

## Governance <G>

### Building and operating transparent management systems for thorough Group-wide compliance.



The entire Toyoda Gosei Group is striving to enhance corporate governance so that we can continue as a company of integrity that is trusted by society. To build and maintain fair and transparent corporate governance systems, we are increasing the effectiveness of the monitoring and auditing of corporate management by outside directors and Audit & Supervisory Board members, while also installing internal control systems company-wide to ensure the propriety and efficiency of work. Through Group-wide compliance activities, we are pursuing thorough legal compliance and business ethics.

We are also globally identifying risks with the potential to have a huge impact on our operations, and implementing risk management activities to prevent future problems.

#### Hiroshi Yasuda

Chief of Corporate Strategy Headquarters  
Chief of Carbon Neutrality and Environment Promotion Division,  
Adviser to Automotive Business Headquarters / Director, Corporate Officer

## Corporate governance

### Basic philosophy

We view the enhancement and strengthening of corporate governance with the aim of ensuring sound and efficient corporate management to be crucial in achieving sustainable growth. Based on this, we are building and maintaining fair and transparent management systems and organizational systems that can respond precisely to environmental changes.

### Corporate governance system

Toyoda Gosei has adopted an audit and supervisory board system and set up the shareholders' meeting, Board of Directors, Audit & Supervisory Board, and accounting auditors as statutory entities. We have also put in place internal auditors and other internal control systems including internal audits.

The Board of Directors consists of nine directors and holds regular monthly meetings (extraordinary meetings held as needed), where matters prescribed by law or in the Articles of Incorporation and important matters related to corporate management are reported, discussed, and resolved.

A system of corporate officers is used to speed up decision making and business execution. For important business matters, division chief meetings and management meetings are held monthly. Functional meetings and committee meetings relevant to key areas such as technology, costs, and personnel are also held as needed for good management decisions.

The Audit & Supervisory Board consists of five

members and holds regular meetings. Members also attend important meetings such as Board of Directors' meetings and audit each department and subsidiary, through which they fulfill their function of auditing corporate management.

Accounting auditors are external auditors who combine auditing functions with a commitment to ensuring an independent and fair auditing system. The Company adopts the current system because audit, supervisory, and execution functions are well coordinated with each other under this structure, with legality and efficiency of the Company's decision-making and business execution sufficiently ensured.

Also, in order to strengthen the supervisory function of the Board of Directors and to increase the objectivity and transparency of the decision-making process, we have established an Executive Appointment Committee and Executive Compensation Committee under the Board of Directors as non-mandatory advisory committees.

### Internal control systems

In accordance with the provisions of Japan's Companies Act, Toyoda Gosei has formulated a Basic Policy on Establishing Internal Controls. Under this policy, we are striving to ensure appropriate operations by establishing internal control systems, which help us

deliberate important matters, establish related rules and guidelines, and handle internal audits, compliance and risk management. Every year, the Board of Directors checks the status of establishment and operation of internal controls in an ongoing effort to improve and reinforce them.

