operations and promoting sustainability management through the Sustainability Promotion Committee, which is responsible for deliberations on initiatives to promote sustainability management and identifying and addressing issues in order to contribute to the realization of a sustainable society.

	<p>The details of these activities and our environmental policy are available on the Company's website.</p> <p><a href="https://www.tohohd.co.jp/csr">https://www.tohohd.co.jp/csr</a> (Sustainability)</p> <p><a href="https://www.tohohd.co.jp/csr/report">https://www.tohohd.co.jp/csr/report</a> (Integrated Report)</p> <p><a href="https://www.tohohd.co.jp/en/csr/environment/policy">https://www.tohohd.co.jp/en/csr/environment/policy</a> (Environmental Policy)</p>
Other	<p>The Company is certified as an "Excellent Health Management Corporation 2025," an accreditation system for excellent health management corporations sponsored by the Ministry of Economy, Trade and Industry and the NIPPON KENKO KAIGI.</p> <p>Details are posted on the Company's website.</p> <p><a href="https://www.tohohd.co.jp/en/csr/activity/employee">https://www.tohohd.co.jp/en/csr/activity/employee</a></p>

#### IV. Matters Related to the Internal Control System

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

According to the provisions of the Companies Act, the Company has set up its "Basic Policy on Internal Control System" as described below, and faithfully carries out this policy in order to ensure the legality and efficiency of the Company's business operations and undertake risk management practices. Moreover, the Company reviews its Basic Policy in a timely manner, according to changes in the socioeconomic climate and other aspects of the environment surrounding the Company, and further improves and enhances its Basic Policy.

[1] System for Ensuring that Directors' Execution of their Duties is in Compliance with Laws and Regulations and the Articles of Incorporation

(1) Directors of the Group shall execute their duties in accordance with laws and regulations, the Articles of Incorporation, the Board of Directors regulations, the decision-making rules, etc. They shall act in compliance with laws and regulations, as well as social norms, and shall adhere to the Kyoso Mirai Group Code of Ethics (the "Code of Ethics"), which establishes ethical standards and behavioral guidelines that must be observed and practiced. The Company shall appoint a Governance Officer to promote governance in the Group.

(2) The Company shall set up a Compliance Committee to promote the establishment of a system of compliance with laws, regulations and social norms as well as corporate ethics in the Group.

(3) The Company shall adopt a corporate officer system to strengthen the supervisory function of the Board of Directors and directors, separating the supervisory function of the Board of Directors and directors from the business operation function of the corporate officers.

(4) To enable the Board of Directors to supervise the execution of duties by directors, directors shall accurately report the business operation status of the Company and its Group companies to the Board of Directors, and shall mutually monitor and supervise the execution of duties by other directors.

(5) Based on the Financial Instruments and Exchange Act, directors are continuously engaged in preparing, managing, and evaluating a system for implementing effective and proper internal control related to the Group's financial reporting in order to ensure the reliability and appropriateness of the contents of the Group's financial reports.

(6) The Group shall establish a whistleblowing system to prevent misconduct, detect it early, and correct it promptly. The Group shall set up contact points for whistleblowing both within and outside the company and prohibit any disadvantageous treatment of whistleblowers. Furthermore, to prevent the occurrence of harassment incidents and ensure prompt response to them, the Group shall set up contact points for consultation and whistleblowing both within and outside the company, thoroughly publicize them, and ensure appropriate handling.

(7) The Company shall establish the committees as an advisory body to the Board of Directors as follows:  
- The Nomination and Compensation Committee (composed of three or more directors, with a majority of members and the chairperson selected from outside directors), whose objective is to conduct necessary deliberations regarding the appointment and dismissal of directors and the representative director, the determination of Directors' compensation and other matters, succession plans for the Representative Director and others, etc., and to contribute to the transparency of decision-making..

- the Sustainability Promotion Committee, whose purpose is to recognize responses pertaining to sustainability as important issues in management and promote sustainability management.
- the Investment Committee, whose purpose is to have discussions about the appropriateness of investment projects in making a decision on the investment projects.
- the Management Strategy Committee, whose purpose is to consider important management and business strategies, etc., connected with the Company and the Group toward sustained enhancement of corporate value.
- the Governance Enhancement Special Committee, whose purpose is to strengthen governance, including compliance and risk management, in order to achieve sustainable growth and increase the medium- to long-term value of the Group.

