

Corporate Governance Report

Last Update: July 10, 2020

Z Holdings Corporation

President and Representative Director: Kentaro Kawabe

Securities Code: 4689

<https://www.z-holdings.co.jp/en>

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

1. Basic Views

Promises to our Users (Charter of Corporate Behavior)

The Z Holdings Group, comprised of Z Holdings Corporation and its consolidated subsidiaries and affiliates, conducts business activities in a competitive marketplace in accordance with rules such as the law, fair business practices and social ethics.

We believe that there is value in winning only when you play by the rules, and not by cheating. We promise all stakeholders including our users, shareholders, investors, business partners, communities and employees to be trustworthy, and aim to create a safe and sustainable Internet community by being in tune with the society. We will practice business with the spirit of fair play, and strive to enhance our corporate value by fulfilling the company's social responsibilities.

For this, the directors and employees fully understand our expected and required roles, will maintain sound corporate governance and will practice efficient corporate activities in order to obtain trust and empathy from everyone.

Moreover, the top management acknowledges that it is our role to fulfill the social responsibilities by honoring the spirit of this Charter on each of the following items: achievement of customer satisfaction and trust; securement of fair and free competition; maintenance of sound relations with legislation and administration; timely and appropriate disclosure of management information; respect for employees; establishment of positive work environment, contribution to global environment conservation, implementation of social contribution activities as "good citizens"; separation from antisocial forces; harmony with communities and cultures; compliance with international rules; strict control of personal information; guarantee of information security; respect for intellectual property rights. With this in mind, we will respect the spirit of this Charter and commit ourselves to its implementation.

[Reasons Why We Do Not Conduct the Following Principles of the Corporate Governance Code]

[Principle 1-4: Cross-shareholdings]

•Policy on acquisition/possession and results of assessment

Z Holdings Corporation ("Company") decides the policy of cross-shareholding and its rationale based on the judgement on whether or not the collaboration with the companies to which shareholding investments are made will lead to the development of the Company's business and the improvement of the corporate value of the Z Holdings Group ("Group") Policy on cross-shareholdings and its rationale are examined periodically in the Top Management Committee, etc. The examination verifies the profitability of the cross-shareholding from the viewpoints of risks, costs and returns associated and evaluates the business effects derived from

business collaborations, etc. with the invested companies. As a result, comprehensive judgements are made on whether or not the cross-shareholding will lead to the development of the Company's business and the improvement of the corporate value of the Z Holdings Group. Details of this examination are disclosed in the annual securities report.

No. of brands held as cross-shareholding: 5

Total amount recorded in the balance sheet: JPY 2.49 billion

The Company does not have any so-called mutual shareholdings or deemed holding of equity securities.

•Basis of exercising voting rights

The Company makes individual judgements on the exercise of voting rights of shares of listed companies held by the Company. The Company considers the details of the agenda and based on the invested company's management policy and business plans, etc., the Company makes a comprehensive judgement on whether the agenda will lead to the increase in the corporate value of the invested company and to the common interest of the shareholders. The Company also considers whether the agenda will create business opportunities between the invested company and the Company or will have the effect of building, maintaining or strengthening the transaction/collaboration relationship between the two companies to improve the corporate value of the Company.

[Principle 4-1-3: Establishment and implementation of a succession plan by the board]

The Company established a voluntary Nominating and Remuneration Committee comprised of several directors including independent outside directors, as an advisory body to the Board of Directors. Establishment and implementation of a succession plan for the President and Representative Director and CEO will be carried out in this Nomination and Remuneration Committee in the future, and the Board of Directors is expected to monitor its operations.

[Principle 4-11: Preconditions for securing the effectiveness of the Board of Directors]

In light of the Company's situation, directors serving on the Audit and Supervisory Committee are elected based not only on their accounting experience but also on their broad management experience on financial accounting, law, etc. In respect to accounting, the Audit and Supervisory Committee members and the accounting auditors hold meetings, periodically and when necessary, to collaborate on conducting audits properly.

[Principle 5-2: Establishing and disclosing business strategies and business plans]

The evolution of IT technologies is remarkable and forecast is hard to make even in a medium term. Therefore, we do not disclose revenue plans, specific policies on capital policy and targets related to capital efficiency, etc. However, when considering the direction of future revenue expansion, we take capital cost into account to consider the revision of business portfolio and distribution of management resources. The direction of future revenue expansion is explained in the business results meetings and in the shareholders meetings.

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

[Principle 1-7: Framework for appropriate procedures in proportion to the importance and characteristics of the transaction with related parties]

•Z Holdings Corporation stipulates in its Regulations of the Board of Directors Meetings that a person having a special interest in the resolution of the Board of Directors cannot exercise his/her voting right. In judging whether a director's interest conflicts or not, we endeavor to make the right judgments by seeking the opinion of external experts as necessary.

•When doing business with our directors or a company in which our director serves as a representative director, such that there is a risk of a conflict of interest arising, Z Holdings Corporation requires prior approval from the Board of Directors in accordance with the Companies Act and the Regulations of the Board of Directors Meetings. Furthermore, the current statuses of these transactions are to be reported to the Board of Directors once every three months.

•When a business transaction is carried out with one of Z Holdings's principal stock holders and the transaction is judged to be of high importance to the company from a qualitative or quantitative standpoint, prior approval from the Board of Directors is required in accordance with the Regulations of the Board of Directors Meetings.

[Principle 3-1-1: Company objectives (e.g., business principles), business strategies and business plans]

(1) Fundamental Business Management Policies

With its mission "UPDATE THE WORLD", unleashing the infinite potential of all people with the power of information technology, the Group aims to realize its vision of creating a hopeful future whereby "Mankind can be free and in control."

With the development of the information technology, we are now able to acquire all kinds of knowledge and information through the Internet and to disseminate information around the world. Using the power of information technology, we believe that mankind will be liberated from various restrictions and that a new future will be created.

The Group will adhere to a "users first" standpoint while endeavoring to improve services for sustainable growth. In addition, we aim to contribute to solving various problems of people and society, and to improve the corporate value of the Group.

(2) Management Performance Indicators Used for Goals

As its core management performance indicators, the Z Holdings Group gives priority to the revenue, operating income and net income per share for the overall Group. As indicators for the Commerce Business, the Group uses e-commerce transaction value, credit card transaction value, number of PayPay payments, etc. For the Media Business, advertising-related revenue, number of monthly logged-in user IDs, time spent by logged-in users via smartphones, etc., are used as important indicators of performance evaluation.

(3) Medium- to Long-Term Business Strategies

1) Business environment

Due to the recent development of information technology, the distinction between the online and offline worlds has rapidly disappeared in various sectors of society. As the possibility of the Internet dramatically broadens, new business models and lifestyles that could never have been imagined before are being realized.

In addition, as the online world merges with the offline world, the value of big data is growing exponentially. As the Japanese government's "Society 5.0" strategy points out, there is a demand for enterprises, which use data to create services and businesses that balance economic development and the solving of social issues.

2) Market environment

Through the use of the Internet, we have seen the birth of numerous innovative and highly convenient services around the world, such as cashless payment, IoT and big data, which are

becoming the new standard of our lifestyle. Moreover, the presence of foreign IT companies which have entered the Japanese market is growing year by year. Meanwhile, many startups have also been launched in Japan, and we expect a dazzling evolution in the environment of the highly competitive Internet market in the future.

The businesses of Z Holdings Group can be largely classified into Commerce Business and Media Business. For the Commerce Business, according to a research by the Ministry of Economy, Trade and Industry (“METI”), the BtoC e-commerce market is JPY 18 trillion in 2018, and the EC ratio in the merchandising sector is 6.22%. Japan’s EC ratio is rising every year, and we see considerable upside potential. Also, for the highly prospective field of cashless payment, METI’s Cashless Vision, “Declaration of Payment Reform,” sets a target of hiking the ratio of cashless payment to 40% by 2025, based on the fact that Japan’s cashless payment ratio is at around 20%, lower than other countries. Going forward, we expect the market for our Commerce Business to expand and the online and offline domains to merge even further through the use of big data, technologies, and payment methods such as mobile payment.

As for the Media Business, a business we have been engaged in ever since our foundation, according to Dentsu Inc., total advertising expenditures in Japan was JPY 6.9381 trillion for 2019. Out of this, Internet advertising spending recorded JPY 2.1048 trillion, exceeding television advertising spending and surpassing the JPY 2 trillion benchmark for the first time. Internet advertising media expenditures, which excludes Internet advertising production expenditure and advertising expenditure for merchandise-related EC platforms from the Internet advertising spending, continue to grow, and amounted to JPY 1.663 trillion. By type, paid search advertising and display advertising accounted for more than 70% of the total, while video advertising largely grew from the year before, accounting for about 20% of the total.

3) Management strategy

The cross-use of multi-big data plays a central role in understanding the people living in Japan the best, solving social issues through the provision of the best user experience and creating the future. Positioning ourselves in our third founding since fiscal 2018, we have made active investments in future growth to transition to a data-driven company with a business model that leverages our multi-big data.

The Group offers over 100 services that center on e-commerce, media and payment businesses in two different business fields, Commerce and Media. We are a globally unique corporate group that covers online to offline services in a comprehensive manner. We aim to provide optimal services for each and every user, and to provide even higher-quality user experiences through the cross-use of data we receive from each service.

One of the key initiatives undertaken to achieve this goal is the strengthening of collaborations with SoftBank Corp. From before, we have promoted business collaborations in e-commerce and mobile payment businesses, but the Group became a consolidated subsidiary of SoftBank Corp. in June 2019. As an information communication group with an unprecedented scale even in the world, we aim to achieve further growth and improve our corporate value by leveraging various services and one of Japan’s largest user bases of both companies. The multi-big data derived from the services and user base, which is both vast in volume and wide in variety, will also play a key role in achieving our goal.

Furthermore, in order to strongly promote these initiatives and to become a leading corporate group in Japan and Asia, the Group has concluded a definitive agreement on the business integration with LINE Corporation. After the business integration is complete, we will endeavor to create synergies in the fields of e-commerce, media and payment by leveraging the user base of LINE Corporation (83 million monthly users), an operator of one of Japan’s largest communication services.

The abundance of data we collect through our extensive lineup of services provides us with an important competitive edge in the creation of new and unique services. We will utilize such competitive edge and strength to create new user experiences through higher-quality services that meet the needs of our users.

Through these measures, we aim to achieve a record-high operating income of JPY 225 billion in fiscal 2023, as announced in our operating income outlook.