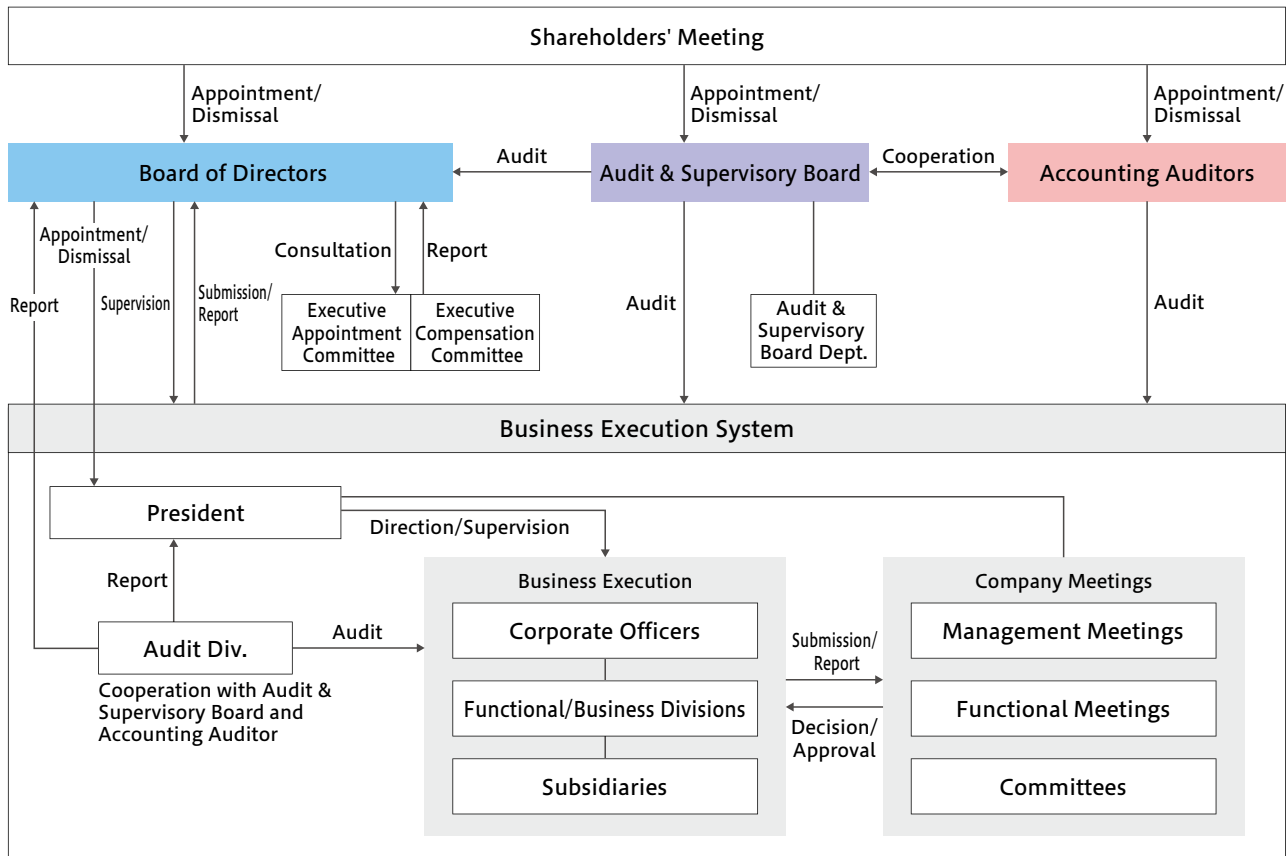


## Internal controls for the Toyoda Gosei Group

To cultivate a healthy internal control environment at Toyoda Gosei and its subsidiaries, all Group companies share its management philosophy. The Toyoda Gosei Group Charter for Business Ethics, a shared guideline for compliance, has also been instituted and expanded to subsidiaries. While respecting the independence of subsidiary management, we receive regular business

reports from subsidiaries and set up systems to confirm the propriety and legality of subsidiaries' businesses through advance approval reports. We also send non-executive directors and Audit & Supervisory Board members to key subsidiaries in a system to monitor and act as a check on their business execution.

### Corporate governance system



## Internal audits, Audit & Supervisory Board members' audits, and accounting audits

We have set up an Audit Division to handle internal audits. With the aims of achieving business objectives and preventing misconduct and mistakes, internal audits are conducted across the overall business (including audits of functional departments) based on an internal auditing plan approved by management at the beginning of each term.

The results of internal audits are reported to management, and audited departments are given recommendations for improvements based on the audit results. The effectiveness of internal audits is increased by checking their improvement plans and results.

Each Audit & Supervisory Board member follows the auditing policy and audit plan established by the Audit & Supervisory Board when investigating the Company and subsidiaries. They attend the meetings of important deliberative bodies and committees including the Board of Directors, division chief meetings and management meetings, listen to reports on business from directors

and others, inspect financial statements and other important documents, and conduct onsite audits of offices and subsidiaries to audit the performance of duties by directors from the perspectives of ensuring legality and appropriateness, protecting assets and rights, and preventing loss. Moreover, a special department has been established to assist the auditors' audits.

The certified public accountants who performed the FY2020 accounting audit of Toyoda Gosei are Tomohiro Nishimura and Satoko Nakatani of PricewaterhouseCoopers Aarata LLC.

Audit & Supervisory Board members, internal auditing department personnel, and accounting auditors regularly meet to confirm their respective auditing systems, auditing policy, auditing plans, implementation status, and audit results. They cooperate in performing efficient and effective audits, contacting each other as needed to exchange ideas and share information.

### Director (skills matrix)

Name	Position at Toyoda Gosei	Executive Appointment Committee	Executive Compensation Committee	Corporate management	Governance	Overseas operations	Manufacturing (production/quality management)	Technology	Sales	Finance	Personnel	Environment and energy	Board meeting attendance rate (Apr. 2020-Mar. 2021)
Toru Koyama	President	○	○	○	○	○	○	○		○	○		100% (13/13)
Tomonobu Yamada	Executive Vice President			○	○	○			○				100% (13/13)
Hiroshi Yasuda	Director			○	○	○	○	○				○	100% (13/13)
Masaki Oka	Director			○	○					○			100% (13/13)
Takashi Ishikawa	Director			○	○		○	○				○	100% (11/11)
Naoki Miyazaki	Director	○	○	○	○	○				○	○	○	100% (13/13)
Sojiro Tsuchiya	Director Outside Independent	○	○	○	○	○	○	○			○	○	100% (13/13)
Kimio Yamaka	Director Outside Independent	◎	◎		○					○	○	○	100% (13/13)
Mayumi Matsumoto	Director Outside Independent	○	○		○						○	○	100% (13/13)

Note: “◎” denotes the chairperson.

### Expected roles of and support for outside directors

All three outside directors possess a wealth of experience and keen insight.

Mr. Tsuchiya’s experience and expertise lie in global strategy and production engineering; Mr. Yamaka’s, in finance and the environment; Ms. Matsumoto’s, in the environment and SDGs. Ms. Matsumoto is Toyoda Gosei’s first female director.

The three adeptly fulfill monitoring and advisory roles in addition to actively participating in Board discussions.

In their monitoring role, they receive support in the form of departmental briefings on business operations and challenges and direct access to front-line operations through on-site visits to domestic and

overseas subsidiaries to better understand the actual state of operations. Additionally, they are briefed in advance on the content and background of resolutions to be voted on at Board meetings to facilitate sound decision-making.

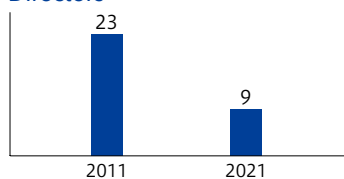
At the same time, the outside directors advise management on company direction and business challenges. Advisory opportunities include regularly scheduled liaison meetings attended by all outside directors and outside Audit & Supervisory Board members, each of whom attends various other meetings also, including sales and technology strategy meetings, Decarbonization and Environmental Committee meetings and ad hoc meetings.

