Hirata's Corporate Governance

The Company aims to make everyone involved in Hirata content and to contribute to society through technology. To achieve this, we believe that it is essential to build and effectively operate a management system that enables transparent, fair, prompt, and resolute decision-making. We will thus work to strengthen corporate governance as one of our most important tasks.

Basic Stance

As a company that targets the global marketplace, Hirata Corporation has promoted sound and effective management activities with an emphasis on corporate governance to fulfill its social responsibilities. Hirata is thus working to enhance its compliance system, continuously strengthen its business competitiveness, and further improve its corporate value.

From the standpoint that a company is an entity that bears public, public interest, and social responsibilities, Hirata believes that the maintenance of good relations with all stakeholders will lead to improved shareholder value over the long term.

Changes to Corporate Governance

2005	 Introduction of executive officer system Management Meeting established
2006	Stock listed on JASDAQ Securities Exchange
2014	 Appointed one independent outside director Abolition of executive retirement benefits system
2016	Appointed two independent outside directors
2017	 Stock market listing changed to First Section of Tokyo Stock Exchange Establishment of independence standards for outside directors Introduction of stock options Began evaluations of Board of Directors' effectiveness
2018	Establishment of voluntary Nomination and Compensation Advisory Committee
2019	 Shortened director term of office from two years to one year Independent outside directors to account for at least one third of those present in Board of Directors' meetings
2021	 Policy decisions on executive compensation, etc. Introduction of performance-linked compensation system
2022	 Moved to Tokyo Stock Exchange Prime Market Appointed two female directors Appointed one female Audit and Supervisory Board member Skills matrix disclosure

Governance Framework and Summary



Operational Status of Board of Directors, Discretionary Committees, and Audit and Supervisory Board (FY2021)

Body	Board of Directors	Nomination and Compensation Advisory Committee	Audit and Supervisory Board
	13 times	10 times	17 times
Record of	Average attendance rate: 99.3% (Directors and Audit and Supervisory Board members)	Average attendance rate: 100% (All committee members)	Average attendance rate: 98.5% (Audit and Supervisory Board members)
Meetings Held in FY2021	Main Themes • Medium-Term Management Plan • Policy to reduce cross-shareholdings • Identification of materiality	Main Themes • Creation of skills matrix • Selection of director candidates • Determining of director compensation	 Main Themes Audit of operational status of Group risk management system Audit of operational status of Group compliance system

Evaluations of Effectiveness of Board of Directors' Meetings (FY2021)

To improve the effectiveness of its Board of Directors' meetings, the Company has evaluations of their effectiveness conducted by a third-party organization. Based on the results from the evaluations, the issues are shared and countermeasures discussed at Board of Directors' meetings.

Method of Evaluation	Anonymous questionnaires and individual interviews for directors and Audit and Supervisory Board members conducted by a third-party organization (Individual interviews held every other year)
Main Evaluation Question Items	Include composition, operation, discussions, and monitoring functions of the Board of Directors, performance of directors, support system and training for directors/Audit and Supervisory Board members, voluntary committee operations

Reference: Initiatives prior to FY2021

These have included the formulation of medium-term management plans, responding to the revised Corporate Governance Code, such as ESG management and a director skills matrix, and monitoring the operational status of the internal control system. In addition to formulating and implementing an annual schedule for Board of Directors' meeting agenda items that incorporates priority issues, we have expanded the functions of the Board of Directors' secretariat to include, for example, the providing of support for outside directors.

• FY2021 Evaluation Results and Initiatives to Be Addressed

Main Issues	Initiatives to Be Addressed
 Formulation and follow-up of management strategies for medium- to long-term improvement of corporate value, strengthening of monitoring functions Formulation of human resource strategies consistent with medium- to long-term strategies Optimization of Board of Directors' meeting agenda items Strengthening of Board of Directors' secretariat functions, etc. 	 Monitoring of medium-term management plan progress and discussions on human resource strategies to be incorporated into annual schedule of Board of Directors' agenda items Continuous reviews of Board of Directors' meeting discussion standards Earlier provision of more accurate agenda items, strengthening of secretariat functions such as support for outside directors and training

In addition to the above, the Nomination and Compensation Advisory Committee was consulted on previous matters, such as the nomination and compensation of director candidates, and newly consulted concerning the size and composition of the Board of Directors and approaches to succession planning.

