

Corporate Governance Report

Updated :

Company Name :

Company Representative :

Contact :

URL :

Code :

I . Fundamental Views on Corporate Governance and Other Key Information

1 . Corporate Attributes

Fiscal Year-End	
Sector Classification	
Number of Employees (consolidated) as of the End of the Previous Fiscal Year	
Revenue, Profit after Tax, Total Assets and Net Assets (consolidated) for the Previous Fiscal Year	
Number of Consolidated Subsidiaries and Associated Companies as of the End of the Previous Fiscal Year	

2 . Fundamental Views on Corporate Governance

- Describe a fundamental policy on the company's efforts regarding corporate governance and the purpose of corporate governance for the company.

3 . Status of Major Shareholders (As of the End of the Previous Fiscal Year)

	Name	Attributes (director, employee, institutional investor, etc.)	Nationality	Number of shares held	Shareholding ratio (%)
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					

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(Note) Total issued shares: shares

4. Policy on Foreigner Ownership

Foreign Shareholding Ratio (As of the End of the Previous Fiscal Year)	
Foreign Shareholding Limit Determined by the Company	
Reasons for setting the above Foreign Shareholding Limit and a future policy on foreigner ownership	

5. Policy on Dividends

- Describe a policy related to dividends, including methods for determining dividends, standards, and reference indicators.
- Describe the total amount of dividends and dividends per share in the previous fiscal year and, if possible, the scheduled dividends amount in this fiscal year.

II. Status of Corporate Governance Systems

1. Composition of Corporate Governance Structure

(1) Composition of Corporate Governance Structure

- Describe the outline of the current system regarding the governance structure including the board of directors: such as business execution, auditing and supervision methods.
- Describe the outline, the role, the policy to adopt members and the status of activity of Audit Committee, Remuneration Committee, Nomination Committee, if the company established these committees.

(2) Reasons for Adoption of Current Corporate Governance Structure

- Regarding the composition of the governance structure including the board of directors, describe the reason why the current system is adopted.

2. Information of Directors

Position (Independent Director, Executive Officer)	Name	Profile	Number of Shares Held	Date of Birth

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The following directors have concurrent positions in the board of directors of other companies.

Position (Independent Director, Executive Officer)	Name	Concurrent positions and companies

3. Information of Members of Specialized Committees

(Audit Committee)

Position (Independent Director)	Name

•Describe information of members of other specialized committees, if any.

4. Information of Meetings of the Board and Specialized Committees

(1) The number of meetings of the Board and specialized committees in the previous fiscal year:

Meetings of the Board	(ex) 13 times
Audit Committee	(ex) 13 times
**** Committee	(ex) 13 times

(2) Attendance at meetings of the Board and specialized committees in the previous fiscal year:

Position (Independent Director, Executive Officer)	Name	Attendance ("—" means the director doesn't belong to the committee.)		
		Meeting of the Board	Audit Committee	**** Committee

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(ex) Director	AAA	11/13 times, 84%	—	11/13 times, 84%
(ex) Director, Executive Officer	BBB	13/13 times, 100%	—	—
(ex) Independent Director	CCC	12/13 times, 92%	12/13 times, 92%	12/13 times, 92%

5. Process for the Selection, Appointment and Re-appointment of New Directors (if any)

- Describe the process for the selection, appointment and re-appointment of new Directors.

6. Remuneration of Directors, etc.

- (1) Remuneration policies and procedure for setting remuneration, if any

- Describe policies and procedure for setting remuneration of Directors.

(2) Outline of Remuneration

Remuneration of Directors for the previous fiscal year

Total Amount	
Base / Fixed Salary	
Variable or Performance-related Income	
Benefits in Kind	
Stock Options	
Number of Directors	

- Other than above, if the company has employees who are family members of an Executive Officer but not an Executive Officer, and whose remuneration level is equivalent to or more than that of an Executive Officer, describe remuneration of such employees.

III. Implementation of Measures for Shareholders

1. Status of efforts to facilitate the exercise of voting rights by shareholders

- Describe the company's efforts to facilitate the exercise of voting rights like early shipment of the notice of shareholders meetings.
- Describe the policy to activate shareholders meetings, such as preparing the English version of shareholders meeting notices, publishing shareholders meeting notices on the company website, etc. if the company adopts this kind of policies.

2. Status of IR Activities

- Describe the company's IR activities like to establish and publish disclosure policies, to regularly hold explanatory meetings for investors, to update IR documents on website and to organize a department in charge of IR, etc.

IV. Status of Internal Control System

1. Basic Policy on Internal Control System

- From the perspective of securing the appropriateness of business such as compliance with laws and regulations, describe the basic policy in terms of how the company practices and achieves its management strategies and KPIs in an organizational manner.