As a Group that has one of the largest data assets in Japan, both in volume and in variety, we will

maximize the capacity of our data and will aim to become an enterprise that enhances the value of the whole of Japan.

4) Basic Policy of Major Business Segments

Commerce Business

The Group's Commerce Business provides e-commerce related services, membership services and financial and payment-related services, etc. For four consecutive years, shopping business transaction value has continued to record a high growth rate of over 20% as a result of the point-reward measure, a successful collaboration with SoftBank Corp. In fiscal 2019, PayPay Mall was launched under the concept of "premium online shopping mall," and "PayPay Flea Market" as an entry into the flea market business field.

In addition to the SoftBank subscribers, who have been a growth driver for the business, we will conduct promotional measures geared towards PayPay users and will continue to grow the e-commerce transaction value. Furthermore, from November 2019, ZOZO, Inc. joined the Group as a consolidated subsidiary. Through this consolidation, we will not only strengthen our fashion field, but will also realize synergies in multiple businesses of both companies. In addition, through the collaboration with PayPay Corporation, we will develop various businesses such as O2O (Online to Offline/traffic referral) business and financial service, by utilizing various data accumulated from offline activities originating from payments using PayPay. The increase in the balance of PayPay user accounts will also contribute to this purpose.

Media Business

The Media Business provides various media services that are indispensable to the daily lives of our users. These services are used by many, and the major source of revenue for the Media Business is advertising. The number of monthly logged-in user IDs, an important index on service usage, has expanded steadily and exceeded 50 million IDs for the first time in fiscal 2019. By using the data accumulated from service usage, we will deepen our understanding of our users to provide optimal services and to increase their use frequency. We also regard our entry into the offline world to be a new chance for our business and are promoting initiatives to also make the users' lives in the offline world even more convenient. Using the offline payment data through PayPay, we will comprehensively visualize user actions from "encounter with information" to "purchase" which will give us a foothold to develop the sales promotion market in the future.

[Principle 3-1-2: Basic views and guidelines on corporate governance]

Please refer to [1. Basic Views] of [I. Basic Views on Corporate Governance, Capital Structure, Corporate Profile and Other Basic Information] in this report.

[Principle 3-1-3: Board policies and procedures in determining the remuneration of the senior management and directors]

Based on the regulations determined by the Board of Directors, the Nominating and Remuneration Committee which consists of the President and Representative Director; non-executive directors who are not independent outside directors; and independent outside directors, determines the amounts of the remunerations, etc. of the directors after careful deliberation, based on the business performance in each quarter, the individual's contributions to the business performance, and other factors.

(Please note that the chairperson of this Nominating and Remuneration Committee is served by an independent outside director and the majority of the committee members are constituted by independent outside directors.)

[Principle 3-1-4: Board policies and procedures in the appointment and dismissal of the senior management and the nomination of director candidates]

The suitable person for director candidate is nominated by the Board of Directors. The criteria which are taken into consideration include performance, experience, knowledge, popularity, etc. in the Company or in other companies. If a director, etc. falls under the reasons for dismissal as prescribed in the internal regulations, the Board of Directors can resolve the dismissal of the

director, etc. in question. The Nominating and Remuneration Committee comprised of the President and Representative Director; non-executive directors who are not independent outside directors; and independent outside directors, will discuss and propose the nomination of director candidates and dismissal of directors, etc. to the Board of Directors. Especially in the nomination process, the Nominating and Remuneration Committee pays heed to prevent membership from gravitating towards all members having similar characteristics, in order to preserve diversity within the Board of Directors.

[Principle 3-1-5: Explanations with respect to the individual appointments, dismissals and nominations on the appointments and dismissals of senior management and nomination of director candidates, based on “Principle 3-1-4”]

Z Holdings Corporation discloses the reasons for the nomination of director candidates in the notice of the General Meeting of the Shareholders when a proposal for the election is presented to the General Meeting of the Shareholders.

- Since joining the Company in 2000, Kentaro Kawabe served with distinction for 19 years in important positions of the Company including manager of the Company’s core services such as Yahoo! JAPAN News and Chief Operating Officer (COO), contributing to the growth of the Company. The Company has renominated him as a director candidate so that he can lead the growth of the Company even further.

- Since joining the Company in 2012, Takao Ozawa has grown the commerce business of the Z Holdings Group with strong leadership, such as in promoting the “e-commerce revolution”. The Company has renominated him for as a director candidate so that he can lead the growth of the Company even further, based on his expertise in the Internet business and commerce fields as well as abundant experience in corporate management and broad knowledge of the creation of new businesses as an entrepreneur.

- Taku Oketani is Senior Vice President of SoftBank Corp., which is closely involved in the business operations of the Z Holdings Group, and has deep insight and broad knowledge in the commerce and marketing fields. Amid intensified competition in the commerce and payment service areas, the Company has renominated him as a director candidate to obtain valuable advice on business operations so as to further strengthen business synergies between the Z Holdings Group and SoftBank Corp.

- Masayoshi Son has a great deal of experience and extensive knowledge as an executive manager. The Company has renominated him as a director candidate of the Company so that his suggestions and advice as a pioneer can be utilized for the management of the Z Holdings Group.

- Ken Miyauchi is the Chief Executive Officer of SoftBank Corp., which is closely involved in the business operations of the Company, and has a wealth of management experience in the mobile phone business. In order to receive his valuable advice about the business operations of the Group, the Company has renominated him as a director candidate of the Company.

- Kazuhiko Fujihara is Board Director, Executive Vice President & CFO of SoftBank Corp., which is closely involved in the business operations of the Company. The Company has renominated him as a director candidate to receive management consultation and valuable advice on finance and accounting as well as on business operation in general, based on his years of experience in the corporate planning and finance divisions at SoftBank Corp.

- Yoshio Usumi has many years of business execution experience and track record in corporate administration. The Company has nominated him for director candidate serving on the Audit and Supervisory Committee of the Company in June 2019, based on his abundant knowledge and track record in corporate management and corporate governance as well as deep insight in the IT business.

- Hiromi Onitsuka-Baur has a wealth of knowledge and experience in business management, and has served with distinction for three years since her assumption of office as an outside auditor of the Company in June 2012 and five years as an outside director (independent director) and full

time Audit and Supervisory Committee member since her assumption of office in June 2015. The company has renominated her as a director candidate of the Company serving on the Audit and Supervisory Committee because she has contributed to the strengthening of corporate governance and to the improvement of the corporate auditing system.

- Shingo Yoshii has a wealth of knowledge and experience in business management. He has a great deal of insight regarding corporate governance, and has served with distinction for seven years since his assumption of office as an outside auditor of the Company in June 2008 and five years as an outside director (independent director) and full time Audit and Supervisory Committee member since his assumption of office in June 2015. The Company has renominated him as a director candidate serving on the Audit and Supervisory Committee because he has contributed to the strengthening of corporate governance and to the improvement of the corporate auditing system.

[Supplementary Principle 4-1-1: Scope of the delegation of tasks to the management staff]

The Board of Directors of Z Holdings Corporation determines the business management strategies and planning, and makes decisions regarding important business matters. Specifically, items such as mergers and acquisitions, or the acquisition or liquidation of high value assets are within the purview of items to be resolved by the Board of Directors. Decisions regarding other individual business matters are, as a rule, to be handled by the management staff in accordance with the Regulations of the Board of Directors Meetings.

[Supplementary Principle 4-9: Independence standards for independent outside directors]

Z Holdings Corporation's independence standards are based on the independence standards of the Tokyo Stock Exchange.

[Supplementary Principle 4-11-1: View on the appropriate balance between knowledge, experience and skills of the Board as a whole]

Z Holdings Corporation takes the following into consideration regarding the composition and scale of its Board of Directors:

- In order to divide the roles of management and supervision, the majority of the Board is held by non-executive directors.
- To ensure diversity among company directors, the Board of Directors of Z Holdings Corporation is constituted by not only directors with deep knowledge and diverse experience in the field of Internet service business; but also by individuals with experience of management from other industries and those with extensive, specialized knowledge in fields such as accounting.

(Six non-executive directors in total: two with experience of management from industries outside of Internet service, one seasoned specialist in accounting, and one woman.)

[Supplementary Principle 4-11-2: Directors who hold concurrent posts in other listed companies]

Major titles in other companies

- Kentaro Kawabe: SoftBank Corp., Board Director; ZOZO, Inc., Executive Director
- Takao Ozawa: ASKUL Corporation, Outside Director; ZOZO, Inc., Executive Director; User Local, Inc., Outside Director
- Masayoshi Son: SoftBank Group Corp., Chairman & CEO; SoftBank Corp., Chairman
- Ken Miyauchi: SoftBank Corp., President & CEO; SoftBank Group Corp., Board Director
- Kazuhiko Fujihara: SoftBank Corp., Board Director, Executive Vice President & CFO
- Hiromi Onitsuka-Baur: eBOOK Initiative Japan Co., Ltd., Auditor; TOKYO ELECTRON DEVICE LIMITED, Outside Director

[Supplementary Principle 4-11-3: Analysis and evaluation of the effectiveness of the Board of Directors as a whole]

Z Holdings Corporation conducts interviews with directors serving on the Audit and Supervisory Board, etc. once a year on a regular basis, in order to analyze and evaluate the effectiveness of the Board of Directors. The effectiveness of the Board of Directors was referred to the Board of Directors again this year. As a result, it was confirmed that effectiveness of the Board is generally secured. Highly evaluated were the increase in the proportion of outside directors in this fiscal year, and the outside directors' fulfillment of their expected roles in large-scale deals, etc. Although some improvements in explaining materials beforehand were seen in the issue pointed out in the previous year, namely the timing of distributing the board of directors meeting materials, we would like to continue to make improvements.

[Supplementary Principle 4-14-2: Training policy for directors]

Z Holdings Corporation offers an appropriate training program at a suitable timing for directors so they can acquire the necessary knowledge for the position and better understand their roles and responsibilities. All expenses for this training are provided by Z Holdings Corporation.

[Supplementary Principle 5-1-2: Policies concerning the measures and organizational structures aimed at promoting constructive dialogue with shareholders]

To promote good investor relations (IR), Z Holdings Corporation abides by the Financial Instruments and Exchange Law and the general guidelines set forth by the Tokyo Stock Exchange, Inc. through timely, accurate, and fair disclosure of information. We have adopted the following policies in order to engage in constructive dialogue with our shareholders:

(1) Appointment of managers or directors to oversee the dialogue with shareholders

The President and Representative Director supervises the dialogue with shareholders and investors, and the Group Chief Financial Officer (GCFO) is placed in charge of the disclosure of information.