Based on the results of the effectiveness evaluations and analyses of the status of compliance with the Corporate Governance Code, we will continue to make ongoing efforts to further improve the effectiveness of the Board of Directors in the years to come.

Skills Matrix of the Company's Directors

For the Board of Directors to fulfill its responsibilities of "realizing sustainable growth" and "supervising business execution," the Company has defined the key skills and areas of experience required of its directors—corporate management, industry knowledge, technology/research and development, global, risk management, finance and accounting, and ESG—and aims to maintain a Board of Directors that is well-balanced in terms of its composition.



Name	Corporate management	Industry knowledge	Technology, research and development	Global	Risk management	Finance and accounting	ESG
Yuichiro Hirata	•	٠	•	•			
Shojiro Hirata	•	٠					
Yasuhiro Fujimoto	•				•	٠	
Shigeru Maeda	•	٠					
Masaru Kozaki	•	٠		٠			
Satoru Ogawa	•			•	•		
Tamami Koyama		٠	•				•
Ryoko Ueda					•	•	•

Note: The above shows the knowledge, experience and capability particularly expected of each individual, and is not a complete list of all the expertise possessed by the individuals

Appointment/Non-reappointment of Directors

• Nomination and Compensation Advisory Committee

The Company established the Nomination and Compensation Advisory Committee as a voluntary advisory body to the Board of Directors. The purpose of this committee is to deliberate important matters, such as the nomination and compensation of directors and executive officers, and to thereby ensure the objectivity and transparency of these matters and to further strengthen the corporate governance system.

Committee Chair: Yuichiro Hirata (Representative Director, President) Committee members: Satoru Ogawa (Independent Outside Director), Rvoko Ueda (Independent Outside Director)

• Appointment/Non-reappointment of Directors

To ensure transparency and fairness in the nomination of both director candidates and executive officers, the Nomination and Compensation Advisory Committee, in which independent outside directors form the majority, deliberates the criteria and policies for nominating the candidates as well as candidate nomination proposals. The results of those deliberations are reported to the Board of

Executive Training, Support System for Outside Directors

When new directors and executive officers are appointed, they are provided with opportunities to attend training sessions, including on compliance, that are geared toward newly appointed directors. The Company will also provide them with opportunities to acquire the necessary knowledge on an ongoing basis even after having taken office.

We are also working to deepen outside directors'

Directors, which makes the decisions after receiving reports from the Nomination and Compensation Advisory Committee on the basis of the candidates' knowledge, experience, ability, performance evaluations and other factors.

Concerning the Audit and Supervisory Board member candidates, after having obtained the consent of the Audit and Supervisory Board, those with the knowledge, experience, and skills necessary to perform their duties as corporate auditors will be selected as Audit and Supervisory Board member candidates. Those candidates to be proposed at the Annual General Meeting of Shareholders are determined by resolution of the Board of Directors

If a director or executive officer breaks the law or acts in a manner contrary to the Articles of Incorporation or internal regulations, or should it be recognized that there is a difficulty to perform duties properly due to physical or mental breakdown or a lack of ability, in such cases the Board of Directors will consider dismissal after having received a report from the Nomination and Compensation Advisory Committee.

understanding of the Company by providing them with information and explanations about Hirata and by visiting our production sites. We also assist outside officers in fulfilling their roles by holding preliminary briefings for them prior to Board of Directors' meetings and by providing opportunities for interviews with key executive officers and employees.

Executive Compensation

• Executive Compensation Policy

The Company's decision-making policy with regard to executive compensation and associated matters is decided upon by the Board of Directors. The main basic policies are as follows:

To achieve sustainable growth and increase corporate value over the medium to long term, directors' compensation shall involve a system that functions as an incentive and at an appropriate level based on position and responsibility.
Specifically, in addition to their basic compensation, executive directors will receive executive bonuses and stock compensation as performance-linked compensation, the ratios of which shall be approximately 1:0.5:0.3 (if performance indicator targets are achieved).
Outside directors who are primarily responsible for supervisory functions shall receive only basic compensation.

• Process for Determining Compensation

The Board of Directors entrusts the representative director and president with specific decisions regarding individual compensation for directors.

