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(Distribution date) March 7, 2024

(Starting date of electronic provisioning measures) February 26, 2024

To our shareholders:

Norimasa Kitazawa,  
President and CEO  
**Pigeon Corporation**  
4-4, Nihonbashi-Hisamatsu-cho,  
Chuo-ku, Tokyo

## **Notice of the 67th Ordinary General Meeting of Shareholders**

Pigeon Corporation (the "Company") is pleased to announce the 67th Ordinary General Meeting of Shareholders of Pigeon Corporation (the "Meeting"). The details of the Meeting are provided below.

In convening the Meeting, we have taken measures to provide the information contained in the Reference Documents for the General Meeting of Shareholders in electronic format (items to be provided in electronic format), which are posted on the Company's corporate website on the internet, so please access our corporate website below to review the contents.

[The Company's Corporate Website]  
[https://www.pigeon.co.jp/ir/kabunushi\\_sokai/](https://www.pigeon.co.jp/ir/kabunushi_sokai/)

The items to be provided in electronic format are also posted on the following website in addition to the aforementioned corporate website, so please access the following website to review the contents.

[General Meeting of Shareholders Materials Website] <https://d.sokai.jp/7956/teiji/>

Instead of attending the Meeting in person, you may exercise your voting rights in writing or electronically (via the internet, etc.). After reviewing the Reference Documents for the General Meeting of Shareholders provided herewith, please exercise your voting rights through either of the methods described in page 3 by 5:15 p.m., Wednesday, March 27, 2024 (JST).

1. **Date and Time:** Thursday, March 28, 2024, at 10:00 a.m. (JST)
2. **Place:** Royal Park Hotel, 3F, Royal Hall  
1-1, Nihonbashi-Kakigara-cho 2-chome, Chuo-ku, Tokyo

### 3. Purpose of the Meeting

#### Matters to be reported

1. Business Report and Consolidated Financial Statements for the 67th Fiscal Year (from January 1, 2023 to December 31, 2023), as well as the audit reports on the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. Non-Consolidated Financial Statements for the 67th Fiscal Year (from January 1, 2023 to December 31, 2023)

#### Matters to be resolved

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Partial Amendments to Articles of Incorporation
- Proposal 3:** Election of Nine (9) Directors
- Proposal 4:** Election of One (1) Substitute Audit & Supervisory Board Member

### 4. Exercise of Voting Rights

Please be informed that if voting rights are exercised both in writing and by the internet, etc., the contents of the votes by the internet, etc. shall be deemed valid.

If voting rights are exercised multiple times via the internet, etc., the final vote cast will be considered effective. (However, this is restricted to the votes cast before the deadline for the exercise of voting rights.)

- You are kindly requested to submit the enclosed Voting Form to the receptionist when you attend the Meeting.
- If any changes have been made to items to be provided in electronic format, such changes will be posted on the aforementioned Company's corporate website and the other website, including the items before and after such changes have been made.
- In addition, paper-based documents containing the items to be provided in electronic format will be sent to shareholders who have requested the delivery of paper-based documents, but said documents will exclude the following items in accordance with laws and regulations and Article 15 of the Company's Articles of Incorporation. However, as with some of the items contained in said paper-based documents, Audit & Supervisory Board Members and the Accounting Auditor have audited the following items in preparing the audit reports.
  - (1) Part of Business Report concerning Status of the Accounting Auditor, System to ensure the appropriateness of business operations and the operation status of the system, and Basic policy regarding control of the Company
  - (2) Consolidated statements of changes in net assets and Notes to consolidated financial statements
  - (3) Statements of changes in net assets and Notes to non-consolidated financial statements
  - (4) Accounting audit report pertaining to the consolidated financial statements, Accounting audit report pertaining to the non-consolidated financial statements and Audit report of the Audit & Supervisory Board

## **Guidance for Methods of Exercise of Voting Rights**

### **In case you are attending the Meeting**

Please submit the enclosed Voting Form to a receptionist at the meeting venue.

**Date and time:**       **Thursday, March 28, 2024, at 10:00 a.m. (JST)**  
(Reception starts at 9:00 a.m.)

**Place:**               **Royal Park Hotel, 3F, Royal Hall**

### **In case you are exercising voting rights in writing**

Please indicate your approval or disapproval for each of the proposals on the enclosed Voting Form and return it to us by mail.

If you do not indicate your approval or disapproval for a proposal, you will be assumed to have approved the proposal.

**Exercise deadline: No later than 5:15 p.m. on Wednesday, March 27, 2024 (JST)**

### **In case you are exercising voting rights via the internet, etc.**

Please access <https://evote.tr.mufig.jp/>, log in using the Login ID and Temporary Password indicated on the enclosed Voting Form and indicate your approval or disapproval by following the instructions on the screen.

\* For details, please contact the Help Desk provided below.

**Exercise deadline: No later than 5:15 p.m. on Wednesday, March 27, 2024 (JST)**

\* Please note that votes cannot be accepted daily from 2:30 a.m. to 4:30 a.m.

**Mitsubishi UFJ Trust and Banking Corporation  
Stock Transfer Agency Division (Help Desk)**

Phone:           0120-173-027 (toll-free, within Japan)

Hours:           9:00 a.m. to 9:00 p.m. (JST)

## Reference Documents for the General Meeting of Shareholders

### Proposal 1: Appropriation of Surplus

The Company hereby makes the following proposal on the appropriation of surplus:

#### Year-end dividends

The Company views the return of profits to shareholders as an important management priority. Our basic policy is to proactively return profits to shareholders through distribution of dividends from surplus and other means, while reinforcing our financial position by taking into consideration the medium-term changes in business conditions and the Pigeon Group's business strategies. Pursuant to our Eighth Medium-Term Business Plan (from the year ended December 31, 2023 through the year ending December 31, 2025), we have listed "continue stable dividend payments by maintaining current dividend levels along with further improvement in consolidated performance and financial condition" as our goals.

Based on the above policy, we propose the appropriation of surplus for the current fiscal year as described below.

#### 1) Type of dividend property:

Cash

#### 2) Dividend property allotment and total amount thereof

Dividend per common share of the Company: ¥38

Total amount of dividends: ¥4,550,866,814

#### 3) Effective date of distribution of dividends from surplus:

March 29, 2024

<Reference>

Record date	Dividend per share		
	Interim dividend	Year-end dividend	Annual dividend
December 31, 2022	¥38	¥38	¥76
December 31, 2023	¥38	¥38	¥76

\* The annual dividend per share for the year ended December 31, 2023 is ¥76, which is unchanged from the previous year.

## Proposal 2: Partial Amendments to Articles of Incorporation

### 1. Reasons for amendments

The Company proposes to amend Article 2 of the current Articles of Incorporation to reorganize the description of business purposes and to make it possible to contend with business expansion going forward.

### 2. Details of amendments

Details of the amendments are stated below.