### Changes in numbers of directors and Audit & Supervisory Board members

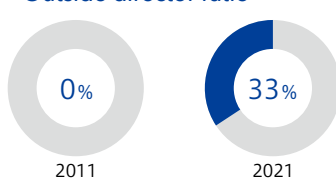
In 2012, Toyoda Gosei adopted a system of corporate officers and downsized its Board of Directors to eight directors from 23 as of 2011. It appointed its first outside director in 2015.

The Board currently comprises nine directors, three or one-third of whom are outside directors. One of the outside directors is a woman. The outside director appointments have increased the Board’s objectivity and diversity.

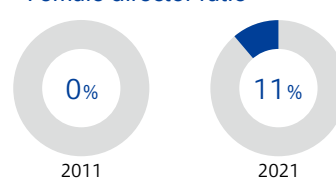
Directors



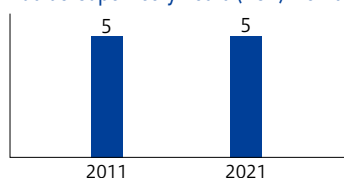
Outside director ratio



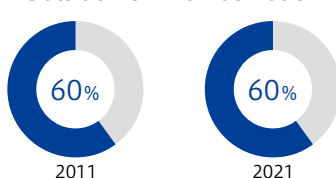
Female director ratio



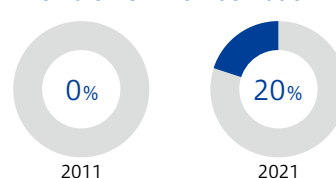
Audit & Supervisory Board (ASB) members



Outside ASB member ratio



Female ASB member ratio





## Changes in numbers of directors and Audit & Supervisory Board members

Toyoda Gosei appointed three outside directors, Sojiro Tsuchiya, Kimio Yamaka, and Mayumi Matsumoto, at its annual shareholders' meeting on June 17, 2021. The

Audit & Supervisory Board has three incumbent outside members: Chika Kako, Hideomi Miyake, and Masami Hadama.

### Election of outside directors and outside Audit & Supervisory Board members

Appointment	Name	Independent director	Reason for appointment
Outside directors	Sojiro Tsuchiya	○	To benefit from his management oversight and advice based on his extensive experience, including as a director of Denso Corporation, and his expertise, including full-spectrum manufacturing expertise cultivated over decades at Denso and other companies/groups. Mr. Tsuchiya has been designated as an independent director because he meets the requisite criteria and is deemed free of potential conflicts of interest with regular shareholders.
	Kimio Yamaka	○	To benefit from his management oversight and advice based on his extensive experience and expertise in finance, particularly policy finance, project due diligence and the environmental and energy sectors. Mr. Yamaka has been designated as an independent director because he meets the requisite criteria and is deemed free of potential conflicts of interest with regular shareholders.
	Mayumi Matsumoto	○	To benefit from her management oversight and advice based on her extensive experience and high-level insight as a news anchor and researcher in the broad fields of social issues, environment and energy in the management of Toyoda Gosei. Ms. Matsumoto has been designated as an independent director because she meets the requisite criteria and is deemed free of potential conflicts of interest with regular shareholders.
Outside Audit & Supervisory Board members	Chika Kako		To reflect in Toyoda Gosei's audits her wealth of experience and keen insight gained from her career at Toyota Motor Corporation, where she served mainly in vehicle development and materials development roles and was involved in management as a managing officer.
	Masami Hadama	○	To reflect his extensive experience and deep insight in law in the auditing of Toyoda Gosei. Mr. Hadama has been designated as an independent director because he meets the requisite criteria and is deemed free of potential conflicts of interest with regular shareholders.
	Hideomi Miyake	○	To reflect his extensive experience and deep insight as a corporate manager in the auditing of Toyoda Gosei. Mr. Miyake has been designated as an independent director because he meets the requisite criteria and is deemed free of potential conflicts of interest with regular shareholders.

## Ensuring the effectiveness of the Board of Directors

To improve the Board of Directors' effectiveness, Toyoda Gosei annually debriefs Board members. In FY2020, Toyoda Gosei again assessed the Board's effectiveness, debriefing all nine directors and all five Audit & Supervisory Board members. Finding no material deficiencies across any of its assessment rubrics, it concluded that the Board continues to function effectively. During the debriefing process, the following suggestions to further improve Board effectiveness were made, mainly by outside directors.

Regarding the Board's roles and responsibilities, the directors and Audit & Supervisory Board members agreed that the Board is appropriately sized and possesses an appropriate mix of expertise, but some recommended endeavoring to add more diversity to the Board to fulfill growth strategies going forward.

Regarding Board deliberations, outside directors in particular lauded the candor and liveliness of Board discussions but some recommended more discussion of future strategies and risk mitigation with respect to, e.g., decarbonization.

Outside directors and Audit & Supervisory Board members reported that they find the liaison meetings scheduled monthly to give them a better understanding of management issues and individual businesses' respective operating environments and challenges to be helpful. We will accordingly offer them additional learning opportunities, including tours of business sites.

We will endeavor to further upgrade Board effectiveness by making improvements in response to the issues raised and suggestions made during the FY2020 assessment of Board effectiveness.

## Executive compensation

Directors' compensation consists of monthly fixed compensation and performance-based compensation in the form of cash bonuses (short-term incentive) and stock-based compensation (long-term incentive) based on the idea that directors should be appropriately incentivized to pursue sustained growth in Toyoda Gosei's value. Directors' compensation is split roughly 70:20:10

among monthly compensation, cash bonuses, and stock-based compensation, respectively.