2. Status of Constructing Internal Control System

- Describe the status of how the management constructs the structure and the environment of internal control.
- Describe a framework to assess whether the constructed system is operated as designed and has produced results, and also, how the system contributes to the management.
- As for the status of constructing the structure of compliance, if the company has established a structure to secure that the business operation of directors and employees complies with laws, regulations and the company constitution, it is preferable to describe such content (formulating and publishing internal policies on compliance and ethics, whether or not the internal whistleblowing framework has been prepared, the relevancy between the internal whistleblowing framework and the structure for timely disclosure, etc.)
- As for the status of constructing the structure of risk management, if the company has established internal rules or other structures to control risks for loss, it is preferable to describe such content (establishment of internal rules in terms, if any, of preventive procedures against various kinds of risks and how to deal with cases where those risks arise, etc.)
- As for the status of constructing the structure of information control, if the company has established a structure to preserve and control information regarding business operation of directors or employees, it is preferable to describe such contents (measures to record various kinds of information and preservation years).
- If the company has a subsidiary or an associated company, describe the status of constructing the structure to secure the appropriateness of business of the corporate group composed of the said subsidiary or associated company, its parent company and its subsidiaries.

V. Related Party Transaction

1. Related Party Transaction Policy

- Describe how the company ensures that transactions with related parties are handled in a sound and prudent manner, with integrity at arm's length and are reasonable in circumstances, and in compliance with applicable laws and regulations to protect the interests of company's shareholder and other stakeholders. Specifically, describe the internal structure to consider the reasonability for business and the appropriateness of terms and conditions on each transaction and to approve transactions recognized adequate.
- Describe the measures to control related party transactions such as the materiality threshold determined by the company, how to review and approve transactions below materiality threshold and measures to prevent conflicts of interest which may arise out of or in connection with related party transactions and the auditing framework from the viewpoint of an independent third-party such as Audit Committee.
- Describe the status of constructing the internal structure to conduct disclosure of related party transactions appropriately.

2. Outline of Related Party Transactions

Describe following items of Related Party Transactions in the Previous Fiscal Year

DDMMMMYYYY-DDMMMMYYYY

Name of related party	Attributes of related party	Voting right ratio	Contents of transaction with related party (Note 1)	Trading amount (MMK) / Ratio to Total Assets (%)	Item	Balance at the end of FY (MMK) / Ratio to Total Assets (%)

- On the top of the table, describe the period of the subject fiscal year.
- In the field of "Name or related party", describe the personal name or the corporate name of the counterparty of the transaction.
- Example descriptions for the field of "Attributes of related party": shareholder of the company, director of the company, shareholder of a subsidiary of the company, director of a subsidiary of the company, relative of a director of the company, company where a relative of a director of the company has XX% stake, etc.
- If the director has a concurrent position in the counterparty of transaction, attach a footnote ("Note") in the field of "Attribute of related party" and describe the status of the concurrent position in the format of footnote below the table.
- Example descriptions for the field of "Voting right ratio": XX% of the company, XX% of XXX Company, a subsidiary of the company

- In the field of "Contents of transaction with related party", describe transactions with the subject related party during the subject FY.
- Example descriptions for the field of "Contents of transaction with related party": purchase of ingredients, sale of products, loan provision, loan borrowing, payment/receipt of interest, repayment for loan provision, repayment for loan borrowing, purchase/sale of land and building, receipt/payment of rental fee for land and building, etc.
- Attach footnotes ("Note 1" etc.) to each "Contents of transaction with related party", and describe terms and conditions for the corresponding transaction and policies to determine the said terms and conditions in the format of footnote below the table.
<Example descriptions for terms/conditions and policies>
 - As for the sale of Product XX, the company determined terms and conditions as like as ordinary transactions, taking into consideration the prevailing market price.
 - As for the loan borrowing, the company determined the interest rate reasonably, taking into consideration the market interest rate. The conditions for repayment is: XX-year period; half-yearly installment repayments with one-year grace period. No collateral is provided.
 - As for the purchase of ingredients, the company received more than one quotes from business entities other than for XXXX Company and determined the price taking into consideration the prevailing market price.
 - As for the lease of the building, the rental fee is determined upon negotiations once in two years, based on the prevailing transaction price in the neighborhood.
- In the field of "Item", describe the item recorded in the financial statement as the result of the subject related party transaction.
- In the field of "Balance at the end of FY", describe the amount of the item of the financial statement described on the left.

- End -

Independent Director Notification

1. Basic Information

Company Name :

Date of Submission :

(Scheduled) Transfer Date :

Reason for Submitting Independent Director Notification : (ex : To appoint **** as an independent director)

2. Outline of Independent Directors

Name	Positions in other organizations and qualifications	Reason for appointment