(Amendments underlined)

Current Articles of Incorporation	Proposed amendments
<p style="text-align: center;">CHAPTER 1. GENERAL PROVISIONS</p> <p>Article 2. (Purpose)</p> <p>The purpose of the Company shall be to engage in the following business activities:</p> <ol style="list-style-type: none"> <li>(1) <u>Manufacture, sale, and export and import of breastfeeding apparatus and breastfeeding equipment;</u></li> <li>(2) <u>Manufacture, sale, and export and import of weaning apparatus and weaning equipment;</u></li> <li>(3) <u>Manufacture, sale, and export and import of intellectual training toys and educational toys;</u></li> <li>(4) <u>Manufacture, sale, and export and import of pharmaceutical products, quasi-pharmaceutical products, cosmetics and medical devices;</u></li> <li>(5) <u>Manufacture, sale, and export and import of measuring apparatus;</u></li> <li>(6) <u>Manufacture, sale, and export and import of heat reserving and cold reserving apparatus and heat reserving and cold reserving equipment;</u></li> <li>(7) <u>Manufacture, sale, and export and import of hygiene and nursing care apparatus and hygiene and nursing care equipment;</u></li> <li>(8) <u>Manufacture, sale, and export and import of clothes;</u></li> <li>(9) <u>Manufacture, sale, and export and import of paper products;</u></li> <li>(10) <u>Sale, and export and import of miscellaneous daily goods;</u></li> <li>(11) <u>Sale, and export and import of foods, beverages and seasonings;</u></li> <li>(12) <u>Manufacture, sale, and export and import of bath agents and detergents;</u></li> <li>(13) <u>Provision of manufacturing technology and technical guidance for the products relating to any of the foregoing items;</u></li> <li>(14) <u>Publication, sale, and export and import of books;</u></li> <li>(15) <u>Production, sale, and export and import of educational audio and video software;</u></li> </ol>	<p style="text-align: center;">CHAPTER 1. GENERAL PROVISIONS</p> <p>Article 2. (Purpose)</p> <p>The purpose of the Company shall be to engage in the following business activities:</p> <ol style="list-style-type: none"> <li>(1) <u>The following businesses associated with pregnancy, childbirth, child-rearing, nursing care, education, hygiene, beauty, medical care and health:</u> <ol style="list-style-type: none"> <li>(a) <u>Planning, development, manufacture, sale, lease, and export and import of goods;</u></li> <li>(b) <u>Provision of manufacturing technology and technical guidance for goods;</u></li> <li>(c) <u>Planning, production, publication, and export and import of books, and electronic books, etc.;</u></li> <li>(d) <u>Planning, production, sale, and export and import of recorded media such as audio, video, data, and electromagnetic recordings;</u></li> <li>(e) <u>Planning, production, development, maintenance, administration, management, sale, and export and import of application software;</u></li> <li>(f) <u>Planning, support, contracting, and consulting;</u></li> </ol> </li> <li>(2) <u>Lease of intellectual property rights;</u></li> <li>(3) <u>Agency business of non-life insurance;</u></li> <li>(4) <u>Advertising business and advertising agency business;</u></li> <li>(5) <u>Any and all businesses incidental and relating to any of the foregoing items.</u></li> </ol>

Current Articles of Incorporation	Proposed amendments
<p><u>(16) Offering of educational courses and production and sale of educational materials relating to childbirth, child-rearing and nursing care, and establishing of training school relating thereto and teaching thereat;</u></p> <p><u>(17) Lease of patent rights and industrial property rights;</u></p> <p><u>(18) Operation of distribution outlets relating to maternity products (brassieres, girdles, night clothes, etc.), baby products (nursing bottles, detergents, soaps, etc.), nursing care products (disposable diapers, shampooing basins, diaper covers, etc.) and cosmetics;</u></p> <p><u>(19) Agency business of non-life insurance;</u></p> <p><u>(20) Contract for babysitting services;</u></p> <p><u>(21) Advertising business and advertising agency business; and</u></p> <p><u>(22) Any and all businesses incidental and relating to any of the foregoing items.</u></p>	

### Proposal 3: Election of Nine (9) Directors

The terms of office of all nine (9) existing Directors will expire as of the conclusion of the Meeting. Therefore, the Company proposes the election of nine (9) Directors.

Each of the candidates for Directors was decided by the Board of Directors after receiving the report of the Voluntary Nominating Committee, an advisory panel to the Board of Directors.

The candidates for Directors are as follows:

No.		Name		Current Position in the Company
1	Reappointment	Norimasa Kitazawa		President and CEO
2	Reappointment	Tadashi Itakura		Director, Senior Managing Executive Officer
3	Reappointment	Kevin Vyse-Peacock		Director, Junior Managing Executive Officer
4	Reappointment	Ryo Yano		Director, Junior Managing Executive Officer
5	Reappointment	Rehito Hatoyama	Outside Independent	Director and Chairman of the Board
6	Reappointment	Chiaki Hayashi	Outside Independent	Director
7	Reappointment	Eriko Yamaguchi	Outside Independent	Director
8	Reappointment	Yumiko Miwa	Outside Independent	Director
9	New appointment	Hidenori Nagaoka	Outside Independent	–

Reappointment	Reappointed candidate for Director
New appointment	Newly appointed candidate for Director
Outside	Candidate for Outside Director
Independent	Candidate for independent director based on provisions of the Tokyo Stock Exchange

Candidate

No.

1

**Norimasa Kitazawa**

(January 20, 1956)

Reappointment

**Career Summary, Position and Responsibility in the Company**

Apr. 1979	Joined Aster Corporation	Number of the Company's common shares held: 44,416 shares
Sep. 1983	Joined the Company	
Apr. 1998	President of Pigeon Singapore Pte. Ltd.	(Number of shares scheduled to be delivered based on stock remuneration system: 16,516 shares)
May 2002	President of Pigeon (Shanghai) Co., Ltd.	
Jan. 2008	Managing Officer of the Company	Attendance at Board of Directors meetings: 7 out of 7 times
Mar. 2011	Senior Managing Officer	
Apr. 2012	Director, Junior Managing Executive Officer	Attendance at Voluntary Remuneration Committee meetings: 5 out of 5 times
Apr. 2013	Director, Managing Executive Officer	
Apr. 2014	Director, Senior Managing Executive Officer	Attendance at Voluntary Nominating Committee meetings: 7 out of 7 times
Mar. 2016	Vice President and Director	
Apr. 2019	President and CEO (current position)	Attendance at Governance Committee meetings: 6 out of 6 times

**Notable Concurrent Positions**

None.

**Reasons for Nomination as Candidate for Director**

Mr. Norimasa Kitazawa has long played a leadership role in the management by acting as the representative director of overseas companies of Pigeon Group. He has promoted strategic market development of the Company in foreign countries, in which the Company is a new entrant, and particularly in China, he has successfully established business models to establish a sales company and two (2) manufacturing companies. Furthermore, after being appointed as President and CEO of the Company in April 2019, he implemented policies to enhance the Company's corporate value further, including revising the Pigeon Way and changing the Company's brand, as well as updating the Pigeon Way in February 2023. This experience and knowledge in corporate management are needed by the Company to pursue initiatives that involve achieving the targets of the Eighth Medium-Term Business Plan and other future business activities. Moreover, the Company deems that he has the talent necessary as the President and CEO to spearhead efforts that enable the Company to enhance its corporate governance and maximize its corporate value. Therefore, the Company has nominated him as a candidate to continue serving as Director.



Candidate

No.

2

**Tadashi Itakura**

(January 5, 1964)

Reappointment

**Career Summary, Position and Responsibility in the Company**

Apr. 1987	Joined the Company	
Jan. 2008	General Manager of Human Resources & General Affairs Dept., Administration Div.	Number of the Company's common shares held:
Jan. 2009	Managing Officer and Division Manager of Human Resources & General Affairs Div.	16,989 shares
Apr. 2012	Managing Officer of the Company and President of Thai Pigeon Co., Ltd.	(Number of shares scheduled to be delivered based on stock remuneration system: 9,269 shares)
Jan. 2014	Managing Officer and Division Manager of Research & Development Div.	Attendance at Board of Directors meetings:
Apr. 2014	Director, Junior Managing Executive Officer and Division Manager of Research & Development Div.	7 out of 7 times
Jan. 2015	Director, Junior Managing Executive Officer and Supervision of Research & Development Div., Quality Control Div. and Customer Service Center	Attendance at Voluntary Remuneration Committee meetings:
Apr. 2016	Director, Junior Managing Executive Officer and Division Manager of Quality Control Div. and Supervision of Research & Development Div., Logistics Div. and Customer Service Center	3 out of 3 times
Mar. 2017	Director, Managing Executive Officer and Supervision of Customer Communication Div., Research & Development Div., Quality Control Div. and Logistics Div.	Attendance at Voluntary Nominating Committee meetings:
Jan. 2019	Director, Managing Executive Officer and General Manager of Global Head Office	5 out of 5 times
Mar. 2020	Director, Senior Managing Executive Officer and General Manager of Global Head Office	Attendance at Governance Committee meetings:
Aug. 2021	Director, Senior Managing Executive Officer and General Manager of Global Head Office and Division Manager of Accounting & Finance Div.	6 out of 6 times
Dec. 2022	Director, Senior Managing Executive Officer and General Manager of Global Head Office (current position)	

**Notable Concurrent Positions**

None.