(2) Measures to ensure positive cooperation between internal divisions such as investor relations, corporate planning, general affairs, corporate finance, accounting and legal affairs with the aim of supporting dialogue

An internal IR division, which specializes in supporting dialogue, is established. In the course of completing its tasks, the IR division coordinates not only with the financial affairs, accounting, and legal affairs divisions, but also with divisions that develop business, to create documents suitable for release and help realize constructive dialogue with shareholders and investors.

(3) Measures to promote opportunities for dialogue aside from individual meetings (e.g., general investor meetings and other IR activities)

For securities companies and investors, Z Holdings Corporation holds Investors Meetings, in which details of financial statements and business activities are explained. Leveraging live streaming, on-demand videos and teleconference systems, etc., we proactively share information about our business. Individual interviews and teleconferences are also held for securities companies and institutional investors, in which the President and Representative Director or the management speak proactively about the growth strategies and share operational information about the Z Holdings Group.

For IR targeting foreign investors, Z Holdings Corporation creates the majority of the above disclosure publications in English. In addition, we visit our overseas investors hosting "Overseas Roadshows", primarily in North America, the UK, and Asia, in which we gain the opportunity to directly engage in dialogues with our foreign investors. In regards to IR publications, from immediately after our initial public offering in 1997, we have continued to publish a detailed overview of our financial and business operations as a quarterly financial report to ensure timely disclosure. In addition, along with these reports, we summarize and disclose information on potential risks to the Company. Current publications, as well as an archive of all past ones, are published on the Company website.

Opinions and proposals from shareholders and investors comprehended through dialogues with them are summarized in a report and submitted to the directors, management and related internal

divisions as feedback, or, in urgent cases, are communicated to the related parties immediately. In keeping with the company's "Regulations on the Prevention of Insider Trading", material facts which have not yet been officially announced are thoroughly managed and appropriately handled. Regarding information on our business results, in order to prevent leaks in information and preserve impartiality, we have instated a quiet period. During this period, company representatives will refrain from answering any questions or providing any comments related to the business results.

(4) Measures to appropriately and effectively relay shareholder views and concerns learned through dialogue to the senior management and the Board

Opinions and proposals from shareholders and investors are summarized in a report and submitted to the directors, management and related internal divisions, or, in urgent cases, are communicated to the related parties immediately.

(5) Measures to control insider information when engaging in dialogue

In keeping with the "Regulations on the Prevention of Insider Trading", material facts which have not yet been officially announced are thoroughly controlled and appropriately handled. In order to prevent leaks in information and preserve impartiality, we have instated a quiet period regarding information on our business results. During this period, company representatives will refrain from answering any questions or providing any comments related to the business results.

2. Capital Structure

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

Name / Company Name	Number of Shares Owned	Percentage (%)
Shiodome Z Holdings Co., Ltd.	2,125,366,950	44.60%
The Master Trust Bank of Japan, Ltd. (Trust Account)	194,973,300	4.10%
JP MORGAN CHASE BANK 385632	194,051,718	4.10%
Japan Trustee Services Bank, Ltd. (Trust account)	166,541,200	3.50%
SATE STREET BANK AND TRUST COMPANY 505325	136,957,518	2.90%
BNYM AS AGT/CLTS NON TREATY JASDEC	73,915,663	1.60%
MLI FOR CLIENT GENERAL OMNI NON COLLATERAL NON TREATY—PB	68,001,400	1.40%
Japan Trustee Services Bank, Ltd. (Trust account No. 5)	54,882,700	1.20%
SSBTC CLIENT OMNIBUS ACCOUNT	51,061,908	1.10%
JP MORGAN CHASE BANK 385151	45,521,708	1.00%

Controlling Shareholder (except for Parent Company)	-
Parent Company	SoftBank Corp. (TSE Securities Code: 9434)

Supplementary Explanation

- Status of major shareholders is as of March 31, 2020. In addition to the above, the Company has treasury stock of 60,061,000 shares.
- In relation to the business integration between the Company and LINE Corporation, which is based on the business integration agreement concluded on December 23, 2019 among SoftBank Corp., NAVER Corporation, LINE Corporation and the Company, SoftBank Corp., the Company's parent company, transferred all of its Z Holding Corporation shares to Shiodome Z Holdings Co., Ltd. (currently Shiodome Z Holdings GK) through off-market direct transaction effective December 18, 2019. Please note that SoftBank Corp. and SoftBank Group Japan Corporation continue to be the Company's parent company and the ultimate parent company of the Company is SoftBank Group Corp.

3. Corporate Attributes

Listed Stock Market and Market Section	Tokyo Stock Exchange First Section
Fiscal Year-End	March
Type of Business	Information & Communication
Number of Employees (consolidated) as of the End of the Previous Fiscal Year	More than 1000
Sales (consolidated) as of the End of the	More than ¥1 trillion

Previous Fiscal Year	
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	From 50 to less than 100

4. Policy on Measures to Protect Minority Shareholders in Conducting Transactions with Controlling Shareholder

The parent company of Z Holdings Corporation is the SoftBank Group Corp., SoftBank Group Japan Corporation, SoftBank Corp., and Shiodome Z Holdings GK. Z Holdings Corporation has enacted “Regulations for Appropriate Business Transactions and Practices by Z Holdings Corporation, its Parent Company, Subsidiaries, and Affiliates”. In accordance with these regulations, Z Holdings Corporation strives to maintain its commitment to fair and proper transactions by expressly forbidding clearly advantageous or disadvantageous transactions with its parent company, etc. which are judged by comparing transactions with a third party or with other similar transactions, and performing of transactions for the purpose of shifting profits, losses, or risks.

5. Other Special Circumstances which may have Material Impact on Corporate Governance

(1) Basic view and policy underlying group management

The Company has numerous publicly listed subsidiaries. Under our mission statement “UPDATE THE WORLD,” which we share with our subsidiaries, we operate a wide range of businesses to realize our vision of creating a hopeful future whereby “Mankind can be free and in control” utilizing the power of information technology.

Under the goal of maximizing the Group’s value, the Z Holdings Group respects the autonomy of its subsidiaries and ensures their independence to work together to create synergies and to continuously evolve and grow.

(2) Measures to ensure effective governance structure for listed subsidiaries

We recognize that it is important for our listed subsidiaries to enhance their value in the medium and long term and thereby maximize the joint interest of all shareholders, including minority shareholders and Z Holdings Corporation. In this light, we exercise our voting rights for proposals of our listed subsidiaries.

In addition, for the purpose of managing the companies to which we invest, we have set forth the Regulations for the Management of Affiliated Companies, based on which we ask our subsidiaries and affiliates to seek our prior approval or inform us with respect to important decision-makings, etc. However, we refrain from imposing prior approval requirements on our listed subsidiaries that would affect their independence, and give consideration not to unduly constrain decision-making of each company.

(3) Significance of having listed subsidiaries

The significance of having listed subsidiaries is as stated below.

We believe that it would lead to greater business growth and enhanced value of each subsidiary – and would consequently better contribute to the Group’s overall value – if our listed subsidiaries operated under constant scrutiny of the stock market, while maintaining good relationships with their customers, business partners, employees, and other stakeholders, and pursue their autonomous business management that respects the interest of their minority shareholders. For this reason, at this point in time, we believe that it is preferable that these listed companies continue to be publicly listed.

ASKUL Corporation

ASKUL Corporation's business revolves around mail order service for BtoB, online mail-order services for individuals, and other delivery services. In the face of expanding use of online mail-order services in Japan, we believe that ASKUL's sustained independence and autonomy as a listed company, and its active collaboration with other companies in the Group, will contribute to enhancing the Group's overall value.

eBOOK Initiative Japan Co., Ltd.

eBOOK Initiative Japan Co., Ltd.'s main businesses are: content digitalization and distribution services; planning, development, and production of digital content; and publishing and editorial service for magazines and books. As we pursue higher quality and further growth of our Internet-compatible content services, we believe that eBOOK Initiative Japan's sustained independence and autonomy as a listed company, and its active collaboration with other companies in the Group, will contribute to enhancing the Group's overall value.

ZOZO, Inc.

The main businesses of ZOZO, Inc. are planning and operation of fashion EC website, operational support of brand's own EC websites, and operation of a fashion coordination app. As the Group aims to expand its e-commerce business among the younger generation, we believe that ZOZO's sustained independence and autonomy as a listed company, and its active collaboration with other companies in the Group, will contribute to enhancing the Group's overall value.

ValueCommerce Co., Ltd.

ValueCommerce Co., Ltd. is engaged mainly in marketing solution business (affiliate marketing) and EC solution business (Storematch/STORE's R[∞]™). In order to maintain the Z Holdings Group's competitiveness in the increasingly competitive marketing solution business field, we believe that ValueCommerce's sustained independence and autonomy as a listed company, and its active collaboration with other companies in the Group, will contribute to enhancing the Group's overall value.

(4) Ensuring independence from the parent company

While five out of six directors of the Z Holdings Corporation (excluding those serving on the Audit and Supervisory Committee) concurrently serve as officer or employee of our parent company, the directors are responsible for supervising the execution of business in order to increase the corporate value of Z Holdings Corporation itself. The specific decisions about business operations are made independently by corporate officers using their own, independent decision-making process. Also, Z Holdings Corporation relies very little on its parent company or other members of its company group for its business transactions. Most of its partners in its transactions are consumers or corporations with no investment relationship with Z Holdings Corporation. Furthermore, Z Holdings Corporation has enacted "Regulations for Appropriate Business Transactions and Practices by Z Holdings Corporation, its Parent Company, Subsidiaries, and Affiliates". In these regulations, Z Holdings Corporation has intentionally and expressly stipulated the prohibition of: transactions with the parent company which are clearly advantageous or disadvantageous compared to transactions with third parties or to comparable transactions; and transactions for the purpose of shifting profits, losses, or risks.

Z Holdings Corporation has stipulated in the Regulations of the Board of Directors Meetings that a person having a special interest in the resolution of the Board of Directors cannot exercise his/her voting right. In addition, we endeavor to make an accurate judgment when determining whether a person falls under "a person having a special interest" by seeking advice of external experts as necessary.

Using all of these policies, Z Holdings Corporation has determined that it is sufficiently independent in its business operations from its parent company.

For details on the basic view and policy underlying group management of our parent companies, SoftBank Corp. and SoftBank Group Corp., please refer to the Corporate Governance Reports of

these companies.