Monthly compensation is set at a fixed amount that reflects the recipient's job responsibilities and experience as well as compensation levels at other companies. Cash bonuses are based primarily on fiscal yearly consolidated operating profit. Secondary variables that factor into

## Governance (G)

their determination include the degree to which fiscal yearly plans are attained, employees' bonus levels, bonus levels at other companies, medium-/long-term earnings, previously paid bonus amounts, and contributions to ESG management. Stock-based compensation is intended as an incentive to pursue sustained growth in Toyoda Gosei's value. It is paid in the form of restricted stock to promote greater sharing of value with shareholders.

Directors' aggregate annual cash compensation (monthly compensation plus bonuses) is capped at ¥650 million (outside directors' share of which is capped at ¥65 million). Directors' aggregate annual restricted stock-based compensation is capped at ¥100 million (outside directors are not eligible for restricted stock-based compensation). All three compensation caps were approved at the annual shareholders' meeting on June 12, 2020.

Outside directors and Audit & Supervisory Board members receive only fixed monthly compensation because their role is to oversee and monitor management from an independent vantage point.

Individual directors' compensation is set in accord with the above policies following a fair and transparent review/reporting process by the majority-independent Executive Compensation Committee, established in 2019.

At Executive Compensation Committee meetings,

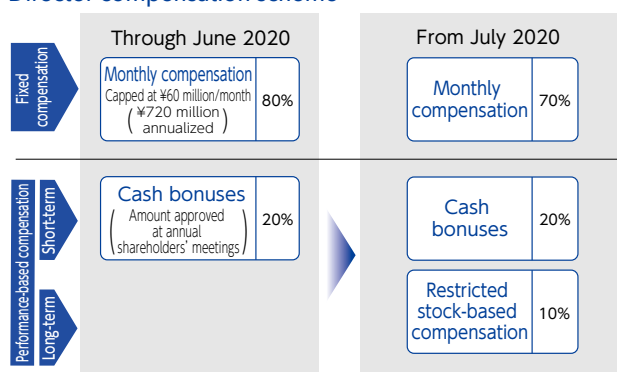
outside directors have made suggestions about further enlarging the incentive element of director compensation by, e.g., adjusting compensation to reflect the extent of directors' respective environmental contributions.

In March 2020, outside directors replaced the Executive Compensation Committee and Executive Appointment Committee's previous chairs with the aim of making the committees even more objective and transparent.

### Committees' roles and composition

Name	Role	Members
Executive Compensation Committee	Deliberates and reports on the compensation system for directors and their individual compensation (restricted stock-based compensation, etc.)	Toru Koyama, president, Naoki Miyazaki, director, Sojiro Tsuchiya, outside director (chairperson), Kimio Yamaka, outside director (chairperson), Mayumi Matsumoto, outside director
Executive Appointment Committee	Deliberates and reports on proposals regarding the appointment and dismissal of directors and Audit & Supervisory Board members (appointment of the president, etc.)	Toru Koyama, president, Naoki Miyazaki, director, Sojiro Tsuchiya, outside director, Kimio Yamaka, outside director (chairperson), Mayumi Matsumoto, outside director

### Director compensation scheme



### The total compensation for each officer class, the total by each type of compensation, and the number of officers receiving the compensation

Officer class	Total executive compensation (Millions of yen)	Total amount by type of compensation (Millions of yen)			Number of subject officers Monthly (People)
		Fixed compensation	Performance-based compensation	Non-cash compensation	
		Monthly compensation	Cash bonuses	Stock-based compensation	
Directors (excluding outside directors)	376	250	98	26	7
Audit & Supervisory Board members (excluding outside members)	76	76	-	-	3
Outside officers	70	70	-	-	7

Note: Bonuses are the provision of allowance in the given fiscal year.

## Communication with shareholders and investors

Toyoda Gosei makes arrangements to engage constructively with shareholders and investors through organic coordination among concerned organizational units. Such arrangements include scheduling opportunities for shareholders/investors to engage with management and disclosing requisite information.

Means of engagement with institutional investors include financial results briefings conducted by the president and/or other senior executives, small meetings, ESG briefings, facility tours, and one-on-one meetings between investors and IR staff, including the officer in charge. Means of engagement with individual investors include company briefings.

While in-person engagement has been largely precluded by the pandemic, Toyoda Gosei continues to remotely engage with shareholders/investors online.

Input obtained from shareholders/investors through such engagement is transmitted to the senior management team and Board of Directors and acted upon if deemed conducive to the Company's sustained

growth or otherwise value-additive.

In compliance with fair disclosure rules, Toyoda Gosei restricts dialogue with shareholders and investors and thoroughly controls information in the Company during a silent period before earnings reports are released. If insider information emerges in the Company, it is tightly controlled as part of thorough information management.

### Main IR activities

Targeted persons	IR activities	
Domestic institutional investors (including securities analysts)	Financial results briefings, Small meetings, ESG briefings, Facility tours, Business briefings, Individual discussions	• Issuance of the "Toyoda Gosei Report"
Overseas institutional investors	Individual discussions, Participation in IR events	• Dissemination of financial information and IR materials on the website
Individual shareholders and investors	Company briefings, Plant tours after annual shareholders' meeting, Issuance of "Interim Report on Business Results"	

## Messages from outside directors

### Manufacturing governance means “keeping promises”

For manufacturing companies, governance is not simply a matter of not doing things that are illegal; it means “keeping promises” with customers, employees and other stakeholders. Its essence is relationships of trust, in protecting the safety and health of customers and employees, not passing on defective parts, achieving costs, observing delivery dates, protecting the local environment and providing employment. In a broader sense, it means not betraying expectations.