**Reasons for Nomination as Candidate for Director**

Mr. Tadashi Itakura has experience in the fields of accounting, human resources, and general affairs, and has also played a leadership role in management by acting as the representative director of overseas manufacturing companies. As the Division Manager of the Research & Development Division, he has also promoted initiatives to strengthen development and quality control which constitute the Company's core competencies. Since January 2019, as the General Manager of Global Head Office, he has managed and promoted policies to strengthen group governance from the standpoints of the brand, ESG, and risk management. This experience and knowledge in corporate management are needed by the Company to pursue initiatives that involve achieving the targets of the Eighth Medium-Term Business Plan and other future business activities. Moreover, the Company deems that he has the talent necessary to contribute to efforts that enable the Company to enhance its corporate governance and maximize its corporate value and therefore nominated him as a candidate to continue serving as Director.

Candidate  
No.  
**3**

**Kevin Vyse-Peacock**  
(May 25, 1967)

Reappointment

**Career Summary, Position and Responsibility in the Company**

Sep. 1989	Joined Croda UK Ltd	Number of the Company's common shares held: 6,605 shares
Jul. 1993	Earned an MBA from Leeds University	
Apr. 1996	Sales and marketing director healthcare of Croda UK Ltd	(Number of shares scheduled to be delivered based on stock remuneration system: 6,605 shares)
Apr. 2001	Established Lansinoh Laboratories, Inc.-UK branch President	
Feb. 2010	President and CEO of Lansinoh Laboratories, Inc.	
Apr. 2016	Director, Junior Managing Executive Officer of the Company, and President and CEO of Lansinoh Laboratories, Inc.	Attendance at Board of Directors meetings: 7 out of 7 times
Jan. 2018	Director, Junior Managing Executive Officer and Division Manager of Lansinoh Business Div. of the Company and President and CEO of Lansinoh Laboratories, Inc. (current position)	

**Notable Concurrent Positions**

President and CEO of Lansinoh Laboratories, Inc.

**Reasons for Nomination as Candidate for Director**

Mr. Kevin Vyse-Peacock joined Lansinoh Laboratories, Inc. in 2001 and has led business management as President of the UK branch of Lansinoh Laboratories, Inc. as well as President and CEO of Lansinoh Laboratories, Inc. He has realized expansion into global markets through various efforts including expanding the Lansinoh brand in Europe and the U.S.A., commencement of deployment of nursing bottles and nursing bottle nipples, which are two (2) of Pigeon's mainstay products, in Europe and the U.S.A., as well as establishing sales companies in various countries. This experience and knowledge in corporate management will be needed in promoting the globalization of the Company, as well as in achieving the targets of the Eighth Medium-Term Business Plan and in other future business activities. Moreover, the Company deems that he has the talent necessary to contribute to efforts that enable the Company to maximize its corporate value and therefore nominated him as a candidate to continue serving as Director.

Candidate

No.

4

**Ryo Yano**

(July 23, 1973)

Reappointment

### **Career Summary, Position and Responsibility in the Company**

Apr. 1997	Joined the Company	
Jul. 2014	Member of the Board of Pigeon (Shanghai) Co., Ltd.	
Jan. 2017	President and Member of the Board of Pigeon (Shanghai) Co., Ltd.	Number of the Company's common shares held: 0 shares
Jan. 2018	Managing Officer, Division Manager of China Business Div. of the Company and President and Member of the Board of Pigeon (Shanghai) Co., Ltd.	Attendance at Board of Directors meetings: 5 out of 5 times
Jan. 2019	Senior Managing Officer, Division Manager of China Business Div. of the Company and Representative Director of Pigeon (Shanghai) Co., Ltd.	Attendance at Governance Committee meetings: 6 out of 6 times
Mar. 2023	Director, Junior Managing Executive Officer and Supervision of China Business Div. and Singapore Business Div.	
Sep. 2023	Director, Junior Managing Executive Officer, Supervision of China Business Div. and Singapore Business Div., and Representative Director of DOUBLEHEART CO.LTD.	
Feb. 2024	Director, Junior Managing Executive Officer and Supervision of China Business Div. and Singapore Business Div. (current position)	

### **Notable Concurrent Positions**

None.

### **Reasons for Nomination as Candidate for Director**

Mr. Ryo Yano has a proven track record of making significant contributions to the expansion of the Group's China business by overseeing the sales and marketing domain in the China Business Division and establishing a foundation for growth in the growing e-commerce market. After assuming the position of Division Manager of the China Business Division in January 2018, Mr. Yano has united Group companies not only in China but also in South Korea and neighboring countries, contributing greatly to strengthening the business foundation of the China Business Division. He has also been overseeing the Singapore Business Division as well as the China Business Division since March 2023. This experience and knowledge in corporate management will be needed in promoting the globalization of the Company, as well as in achieving the targets of the Eighth Medium-Term Business Plan and in other future business activities. Moreover, the Company deems that he has the talent necessary to contribute to efforts that enable the Company to maximize its corporate value and therefore nominated him as a candidate to continue serving as Director.

Candidate

No.

5

**Rehito Hatoyama**

(January 12, 1974)

Reappointment

Outside

Independent

**Career Summary, Position and Responsibility in the Company**

Apr. 1997	Joined Mitsubishi Corporation	
May 2008	Joined Sanrio Company, Ltd.	
Jun. 2008	Earned an MBA from Harvard Business School	
Jun. 2010	Director of Sanrio Company, Ltd.	
Apr. 2013	Managing Director of Sanrio Company, Ltd.	Number of the Company's common shares held:
Jun. 2013	Outside Director of DeNA Co., Ltd.	3,900 shares
Jun. 2015	CEO of Sanrio Media & Pictures Entertainment ,Inc.	Attendance at Board of Directors meetings:
Mar. 2016	Outside Director of LINE Corporation	7 out of 7 times
Apr. 2016	Director of Sanrio Company, Ltd.	Attendance at Governance Committee meetings:
Apr. 2016	Outside Director of the Company	6 out of 6 times
Jun. 2016	Outside Director of transcocosmos inc. (current position)	
Jul. 2016	Established Hatoyama Soken Corporation, Representative Director of Hatoyama Soken Corporation (current position)	
Mar. 2021	Outside Director and Audit and Supervisory Committee Member of Z Holdings Corporation	
Mar. 2023	Outside Director and Chairman of the Board of the Company (current position)	

**Notable Concurrent Positions**

Representative Director of Hatoyama Soken Corporation  
 Outside Director of transcocosmos inc.

**Reasons for Nomination as Candidate for Outside Director and Overview of Expected Role**

Mr. Rehito Hatoyama is a candidate for Outside Director as provided for in Article 2, paragraph (3), item (vii) of the Regulations for Enforcement of the Companies Act. He has abundant experience and a wealth of knowledge regarding management in terms of international business strategy and execution of such strategy in operating companies, corporate governance, etc. Moreover, he has been further enhancing the effectiveness of the Board of Directors in part by facilitating active discussions and managing the proceedings in serving as Chairman of the Board of the Company since March 2023. As an Outside Director, we expect him to use this knowledge to provide useful advice and recommendations on the Company's management strategies, and to assume a role that entails demonstrating leadership as Chairman of the Board. Because he is currently performing these roles as an Outside Director, he has been nominated as a candidate to continue serving as Outside Director.

Candidate

No.