[2] System for Ensuring that Employees' Execution of their Duties is in Compliance with Laws and Regulations and the Articles of Incorporation

(1) In order to ensure that employees execute their duties while always being conscious of compliance, the Group strives so that the Ethical Code will be practically and fully applied. In particular, the Company makes efforts for maintaining and strengthening the system to ensure compliance with laws and regulations related to pharmaceutical affairs, laws and regulations for securing fair competition such as the Antimonopoly Act, strict control of corporate information and personal information, etc., and for providing employees with education and enlightening employees about the system.

(2) The Company fully ensures that business will be executed and managed through the office organization. If a problem arises, it must be dealt with properly and strictly according to the rules of employment, and measures must be promptly taken to prevent the recurrence of similar cases.

(3) By conducting periodic internal audits, the Company confirms whether employees execute their duties in compliance with law and regulations, the Articles of Incorporation, and other rules, and ensures that the proper execution of their duties is maintained and reinforced properly.

[3] System for the Storage and Management of Information in Relation to the Execution of Duties by Directors

(1) In accordance with the laws and regulations as well as the "Rules for the Management of Documents," the Company properly stores and manages documents related to the execution of duties by directors (including electromagnetic records), and other important information.

(2) The Company ensures the appropriateness of the contents concerning the creation, storage, and management of information in relation to the execution of duties by directors by having them audited by the Audit and Supervisory Committee members.

[4] Regulations for Management of Risk of Loss and Other Systems

(1) The Company shall establish a Risk Management Committee to advance the development of the Group's risk management system. The committee shall strive to identify and understand potential risks facing the Group at an early stage, thereby promoting risk management throughout the Group.

(2) The Company shall establish a Kyoso Mirai Group Disaster Countermeasures Committee. The committee shall formulate disaster countermeasures and business continuity plans in preparation for the occurrence of a disaster or other emergency in the Group. In the event of a disaster, the committee shall strive to minimize damage to the organization, swiftly restore operations, and continue business.

(3) In the event of an emergency within the Group, the Company shall establish a countermeasures headquarters at the Company or an operating company, directed by the Representative Director, President (or a person designated by the Representative Director, President). In accordance with the business continuity plan prescribed in the preceding item, the countermeasures headquarters shall take prompt action to maintain, restore or establish the pharmaceutical supply system.

(4) The Company shall establish an Information Security Committee pursuant to the Basic Rules on Information Security, which stipulate the creation of a system for the protection of information assets, and shall build a company-wide management system for maintaining information security.

(5) In order to maintain the normal operation of its computer processing system, the Company locates multiple data centers and launches a backup system to properly build up a robust framework for accidents.

[5] System for Ensuring that the Duties of Directors are Exercised Efficiently

(1) The Board of Directors meeting is normally held on a monthly basis, and an extraordinary meeting is held when necessary. In these meetings, important matters concerning the management are deliberated and resolved, and the business execution by the directors is supervised.

(2) The Company shall ensure a system to make prompt and appropriate decisions on important matters to be submitted to the Board of Directors by, for example, having the Group's Management Committee fully examine them in advance.

(3) In order to ensure that the duties of directors are exercised efficiently, the Company establishes the "Organization Regulations," the "Regulation Concerning the Division of Duties," and "Regulations for Authority of Duties," designating a responsible party for each organization and duty and defining the details of responsibilities and execution procedures.

(4) The Company holds the Board of Directors periodically to confirm the progress of business activities of the Group based on the Mid-term Management Plan and the Annual Management Plan.

#### [6] System for Ensuring Proper Operations within the Corporate Group

(1) System for reporting to the Company on matters relating to the execution of duties by directors of subsidiaries

In accordance with the Management Rules of the Affiliated Companies, the Company shall discuss and review important matters concerning the business operations of its subsidiaries in advance at the Group's Management Committee, and shall submit them to the Board of Directors for deliberation and report as necessary.

(2) Regulations and other systems with regard to managing the risk of loss for subsidiaries

In accordance with the provisions and other systems for managing the risk of loss set forth in Article 5, the Company shall identify and understand risks that may arise throughout the Group at an early stage and minimize their negative impact.

(3) System for ensuring that the duties of directors of subsidiaries are exercised efficiently

Pursuant to the basic policies stipulated in the "Affiliates Management Rules," the Company has established the reporting system shall have the Company's Board of Directors deliberate and receive reports on important matters connected with subsidiaries' business and management.

(4) System for ensuring that the duties of directors and employees of subsidiaries are executed in compliance with laws and regulations and the Articles of Incorporation.

- The Company requires its subsidiaries to strictly follow the Code of Conduct based on the ethical standards defined in the Code of Ethics for ensuring the proper business operations.