To ensure that delegated authority is properly exercised, the Board of Directors consults with the Nomination and Compensation Advisory Committee on the drafting of individual compensation amounts. That report having been obtained, the representative director and president makes decisions based on its content.

Details of Performance-linked Compensation

Intended to raise awareness of improving performance each fiscal year, the bonuses in performance-linked compensation shall be regarded as cash compensation that reflects performance indicators. Such bonuses are calculated in accordance with the level of achievement of the consolidated ROE targets for each fiscal year.

By sharing the profits and the risks of stock price fluctuations with shareholders, stock compensation is intended to raise awareness of contributing to improving medium- to long-term business performance and increasing corporate value. Stock compensation shall be paid via a stock delivery trust mechanism. For each fiscal year, points are awarded according to position and length of tenure of office as well as according to the level of achievement of the target values for evaluation indicators (consolidated ROE and consolidated operating income ratio) in the settlement of accounts. At the time of retirement, stock equivalent to points shall be delivered.

The performance indicators and their target values for the performance-linked compensation are reviewed based on recommendations from the Nomination and Compensation Advisory Committee depending on changes in the business environment and other factors.



• Executive Compensation List (FY2021)

	Total amount of	Total a				
Director classification	compensation (Thousands of yen)	Basic compensation	Stock delivery trust	Bonus	Of the items on the left, non-monetary compensation, etc.	Number of eligible directors
Directors (excluding outside directors)	255,719	164,800	36,137	54,782	36,137	6
Audit and Supervisory Board members (excluding outside Audit and Supervisory Board members)	_	_				_
Outside directors	78,500	78,500				8

Outside Director's Message

While handing down Hirata Corporation's DNA, I will assist further improvements in profitability and in the Group's growth.

Satoru Ogawa Outside Director

Looking Back on First Year after Appointment

More than a year has passed since I was appointed as an outside director. Although there were many remote meetings due to the COVID-19 pandemic exactly at that time, I have recently been able to visit various offices and meet face-to-face with employees to ascertain the situation on the spot.

Looking once again at Hirata Corporation, besides the enthusiasm for manufacturing conveyed from each and employee, I can sense the Company's strength as a oneof-a-kind production equipment system integrator. Based on my experience so far, I have gained the impression that makes me ask myself the question "Would it not be possible to secure higher profitability?" I recognize that improving profitability for further corporate growth is an issue, and I have been saying to all of Hirata's employees, "Let's make more money."

To Further Improve Corporate Value

At Board of Directors' meetings we are discussing ideas for further growth in light of the booming markets in the EV and semiconductor fields, but I think it would be nice to have franker exchanges of opinions. It is also necessary to discuss the formulation of business strategies that can improve profitability.

One of the most important issues for management is sustainability, in other words, the pursuit of business continuity. The necessary tools for Hirata to have survived 100 to 200 years from now are the formulation of visions and long-term strategies. To achieve these, we must further improve the quality and quantity of the Management Meetings and Board of Directors' meetings. In addition to monthly regular and special meetings, for example, it may be effective to have a training camp with all officers and think about these matters all at one time.



Governance System and Board of Directors' Management

Hirata Corporation's governance system is managed in a well-balanced manner, with business execution and oversight checking each other. Drawing on my experience in a global company and my track record in corporate management, I provide independent oversight and advice from both monitoring and managing perspectives.

As part of that, I am also a member of the Nomination and Compensation Advisory Committee. In June 2022, Ms. Tamami Koyama, who has extensive experience in manufacturing and is familiar with ESG, and Ms. Ryoko Ueda, who has a background in finance and specializes in governance and ESG, joined the outside directors. Thus the composition of the Board of Directors has become more diverse in terms of gender and knowledge. However, I believe it is necessary to continue to consider the skills matrix for the sustainable growth of the Company.

With regard to the operation of the Board of Directors, I hope that the participation of newly appointed internal and outside directors will allow management support and monitoring from new perspectives, including business models, beyond the conventional concept of manufacturing.

To Our Stakeholders

Hirata Corporation's DNA is to hand down our founder's spirit, to treat our employees as part of the family, and always to think deeply about what would make the Company better, people better, and what makes everyone content. In addition to handing down this tradition, it is also my intention to provide advice to management. In the hope that all of the Company's stakeholders will gain a deeper understanding of Hirata Corporation, which is the "only one of its kind in the world," I will endeavor to further improve profitability and support the Group's growth.