6

**Chiaki Hayashi**

(August 8, 1971)

Reappointment

Outside

Independent

**Career Summary, Position and Responsibility in the Company**

Apr. 1994	Joined Kao Corporation	Number of the Company's common shares held: 2,500 shares
Feb. 2000	Established Loftwork Inc., Representative Director of Loftwork Inc.	Attendance at Board of Directors meetings: 7 out of 7 times
Feb. 2012	Assistant Director of MIT Media Lab	Attendance at Voluntary Remuneration Committee meetings: 3 out of 3 times
Apr. 2014	President and Representative Director, Hidakuma Co., Ltd	Attendance at Governance Committee meetings: 6 out of 6 times
May 2019	Chief Executive Officer of Hidakuma Co., Ltd (current position)	
Mar. 2020	Outside Director of the Company (current position)	
Feb. 2021	Chairperson, Loftwork Inc.	
Nov. 2021	Outside Director of JINS HOLDINGS Inc. (current position)	
Apr. 2022	Director, Loftwork Inc. (current position)	
Sep. 2022	Established Q0 Inc., President and CEO of Q0 Inc. (current position)	

**Notable Concurrent Positions**

President and CEO of Q0 Inc., Director of Loftwork Inc.

Chief Executive Officer of Hidakuma Co., Ltd, Outside Director of JINS HOLDINGS Inc.

**Reasons for Nomination as Candidate for Outside Director and Overview of Expected Role**

Ms. Chiaki Hayashi is a candidate for Outside Director as provided for in Article 2, paragraph (3), item (vii) of the Regulations for Enforcement of the Companies Act. She co-founded Loftwork Inc., which deals with various design projects, and has abundant project management experience (online, physical spaces, community, and business). She is also proactively involved in MTRL, a platform for creators and manufacturers that seeks new possibility for materials. She also has abundant experience in co-creation as the Assistant Director at the MIT Media Lab and has won various creative awards. While driving business as an entrepreneur, she serves as a member of various committees including METI's Industrial Structure Council. As an Outside Director, she is expected to use her wealth of insight and experience to provide useful advice and recommendations to the Company's business execution, including in the area of product development, in line with the Company's mission of being a Design Driven Company. Because she is currently performing these roles as an Outside Director, she has been nominated as a candidate to continue serving as Outside Director.

Candidate

No.

7

**Eriko Yamaguchi**

(August 21, 1981)

Reappointment

Outside

Independent

**Career Summary, Position and Responsibility in the Company**

Mar. 2006	Established MOTHERHOUSE Co., Ltd., CEO of MOTHERHOUSE Co., Ltd. (current position)	Number of the Company's common shares held: 500 shares
Nov. 2007	Managing Director of MATRIGHOR Limited (current position)	Attendance at Board of Directors meetings: 7 out of 7 times
Dec. 2015	Director of MOTHERHOUSE Asia Pacific Limited	Attendance at Voluntary Remuneration Committee meetings: 2 out of 2 times
Aug. 2017	Director of MOTHERHOUSE TAIWAN Co., Ltd. (current position)	Attendance at Voluntary Nominating Committee meetings: 6 out of 7 times
Mar. 2020	Outside Director of the Company (current position)	

**Notable Concurrent Positions**

CEO of MOTHERHOUSE Co., Ltd.  
Managing Director of MATRIGHOR Limited  
Director of MOTHERHOUSE TAIWAN Co., Ltd.

**Reasons for Nomination as Candidate for Outside Director and Overview of Expected Role**

Ms. Eriko Yamaguchi is a candidate for Outside Director as provided for in Article 2, paragraph (3), item (vii) of the Regulations for Enforcement of the Companies Act. She established MOTHERHOUSE Co., Ltd., which operates under the philosophy of "we spotlight the potential of developing countries through our products to establish an international brand" and conducts business that aims to "manufacture products in developing countries that truly satisfy customers." In addition to business management, she also drives business as the head of product design. She cultivates local production in developing countries and enriches those regions by creating brands that pursue the possibilities of local natural materials, thereby promoting the circulation of consumer activities there. With such activities recognized, she won various awards both in Japan and overseas as a globally active female entrepreneur. As an Outside Director, she is expected to use her wealth of insight and experience to provide useful advice and recommendations on the Company's management strategies and other business operations, as the Company aims to become a Design Driven Company with the aim of making further progress in overseas business. Because she is currently performing these roles as an Outside Director, she has been nominated as a candidate to continue serving as Outside Director.

Candidate

No.

8

**Yumiko Miwa**

(October 12, 1965)

Reappointment

Outside

Independent

**Career Summary, Position and Responsibility in the Company**

Apr. 1988	Joined Nomura Securities Co., Ltd.	
Apr. 1996	Full-time Assistant, School of Commerce, Meiji University	Number of the Company's common shares held: 1,300 shares
Apr. 1997	Full-time Lecturer, School of Commerce, Meiji University	
Apr. 2000	Assistant Professor, School of Commerce, Meiji University	
Apr. 2002	Member, Fund Management Committee, Pension Fund Association for Local Government Officials	Attendance at Board of Directors meetings: 7 out of 7 times
Oct. 2005	Professor, School of Commerce, Meiji University (current position)	
Apr. 2006	Visiting Professor, Stephen M. Ross School of Business, University of Michigan	Attendance at Voluntary Remuneration Committee meetings: 5 out of 5 times
Apr. 2020	Member, Fund Management Committee, National Federation of Mutual Aid Associations for Municipal Personnel (current position)	
Jun. 2020	Outside Director of Eisai Co., Ltd. (current position)	Attendance at Voluntary Nominating Committee meetings: 7 out of 7 times
Apr. 2021	Member, Pension Asset Management Review Committee, The Mutual Aid Association of Prefectural Government Personnel (current position)	
Mar. 2022	Outside Director of the Company (current position)	
Aug. 2022	Representative Director of I-O Wealth Advisors, Inc. (current position)	

**Notable Concurrent Positions**

Professor, School of Commerce, Meiji University, Representative Director of I-O Wealth Advisors, Inc.  
 Member, Fund Management Committee, National Federation of Mutual Aid Associations for Municipal Personnel, Outside Director of Eisai Co., Ltd.  
 Member, Pension Asset Management Review Committee, The Mutual Aid Association of Prefectural Government Personnel

**Reasons for Nomination as Candidate for Outside Director and Overview of Expected Role**

Ms. Yumiko Miwa is a candidate for Outside Director as provided for in Article 2, paragraph (3), item (vii) of the Regulations for Enforcement of the Companies Act. She is an expert in ESG and corporate governance, having conducted research related to the development of institutional investors and corporate governance, engagement of institutional investors, and ESG investment. In addition, she has knowledge of finance and accounting, and as a manager of a company engaged in the asset management education business, she has a high level of insight into management and supervisory ability with a focus on finance and accounting. ESG and corporate governance initiatives are becoming more important today, and using her abundant insight and experience, as an Outside Director, she is expected to provide useful advice and recommendations on the Company's management strategy and on improved corporate governance, in line with the Company's mission of being a Design Driven Company. Because she is currently performing these roles as an Outside Director, she has been nominated as a candidate to continue serving as Outside Director.

Candidate  
No.  
9

## Hidenori Nagaoka

(August 11, 1972)

New appointment

Outside

Independent

### Career Summary

Apr. 1996	Joined Corporate Directions, Inc.	Number of the Company's common shares held: 0 shares
May 2000	Joined axiv.com, Inc. (currently known as CARTA HOLDINGS, INC.)	
Sep. 2000	Director CFO of axiv.com, Inc. (currently known as CARTA HOLDINGS, INC.) (current position)	
Mar. 2011	Established VOYAGE VENTURES, Inc. (currently known as CARTA VENTURES, Inc.), President & CEO of VOYAGE VENTURES, Inc. (currently known as CARTA VENTURES, Inc.) (current position)	

### Notable Concurrent Positions

Director CFO of CARTA HOLDINGS, INC.  
President & CEO of CARTA VENTURES, Inc.

### Reasons for Nomination as Candidate for Outside Director and Overview of Expected Role

Mr. Hidenori Nagaoka is a candidate for Outside Director as provided for in Article 2, paragraph (3), item (vii) of the Regulations for Enforcement of the Companies Act. He has a wealth of knowledge in corporate management nurtured through extensive experience from serving at a management consulting company to launching a venture enterprise and currently serving as Director CFO. As an Outside Director, we expect him to use this knowledge to provide useful advice and recommendations on the Company's management strategies. In consideration of the fact that the Board of Directors of the Company is composed of Directors with various specialties and experiences, etc., and based on his career, specialties and abilities, the Company judged that he is capable of fulfilling the roles expected above and nominated him as a new candidate for Outside Director.