II. Business Management Organization and Other Corporate Governance Systems regarding Decision-Making, Execution and Supervision of Business

1. Organizational Composition and Operation

Organization Form	Company with an Audit and Supervisory Committee
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[Directors]

Maximum Number of Directors Stipulated in Articles of Incorporation	9
Term of Office Stipulated in Articles of Incorporation	1 year
Chairperson of the Board of Directors Meeting	President
Number of Directors	9
Election of Outside Directors	Elected
Number of Outside Directors	3
Number of Independent Directors Out of Outside Directors	3

Outside Directors' Relationship with the Company (1)

Name	Attribute	Relationship with the Company*											
		a	b	c	d	e	f	g	h	I	j	k	
Yoshio Usumi	From another company												
Hiromi Onitsuka-Baur	From another company												
Shingo Yoshii	From another company												

* Categories for "Relationship with the Company"

* "○" when the director presently falls or has recently fallen under the category;

"△" when the director fell under the category in the past

* "●" when a close relative of the director presently falls or has recently fallen under the category;

"▲" when a close relative of the director fell under the category in the past

a. Executive of Z Holdings Corporation or its subsidiaries

b. Non-executive director or executive of a parent company of Z Holdings Corporation

c. Executive of a fellow subsidiary company of Z Holdings Corporation

d. A party whose major client or supplier is Z Holdings Corporation or an executive thereof

e. Major client or supplier of Z Holdings Corporation or an executive thereof

f. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from Z Holdings Corporation besides compensation as a director/Audit and Supervisory Committee member

g. Major shareholder of Z Holdings Corporation (or an executive of the said major shareholder if the shareholder is a legal entity)

h. Executive of a client or supplier company of Z Holdings Corporation (which does not correspond to any of d, e, or f) (the director himself/herself only)

i. Executive of a company, with which Z Holdings Corporation mutually appoints outside directors/Audit and Supervisory Committee member (the director himself/herself only)

j. Executive of a company or organization that receives a donation from Z Holdings Corporation (the director himself/herself only)

k. Others

Outside Directors' Relationship with the Company (2)

Name	Audit and Supervisory Committee Member	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
Yoshio Usumi	○	○	-	Yoshio Usumi has many years of business execution experience and track record in corporate administration. In June 2019, the Company has nominated him as a director candidate serving on the Audit and Supervisory Committee of the Company, based on his abundant knowledge and track record in corporate management and corporate governance as well as deep insight in the IT business.
Hiromi Onitsuka-Baur	○	○	-	Hiromi Onitsuka-Baur has a wealth of knowledge and experience in business management, and has served with distinction for three years since her assumption of office as an outside auditor of the Company in June 2012 and five years as an outside director (independent director) and full time Audit and Supervisory Committee member since her assumption of office in June 2015. The Company has renominated her as a director candidate of the Company serving on the Audit and Supervisory Committee because she has contributed to the strengthening of corporate governance and to the improvement of the corporate auditing system.
Shingo Yoshii	○	○	-	Shingo Yoshii has a wealth of knowledge and experience in business management. He has a great deal of insight regarding corporate governance, and has served with distinction for seven years since his assumption of office as an outside auditor of the Company in June 2008 and five years as an outside director (independent director) and full time Audit and Supervisory Committee member since his assumption of office in June 2015. The Company has renominated him as a director candidate serving on the Audit and Supervisory Committee because he has contributed to the strengthening of

				corporate governance and to the improvement of the corporate auditing system.
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[Audit and Supervisory Committee]

Committee's Composition and Attributes of Chairperson

	Total No. of Committee Members	Full-time Members	Inside Directors	Outside Directors	Chairperson
Audit and Supervisory Committee	3	2	0	3	Outside Director

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

In accordance with the "Regulations for Securing an Audit System for the Audit and Supervisory Committee Members", Z Holdings Corporation has established an Audit and Supervisory Committee Department and has appointed employees whose sole task is to assist with the duties of the Audit and Supervisory Committee members and the duties of the Audit and Supervisory Committee. In addition, the system allows the Audit and Supervisory Committee members or the Audit and Supervisory Committee to independently hire additional employees to support the duties of the Audit and Supervisory Committee members if the Audit and Supervisory Committee members wish to do so. The instructions, orders to and the evaluation of the employee, who supports the duties of the Audit and Supervisory Committee and the Audit and Supervisory Committee member will be performed by the members of the Audit and Supervisory Committee, and all personnel changes and disciplinary measures targeting the employee must be carried out with the consent of the Audit and Supervisory Committee.

Cooperation among Audit and Supervisory Committee, Accounting Auditors and Division in Charge of Internal Audit

The Audit and Supervisory Committee members and accounting auditors hold regular meetings (and additional meetings as necessary) and collaborate to ensure that both parties are properly performing their auditing duties. In addition, the Audit and Supervisory Committee members and the Internal Audit Department, which is the division in charge of internal audit, hold regular meetings, and additional meetings as necessary, and collaborate to report on their respective auditing systems, audit planning, audit execution statuses, and audit results.

[Voluntary Committees]

Voluntary Establishment of Committee(s) Corresponding to Nomination Committee or Remuneration Committee	Established
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Committee's Name, Composition, and Attributes of Chairperson

	Committee Corresponding to Nomination Committee	Committee Corresponding to Remuneration Committee
Committee's Name	Nominating and Remuneration Committee	Nominating and Remuneration Committee
Total No. of Committee Members	4	4
Full-time Members	3	3
Inside Directors	2	2
Outside Directors	2	2
Outside Experts	0	0
Other	0	0
Chairperson	Outside director	Outside director

Supplementary Explanation

The Company establishes a Nominating and Remuneration Committee as a voluntary committee for the purposes of proposing to the Board of Directors, the nomination of President and Representative Director, directors and others, and deciding the remunerations, etc. of directors (excluding those serving on the Audit and Supervisory Committee).

The Nominating and Remuneration Committee consists of four members, and its chairperson, Yoshio Usui is an independent outside director serving on the Audit and Supervisory Committee. Other members are: Kentaro Kawabe, President and Representative Director; Hiromi Onitsuka-Baur, independent outside director serving on the Audit and Supervisory Committee; and Ken Miyauchi representing non-executive directors who are not independent outside directors.

Based on the Regulation for the Nominating and Remuneration Committee determined by the Board of Directors, the Nominating and Remuneration Committee makes proposals, etc. to the Board of Directors on all matters related to the agenda of the shareholders meeting on the election and dismissal of directors; election and dismissal of the President Representative Director, and CEO; and its succession plan. Furthermore, based on the Regulations of Remunerations for Directors, the Committee determines the amount of remunerations, etc. of the directors (excluding those serving on the Audit and Supervisory Committee) after careful deliberation, taking into consideration the business performance in each quarter, contributions to the business performance, and other factors.

[Independent Directors]

Number of Independent Directors	3
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Matters relating to Independent Directors

Outside directors who qualify as independent directors are all appointed as independent directors.

[Incentives]

Incentive Policies for Directors	Performance-based remuneration, Stock Options
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Supplementary Explanation

•Z Holdings Corporation grants restricted stocks to some directors, excluding outside directors and directors serving on the Audit and Supervisory Committee, for the purposes of providing an incentive to sustainably increase the Company's corporate value, and to further promote shared value between the directors and the shareholders.

•Z Holdings Corporation grants stock options to the executive directors as a means of raising their awareness in management participation and enhancing corporate value.

Recipients of Stock Options

Inside Directors / Employees

Supplementary Explanation

Z Holdings Corporation grants stock options to the executive directors, and our employees, as a means of raising their awareness in management participation and enhancing corporate value.

[Director Remuneration]

Disclosure of Individual Directors' Remuneration

Individual disclosure for part of the directors

Supplementary Explanation

The executive remunerations for fiscal year 2019 for Z Holdings Corporation directors are as follows. Currently, there is no system of retirement bonuses to the directors.

a) Remunerations, etc. by titles (JPY million)

Directors (excluding Audit and Supervisory Committee members) –

Total: 374, base remuneration: 137 bonus: 154, restricted stocks: 83, number of eligible directors: 3

(Of which for outside directors):

Total (-), base remuneration (-), bonus (-), restricted stocks (-), number of eligible directors (-)

Directors (Audit and Supervisory Committee members) –

Total: 74, base remuneration: 62, bonus: 11, restricted stocks: -, number of eligible directors: 3

(Of which for outside directors):

Total (74), base remuneration (62), bonus (11), restricted stocks: (-), number of eligible directors (3)

Total

Total: 449, base remuneration: 199, bonus: 165, restricted stocks: 83, number of eligible directors: 6

Total (74), base remuneration (62), bonus (11), restricted stocks (-), number of eligible directors (3)

(Note)

1. The amount of restricted stocks remuneration is the amount of restricted stock remuneration recorded in this fiscal year.
2. There are no director remunerations, etc. received by the outside directors from the Company's parent company or the subsidiaries of the said parent company other than those prescribed above in this fiscal year.
3. Out of the directors, no director remuneration, etc. is paid to Masayoshi Son, Ken Miyauchi, Kazuhiko Fujihara and Taku Oketani.
4. The figure above includes the remuneration for one director (excluding those serving on the

Audit and Supervisory Committee) who resigned on June 18, 2019.

b) Remunerations, etc. by directors (JPY million)

Kentaro Kawabe (director) Total 222, base remuneration 85, bonus 98, restricted stocks 39

Takao Ozawa (director) Total 108, base remuneration 39, bonus 56, restricted stocks 12

(Note: Only those whose sum of consolidated remuneration, etc. is JPY 100 million or over is noted here.)

Policy on Determining Remuneration Amounts
and Calculation Methods

Established

Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods

In regards to the handling of remuneration and other economic benefits paid to the directors (excluding those serving on the Audit and Supervisory Committee) as consideration for the execution of their duties (“Remuneration, Etc.”), the specifics of Remunerations, etc. shall be determined through a resolution by the Nominating and Remunerations Committee. This is stipulated in the Regulations of Remunerations for Directors (“Regulations”) resolved by the Board of Directors. The Regulations also prescribe matters related to the Nominating and Remunerations Committee (members, chairperson, authority, method of resolution, operation, etc.), and according to the Regulations, the Nominating and Remunerations Committee determines the specifics of the directors’ Remunerations, Etc., through the discussions and resolution by the members. However, details of restricted stock compensation (issuance price, number of shares to be granted, and other details such as allotment agreement, etc.) shall be decided by the resolution of the Board of Directors based on the amount of claims of Remunerations, Etc. determined by the Nominating and Remunerations Committee.