List of Directors (as at June 24, 2022)



Front row, from left

①Asako Okabe, ②Tamami Koyama, ③Shojiro Hirata, ④Yuichiro Hirata, ⑤Yasuhiro Fujimoto, 6 Ryoko Ueda

Back row, from left

⑦Naokuni Motoda, ⑧Yasuhiko Endo, ⑨Ken Imamura, ⑩Satoru Ogawa, ⑪Shigeru Maeda, (12) Masaru Kozaki



Directors

Yuichiro Hirata

Representative Director As Representative Director and President, has led the management of the Company and the Group and made a meaningful contribution to th development of its husinesses

Shojiro Hirata Director

Has made a meaningful contribution to enhancing the Chinese business, developing the Company's device business and enhancing its procurement function, through his management of a Chinese subsidiary and the operation of the

Masaru Kozaki

Director In addition to having served in the capacity of the representative of the local subsidiary in Singapore for six years, has made a meaningfu contribution to the business development of the Group globally by, for example, being in charge of affiliate companies

business and procurement divisions.

Satoru Ogawa Outside Director Outside Ind

ndent officer In addition to extensive experience in the formulation of information strategies and corporate management at other companies, possesses sophisticated insights into manufacturing and corporate management. Has served as an Outside Director of the Company since 2021.

Audit and Supervisory Board Members

Naokuni Motoda Full-time Audit and Supervisory Board Member 10000
Possesses specialized knowledge and extensive experience as a director and executive officer of a financial institution as well as a representative director of a general corporation. Has served as the full-time auditor on the Company's Audit and Supervisory Board since 2015.

Ken Imamura Audit and Supervisory Board Member Outside Independent officer

Possesses specialized knowledge and experience as a lawyer handling corporate legal affairs. Has served as an Outside Auditor for the Company since 2015.

Executive Officers

Device Center

Yuichiro Hirata President and Chief Executive Officer		Shojiro Hirata Managing Executive Officer	Yasuhiro Fujir Managing Executive Officer	
		Division Director, Procurement Division, Quality Control	Division Director, Administ Division, Internal Controls,	
	Yoshitaka Taniguchi	Masahiro Koizumi	Takenori Hirak	
	Executive Officer	Executive Officer	Executive Officer	
	Executive General Manager, #2 Kumamoto Business Division in #2 Business Unit	Executive General Manager, #2 Business Unit, Kansai Business Division	Executive General Manage #3 Business Unit, #2 Equipment Business Div	
	Kazuhiro Toda	Toshiyuki Matsuzaki	Hideki Ninomi	
	Executive Officer	Executive Officer	Executive Officer	
	Executive General Manager, #4 Business Unit,	Executive General Manager, #1 Business Unit	Administration Division, Deputy Division Director,	

nistration Division, Legal, Intellectual Property, Compliance Accounting mpliance, Accounting

* Following management changes on October 1, 2022.

(Note) Extracts from the reasons for selection are provided.

Yasuhiro Fujimoto

Director

Familiar with accounting, IR and public relations, is currently leading the promotion of corporate governance, the improvement of the internal control system and the implementation of SDGs.

Shigeru Maeda Director

Having previously served as manager mainly of automobile sector departments as well as manager of the business promotion division for the entire Company, had more recently been fulfilling his role in supervising overall business management.

Tamami Koyama Outside Director Outside Independent officer

Ms. Koyama possesses sophisticated insights into technology, research and development and ESG acquired through her experience in the organic EL field in another company and as director in the launch of ESG-related organizations. Ms. Koyama has served as an Outside Director of the Company since 2022.

Ryoko Ueda

Outside Director Outside Independent officer

Ms. Ueda possesses extensive experience and sophisticated insights as an expert on corporate governance and ESG. She has served as an Outside Director of the Company since 2022.

Yasuhiko Endo

Audit and Supervisory Board Member Outside Independent officer

Possesses specialized knowledge as a Certified Fraud Examiner (CFE) and a wealth of experience and insight regarding stocks and management. Has served as an outside auditor for the Company since 2018.

Asako Okabe Audit and Supervisory Board

Member Outside Independent officer

As a certified public accountant (CPA) possessing specialized knowledge and extensive experience in corporate accounting, Ms. Okabe has served as an outside member of the Company's Audit and Supervisory Board since 2022.