- Notes:
1. There is no special interest between the candidates and the Company.
  2. Tadashi Itakura's attendance at Voluntary Remuneration Committee and Voluntary Nominating Committee meetings held after his appointment as a member of Voluntary Remuneration Committee and Voluntary Nominating Committee on March 30, 2023 is shown.
  3. Ryo Yano's attendance at the meetings of the Board of Directors held after his appointment as Director on March 30, 2023 is shown.
  4. The Company has no transactional relationship with Hatoyama Soken Corporation, at which Rehitō Hatoyama has concurrent positions. Furthermore, although he is an Outside Director of transcosmos inc., and the Company and transcosmos inc. have a transactional relationship of less than ¥1 million per year (for the fiscal year ended December 2023), the value of the transactions comprises less than 1% of the Company's consolidated net sales. Therefore, it has been concluded that there is no risk of conflict of interest between him and our general shareholders.
  5. The Company has no transactional relationship with Q0 Inc., Hidakuma Co., Ltd and JINS HOLDINGS Inc. at which Chiaki Hayashi has concurrent positions. Furthermore, although she is a Director of Loftwork Inc., and the Company and Loftwork Inc., have a transactional relationship of ¥2 million (for the fiscal year ended December 2023), the value of the transactions comprises less than 1% of the Company's consolidated net sales. Therefore, it has been concluded that there is no risk of conflict of interest between her and our general shareholders.
  6. Chiaki Hayashi's attendance at Voluntary Remuneration Committee meetings held after her appointment as a member of Voluntary Remuneration Committee on March 30, 2023 is shown.
  7. The Company has no transactional relationship with MOTHERHOUSE Co., Ltd., MATRIGHOR Limited, or MOTHERHOUSE TAIWAN Co., Ltd., at which Eriko Yamaguchi has concurrent positions.
  8. Eriko Yamaguchi's attendance at Voluntary Remuneration Committee meetings held before her retirement as a member of Voluntary Remuneration Committee on March 30, 2023 is shown.
  9. There is no transactional relationship including donation between the Company and Meiji University, I-O Wealth Advisors, Inc., the National Federation of Mutual Aid Associations for Municipal Personnel,



- Eisai Co., Ltd., or The Mutual Aid Association of Prefectural Government Personnel at which Yumiko Miwa has concurrent positions.
10. After getting married, Yumiko Miwa's surname changed to Shibata, but her maiden name Miwa is used for her work including as a university professor.
  11. The Company has no transactional relationship with CARTA HOLDINGS, INC. or CARTA VENTURES, Inc., at which Hidenori Nagaoka has concurrent positions.
  12. Rehito Hatoyama, Chiaki Hayashi, Eriko Yamaguchi, and Yumiko Miwa currently serve as Outside Directors of the Company. Their terms of office as of the conclusion of the Meeting are seven (7) years and eleven (11) months for Rehito Hatoyama, four (4) years for both Chiaki Hayashi and Eriko Yamaguchi, and two (2) years for Yumiko Miwa.
  13. Rehito Hatoyama, Chiaki Hayashi, Eriko Yamaguchi, and Yumiko Miwa have been designated as independent director/auditor as specified in Rule 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange (TSE) and the Company notified the TSE to that effect. If this proposal is approved and adopted, the Company plans to continue to designate Rehito Hatoyama, Chiaki Hayashi, Eriko Yamaguchi and Yumiko Miwa as independent director, and designate and register Hidenori Nagaoka newly as an independent officer.
  14. The Company has concluded limited liability contracts with Rehito Hatoyama, Chiaki Hayashi, Eriko Yamaguchi, and Yumiko Miwa which limit their liability for damages prescribed in Article 423, paragraph (1) of the Companies Act, pursuant to the provisions of Article 427, paragraph (1) of the same Act and the Articles of Incorporation. If this proposal is approved and adopted, the Company plans to renew limited liability contracts with Rehito Hatoyama, Chiaki Hayashi, Eriko Yamaguchi and Yumiko Miwa, and newly conclude a limited liability contract of the same content with Hidenori Nagaoka. The limit of liability for damages pursuant to the limited liability contract is the aggregate sum of the amounts prescribed in each item in Article 425, paragraph (1) of the Companies Act.
  15. The Company has entered into an indemnification agreement with Norimasa Kitazawa, Tadashi Itakura, Kevin Vyse-Peacock, Ryo Yano, Rehito Hatoyama, Chiaki Hayashi, Eriko Yamaguchi, and Yumiko Miwa, pursuant to Article 430-2, paragraph (1) of the Companies Act, whereby the Company indemnifies (provided, however, that in the event that the indemnified person is found to have performed his/her duties for the purpose of gaining unjust enrichment for him/herself or a third party, or for the purpose of causing damage to the Company, or in the event that the indemnified person is found to have performed his/her duties with malice or gross negligence, the indemnified expenses, etc. shall be refunded.) the candidates for the expenses stipulated in item (i) of the same paragraph and the loss stipulated in item (ii) of the same paragraph to the extent provided for by law. If this proposal is approved and adopted, the Company will continue said agreements with Norimasa Kitazawa, Tadashi Itakura, Kevin Vyse-Peacock, Ryo Yano, Rehito Hatoyama, Chiaki Hayashi, Eriko Yamaguchi, and Yumiko Miwa, and will conclude a new indemnification agreement of the same content with Hidenori Nagaoka.
  16. The Company shall conclude a liability insurance contract for officers, etc. with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act (provided, however, that certain exclusions apply, such as not covering damages resulting from acts committed by insured persons while being aware that such acts violate laws and regulations). If this proposal is approved and adopted, Norimasa Kitazawa, Tadashi Itakura, Kevin Vyse-Peacock, Ryo Yano, Rehito Hatoyama, Chiaki Hayashi, Eriko Yamaguchi, and Yumiko Miwa will continue to be insured persons in the liability insurance contract, and Hidenori Nagaoka will newly become an insured person in the liability insurance contract.
  17. During the fiscal year under review, the Board of Directors and the Voluntary Nominating Committee held the following written resolutions in addition to the number of meetings stated above.

Board of Directors: Twice / Voluntary Nominating Committee: Once

**(Reference) Skill Matrix of the Board of Directors after the 67th Ordinary General Meeting of Shareholders and Composition of Committees**

Name/Position	Expertise demanded of the Board of Directors (*1)									
	Management and business strategies	Experience in the Company, industry	Global business	Design, R&D, product development	SCM (*2)	Marketing, branding	Human resource development,	Finance and accounting	Legal affairs, compliance, and risk	Solving societal issues
Director	Norimasa Kitazawa Representative Director	○	○	○	○		○			
	Tadashi Itakura Director, Senior Managing Executive Officer				○	○	○	○	○	
	Kevin Vyse-Peacock Director, Junior Managing Executive Officer	○	○	○	○		○			
	Ryo Yano Director, Junior Managing Executive Officer	○	○	○			○			
	Rehito Hatoyama Outside Director and Chairman of the Board	○		○			○		○	
	Chiaki Hayashi Outside Director	○			○		○	○		○
	Eriko Yamaguchi Outside Director	○		○	○		○			○
	Yumiko Miwa Outside Director							○	○	○
	Hidenori Nagaoka Outside Director	○					○		○	
Audit & Supervisory Board Member	Hiroshi Nishimoto Standing Audit & Supervisory Board Member		○			○				
	Koji Ishigami Standing Audit & Supervisory Board Member	○	○				○			
	Koichi Otsu Outside Audit & Supervisory Board Member							○	○	
	Atsuko Taishido Outside Audit & Supervisory Board Member								○	○

(\*1) A maximum of five main areas of expertise are presented for each person.

(\*2) SCM: Supply Chain Management

As advisory panels to the Board of Directors, the Committees are chaired by an independent Outside Director and the majority of members are Outside Directors and Audit & Supervisory Board Members.