In the process of deciding the directors’ Remunerations, Etc. for fiscal 2019, the Nominating and Remunerations Committee convened twice to discuss and resolve the amount of directors’ fixed remuneration and performance-based remuneration for fiscal 2019, and the decision policy on the directors’ remuneration for fiscal 2020 (indices and goals for the performance-based remunerations, etc.). However, details of restricted stock compensation (issuance price, number of shares to be granted, and other details such as allotment agreement, etc.) were decided by the resolution of the Board of Directors based on the amount of claims of Remunerations, Etc. determined by the Nominating and Remunerations Committee.

The date and details of resolutions by the shareholders meeting on the Remunerations, Etc. of the Company’s directors are as follows. Please note that the number of the Company’s directors shall not be more than nine (out of which the number of directors serving on the Audit and Supervisory Committee shall not be more than three) as stipulated in our Articles of Incorporation.

June 18, 2015

- The amount of remuneration to be paid to directors (excluding those serving on the Audit and Supervisory Committee) shall be within JPY 1 billion per year (out of which remuneration amount for outside directors shall be within JPY 200 million per year).

- The amount of remuneration to be paid to directors serving on the Audit and Supervisory Committee shall be within JPY 200 million per year.

June 20, 2017

- The total amount of monetary compensation to be paid to the directors (excluding those serving on the Audit and Supervisory Committee and outside directors, for the purpose of in-kind contribution for acquiring restricted stocks shall be within JPY 400 million per year; and the maximum number of Company’s common shares to be issued/disposed as consideration for the

monetary compensation shall be 800,000 shares per year.

The Remuneration, Etc. paid to the Company's directors is composed of base remuneration and performance-based remuneration, and the basic policy on the proportion of the two remunerations is such that the portion of the performance-based remuneration exceeds the portion of base remuneration. However, if a director concurrently serves in another company and receives director remuneration from that company, based on the details of the remuneration and responsibilities the director has in the Company, the Company may not pay Remuneration, Etc., or if the Company pays remuneration, the portion of the performance-based remuneration may not exceed that of base remuneration, or the Company may not pay the performance-based remuneration.

In regards to the index on performance-based remuneration, operating income is used as the key indicator that measures the Company's profitability. In addition to operating income, the Company adopts several KPIs out of the management indices set as goals in its management policy, management environment and issues to be resolved, in relation to its business strategies. Furthermore, for the purpose of strengthening the directors' commitment from the risk management standpoint, evaluations are made comprehensively, adopting negative evaluations should a risk factor materializes.

The Nominating and Remuneration Committee resolves the amount of performance-based remunerations through discussions, by taking operating income into account as the most important factor. Other factors such as the directors' contribution to various KPIs and the difference of these KPIs compared to the previous term are also comprehensively taken into account.

Please note that fiscal 2019's goal for operating income, the key index in regards to performance-based remuneration, was over JPY 140 billion, and the result was JPY 152.2 billion.

[Supporting System for Outside Directors]

Timely and necessary support is provided to the outside directors.

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

Corporate Governance System

(1) Board of Directors

The Board of Directors is responsible for corporate management policies, management strategy, business planning, the acquisition and liquidation of important assets, decision making regarding important organization and personnel matters, and the supervision of the business execution of the Representative Director.

The Board of Directors is constituted by the following members and is chaired by the President and Representative Director. In order to divide the roles of management and supervision, non-executive directors constitute majority of the directors. In nominating the director candidates, the Board of Directors receives the proposals from the Nominating and Remuneration Committee, takes their performance, experience, knowledge, popularity, etc. in and out of this Company into account to resolve the appropriate candidates, and proposes the candidates to the shareholders meeting.

<Titles/names>

President and Representative Director, President Corporate Officer, CEO (Chief Executive Officer): Kentaro Kawabe

Director, Senior Managing Corporate Officer: Takao Ozawa

Director, Senior Managing Corporate Officer, GCSO (Group Chief Synergy Officer): Taku Oketani

Director: Masayoshi Son

Director: Ken Miyauchi

Director: Kazuhiko Fujihara

Outside Director (Independent Director), Full-time Audit and Supervisory Committee Member: Yoshio Usui

Outside Director (Independent Director), Full-time Audit and Supervisory Committee Member: Hiromi Onitsuka-Baur

Outside Director (Independent Director), Audit and Supervisory Committee Member: Shingo Yoshii

(2) Audit and Supervisory Committee

The Audit and Supervisory Committee is responsible for auditing and supervising the entirety of the company's business activities, including the appropriateness of policy, planning, and procedures; effective business implementation; and compliance to laws and regulations through the perusal of important final decision documents, etc., the inspection of subsidiary companies, and so on. Furthermore, the Audit and Supervisory Committee receives reports on the auditing methods and results from the account auditors and internal audit methods and results from the division in charge of internal audit. Based on these activities, the Audit and Supervisory Committee regularly presents its opinions as an Audit and Supervisory Committee to the full-time directors who are not Audit and Supervisory Committee members.

The Audit and Supervisory Committee is composed of three members, Yoshio Usumi, Hiromi Onitsuka-Baur and Shingo Yoshii who are all independent outside directors, and is chaired by Yoshio Usumi.

Our nomination standard of Audit and Supervisory Committee members is that the candidates are able to engage in our corporate management utilizing their backgrounds.

The Company adopts the same standards as the independent director's criteria of the Tokyo Stock Exchange to judge the independent outside directors' independence from the Company.

Furthermore, in light of the Company's situation, directors serving on the Audit and Supervisory Committee are nominated based not only on their accounting experience but also on their broad management experience on financial accounting, law, etc. In respect to accounting, the Audit and Supervisory Committee members and the accounting auditors hold meetings, periodically and when necessary, to collaborate on the proper execution of audits.

(3) Nominating and Remuneration Committee

The Company establishes a Nominating and Remuneration Committee as a voluntary committee for the purposes of proposing to the Board of Directors, the nomination of President and Representative Director, directors and others, and deciding the remunerations, etc. of directors (excluding those serving on the Audit and Supervisory Committee).

The Nominating and Remuneration Committee consists of four members, and its chairperson, Yoshio Usui is an independent outside director serving on the Audit and Supervisory Committee. Other members are: Kentaro Kawabe, President and Representative Director; Hiromi Onitsuka-Baur, independent outside director serving on the Audit and Supervisory Committee; and Ken Miyauchi representing non-executive directors who are not independent outside directors.

Based on the Regulation for the Nominating and Remuneration Committee determined by the Board of Directors, the Nominating and Remuneration Committee makes proposals, etc. to the Board of Directors on all matters related to the agenda of the shareholders meeting on the election and dismissal of directors; election and dismissal of the President Representative Director, and CEO; and its succession plan. Furthermore, based on the Regulations of Remunerations for Directors, the Committee determines the amount of remunerations, etc. of the directors (excluding those serving on the Audit and Supervisory Committee) after careful deliberation, taking into consideration the business performance in each quarter, contributions to the business performance, and other factors.

3. Reasons for Adoption of Current Corporate Governance System

Z Holdings Corporation regards corporate governance as a vital function in order to “enhance medium- to long-term corporate value” and conducts appropriate and effective corporate management.

Meanwhile, Z Holdings Corporation has converted to a company with an Audit and Supervisory Committee from June 2015, in order to establish both: a structure that encourages “aggressive governance” so that timely business decisions can be made in the Internet industry; and a structure that promotes the aim of the corporate governance code, namely “transparent, fair, timely, and decisive decision making”. Z Holdings Corporation judges the current system to be the best whereby: all three Audit and Supervisory Committee members are independent outside directors; and the speedy decision-making and monitoring of management is secured by dividing the roles of decision-making of management matters and supervision of business execution (Board of Directors) from the actual business execution (corporate officers).

III. Implementation of Measures for Shareholders and Other Stakeholders

1. Measures to Vitalize the General Meeting of the Shareholders and Smooth Exercise of Voting Rights

	Supplementary Explanations
Scheduling General Meeting of the Shareholders Avoiding the Peak Day	Since its foundation, Z Holdings Corporation has consistently avoided scheduling its General Meeting of the Shareholders on the days on which those of other companies are frequently held, in order to facilitate the attendance of shareholders.
Allowing Electronic Exercise of Voting Rights	In order to allow more shareholders to exercise the right to vote, votes may be cast over the Internet.
Participation in Electronic Voting Platform and Other Measures to Improve the Environment for Exercising the Voting Rights by Institutional Investors	For increased convenience for institutional investors, we participate in Electronic Voting Platform for institutional investors.
Providing Convocation Notice (Summary) in English	For foreign investors, summarized convocation notices and shareholder meeting reference materials are provided in English as well as Japanese, and published on the Z Holdings Corporation website.
Other	<ul style="list-style-type: none"> •For shareholders who are unable to attend or who live far away and in light of COVID-19, the Company has provided a means of participating in the General Meeting of the Shareholders over the Internet while asking the shareholders to refrain from attending the meeting at the venue. As before, the proceedings of the General Meeting of the Shareholders continue to be broadcast live over the Internet and the video is archived for viewing on a later date. •If so desired and the proper arrangements are made, institutional investors holding shares in the name of a trust bank, etc. are able to observe the General Meetings of the Shareholders.

2. IR Activities

	Supplementary Explanations	Explanation by Representative
Regular Investor Briefings for Individual Investors	Detailed explanations using slides and other means, on recent management conditions, as well as mid- to long-term growth strategies are	Yes

	provided at its Ordinary General Meeting of the Shareholders with the goal of helping individual investors deepen their understanding of the Company's operations. Furthermore, for individual investors who are not able to attend these meetings in person, the presentations are streamed live and archived as video files for viewing on a later date.	
Regular Investor Briefings for Analysts and Institutional Investors	At the earnings results briefing, financial results and details of business activities are explained to securities companies and investors. The proceedings are proactively distributed through various means such as Internet live streams, on-demand videos and telephone conferencing systems. Furthermore, individual interviews and teleconferences are provided for securities companies and institutional investors in which the President and Representative Director or other management staff speak proactively about the growth strategies and share managerial information about Z Holdings Corporation.	Yes
Regular Investor Briefings for Overseas Investors	"Overseas roadshows" are held, primarily in North America, the UK, and Asia, in which we gain the opportunities to directly engage in dialogue with our foreign investors.	Yes
Posting of IR Materials on Website	Since immediately after our initial public offering in 1997, we have published quarterly financial reports to ensure timely disclosure and provide detailed overview of our financial and business operations. In addition, along with these quarterly reports, we provide a summary of matters that could become potential risks to the Company. Current publications, as well as an archive of all past ones, are published on the company website.	
Establishment of Department and/or Manager in Charge of IR	Z Holdings Corporation has appointed a GCFO responsible for the disclosure of information, has established an IR Department in the Finance Management Division as a dedicated department for communicating with analysts and institutional investors.	

3. Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanations
Stipulation of Internal Regulations for Respecting the Position of Stakeholders	Z Holdings Corporation stipulates a clear code of conduct within its "Charter of Corporate Behavior". We hope to respect the positions of our stakeholders, fulfill our corporate responsibilities to society, and improve corporate value.
Implementation of Environmental Activities, CSR Activities etc.	Z Holdings Corporation aims to achieve a sustainable society by disclosing its ESG information, fulfilling accountability, shaping the future with its technologies, and continuously solving social issues. Specifics regarding our initiatives are reported on the Z Holdings Corporation website.

	(https://www.z-holdings.co.jp/en/sustainability/).
Development of Policies on Information Provision to Stakeholders	Z Holdings Corporation has its own disclosure policy, and defines IR as: “strategic managerial obligation whereby finance, communication, and compliance with applicable laws and regulations are integrated and whereby effective bilateral communication between the company and the market is enabled in a fair and proper manner.” The Company strives to disclose information in an impartial and detailed manner.
Other	<p>We believe that maintaining good physical and mental health of those working in the Z Holdings Group is directly linked to their optimal work performance. We also believe that this leads to the happiness of our employees and their families. Guided by these beliefs, president, representative director, and CEO Kentaro Kawabe proclaimed the Good Condition Declaration, and announced that amidst COVID-19, “the health, safety and security of the employees are the top priority” to all the employees of the Group.</p> <p>In Yahoo Japan Corporation, the core subsidiary of the Group, a corporate officer who concurrently serves as the president of the personnel-related group and Chairperson of YG Health Insurance Society, was appointed CCO (Chief Conditioning Officer). The Good Condition Promotion Office was established in Yahoo Japan Corporation to promote health and productivity management.</p> <p>Z Holdings Corporation was chosen as a brand of the “2020 Health & Productivity Stock Selection” jointly selected by the Ministry of Economy, Trade and Industry and the Tokyo Stock Exchange, and has been acknowledged in the large enterprise category (White 500) of the Certified Health and Productivity Management Organization Recognition Program 2020 by Nippon Kenko Kaigi.</p> <p>Going forward, we aim to continue to be a company where employees can approach their work both physically and mentally in optimal condition.</p> <p>*“Health and productivity management” is the registered trademark of Nonprofit Organization Kenkokeiei.</p>

IV. Matters Related to the Internal Control System

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

<p><Systems to ensure proper business conduct></p> <p>In accordance with the Companies Act and Ordinance for Enforcement of the Companies Act, Z Holdings Corporation establishes the following system to ensure proper business conduct.</p> <p>1. Employees who assist the duties of Audit and Supervisory Committee</p> <p>(1) In order to assist with the duties of the Audit and Supervisory Committee, the Company shall appoint employees who do not concurrently serve the duties related to the business execution of the Company and the Group companies.</p> <p>(2) The Audit and Supervisory Committee members or the Audit and Supervisory Committee shall be able to independently hire additional support employees to support the duties of the Audit and Supervisory Committee members if the Audit and Supervisory Committee wishes to do so.</p>

2. Independence of the employees mentioned in the previous paragraph from the other directors (excluding those who are members of the Audit and Supervisor Committee)

(1) The instructions, orders to and evaluation of the employees mentioned in the previous paragraph shall be performed by the members of the Audit and Supervisory Committee, and all personnel changes and disciplinary measures targeting the said employees must be carried out with the consent of the Audit and Supervisory Committee.

3. Ensuring the effectiveness of instructions given by the Audit and Supervisory Committee to the employees prescribed in Paragraph 1

(1) The Company shall clarify the system for employees who shall exclusively assist the duties of the Audit and Supervisory Committee by establishing internal regulations, and shall ensure the effectiveness of instructions given by the Audit and Supervisory Committee to the said employees.

4. System for reporting to the Audit and Supervisory Committee

(1) The directors (excluding Audit and Supervisory Committee members) and employees of the Company; directors, auditors, etc. and the employees of subsidiary companies; or individuals, who receive reports from those in the positions listed above, shall report the items listed below to the Audit and Supervisory Committee or the Audit and Supervisory Committee members:

(i) Important items related to the Group

(ii) Status of the structure and operation of the system for internal control

(iii) Items that may considerably affect or damage the Group

(iv) Violations of applicable laws and regulations, or the Articles of Incorporation, and other important compliance-related items

(v) Status of internal audit of the Group

(vi) Deliberations of important cases

(vii) Status and results of deliberations for considering investment and loans (including cancellations)

(viii) Analysis and evaluation of risks that have high importance to the Group

(ix) Operation of compliance system in the Group and status of whistleblows to the compliance hotline, etc.

(x) Other items which the Audit and Supervisory Committee deems necessary to have reported for the execution of its duties

(2) The Group Chief Financial Officer (GCFO) and the person in charge of the legal division shall hold periodic meetings with the Audit and Supervisory Committee members for information sharing, and shall report important business-related matters.

5. Systems to ensure that the reporters of the items in the preceding paragraph do not receive disadvantageous treatments due to the reports

(1) The Company shall define in the internal regulations that those who have made reports, whistleblowers or consultations using the internal whistleblower system will not receive disadvantageous treatments due to the said reports, whistleblowers and consultations, and will notify this in order to ensure the effectiveness in utilizing the whistleblower system.

6. Policy related to the advance payment or repayment of expenses incurred in the course of the execution of the duties of Audit and Supervisory Committee members (limited to the duties of the Audit and Supervisory Committee), and the processing of other expenses and debts incurred in the course of the execution of the said duties

(1) If Audit and Supervisory Committee members make requests to the Company on the prepayment, etc. of expenses with respect to the execution of their duties in accordance with Article 399-2, Paragraph 4 of the Companies Act, the Company shall, upon confirmation with the division in charge, promptly process such expense or debt, except in cases where it proves that the expense or debt relating to the said request is not necessary for the execution of the duties of the said Audit and Supervisory Committee members (limited to the duties of the Audit and Supervisory Committee).

(2) If the Audit and Supervisory Committee requests an independent outside specialist (lawyer, certified public accountant, etc.) to be the adviser of the Audit and Supervisory Committee, the Company shall bear its expense except in cases where it proves that such adviser is not necessary for the execution of the duties of the members of the Audit and Supervisory Committee (limited to the duties of the Audit and Supervisory Committee).

7. Other systems to ensure effective audit by the Audit and Supervisory Committee

(1) The Audit and Supervisory Committee or an Audit and Supervisory Committee member shall be able to receive reports from the directors (excluding directors who serve on the Audit and Supervisory Committee) and employees of the Company, and directors, auditors, etc. and employees of subsidiaries, if they deem it necessary.

(2) The members of the Audit and Supervisory Committee shall be able to attend important management meetings and participate in the consideration of important management policies of the Company, and shall be able to attend any internal meetings upon the Audit and Supervisory Committee member's request.

(3) Full-time Audit and Supervisory Committee members shall serve as members of meetings that supervise the risk management of the Group and as members of meetings that supervise the compliance system of the Group.

(4) The members of the Audit and Supervisory Committee shall be able to concurrently serve as auditors, etc. of major subsidiary companies ensuring the system of receiving reports from the directors, auditors, etc. and employees of the subsidiary companies, or individuals who receive

reports from those in the positions listed above.

8. Systems for the storage and management of information related to the execution of the duties of the Company's directors

(1) Documents related to important corporate decision-making processes including shareholder meeting minutes, board of directors meeting minutes, "ringi" (request for managerial decision), etc.; and document records of business execution such as accounting books, financial statements, and expense sheets, etc.; are stored with a set storage period and storage location as prescribed in internal regulations, etc., and may be viewed by the directors at any time.

9. Regulations concerning the risk management of losses by the Company and other systems

(1) The Company shall determine a systematic approach to recognize, manage, and deal with risks to our business in the internal regulations.

(2) Regulations for extraordinary disaster control shall be established to ensure business continuity during an outbreak of a large-scale environmental disaster.

(3) In preparation for the emergence of risks and occurrence of incidents, the division in charge of incident management shall furnish an incident reporting system to provide prompt reports of the situation, address the issue, and prevent future recurrences.

(4) In order to ensure the effectiveness of information security management, the Company shall appoint a Group Chief Information Security Officer (GCISO) and shall establish a supervisory organization of information security.

(5) Internal regulations on the basic criteria for handling information assets shall be set, disseminated, and training on them shall be conducted.

(6) An organization that comprehensively handles information security incidents shall be established and information on information security incidents shall be managed and handled in an integrated manner.

10. Systems to ensure the efficient execution of the duties of the Company's directors

(1) A corporate officer system shall be adopted to allow flexible and efficient business execution.

(2) Internal regulations shall be established to clarify the scope of jobs, authorities and responsibilities necessary for the execution of duties.

(3) Meetings shall be held to discuss and deliberate important matters related to management, and shall support the efficient business execution by the directors.

(4) A company-wide goal shared by directors and employees shall be set and penetrated. In addition, specific goals for each employee shall be set in order to achieve the company-wide goal, and the performances of employees shall be evaluated in terms of achievement of their goals.

(5) Internal audit shall be conducted on the efficiency and effectiveness of the execution of business duties, and improvement activities shall be continuously conducted.

11. Systems to ensure that the execution of duties by directors and employees of the Company comply with applicable laws, regulations, and Article of Incorporation

(1) “Charter of Corporate Behavior” and the “Compliance Program” shall be established in order to thoroughly enforce legal compliance as a basis of corporate activities, and shall be notified to all employees.

(2) The division which supervises compliance issues shall be under the responsibility of the corporate officer in charge of the legal division so that corrective actions can be taken quickly should compliance issues be uncovered. The division shall work to establish a company-wide compliance system, to identify compliance issues within the company, and to provide periodic reports on the status of compliance to the meetings that supervise the compliance system of the Group.