The idea of sustainable manufacturing is also important in keeping promises. Responding to crises, such as disasters, epidemics or accidents, requires preparation against risks and workplace skills. Rapid problem-solving ability is key, especially in dealing with the unexpected. For this it is crucial to develop workplace skills and raise problem-solving abilities through regular *kaizen* activities.



Sojiro Tsuchiya  
Outside Director

### Governance in the age of carbon neutrality. Focus on trends in renewable energy and hydrogen

The Paris Accords call for keeping the rise in temperature down to 1.5–2°C, and major countries including Japan have committed to carbon neutrality by 2050.

More than eighty percent of greenhouse gas emissions is CO<sub>2</sub> related to energy, and renewable energy and electrification are the base from which to approach decarbonization. However, for heat that is difficult with electrification, decarbonization is done with hydrogen and methane derived from hydrogen, while for materials derived from fossil resources such as chemicals, decarbonization is done with hydrogen and bio-derived materials. This green hydrogen demand gives rise to enormous demand for renewable energy in manufacturing processes and is promising for a positive cycle of growing supply and lower costs for renewable energy and hydrogen.

It is important for management to anticipate the timing and methods of decarbonization in each field as well as the speed at which renewable energy and hydrogen will spread and their costs go down, and then to take measures and preparations with this in mind. Carbon neutrality in the manufacturing industry requires looking into commercialization of renewable energy and hydrogen without fixating on energy reductions only.



Kimio Yamaka  
Outside Director

### Climate change and sustainable company growth

The Intergovernmental Panel on Climate Change (IPCC) published its Sixth Assessment Report in August 2021, and warned of impending crisis for billions of people from greenhouse gas emissions.

Environmental problems are closely interwoven with the economy. Steps for carbon neutrality will impact many areas for automotive parts manufacturers, and business must adapt to electrification. Toyota Gosei is disclosing information recommended by the Task Force on Climate-related Financial Disclosures (TCFD), and has begun discussions for scenarios with a medium- and long-term view to 2030 and 2050. It is currently taking actions for decarbonization.

I hope the company will actively disseminate information on its efforts for sustainability, not only via paper media and websites, but also social media and other means, and create even greater corporate value on the global market.



Mayumi Matsumoto  
Outside Director

## Risk management

### Basic philosophy

We are working to prevent risks that could have grave consequences for management and to minimize damage in adverse events. For these purposes, we identify risks in each function and make decisions on how to respond in the Compliance and Risk Management Committee and general meetings. A Compliance and Risk Management Committee headed by the company president identifies key risks, determines measures to counter them, and checks on the progress in executing these measures. In this way, these measures are made more effective.

Moreover, Risk Management and Response Guidelines have been established. These guidelines show

the behaviors to adopt to prevent potential risks and to respond to problems appropriately and quickly. At the beginning of 2020, an emergency response task force led by the company president was set up to deal with the novel coronavirus. Actions taken to minimize the impact of the novel coronavirus included (1) preventing infection by promoting work from home, regulating business trips and visitors, and cancelling company internal events, (2) implementing measures for the event that an infection occurred in an employee, (3) maintaining our production network by monitoring issues, including at our suppliers, and (4) introducing profit improvement measures.

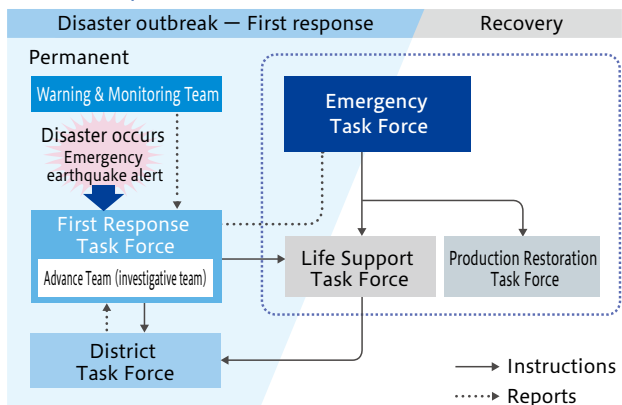
### Crisis Management Project in anticipation of large-scale earthquake disasters

A crisis management system has been put in place for the event of a massive disaster, such as the predicted Nankai Trough earthquake or natural disasters due to climate change. This system is based on the principles of human life first, community support, and early recovery. Specifically, in addition to infrastructure and system measures based on a crisis management project, resilience training has been conducted more than 140 times for directors and members of anti-disaster departments since FY2013. These efforts are based on the company's belief that improving the skills of response personnel is essential. Specific procedures for the recovery of affected buildings, facilities,

and processes have also been established, and for alternative production in a production recovery system.

Recovery training for design drawings and other data is also carried out so that product development can be continued even after disasters. In addition, workshops to strengthen crisis management not only in Toyota Gosei companies but also at affiliates and suppliers are conducted regularly. Assessments using anti-earthquake measure implementation status check sheets, clarification of weak points with graphs, introduction of responses taken at Toyota Gosei and other companies, and cooperative preparation of business continuation plans (BCP) are carried out.

#### Disaster response



### Strengthening of global risk response

The status of risks, not just domestic but also frequently occurring global risks (tightening supply of parts and raw materials, coronavirus-related operations stoppages and more), is identified at an early stage both in Japan and internationally (issuance of a weekly

BCP), and necessary actions are taken by global TG. Standardization is also underway so that measurements can be taken by international locations on their own initiative, strengthening their risk response.

### Strengthening information security measures and raising awareness

To strengthen the control of confidential information, annual checks of the compliance status of each division based on company confidentiality management regulations are conducted together with onsite audits. Self-inspections are also done at Group companies in Japan and overseas business locations. Confidentiality

officers are assigned in all departments, and confidentiality education activities are conducted based on information system security operating standards and a confidential information management manual. Security control education is also conducted for new employees.