- Through internal audits periodically conducted by the Company, the Company audits the business of subsidiaries in order to ensure the proper business execution of subsidiaries.

#### [7] Matters Relating to an employee to support the duties of Audit and Supervisory Committee

(1) The Company shall require the appointment of employees to assist the Audit and Supervisory Committee where no full-time Audit and Supervisory Committee member is appointed, and shall appoint such employees as otherwise necessary.

(2) Matters related to the personnel changes and personnel evaluations and other personnel affairs of such employees assigned to assist with the duties of the Audit and Supervisory Committee will be determined through discussion with the Audit and Supervisory Committee and with the full-time Audit and Supervisory Committee member.

#### [8] Matters Relating to Reporting to Audit and Supervisory Committee

(1) The Audit and Supervisory Committee members attend important decision-making meetings such as the Board of Directors or inspect meeting minutes when necessary to receive reports on important matters from directors and the Group's employees.

(2) Directors and Corporate Officers shall immediately report to the Audit and Supervisory Committee or full-time Audit and Supervisory Committee members if they determine that a violation of laws, regulations, or the Articles of Incorporation, or any other material event causing substantial damage to the Company has occurred or is highly likely to occur.

(3) The decision-making documents approved by the representative director are submitted to the Audit and Supervisory Committee members immediately after approval.

#### [9] System for Ensuring that the Informants who Submit Reports to Audit and Supervisory Committee are Protected against Retaliatory Actions for Filing Such Reports

The Company prohibits the Group's officers and employees who submit reports to the Audit and Supervisory Committee or the full-time Audit and Supervisory Committee member from being treated unfairly for filing such reports, and the Company makes the Group's officers and employees fully aware of this.

[10] Matters Relating to the Policy for Settlement of Expenses or Debts Arising from the Execution of Audit and Supervisory Committee Members' Duties, such as the Advancement or Indemnification of Expenses Arising from the Execution of the Audit and Supervisory Committee Members' Duties

(1) The Company shall bear the expenses of attorneys, certified public accountants, consultants, etc. utilized by the Audit and Supervisory Committee as necessary for the execution of its duties.

(2) In addition to the measures mentioned above, the Company shall also bear the expenses needed by the Audit and Supervisory Committee members when executing their duties.

[11] Other Systems for Ensuring the Effective Execution of Audits by Audit and Supervisory Committee Members

(1) The representative director regularly meets with the Audit and Supervisory Committee and exchanges opinions on issues to be tackled by the Company, the progress in developing an environment for the Audit and Supervisory Committee to conduct audits, and crucial auditing issues, in an effort to deepen mutual understanding.

(2) The Audit and Supervisory Committee regularly receive reports on audit plans, methods, and results from the accounting auditor and exchange information to conduct efficient auditing.

(3) The Internal Audit Division submits internal audit results and information and other necessary information to the Audit and Supervisory Committee to maintain close contact with the Committee. Besides, the Committee can ask for survey on audit matters to the Internal Audit Division if necessary.

(4) The Company ensures that the Audit and Supervisory Committee concludes an advisory contract not with a corporate lawyer but with a lawyer working only for the Audit and Supervisory Committee, and uses the services of such lawyer.

## 2. Basic Views on Eliminating Antisocial Forces

The Group stands firmly against antisocial forces and organizations that threaten the order and safety of civil society. In order to prevent them from being involved in the Group's management activities and from harming the Group, the Group has established a basic policy of thoroughly severing all ties with them in the Code of Ethics and other documents. The Group has also established organizational structures and is working to eliminate any connections with them through information gathering in cooperation with police authorities and other relevant bodies, as well as through awareness-raising activities for its officers and employees.

## V. Other

### 1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Adopted
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Supplementary Explanation

The Company hereby announces that, at the meeting of the Board of Directors held on October 31, 2025, it resolved to introduce a response policy regarding large-scale purchases of its share certificates, etc., in response to the large-scale purchase, etc. of its shares by 3D Investment Partners Pte. Ltd. (hereinafter referred to as the 'Response Policy'), with the aim of ensuring and enhancing the Company's corporate value and the common interests of its shareholders.

(Basic Policy on Persons Who Control Decisions on the Company's Financial and Business Policies)

The Company believes that those who control decisions on its financial and business policies should have a sufficient understanding of the Company Group's finances, operations, and sources of corporate value, and be capable of securing and enhancing the corporate value and, ultimately, the common interests of its shareholders in a continuous and sustainable manner.