- Voluntary Remuneration Committee  
Chairperson: Yumiko Miwa, Members: Norimasa Kitazawa, Tadashi Itakura, Chiaki Hayashi, Hidenori Nagaoka
- Voluntary Nominating Committee  
Chairperson: Yumiko Miwa, Members: Norimasa Kitazawa, Tadashi Itakura, Eriko Yamaguchi, Hidenori Nagaoka
- Governance Committee  
Chairperson: Chiaki Hayashi, Members: Norimasa Kitazawa, Tadashi Itakura, Ryo Yano, Rehito Hatoyama, Koichi Otsu, Atsuko Taishido

**Proposal 4: Election of One (1) Substitute Audit & Supervisory Board Member**

Ms. Hiroko Noda, who was elected as substitute Audit & Supervisory Board Member at the 66th Ordinary General Meeting of Shareholders held on March 30, 2023, has submitted a request to resign as substitute Audit & Supervisory Board Member as of commencement of the Meeting. Therefore, the Company resolved at the Board of Directors to rescind her election as a substitute Audit & Supervisory Board Member as of commencement of the Meeting upon having obtained consent of the Audit & Supervisory Board, pursuant to the resolution of the 66th Ordinary General Meeting of Shareholders.

In order to prepare for a possible situation in which the number of Audit & Supervisory Board Members falls below the number required by laws and regulations, the Company proposes the election of one (1) substitute Audit & Supervisory Board Member. The period of validity for the election of the substitute Audit & Supervisory Board Member elected in this proposal shall be the same as the other substitute Audit & Supervisory Board Member.

The candidate Ms. Ayumi Toriyama’s election is being requested as a substitute for current Outside Audit & Supervisory Board Member Mr. Koichi Otsu. This election may be rescinded by a resolution at the Board of Directors with the consent of the Audit & Supervisory Board only prior to taking office.

With respect to this proposal, the Company has obtained the consent of the Audit & Supervisory Board.

The candidate for substitute Audit & Supervisory Board Member is as follows:

**Ayumi Toriyama**  
(March 23, 1971)

New appointment

Outside

Independent

**Career Summary**

Nov. 1996	Joined Asahi & Co. (currently known as KPMG AZSA LLC)	
Apr. 2000	Registered as a certified public accountant (re-registered in January 2011 subsequent to temporary deregistration in June 2003)	
Dec. 2010	Registered as Attorney (Tokyo Bar Association)	
Dec. 2010	Joined Hayabusa Asuka Law Offices	
Jul. 2013	Founded Chiyoda International Law & Accounting Office, serving as its Director (current position)	
Jun. 2015	Outside Director of Central General Development Co., Ltd. (current position)	
Aug. 2021	Outside Director of Interfactory, inc. (current position)	

Number of the Company’s common shares held:  
0 shares

**Notable Concurrent Positions**

Director of Chiyoda International Law & Accounting Office  
 Outside Director of Central General Development Co., Ltd.  
 Outside Director of Interfactory, inc.

**Reasons for Nomination as Candidate for Substitute Outside Audit & Supervisory Board Member**

Ms. Ayumi Toriyama is a certified public accountant and an attorney. Although she has never been involved in corporate management other than serving as an outside director/auditor, she has advanced knowledge as an expert in accounting, investment, and management strategy, and has experience serving as an outside director at multiple companies. As such, the Company expects her to provide expert, highly objective advice and recommendations based on her advanced knowledge and abundant experience. In light of the above, the Company deems that she is capable of performing duties as an Outside Audit & Supervisory Board Member.

Notes: 1. There is no special interest between the candidate and the Company.

2. The Company has no transactional relationship with Chiyoda International Law & Accounting Office, Central General Development Co., Ltd. or Interfactory, inc., at which the candidate has concurrent positions.
3. If the candidate takes office as Outside Audit & Supervisory Board Member, she will be designated as independent director/auditor as specified in Rule 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange (TSE), and the Company plans to notify the TSE to that effect.
4. If the candidate takes office as Outside Audit & Supervisory Board Member, the Company plans to enter into a limited liability contract with the candidate which limits her liability for damages prescribed in Article 423, paragraph (1) of the Companies Act, pursuant to the provisions of Article 427, paragraph (1) of the same Act and the Articles of Incorporation. The limit of liability for damages pursuant to the limited liability contract is the aggregate sum of the amounts prescribed in the respective items in Article 425, paragraph (1) of the Companies Act.
5. If the candidate takes office as Outside Audit & Supervisory Board Member, the Company will enter into an indemnification agreement with the candidate pursuant to Article 430-2, paragraph (1) of the Companies Act, whereby the Company will indemnify (provided, however, that in the event that the indemnified person is found to have performed her duties for the purpose of gaining unjust enrichment for herself or a third party, or for the purpose of causing damage to the Company, or in the event that the indemnified person is found to have performed her duties with malice or gross negligence, the indemnified expenses, etc. shall be refunded.) the candidate for the expenses stipulated in item (i) of the same paragraph and the loss stipulated in item (ii) of the same paragraph to the extent provided for by law.
6. The Company shall conclude a liability insurance contract for officers, etc. with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act (provided, however, that certain exclusions apply, such as not covering damages resulting from acts committed by insured persons while being aware that such acts violate laws and regulations). If the candidate takes office as Outside Audit & Supervisory Board Member, the candidate will be included newly as an insured person in the liability insurance contract.

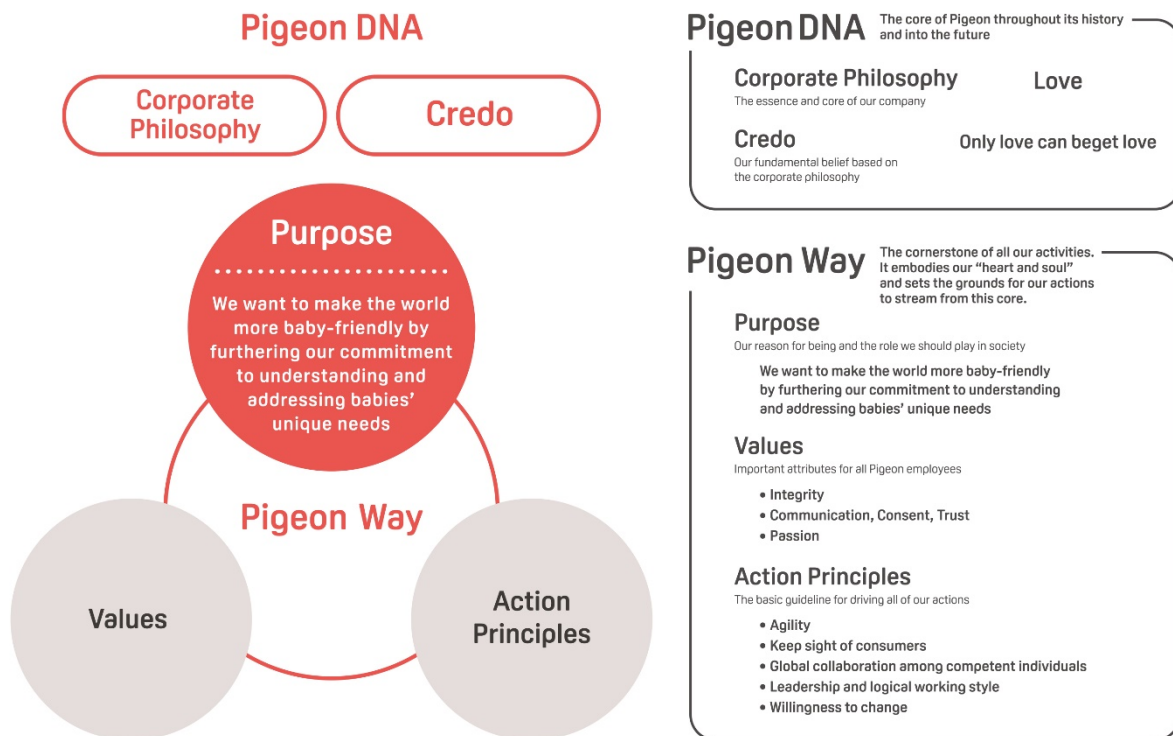
**Reference: Corporate Philosophy, Key Issues, and Basic Philosophy and System of Corporate Governance**

(1) Pigeon DNA and Pigeon Way

The Corporate Philosophy “Love” and Credo “Only love can beget love” are at the core of Pigeon, and as long as Pigeon continues to exist as an “indispensable presence in society,” the employees and executive officers of the Pigeon Group who make up Pigeon will continue to adhere to these principles as constants in the future, which is Pigeon’s DNA.