#### Efforts to date

Classification	Measures
Facility and equipment measures	<ul style="list-style-type: none"> <li>• Earthquake resistance measures for buildings and facilities</li> <li>• Establishment of a disaster prevention center to serve as an operations base for the entire company for anti-disaster department operations</li> <li>• Equipping all locations with a multi-channel access radio system (which is used in Japan for various purposes, from daily work to emergency and disaster situations) and satellite phones</li> <li>• Installation of a crisis management server (earthquake-resistant structure) and emergency power generators</li> <li>• Operation of a disaster recovery system for restoration of damaged systems and data centers (special facilities equipped with and operating computers, data communications, and other devices)</li> </ul>
System measures	<ul style="list-style-type: none"> <li>• Introduction of site and building safety decisions</li> <li>• Earthquake bulletin and employee safety information system training</li> <li>• Maintenance of supply chain information</li> <li>• Preparation of a business continuity plan (BCP)</li> </ul>
Skills	<ul style="list-style-type: none"> <li>• Continuation of resilience training (disaster simulations)</li> </ul>



# Compliance

## Basic philosophy

Toyoda Gosei’s management philosophy states, “We promote business operations with integrity through the establishment of a system founded on thorough compliance and corporate ethics.” Together with highly ethical and fair business practices, we strive for thorough compliance in all areas based on this philosophy.

The Toyoda Gosei Group Charter for Business Ethics

## Compliance system

Toyoda Gosei has established the Compliance and Risk Management Committee with the Company’s president serving as chairman and all company officers as members. The Committee’s activities include reporting on and discussing the status of compliance with business ethics, laws, and regulations. The items reported and discussed in the Committee are shared with the compliance advocates selected by each department in Company-wide Compliance Advocates’ Meetings so that they will be reflected in the activities of each workplace. The committee works for thorough compliance with a unified approach between management and the workplace.

Regular compliance liaison conferences are also held with Group companies in Japan. Group companies in other countries have also established compliance committees, appointed compliance advocates, or set up other compliance systems suited to the circumstances in their region and company. Compliance activities are carried out globally in coordination with Toyoda Gosei Co., Ltd.

## Specific efforts

### • Compliance activities

Toyoda Gosei conducts level-specific and risk-specific training with the aim of raising and solidifying compliance awareness in every employee.

Each year, a compliance sustainment questionnaire survey is conducted for all employees to check the depth of compliance awareness and whether there are signs of violations. *Kaizen* activities are then conducted based on the results.

At the same time, both domestic and international Group companies are establishing basic policies and advocacy systems for compliance, and carrying out their own inspections for risks in their main activities. The results of the inspections are checked by each functional department in Toyoda Gosei, and efforts are made for thorough compliance in the entire Toyoda Gosei Group with support for the *kaizen* and responses of each company through feedback reports.

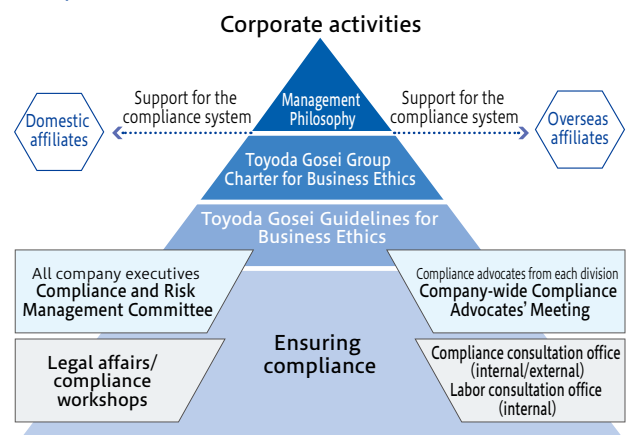
### • Efforts for the prevention of antimonopoly and competition law violations

Specific behavioral guidelines that Toyoda Gosei expects employees to follow in various business activities, especially sales, are embodied in the Codes of Conduct for Antitrust Law Compliance in the Company’s internal regulations. Efforts are made for thorough compliance through training and education for employees.

Antitrust law compliance manuals based on the

sets forth shared values and behavioral standards for the entire Toyoda Gosei Group. Group companies in Japan and other countries then formulate and implement their own behavioral guidelines based on the Charter. Toyoda Gosei Co., Ltd. has also established the Toyoda Gosei Guidelines for Business Ethics, which it expects every employee to follow, and has worked to familiarize all employees with these guidelines.

## Compliance



laws of each country are prepared for the regions where Group companies are located, and efforts are made to prevent anticompetitive acts globally. Continuing education activities are also conducted through training specifically for antitrust and competition laws, regular level-specific compliance training, and other training.

### • Anti-bribery efforts

The Toyoda Gosei Group has formulated Global Anti-Bribery Guidelines as a common guide for global activities, and is making efforts to prevent bribery, accounting fraud, and other forms of corruption. With level-specific training and training for Group companies doing business in regions where there is high risk, education to prevent corruption is provided to employees.

### • Early detection and correction of problems with internal reporting system

Compliance consultation offices have been set up both inside and outside the company. In external offices, outside lawyers who can deal with problems from an objective standpoint are in charge. Internal labor consultation offices have also been established to specifically handle labor troubles and harassment. In addition to internal consultation offices in all Group companies in Japan, an external compliance consultation office shared with Toyoda Gosei has been established. At overseas Group companies, external or internal consultations offices have been established.