Fujimoto

ficer dministrati Controls, SDGs

Hirakawa ficer

Manager,

iness Divisior

nomiya

ision,)irector

Shigeru Maeda Executive Officer

Division Director, Business Headquarters

Michinobu Shuto

Executive Officer Administration Division Corporate Planning, IT Planning, Investor Relations & Public Relations Secretariat

Jo Yoneda

Executive Officer Administration Division, General Affairs, Human Resources

Masaru Kozaki Executive Officer

Division Director, Global Business Headquarters

Shigeharu Nishimura

Executive Officer Division Director, Research and velopment Headquarters

Group Governance

Governance

The Hirata Group consists of Hirata Corporation and 12 Group companies. Based on three businesses automotive- and semiconductor-related equipment and other automatic labor-saving equipment—the Group is developing its businesses at bases in North America, Europe, Southeast Asia, China and Taiwan.

Having established a Basic Policy for Establishing an Internal Control System, the Board of Directors is working to strengthen Group controls.

In addition to monitoring the execution of duties by management at Group companies, directors and Audit and Supervisory Board members dispatched or appointed by the Company are working to strengthen Group controls. They ensure that the Company is involved in important decision-making and that, on the basis of affiliated company management regulations, serious matters such as compliance violations are reported to the Company.

Forming part of our efforts to strengthen risk management and promote compliance, the most recent (from fiscal 2020 onwards) major initiatives in Group control have included: the setting up a whistleblower hotline for overseas Group companies; the issuing of a No Harassment Declaration, the establishment of a Risk Management Committee; and the conducting of reviews of our credit management systems and rules.

To enhance the synergies within the entire Group, we hold Group company debriefings on a regular basis (every quarter for domestic affiliates, every six months for overseas affiliates), share business strategies and issues, while monitoring performance as appropriate.

In terms of audits, audits of Group companies are conducted by Audit and Supervisory Board members, and we also regularly hold Group Company Auditor Liaison Meetings. We are increasing the effectiveness of audits of the corporate group by sharing the audit status and riskrelated matters of each Group company. The Internal Audit Department also conducts audits of Group companies on a regular basis and reports to the Board of Directors and the Audit and Supervisory Board in a timely manner.

Cross-shareholdings

(1) Approach to Cross-shareholdings

In working to maintain medium- to long-term relationships and expand transactions with its business partners, the Company's basic policy is to hold only those stocks that contribute to the enhancement of its corporate value.

(2) Verification of Crossshareholding Suitability

In line with the basic policy, verification of aspects such as the benefits and risks associated with the holdings and whether to continue with them is undertaken at Board of Directors' meetings. The Company shall consider selling shareholdings that are judged to have low rationality.

(3) Criteria for Exercising Voting Rights Relating to Cross-shareholdings

With regard to the voting rights relating to the shareholdings, these will be exercised in an appropriate manner with the sustainable growth of the issuing company as an evaluation criterion and on the premise that they will contribute to the improvement of the Company's corporate value.



Compliance

Compliance Charter

Fundamental Principles

Because of our global nature, we at Hirata Corporation as well as each of our Group companies abide by a set of established rules we call our Code of Conduct. We strive for total compliance with the Code to effectuate commercial endeavors that are both fair and transparent always in accordance with legal statutes both domestically and abroad along with societal norms and in-house regulations.

Code of Conduct

Based on our business principles, we at Hirata are fully aware of our mission and role as a corporate entity with respect to our valued customers, shareholders, business partners, employees as well as the members of our local communities. To make a contribution to society at large, the following Code of Conduct is applied to all employees of every company in the Hirata Group with every single employee having the responsibility of maintaining and improving upon them.

- 1. Abiding by legal statutes and regulations
 4. Proper management

 2. Engaging in fair and just business
 corporate assets
- 3. Disclosure of corporate information

5. Contribution to society

Note: For more details on each of these items please visit: https://www.hirata.co.jp/en/corporate/csr/compliance

Compliance System

Compliance Promotion Framework

Having established a Compliance Committee that reports to the Board of Directors, the Company formulates compliance measures and, should a compliance violation arise, conducts investigations and analyses, issues cease and desist orders, and formulates measures to prevent a recurrence based on Board of Directors' resolutions and instructions from the Representative Director. Including the implementation status of each measure and the operational status of the internal whistleblowing system, reports are also made to the Board of Directors.