The “Pigeon Way,” which embodies the “heart and soul” of all employees and executive officers of the Pigeon Group and sets the grounds for the actions to stream from this core while also serving as the cornerstone of all activities, combines our Purpose of “We want to make the world more baby-friendly by furthering our commitment to understanding and addressing babies’ unique needs” and the “Values” and “Action Principles” that all employees and executive officers must uphold to achieve our Purpose.

We have positioned our Corporate Philosophy and Credo as the “Pigeon DNA,” which is a higher concept than the previous Pigeon Way, and we have positioned our Purpose as the axis of the Pigeon Way to drive our business activities toward its realization. The Pigeon DNA and the Pigeon Way are defined as follows.



## (2) Establishment of Materiality (Key Issues)

Pigeon's "Purpose" of "We want to make the world more baby-friendly by furthering our commitment to understanding and addressing babies' unique needs" cannot be realized solely through the efforts of Pigeon Group employees and executive officers, but can only be realized through collaboration with external stakeholders, including customers, business partners, shareholders, and local communities. We believe that by realizing our "Purpose," we can not only continue to exist and be recognized as an "indispensable presence in society," but also contribute to the creation and realization of a sustainable society that is the basis for coexistence with our stakeholders, etc.

In this sense, our fundamental Pigeon DNA and the Pigeon Way, as well as the social and environmental challenges we must address and the future vision we aim to achieve by solving these challenges, must be shared not only by Pigeon Group employees and executive officers, but also by external stakeholders, including customers, business partners, shareholders, and local communities.

Therefore, we have established the following five Key Issues that we must resolve and realize in the process of realizing Pigeon's "Purpose" of "We want to make the world more baby-friendly by furthering our commitment to understanding and addressing babies' unique needs," so that we can share the same mindset with all stakeholders.



Enhancing Business  
Competitiveness and  
Resilience



Reducing Our  
Environmental  
Impact



Contributing to the  
Resolution of Social  
Issues



Managing Talent and  
Cultivating the Right  
Culture for Our  
Purpose



Establishing Solid  
Management  
Foundations

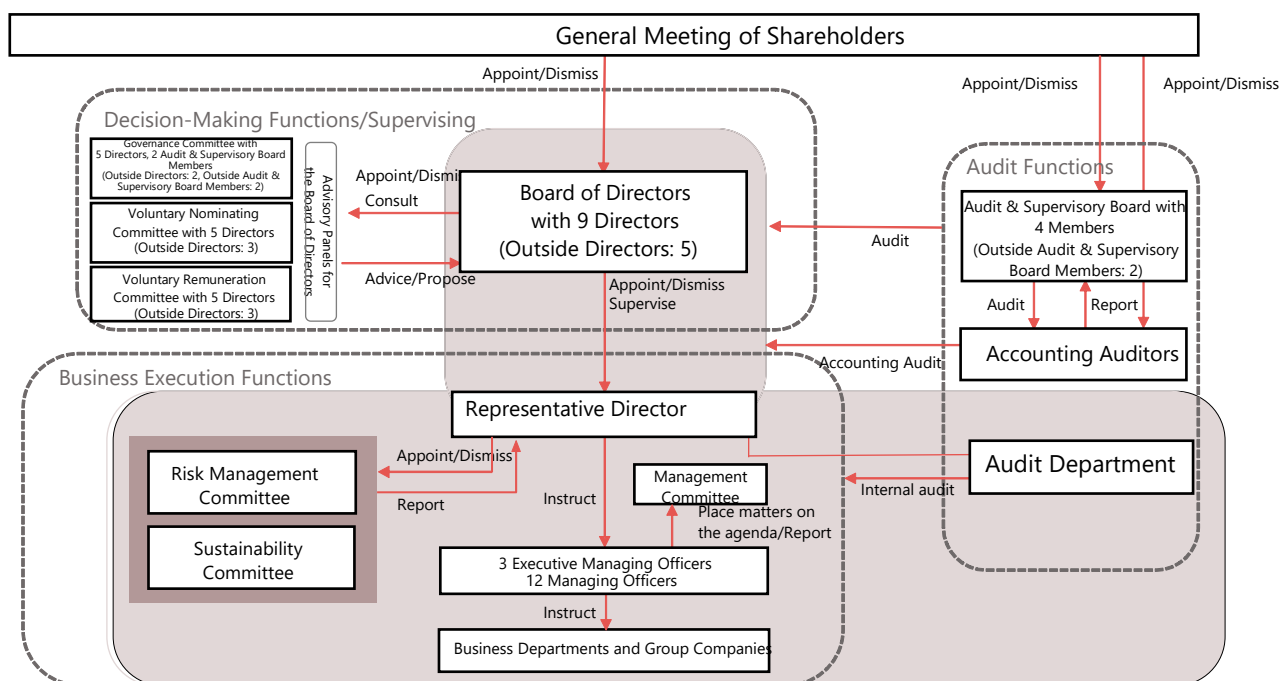
## (3) Pigeon's Basic Policy for Corporate Governance

Our corporate governance must be in line with the Pigeon DNA and the Pigeon Way, be directed toward solving and realizing Key Issues, contribute to the creation and realization of a sustainable society, and ultimately be directed toward realizing our "Purpose" of "We want to make the world more baby-friendly by furthering our commitment to understanding and addressing babies' unique needs."

Based on this philosophy, we have defined corporate governance as follows: (1) Offensive governance—a mechanism for transparent, fair, prompt, and decisive decision-making to ensure the Pigeon Group's sustainable growth and medium- to long-term enhancement of corporate value (social value and economic value), the resolution and realization of Key Issues, and the realization of our "Purpose," and (2) Defensive governance—a mechanism for risk control through the timely collection and sharing of information and examination and verification, in order to prevent or promptly eliminate factors that may impede the Pigeon Group's sustainable growth, damage corporate value, or impede the resolution and realization of Key Issues or the realization of our "Purpose."

By continuously strengthening these mechanisms, the Company aims to further enhance corporate governance, increase corporate value, and ultimately contribute to the creation and realization of a sustainable society, as well as realize our "Purpose."

(4) Corporate Governance Structure (As of December 31, 2023)



(5) Board of Directors

The Board of Directors makes decisions on matters (management objectives and important business-execution strategies such as the management strategy) prescribed in laws and regulations, the Articles of Incorporation, and the “Board of Directors Rules” based on its authority to supervise the execution of duties of Directors and Managing Officers. The Board of Directors actively elicits the opinions of Outside Directors and Audit & Supervisory Board Members, and the supervisory function of the Board of Directors has been further strengthened by having an independent Outside Director serve as Chairman of the Board from March 2023. In addition, the Board of Directors holds “informal discussions” twice a year, which are separate from Board of Directors meetings, for the purpose of eliminating asymmetric information about the Group among the Directors and Audit & Supervisory Board Members and discussing the Group’s management issues and strategies from a medium- to long-term perspective.

In addition, the Board of Directors of the Company conducts an annual evaluation of the effectiveness of the Board of Directors and works to maintain and improve the effectiveness of the Board of Directors in order to increase corporate value and achieve sustainable growth over the medium- to long-term. Whereas the results of the evaluation of the effectiveness of the Board of Directors for the current fiscal year are as shown below, please refer to the Company’s corporate website below for further details.

([https://www.pigeon.com/sustainability/governance\\_top/governance/](https://www.pigeon.com/sustainability/governance_top/governance/)).