# Management members (As of June 17, 2021)

1	<p><b>Toru Koyama</b> President</p> <p>1982 Joined Toyoda Gosei</p> <p>2005 General Manager of Development Division, Safety Systems Business Unit, Toyoda Gosei</p> <p>2012 Corporate Officer, Toyoda Gosei; President, Toyoda Gosei North America Corp.</p> <p>2015 Managing Officer, Toyoda Gosei</p> <p>2016 In charge of Corporate Planning Division, Toyoda Gosei; Director, Managing Officer Toyoda Gosei; Chief of Purchasing Headquarters, Toyoda Gosei</p> <p>2018 Director, Senior Managing Officer, Toyoda Gosei</p> <p>2019 Executive Vice President, Toyoda Gosei; Chief of Corporate Planning Division, Toyoda Gosei</p> <p>2020 President, Toyoda Gosei (current)</p>	4	<p><b>Masaki Oka</b> Director, Corporate Officer</p> <p>1985 Joined Toyota Motor Corp.</p> <p>2012 Project Senior Manager, Finance &amp; Accounting Division, Toyota Motor Corp.</p> <p>2014 General Manager of Related Business Department, Toyota Motor Corp.</p> <p>2015 Adviser, Toyoda Gosei; Corporate Officer, Toyoda Gosei; General Manager of Finance &amp; Accounting Division, Toyoda Gosei; in charge of IT Planning Division, Toyoda Gosei</p> <p>2016 Deputy Chief of Finance &amp; Accounting Headquarters, Toyoda Gosei; in charge of Audit Division, Toyoda Gosei</p> <p>2017 Chief of Finance &amp; Accounting Headquarters, Toyoda Gosei</p> <p>2018 Director, Managing Officer, Toyoda Gosei; Chief of IT Headquarters, Toyoda Gosei</p> <p>2019 Director, Corporate Officer, Toyoda Gosei (current); Chief of Audit Division, Toyoda Gosei</p> <p>2020 Chief of Corporate Planning Division, Toyoda Gosei</p> <p>2021 Chief of Corporate Strategy Headquarters, Toyoda Gosei; Deputy Chief of Corporate Strategy Headquarters, Toyoda Gosei (current); Chief of Purchasing Headquarters, Toyoda Gosei (current)</p>	8	<p><b>Kimio Yamaka</b> Outside Director</p> <p>1980 Joined Japan Development Bank</p> <p>2007 Deputy Director-General, Development Bank of Japan</p> <p>2009 Director of the Energy Strategy Institute Co., Ltd. (current)</p> <p>2012 General Advisor on Energy Policy for Yamagata Pref. (current)</p> <p>2014 Project Professor, Graduate School of Economics, Kyoto University (current)</p> <p>2016 Director, Toyoda Gosei (current)</p>
2	<p><b>Tomonobu Yamada</b> Executive Vice President</p> <p>1981 Joined Toyoda Gosei</p> <p>2007 General Manager of Sales Division 1, Toyoda Gosei</p> <p>2010 Director, Toyoda Gosei</p> <p>2012 Corporate Officer, Toyoda Gosei</p> <p>2014 Managing Officer, Toyoda Gosei; Chief of Sales Headquarters, Toyoda Gosei (current)</p> <p>2016 Director, Managing Officer, Toyoda Gosei; President, Toyoda Gosei (Shanghai) Co., Ltd. (current)</p> <p>2017 Director, Senior Managing Officer, Toyoda Gosei; Adviser to General Industry Products Division, Toyoda Gosei</p> <p>2019 Director, Corporate Officer; Chief of General Industry Products Division, Toyoda Gosei</p> <p>2020 Executive Vice President, Toyoda Gosei (current); Chief of Audit Division, Toyoda Gosei (current); Adviser to General Industry Products Business Headquarters</p> <p>2021 Adviser to Life Solution Business Headquarters, Toyoda Gosei (current)</p>	5	<p><b>Takashi Ishikawa</b> Director, Corporate Officer</p> <p>1985 Joined Toyota Motor Corp.</p> <p>2008 General Manager of Upper Body Engineering Division 2, Toyota Motor Corp.</p> <p>2013 Adviser, Toyoda Gosei; Corporate Officer, Toyoda Gosei</p> <p>2016 Managing Officer, Toyoda Gosei</p> <p>2019 Corporate Officer, Toyoda Gosei</p> <p>2020 Director, Corporate Officer, Toyoda Gosei (current); Chief of Research and Development Headquarters (current)</p>	9	<p><b>Mayumi Matsumoto</b> Outside Director</p> <p>1987 Contract newscaster, TV Asahi Corporation</p> <p>1993 Contract newscaster, Japan Broadcasting Corporation</p> <p>2003 Freelance announcer, Horipro Inc.</p> <p>2008 Collaborative Researcher, Research Center for Advanced Science and Technology, The University of Tokyo</p> <p>2009 Project Researcher, same as above</p> <p>2011 Director, principal researcher, International Environment and Economy Institute (current)</p> <p>2014 Visiting Associate Professor, Special Division of Environmental and Energy Science, Komaba Organization for Educational Excellence (KOMEX), The University of Tokyo (current)</p> <p>2017 Director, Japan Council for Renewable Energy (current)</p> <p>2019 Director, Toyoda Gosei (current)</p>
3	<p><b>Hiroshi Yasuda</b> Director, Corporate Officer</p> <p>1982 Joined Toyoda Gosei</p> <p>2006 General Manager of Planning Division, Safety Systems Business Unit, Toyoda Gosei</p> <p>2010 President, Toyoda Gosei Czech, s.r.o.</p> <p>2012 Corporate Officer, Toyoda Gosei</p> <p>2016 Director, Managing Officer, Toyoda Gosei; Chief of Production Headquarters, Toyoda Gosei; Chief of Plastic Parts Production Center, Toyoda Gosei; President, Tianjin Toyoda Gosei Co., Ltd.</p> <p>2017 Adviser to Quality Assurance Headquarters, Toyoda Gosei</p> <p>2018 Director, Senior Managing Officer, Toyoda Gosei</p> <p>2019 Director, Corporate Officer, Toyoda Gosei (current); Chief of Safety &amp; Health Promotion Division, Environment Division, Toyoda Gosei</p> <p>2021 Chief of Corporate Strategy Headquarters, Toyoda Gosei (current); Chief of Carbon Neutrality and Environment Promotion Division, Toyoda Gosei (current); Adviser to Automotive Business Headquarters, Toyoda Gosei (current)</p>	6	<p><b>Naoki Miyazaki</b> Director</p> <p>1980 Joined Toyota Motor Company</p> <p>2008 Managing Officer, Toyota Motor Corp.</p> <p>2013 Senior Managing Officer, Toyota Motor Corp.</p> <p>2014 Adviser, Toyoda Gosei; Executive Vice President, Toyoda Gosei</p> <p>2015 President, Toyoda Gosei</p> <p>2020 Chairman, Toyoda Gosei</p> <p>2021 Executive Vice President, Toyota Boshoku Corp. (current); Director, Toyoda Gosei (current)</p>	10	<p><b>Kenji Oiso</b> Audit &amp; Supervisory Board Member</p> <p>1980 Joined Sumitomo Metal Industries, Ltd.</p> <p>2002 Deputy Manager, Finance &amp; Accounting Div., Sumitomo Metal Ind., Ltd.</p> <p>2004 Joined Mitsubishi Sumitomo Silicon, Co., Ltd.</p> <p>2006 General Manager, Finance &amp; Accounting Division, SUMCO Corp.</p> <p>2011 Corporate Officer, SUMCO Corp.</p> <p>2014 Functional Officer, Yokogawa Sumikin Bridge Corp.</p> <p>2016 Joined Miraial Co., Ltd. General Manager, Finance &amp; Accounting Division, Miraial Co., Ltd.</p> <p>2017 Project General Manager, Finance &amp; Accounting Division, Toyoda Gosei</p> <p>2019 Managing Director, Toyoda Gosei Corporate Pension Fund</p> <p>2020 Full-Time Audit &amp; Supervisory Board Member, Toyoda Gosei (current)</p>
7	<p><b>Sojiro Tsuchiya</b> Outside Director</p> <p>1975 Joined Nippondenso Co., Ltd.</p> <p>2002 Director, Denso Corp.</p> <p>2004 Managing Officer, Denso Corp.</p> <p>2007 Senior Managing Director, Denso Corp.</p> <p>2011 Executive Vice President, Denso Corp.</p> <p>2013 Advising Executive Engineer, Denso Corp.</p> <p>2015 Director, Toyoda Gosei (current); Adviser, Denso Corp (retired June 2016)</p>	11	<p><b>Yamato Suzuki</b> Audit &amp; Supervisory Board Member</p> <p>1987 Joined Toyota Motor Corp.</p> <p>2012 Group Leader, Litigation Dept., Legal Division, Toyota Motor Corp. (Project Senior Manager)</p> <p>2015 Project General Manager, Corporate Planning Division, Toyoda Gosei</p> <p>2016 Deputy General Manager, Legal Division and Project General Manager, Corporate Planning Division, Toyoda Gosei; General Manager, Legal Division, Toyoda Gosei</p> <p>2021 Full-Time Audit &amp; Supervisory Board Member, Toyoda Gosei (current)</p>		