The Company does not categorically oppose large-scale purchases of its share certificates, etc. by specific parties, provided such purchases contribute to securing and enhancing corporate value and shareholders' common interests. The Company believes that whether to accept such a large-scale purchase should ultimately be determined based on shareholders' intent.

However, there are many cases in which large-scale purchases of share certificates, etc. do not contribute to the corporate value of the target company or to shareholders' common interests. These include purchases that, based on their objectives, are considered to cause clear harm to corporate value and, ultimately, shareholders' common interests; those that effectively coerce shareholders into selling their shares; those that fail to provide the target company's board of directors and shareholders with sufficient time or information to evaluate the large-scale purchase of share certificates, etc., and for the board to develop alternative proposals; and those that require the target company to engage in discussions and negotiations with the acquirer to obtain more favorable terms than initially presented.

The Company believes that the source of the corporate value of its Group is made up of the trust placed in it by the Company Group's customers and the Company Group's brand power, the Company Group's business model that has established a structure to allow the distribution of secure and safe pharmaceuticals at all times, and the relationships of trust with the Company Group's employees, business partners, and other stakeholders. This corporate value and, ultimately, shareholders' common interests may be undermined if a large-scale purchaser of the Company's share certificates, etc. lacks a sufficient understanding of these sources of corporate value or the ability to maintain and enhance them over the medium to long term. Accordingly, the Company believes that any party engaging in a large-scale purchase that does not contribute to corporate value or shareholders' common interests should not be in a position to control decisions on its financial and business policies. To safeguard its corporate value and, ultimately, shareholders' common interests, the Company considers it necessary to take appropriate countermeasures against large-scale purchases by such parties.

The purpose of introducing the Response Policy, in line with the Basic Policy set out above, is to ensure and enhance the corporate value of the Company and ultimately the common interests of its shareholders.

The Company's Board of Directors believes that its shareholders should make a final decision on whether to accept a large-scale purchase from the perspective of ensuring and enhancing the corporate value of the Company and ultimately shareholders' common interests. It also believes, for shareholders to make an appropriate decision on whether to accept the large-scale purchase after sufficient consideration, it is necessary to hold a general meeting of shareholders to secure an opportunity to confirm its shareholder's intent prior to the commencement of the large-scale purchase. As a prerequisite for an appropriate intent confirmation, it is essential to secure necessary and sufficient information from a large-scale purchaser and enough time to enable its shareholders for consideration. Therefore, the Company set out the Response Policy as a framework in the event a large-scale purchase is implemented, to request large-scale purchasers to provide necessary information; to ensure that the provision of such information is effective; and to ensure sufficient time for the shareholders to carefully consider whether to implement the large-scale purchase based on such information.

The Company's Board of Directors requests a large-scale purchaser to comply with the Response Policy as above. If a large-scale purchaser does not comply with the Response Policy, the Company will take certain countermeasures, respecting the Independent Committee's opinions to the maximum extent, to ensure an opportunity to obtain judgment of shareholders in accordance with the Response Policy.

Please note that the details of the scheme, etc. are posted on the Company's website.  
[https://www.tohohd.co.jp/en/assets/data/20251031-1\\_E.pdf](https://www.tohohd.co.jp/en/assets/data/20251031-1_E.pdf)

## 2. Other Matters Concerning to Corporate Governance System

### Outline of the Setup for Timely Disclosure

#### 1. Basic Policy on Timely Disclosure

The Company regards the timely and appropriate disclosure of information as one of the most important responsibilities of a listed company, and makes constant efforts to improve the Company's internal system to ensure the prompt and accurate disclosure of corporate information to investors in accordance with the Financial Instruments and Exchange Act and other laws and regulations and relevant rules of the stock exchange on which shares of the Company are listed.

#### 2. Internal System for Ensuring the Timely Disclosure

Important matters of the Company are approved at ordinary meetings of the Board of Directors and the Group Management Committee held once a month, as a rule, and also at extraordinary meetings of the Board of Directors when necessary.

Disclosure procedures for those information and other important information reported by each department of the Group are executed by:

- 1) A General Manager of the Corporate Strategy Division, who is responsible for disclosure of financial results related information.
- 2) The General Manager of the Corporate Strategy Division who is responsible for disclosing, and each relevant division in disclosing corporate information other than information related to financial results. They examine whether to disclose information, what to disclose, and when to disclose, and if disclosure is judged to be necessary, they prepare the disclosure materials concerning corporate information and disclose those in a timely and appropriate manner under the instruction of Representative Director.