1) Issues identified in the evaluation of the effectiveness of the Board of Directors implemented in the previous fiscal year

We have been persistently striving to achieve operational improvements to further invigorate discussions at the Board of Directors meetings. For instance, with the appointment of an Independent Outside Director as Chairman of the Board, we secured time for discussion at Board of Directors meetings by streamlining operations of the Board of Directors in part by holding preliminary briefings and applying bulk deliberations.

2) Method used in the evaluation of the effectiveness of the Board of Directors implemented in the current fiscal year

All Directors and Audit & Supervisory Board Members were interviewed individually after completing a questionnaire-based self-assessment. The results of the questionnaire and interviews were then compiled and analyzed by the Secretariat, verified and discussed by the Governance Committee, and discussed by the Board of Directors based on the recommendations of the Governance Committee.

In addition, the questionnaire and other methods confirmed questions regarding the role and function of the Board of Directors, composition and size of the Board of Directors, operation of the Board of Directors,



cooperation with the audit organization, provision of opportunities for Outside Directors to play active roles, engagement with shareholders and investors, and advisory panels (Voluntary Nominating Committee, Voluntary Remuneration Committee, and Governance Committee).

3) Results of the evaluation of the effectiveness of the Board of Directors implemented in the current fiscal year and future efforts

The issues recognized in the evaluation for the previous fiscal year have been improved through the initiatives described in 1) above, and we have confirmed that the Board of Directors is making appropriate decisions through open and active discussions utilizing the diverse expertise, values, and perspectives of its Outside Directors, and plays an effective role in enhancing corporate value over the medium to long term. Meanwhile, we identified issues that need to be addressed going forward in order to realize the Purpose and sustainable growth, such that include the notion of demonstrating more advanced supervisory functions by the Board of Directors. As such, we will continue to examine and work on the necessary measures for maintaining and improving the effectiveness of the Board of Directors on an ongoing basis with a focus on strengthening confirmation and supervision of important matters such as Group governance.

(6) Status of audit system and audits

Audit & Supervisory Board Members, the Internal Audit Department, and Accounting Auditors mutually collaborate by holding regular debriefing sessions and at any time as necessary, exchanging information and opinions.

Audit & Supervisory Board Members attend meetings of both the Board of Directors and the Management Committee, where they deploy their experience in the field to swiftly resolve issues. In addition to enhancing the supervisory function through expression of opinions and the like, Audit & Supervisory Board Members listen to Directors, view important resolution documents, examine the current status of business and financial assets, and otherwise conduct meticulous supervision and oversight particularly in accordance with audit policy and segregation of duties. They also meet regularly with the President and CEO, receive reports on matters such as important company issues, and carry out frank exchanges of opinions.

Furthermore, an Audit Department under the direct control of the President and CEO was established as the Internal Audit Department, which regularly implements internal audits on the Company and its domestic and overseas Group companies from the perspective of confirming operational effectiveness, efficiency, compliance, and asset preservation. Audit results are reported to all Directors and Audit & Supervisory Board Members, and suggestions for improvement and follow-ups are implemented.

(7) Governance Committee

To further strengthen corporate governance in the Pigeon Group, we established the Governance Committee as an advisory panel to the Board of Directors, chaired by an Independent Outside Director and with a majority of its members being Outside Directors and Outside Audit & Supervisory Board Members. The Committee deliberates on various issues related to corporate governance within the Group that have been identified through the evaluation of the effectiveness of the Board of Directors, etc., from the perspective of promoting organic coordination and integration and proactive implementation, and provides advice and recommendations to the Board of Directors. During the current fiscal year, we reviewed our policies and views on human resources (including details subject to disclosure), reviewed amendments to the Articles of Incorporation (business purposes), followed up on performance of the Global Head Office functions, and implemented the evaluation of the effectiveness of the Board of Directors (consideration of implementation methods including external evaluation by a third party, analysis and verification of results, and review of details subject to disclosure).

#### (8) Voluntary Remuneration Committee and Executive Remuneration Policy

In order to increase the independence, objectivity, and transparency of the executive remuneration system, the Company has established a Voluntary Remuneration Committee as an advisory panel to the Board of Directors. The chairman and the majority of members of the committee are Independent Outside Directors. The Voluntary Remuneration Committee provides advice and proposals to the Board of Directors upon having deliberated on matters that include: governance of executive remuneration; whether it is necessary to revise the executive remuneration policy; remuneration levels of individual executives (base amount by position); performance targets and evaluation table for bonuses and stock remuneration; performance evaluations and individual payment amounts for bonuses and stock remuneration in the previous fiscal year; status of initiatives of the Medium-Term Business Plan and the Key Issues; factors such as level, composition and indicators of executive remuneration using external data and other research; the necessity of response to executive remuneration due to changes in the external environment and business environment; and improving the effectiveness of the Voluntary Remuneration Committee. During the fiscal year under review, the Committee examined revisions to the executive remuneration policy; confirmed performance targets and evaluation table for bonuses and stock remuneration; confirmed matters such as performance evaluations and individual payment amounts for bonuses and stock remuneration in the previous fiscal year; confirmed progress associated with indicators of Key Issues for bonuses and stock remuneration; confirmed factors such as level, composition and indicators of executive remuneration using external data and other research; and considered executive remuneration systems for fiscal year 2024 and beyond.

In addition, the Voluntary Remuneration Committee deliberates on draft proposals, and upon resolution by the Board of Directors, the Company formulates its Executive Remuneration Policy. The basic policy, remuneration structure, and payment details have been established in the Executive Remuneration Policy. For details, please refer to the Company's corporate website below.

([https://www.pigeon.com/sustainability/files/pdf/Executive\\_Remuneration\\_Policy\\_e\\_202303.pdf](https://www.pigeon.com/sustainability/files/pdf/Executive_Remuneration_Policy_e_202303.pdf)).

#### (9) Voluntary Nominating Committee and Executive Nomination Policy

The Company has established a Voluntary Nominating Committee as an advisory panel to the Board of Directors to enhance the independence, objectivity, and transparency of the appointment/dismissal and nomination processes for Directors. The chairman and the majority of members of the committee are Independent Outside Directors. The Voluntary Nominating Committee deliberates on the appointment/dismissal criteria for Directors and the successor plan for Chief Executive Officer (CEO), etc., and provides advice and proposals to the Board of Directors. During the fiscal year under review, the Committee examined revisions to the Executive Nomination Policy; verified and implemented the CEO successor plan; examined candidates for Directors; reviewed the term of office and tenure of Directors; reviewed the roles of the Chairman of the Board, reviewed revisions to the skill matrix; and examined the formulation of a successor plan for Outside Directors.

In addition, the Voluntary Nominating Committee deliberates on draft proposals, and upon resolution by the Board of Directors, the Company formulates its Executive Nomination Policy. The personnel requirements for the CEO and the appointment/dismissal criteria for Directors and the CEO have been established in the Executive Nomination Policy. The ideal human qualities necessary for the role of CEO of the Company are "Human qualities that can enhance resourcefulness and continuously increase the Company's corporate value (social and economic value), based on the values of the Pigeon DNA and Pigeon Way." In addition, the detailed human resource requirements are determined in terms of responsibility and authority, main duties and expected results, and required competencies (behavioral characteristics, personality characteristics, experience and achievements, knowledge and skills). Furthermore, the dismissal criteria for Directors and the CEO are provided below.

- 1) Where corrupt, unjust, or disloyal actions are suspected
- 2) Where a lack of qualifications is recognized, such as a legal violation
- 3) Where the process or results of the execution of duties is insufficient, or where it is deemed inappropriate to have the individual continue to perform duties
- 4) Where ROE has fallen below 5% for three (3) consecutive fiscal years (only for the CEO)

Details of the Company's Executive Nomination Policy are provided on the Company's corporate website below.

([https://www.pigeon.com/sustainability/files/pdf/Executive\\_Nomination\\_Policy\\_e\\_202303.pdf](https://www.pigeon.com/sustainability/files/pdf/Executive_Nomination_Policy_e_202303.pdf))