## 12 Chika Kako

Outside Audit &amp; Supervisory Board Member

1989 Joined Toyota Motor Corp.

2015 Chief Engineer, Lexus International ZL, Toyota Motor Corp.

2018 Managing Officer, Toyota Motor Corp.

2019 Field General Manager, Material Technology Field, Materials Advanced R&amp;D and Engineering Company, Toyota Motor Corp.

2020 Senior General Manager, Material Technology Field, Advanced R&amp;D and Engineering Company, Toyota Motor Corp. (current); Audit &amp; Supervisory Board Member, Toyoda Gosei (current)



## 13 Masami Hadama

Outside Audit &amp; Supervisory Board Member

1993 Public Prosecutor

2006 Public Prosecutor, Special Investigation Dept., Tokyo District Public Prosecutors Office

2007 Registered lawyer, partner at TMI Associates (current)

2008 Professor, Sophia University Graduate School of Law

2012 Representative, TMI Partners

2014 Audit &amp; Supervisory Board Member, Toyoda Gosei (current)



## 14 Hideomi Miyake

Outside Audit &amp; Supervisory Board Member

1968 Joined Toyoda IronWorks Co., Ltd.

1993 Director, Toyoda IronWorks Co., Ltd.

1999 Managing Director, Toyoda IronWorks Co., Ltd.

2003 Senior Managing Director, Toyoda IronWorks Co., Ltd.

2005 President, Toyoda IronWorks Co., Ltd.

2011 Chairman, Toyoda IronWorks Co., Ltd.

2015 Audit &amp; Supervisory Board Member, Toyoda Gosei (current)

2016 Senior Adviser, Toyoda Iron Works Co., Ltd. (current)



Corporate Officers

Ryo Onishi

Yoshiyuki Fujita

Junichiro Kako

Hiroki Fukui

Hiroyasu Hirayama

Hiromasa Zaitzu

Yutaka Ogasawara

Tadashi Yamamoto

Mitsuhiro Nawashiro