(3) Internal regulations on whistleblows shall be established, and a system shall be in place for the President, Chief Executive Officer (CEO), or full-time Audit and Supervisory Committee members to receive direct reports and whistleblown reports, or for the external lawyers to receive anonymous reports and whistleblown reports. When such reports are received, the division in charge of compliance supervision shall: investigate the details of the report; if noncompliance with applicable laws, regulations and Article of Incorporation are found, instruct to improve the situation; discuss and decide preventive measures with the responsible divisions; and enact them on a company-wide level. In particular, important issues such as the noncompliance by the directors themselves, shall be immediately reported to the directors, submitted to the board of directors, and deliberations shall be requested. The operation of this system shall be periodically reported to the board of directors and shall be monitored by the board of directors.

(4) The division in charge of compliance supervision, division in charge of internal audit, and the Audit and Supervisory Committee shall collaborate on a regular basis, and the division in charge of compliance supervision shall carry out seminars and other internal awareness activities.

(5) Noncompliance with applicable laws, regulations, and Article of Incorporation on the part of employees shall be reported from the corporate officer in charge of the personnel division or the legal division to the Committee of Reward and Punishment and punishment shall be requested. Noncompliance with applicable laws, regulations and Article of Incorporation on the part of directors shall be reported by the corporate officer in charge of the legal division to the Audit and Supervisory Committee, and specific disciplinary actions, etc. shall be reported to the board of directors.

(6) The Company is resolutely opposed to anti-social forces that menace the order and safety of civil society, and shall endeavor to prevent transactions with such forces.

12. Systems to ensure proper business conduct of our corporate group consisting of Z Holdings Corporation, its parent companies, and its subsidiary companies

(1) System for the reporting of items related to the execution of business duties by the directors, etc., of the subsidiary companies to the Company.

(i) An appropriate reporting system according to the function and importance, etc. of the subsidiary company shall be established, and an agreement regarding corporate management shall be concluded with unlisted subsidiaries (excluding subsidiaries that require independence in their management such as financial holding companies), in accordance with internal regulations related to the management of affiliated companies. The said subsidiary shall be requested to acquire approval from or shall be requested to report to Z Holdings Corporation on important matters.

(2) Regulations concerning risk management of losses by subsidiary companies and other systems

(i) Internal regulations related to Regulations on Internal Audits shall be established, and the division in charge of internal audit shall perform audits on the Company as well as on the entire operations of the subsidiary companies. The effectiveness of the audits shall be ensured by stipulating in the agreement regarding corporate management provided in the previous item, that the subsidiary companies shall, in principle, accept the Company's audits and cooperate as necessary to the audits.

(ii) Division and employee responsible in the Company for each subsidiary company shall be clarified in the internal regulations related to the management of affiliated companies. The regulations shall stipulate that the said division shall provide instruction, assistance and advice on the recognition, evaluation, analysis and response to the risk factors of the relevant subsidiary company, and that the supervising division of group strategy in the Company shall provide cross-sectional support for these measures.

(iii) The agreement regarding corporate management provided in the previous item shall stipulate that the subsidiary company shall report incidents to the Company's division in charge, if an incident or other event which may impede business execution occurs in the said subsidiary company. Also, in the event that a risk actualizes and an incident, etc. occurs, the said subsidiary company or the Company's division that received reports from the said subsidiary shall promptly share said reports with all related divisions within the Company.

(3) Systems to ensure the efficient execution of the duties by the directors, etc. of the subsidiary companies

(i) The division within the Company which is responsible for the subsidiary company shall provide instruction, assistance and advice regarding the formulation of the management policies and mid- to long-term management plans of the subsidiary company.

(ii) Depending on the size and business nature of the subsidiary, various systems that can be commonly used within the Group shall be introduced.

(iii) Instructions, assistance, and advice shall be provided by the supervising division of group strategy in the Company regarding the raising and investment of funds by subsidiary companies.

(4) Systems to ensure that the execution of duties by directors, etc. and employees of subsidiary companies comply with applicable laws, regulations, and Article of Incorporation

(i) "Charter of Corporate Behavior" and "Compliance Program" common to the Group shall be presented to foster a uniform commitment to legal compliance among all directors and employees.

- (ii) In order to ensure the independence between the parent and subsidiary companies, “Regulations for Appropriate Business Transactions and Practices by the Company, its Parent Company, Subsidiaries, and Affiliates” shall be established.
- (iii) Group CCO meetings shall be established to be attended by the compliance officers of the Group companies.
- (iv) Brainstorming sessions shall be conducted by persons in the division in charge of compliance supervision with persons in charge of compliance in the subsidiary companies when necessary.
- (v) The Company’s division in charge of internal audit shall instruct each Group company to model on the Company’s internal control system to establish an internal control environment.
- (vi) Using a compliance hotline, directors and employees of the Group shall also be able to directly report issues to an outside lawyer.

<Outline of the operational status of the systems to ensure proper business conduct>

1. Measures to ensure effectiveness of audits conducted by the Audit and Supervisory Committee
 - (1) In accordance with an internal regulation, Z Holdings Corporation has appointed employees whose sole task is to assist with the duties of the Audit and Supervisory Committee. The independence of these employees from business execution divisions is stipulated in this regulation.
 - (2) The Company provides periodic reports to the Audit and Supervisory Committee on the status of the internal audit, security, ERM (Enterprise Risk Management) activities, compliance, and other matters for which report is requested by the Committee. In addition, the Company provides individual reports on matters deemed important from the viewpoint of audit etc. to full-time Audit and Supervisory Committee members or to the Committee.
 - (3) Information is shared and views are exchanged periodically between the Audit and Supervisory Committee and the accounting auditor in regards to the financial status of the Company.
 - (4) The Group Chief Financial Officer and the person in charge of the legal division hold regular meetings with full-time Audit and Supervisory Committee members in order to exchange information, and provide information on important business matters.
 - (5) An internal regulation stipulates that necessary information must be provided upon request from Audit and Supervisory Committee members. Also, the Company puts into place an internal regulation that stipulates that whistleblowers will not receive disadvantageous treatments due to their whistle-blowing, which is notified and thoroughly adhered to.
 - (6) The Company pays for the expenses necessary for audit activities upon request from the Audit and Supervisory Committee. The Committee employs an external lawyer as an adviser, at the Company’s expense, and receives legal advice on the execution of the duties of the Audit and Supervisory Committee from this lawyer.
 - (7) An internal regulation stipulates that Audit and Supervisory Committee members may at any time request information necessary for their duties from directors (excluding for those serving on the Audit and Supervisory Committee), managers, other employees of the Company, or the Company’s subsidiary companies.
 - (8) Audit and Supervisory Committee members are allowed to attend meetings where important decision-making takes place and any other meetings the members wish to attend. Full-time Audit and Supervisory Committee members serve as members of meetings that supervise the risk management of the Group and as members of meetings that supervise the compliance system of the Group, and thus receive reports directly from these divisions in charge.
 - (9) Full-time Audit and Supervisory Committee members of Z Holdings Corporation

concurrently serve as the auditor of major subsidiary companies for which the Company deems necessary, and thus are able to receive reports directly from the directors etc. of the subsidiary companies.

2. Measures on the storage and management of information related to the execution of the duties of the Company's directors

Based on an internal regulation, information related to important corporate decision-making processes including shareholder meeting minutes, and board of directors meeting minutes is appropriately recorded and managed so that it may be viewed by the directors upon request at any time.

3. Measures regarding the system on risk management

- (1) Regulations related to the Company's risk management and information security are put in place. Based on these regulations, an ERM framework is established and executed, extraordinary disaster control measures are established, and information security system is established and executed. In addition, these are notified to the employees through debriefing meetings and trainings, etc., which enhance the employees' skills and abilities on risk management.
- (2) The management, including the President, revise the policy on countermeasures to the risks of the Group as needed, based on the results of risk assessment and management review.
- (3) In order to prevent the recurrence of incidents and losses and decline in the credibility of the Company, an incident reporting system is put in place, whereby incidents are reported and emergency countermeasures and preventive measures are implemented.
- (4) The Company appoints a Group Chief Information Security Officer (GCISO), who supervises information security management. In addition, the Company establishes a supervisory organization of information security, which gives support to the management and operation of the information security of the Company and the Group, as well as an organization that comprehensively handles information security incidents.
- (5) The supervisory organization of information security plays a central role in promoting the education on information security management, and in thoroughly notifying the employees.
- (6) The Company receives a review by a third party Information Security Management System (ISMS), and revises the certification on this management system.

4. Measures to improve the effectiveness of business execution

- (1) The Company employs a system of corporate officers, and establishes internal regulations, which clarifies the scope of duties, authorities and responsibilities required for business execution. In this way, authorities are proactively delegated.
- (2) In order to conduct appropriate decision-making on important matters related to management, necessary and adequate deliberation processes are prepared and operated, and deliberations are made from multiple angles.
- (3) A company-wide goal and vision in line with the Company's strategy are set and instilled. In addition, in order to achieve the company-wide goal, specific goals are set by divisions and individuals. The Company strives to elevate its performance by making evaluations based on the achievement levels of these individual goals.
- (4) Throughout the year, the division in charge of internal audit has held audits on each division in order to improve the company-wide evaluation on the efficiency and validity of business execution. In addition, it conducts company-wide audits by themes, such as company-wide security management, etc.

5. Status of measures regarding compliance

- (1) The "Charter of Corporate Behavior" and "Compliance Program" are notified to all employees, and training programs are continuously held towards all employees in order to

raise the awareness towards compliance.

- (2) The division in charge of compliance organizes the compliance structure across the company, and endeavors to grasp issues in the Company and in the group companies.
- (3) An accessible whistleblowing system is in place for employees to make anonymous reports not only to the division in charge of compliance but also to the president, full-time Audit and Supervisory Committee members, and outside lawyers. The division in charge of compliance investigates matters reported, gives instructions on improvements as needed, and takes actions based on the decisions of the Committee of Reward and Punishment. In addition, matters related to employees are reported to the president and full-time members of the Audit and Supervisory Committee in the meetings that supervise the compliance system, and measures to prevent recurrence are conducted by promoting the understanding among employees through e-learning, etc.
- (4) Regulations on the Elimination of Antisocial Forces is established and based on this regulation, a system is put in place and operated in order to prevent transactions with antisocial forces. In addition, continuous internal trainings are conducted on the prevention of transactions with antisocial forces.