• Efforts to Strengthen Compliance

Training sessions on compliance, which for example cover the Act against Delay in Payment of Subcontract Proceeds, Etc. to Subcontractors, security export controls, and harassment, are conducted as appropriate for Group employees.

Having conducted compliance fact-finding surveys since fiscal 2020, the Company is continuing to conduct a variety

Whistleblowing System (Compliance Hotlines)

The Company has established a whistleblowing system that enables reports from domestic and overseas Group company employees and suppliers. In addition to an internal hotline that accepts reports, we have put in place an external point of contact that enables anonymous reporting in the local language, and a supplier hotline that can be used by suppliers. Each hotline has a system that complies with the amended Whistleblower Protection Act, and the

- 4. Proper management and utilization of
- 6. Respecting the individual
- 7. Controlling confidential information
- 8. Duty of practice and accountability

of measures and education based on the survey results. The Company has also set up a compliance webpage on its intranet, on which educational and other materials based on violation case studies are regularly posted for employees.



helpline operation regulations stipulate confidentiality of whistleblower information and prohibit disadvantageous treatment of a whistleblower on the grounds of having passed information.

Processed in accordance with regulations, any such information received is reported to the Board of Directors via the Compliance Committee secretariat.

Risk Management

Risk Management System

To deal with events that may interfere with the achievement of its business goals or hamper sustainable management, the Company has established a Risk Management Committee that reports to the Board of Directors. Headed by the Chief Risk Officer (CRO), company-wide risk management is carried out in accordance with the Company's Risk Management Regulations. The Committee formulates and implements measures to prevent the occurrence or recurrence of risk and monitors risks based on information collected from all departments.

The Internal Audit Department verifies the implementation status of the initiatives that have been formulated and implemented.

Ascertaining of/Responding to Risk

The Company has created a Hirata Risk Map that broadly classifies 70 risk items into four categories: management process risks, which include governance; external factor risks such as market changes; indirect business process risks that cover human resources and IT systems; and direct business process risks related to business activities such as production. Based on the Hirata Risk Map, the Company has established the main department in charge of each risk item, and put in place a mechanism whereby the information collected on assumed and incurred risks



is aggregated by the Risk Integration Department that has been placed in overall charge.

From the aggregated risk information, the Risk Integration Department comprehensively reviews factors that include the nature of the risk, the likely magnitude of its impact, and the level of priority. Deliberations are conducted by the Risk Management Committee and Compliance Committee, and reports made to the Board of Directors as necessary.



Business Continuity Plan (BCP)

Based on its BCP policy, the Company is working to prevent, defend itself against and mitigate risks. In the event of an emergency, the BCP organization will be central to the initial response and business continuity/recovery in accordance with the flowchart for implementing the BCP.

BCP Policy

To as far as possible avoid unexpected disasters or problems that could endanger business continuity, we plan to continue business by having extracted risks in advance, and preventing, defending ourselves against and mitigating those risks, and to restore business operations in a short period of time in emergency situations.

- Give top priority to the lives and safety of employees and their families.
- Minimize any negative impact on our customers' businesses.
- Assist our stakeholders.

We review our Business Continuity Plan on a regular basis for continuous improvement.

IT Security



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• Flowchart for Implementing BCP

IT Security Management

To protect information and information assets, including IT equipment, from threats such as leakage and damage as well as to conduct its business activities safely and securely, the Company established an IT security basic policy and formulated IT security management regulations.

To act as a management system, we have established an IT Security Committee while reviewing policies and regulations, conducting risk analysis, and monitoring IT security measures, including those of Group companies and the supply chain. In the event of a security incident, we form a response team in accordance with set procedures so that we can respond swiftly.

Efforts to Strengthen IT Security

To ensure the safety of the IT assets handled by the Company, we have implemented a raft of measures from both system and human resource perspectives. As an example of one such system, we have introduced an Endpoint Detection and Response (EDR) service to quickly implement appropriate countermeasures against new threats, such as previously unknown computer viruses and targeted threat emails. We are working to improve IT security literacy by providing our employees with IT security education and targeted threat email training.