6. Status of measures to ensure proper business conduct of our corporate group

- (1) An “Agreement regarding Corporate Management” is concluded with unlisted companies that have newly become subsidiaries. The subsidiaries are requested to acquire prior approval from, or make reports to Z Holdings Corporation on important matters related to the subsidiaries, depending on the function and importance, etc. of the subsidiary.
- (2) The division in charge of internal audit of Z Holdings Corporation conducts audits on major subsidiary companies in order to manage the risk of losses in these companies, and supports the internal audit divisions of subsidiaries by dispatching persons in charge of internal audit, etc.
- (3) The division in charge of risk management supervises the ERM activities of the Group, and supports the establishment and operation of ERM structure in each subsidiary.
- (4) Group CISO meeting is held as an information sharing forum in regards to information security in the subsidiary companies and affiliates. The level of information security across the whole Group is enhanced by introducing, in several subsidiary companies, anti-malware systems similar to the one introduced in the Company and by sending persons in charge from our supervisory organization on information security to the subsidiaries.
- (5) A system to report material incidents that have occurred in subsidiary companies is put in place so that the supervising/related divisions in the Company can rapidly grasp the details of the incidents in subsidiary companies.
- (6) The division within the Company which is responsible for the subsidiary company provides instruction, assistance and advice regarding the formulation of the management policies and mid- to long-term management plans of the subsidiary company. In addition, various systems that can be commonly used within the Group, such as accounting control system,

are put in place.

- (7) Instructions, assistance, and advice shall be provided by the supervising division of group strategy in the Company regarding the raising of funds by subsidiary companies.
- (8) “Charter of Corporate Behavior” and “Compliance Program” common to the Group are presented to foster a uniform commitment to legal compliance throughout the Group.
- (9) Transactions between the Company, the Company’s parent companies and subsidiaries are conducted with due attention paid to ensure the independence between the parent and subsidiary companies.
- (10) Through Group CCO meetings, etc., which are constituted by the Company’s division supervising compliance and the compliance officers of the Group companies, the Company shares information with the compliance officers of the subsidiary companies when necessary, and supports the compliance related activities of the subsidiary companies.
- (11) The Company’s division in charge of internal audit instructs the subsidiary companies to model after the Company’s internal control system to establish an internal control environment.
- (12) In regards to a whistleblowing system, the directors and employees of the Group are also able to directly report issues to an outside lawyer.

2. Basic Views on Eliminating Anti-Social Forces

Z Holdings Corporation has a policy to eliminate any and all relationships that the company might have with anti-social forces that menace the order and safety of civil society, and to resolutely oppose any unreasonable demands.

Based on this policy, the mandate for total separation from anti-social forces is clearly stated in our “Charter of Corporate Behavior”. In addition, Regulations on the Elimination of Antisocial Forces is established, which thoroughly rejects any relationship with anti-social forces, clearly indicating that even tangential relationships must be avoided and that absolutely nothing shall be done which may support the activities of such forces or groups. Moreover, in addition to preparing and disseminating manuals and circulars, as well as carrying out training programs regarding this policy, we also cooperate with external specialized organizations such as relevant police and government agencies and legal offices. We are a member of the “Special Violence Prevention Coalition (Tokubouren)”, and are engaged in collecting information about anti-social forces and the proper way to handle unreasonable demands, thereby strengthening our system for dealing with such scenarios.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Not Adopted
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Supplementary Explanation

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2. Other Matters Concerning Corporate Governance System

1. Attitude regarding the timely disclosure of information
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Z Holdings Corporation carries out timely disclosure of important company information in accordance with the timely disclosure rules of the Tokyo Stock Exchange, the Financial Instruments and Exchange Law and other relevant laws and statutes as well as our own “disclosure policy”, which summarizes the company’s stance on the disclosure of information. According to this policy, we strive to provide accurate and impartial release of company information once it has been thoroughly investigated and managed. In addition, from immediately after our initial public offering in 1997, we have published a quarterly financial report to ensure timely disclosure and provide a detailed overview of our financial and business operations. Furthermore, Z Holdings Corporation proactively provides this information by publishing all current and past disclosed information and explanatory materials on the investor information page of the company website, along with English versions of these documents for easy perusal by anyone.

2. Corporate system related to the timely disclosure of company information

Company-wide initiatives have been adopted to ensure the internal management of company information and its proper and timely disclosure. Multiple divisions dedicated to these tasks have been established under the oversight and instruction of the senior management. In order to increase the accuracy and depth of content of the disclosed information, the documents are checked by individuals in multiple divisions while internal auditors simultaneously and periodically check the competency of the internal control structure. Also, the eligibility and legality of accounting records are regularly reviewed by account auditors. In addition, timely and appropriate information is reported from the subsidiaries to the senior management and individuals in dedicated positions at Z Holdings Corporation. In accordance with the Company’s disclosure policy, this information is disclosed depending on the importance of said information.

The system related to the disclosure of information in Z Holdings Corporation is as follows:

(1) President and Representative Director, personnel responsible for information disclosure

Internal management of important corporate information, supervision of the timely and proper disclosure of such, and giving of instructions regarding close cooperation between companies.

(2) Legal Management Division

Management of important company information, acting as the Board of Directors’ secretariat office; performance of legal checks; management of internal information (insider trade prevention), etc.

Furthermore, in collaboration with the Finance Management Division, as the division in charge of information disclosure, it is responsible for the preparation of information release materials (IR releases) for publication using TDnet, and disclosure of information to investors and shareholders, etc.

(3) Finance Management Division

Supervision and information management of investment projects; understanding of management-related information of subsidiaries; and day-to-day management support and information sharing with the administrative business of subsidiary companies.

As the division in charge of information disclosure, it is responsible for organizing the earnings results briefings, preparation of information release materials (IR releases) for publication using TDnet, and disclosure of information to investors and shareholders, etc., in collaboration with the Legal Management Division. Furthermore, it is responsible for the creation of securities reports; understanding of financial information of subsidiaries; and cooperation with account auditors.

(4) Security & Risk Management Division

Collection and compilation of information regarding new risks to the business of the Z Holdings Group in collaboration with all group companies, and publishing of the important risk information in securities reports.

3. Work processes related to the timely disclosure of corporate information

(1) Disclosure of facts related to decisions and incidents

Every internal department is to consult with the Legal Management Division and Finance

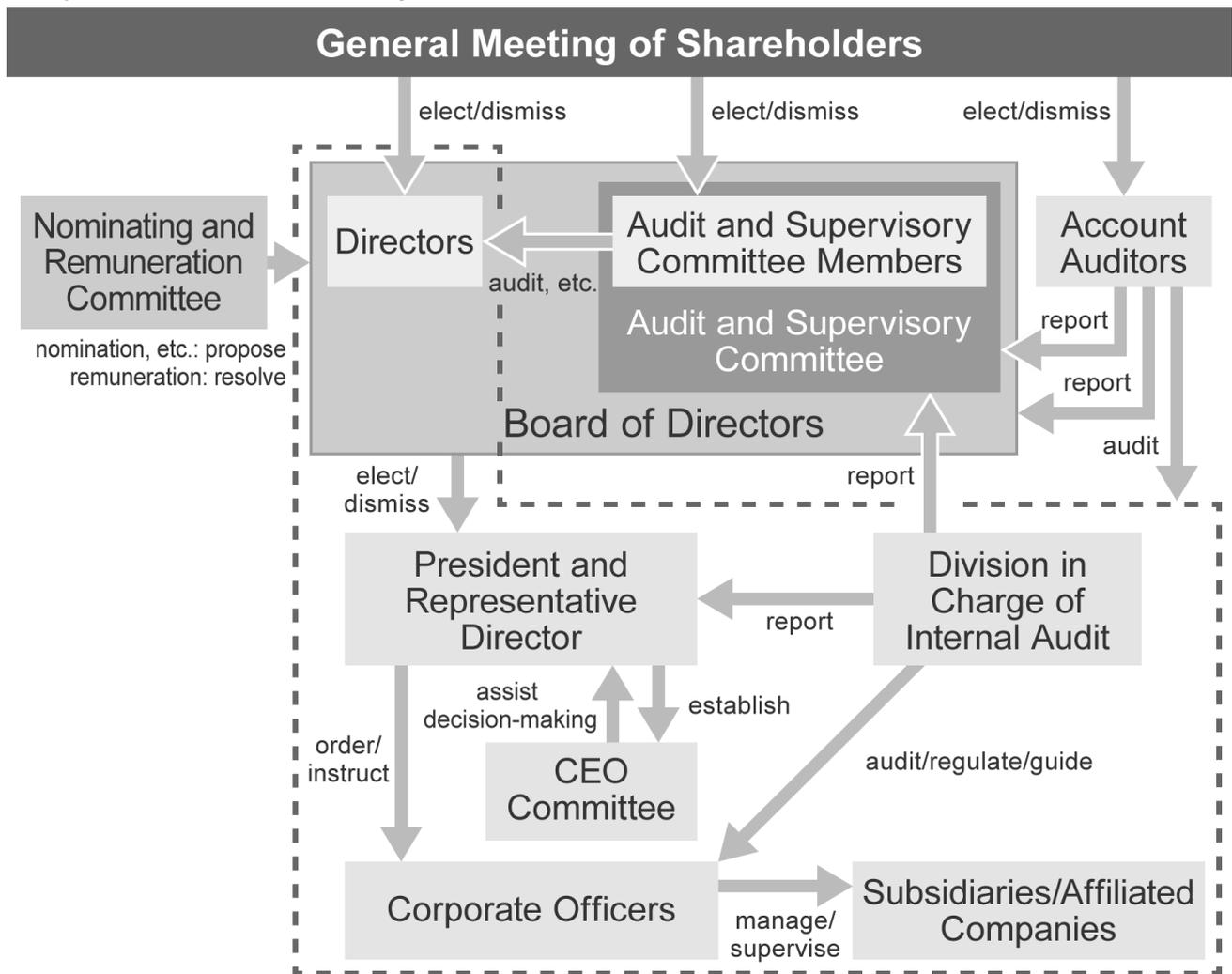
Management Division regarding relevant information in advance. Both divisions will judge each case from a legal standpoint in light of laws such as Financial Instruments and Exchange Act, will make judgment based on Cabinet Office Ordinance on Disclosure of Corporate Affairs and will determine if the case is important or not based on the rules of timely disclosure of the securities exchange.

Afterwards, based on the content of the case, both divisions will collaborate to create disclosure documents for release after they have been discussed and approved by the Board of Directors or approved by the personnel responsible for the disclosure of information.

(2) Disclosure of financial information and risk information

The Finance Management Division and the Legal Management Division collect financial information on the business results of the Company and the companies in the Z Holdings Group, and create materials, while information related to business risks is collected by the Security & Risk Management Division. The information is released after it has been approved by the President and Representative Director and personnel responsible for the disclosure of information.

Corporate Governance System



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