

**August 1, 2025**

**JCR Pharmaceuticals Co., Ltd.**

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**The status of corporate governance of our Company is as described below.**

**1. Basic concept of corporate governance, capital structure, corporate attributes and other basic information**

**1. Basic concept**

We consider that for the purpose of providing superior quality and more useful pharmaceutical products and medical equipment to society, it is important to aim to enhance legality, transparency and objectivity of the Company's management, to heighten our corporate value further, and at the same time to build a system to ensure protection of the interests of shareholders.

For this purpose, we are putting efforts to secure implementation and operation of effective internal control systems required, to evaluate the effectiveness of such systems on our own, and to fulfill social responsibilities as a corporation.

For the purpose of compliance, we recognize that it is important to adhere to laws and regulations, global standards, and various industrial standards, and also to foster a corporate culture that stimulates a high sense of probity in the course of day-to-day corporate activities.

**[Reasons for non-compliance with the principles of the corporate governance code]**

The Company has complied with all principles of the corporate governance code.

**[Disclosure based on each of the principles of corporate governance code]**

[Principle 1 - 4]

(1) Policy concerning holding of shares of business counterparties

In the field of rare diseases, JCR focuses its management resources on "research and development" and "manufacturing," aiming to achieve sustainable growth and long-term increase in corporate value. To realize this, it is important to build and maintain positive relationships with suppliers and customers without fixating on short-term profits. In cases where it is judged necessary for management strategy, we acquire and hold shares of these companies. We consider selling these stocks if the significance of holding them has lost strategic significance, giving consideration to the impact on the market and the status of operations.

(2) Details of examining cross-shareholdings

The decision on whether to hold cross-shareholdings is made by the Board of Directors, which conducts a comprehensive examination from a management strategy perspective considering the comparative evaluation result of the purpose for holding, benefits and risks of holding, and cost of capital.

(3) Exercise of voting rights

When exercising voting rights, we do not make judgment on pros and cons based on uniform standards but we take into account management policy, strategy, etc. of partner corporations in a sufficient manner and make judgment from the viewpoint of whether or not they will lead to enhancement of corporate value on a medium to long-term basis.

[Principle 1 - 7]

When having transactions with an officer of the Company, based on Rules for the Board of Directors, we put important facts of the said transactions before the Board of Directors for their resolutions.

Also, when we have transactions with major shareholders, etc., we put those having high importance of transactions before the Board of Directors for their resolutions.

Please note that we decide transactional terms and conditions in the same manner as transactions with a third party.

[Supplementary principle 2 - 4 [1]]

"Develop human resources to support growth" is a priority initiative in our mid-term business plan for FY2023-FY2027 Reach Beyond, Together. "Team JCR" is a source of our corporate value. Based on this core value, we transform operations and organizations and develop human resources while working on promoting women's success in the workplace to further develop our "Team JCR" corporate culture rich in diversity, with an eye on globalization. We also actively appoint talented individuals (including mid-career hires) to core positions regardless of gender, nationality, and age.

<Appointing women to core positions>

JCR's human resources recruitment policy is to secure talented employees regardless of gender. The average ratio of women among new graduate recruits was 43.7% over the past 5 years. In addition, the ratio of female employees for the entire Company was 42.4% and stood at high level of 49.0% in the research departments, 41.8% in the production departments, and 52.2% in the development departments. The current ratio of women in management positions is 16.7% for the entire Company and is expected to increase further.

As a result of establishing various programs, JCR has fostered a corporate culture that enables a highly diverse workforce to thrive and succeed. Steady progress is being made on developing a workplace environment where all employees can fully demonstrate their abilities.

Going forward, JCR will continue to actively develop human resources and foster diverse next-generation leaders who have the skills needed to flourish on the global stage, thereby supporting its sustained corporate growth.

<Appointing mid-career hires to core positions>

JCR has long had many mid-career hires, and the ratio of mid-career hires in management positions exceeds 64.8% as of 2023.

Given the smooth career development of employees who joined the Company as new graduates and the need to place the right people in the right positions to support its growth going forward, JCR has not established any numerical targets specific to mid-career hires since 2024.

<Appointing non-Japanese to core positions>

JCR established a subsidiary in Brazil in 2020 as a first step to developing business overseas, and has hired seven local employees there so far. We have also hired 10 local employees so far at our US subsidiary established in 2018. In 2022, we established JCR Europe B.V., a new subsidiary in Leiden, the Netherlands and have hired 18 local employees so far. Going forward, we will also hire right employees according to global business development progress.

[Principle 2 - 6]

The Company takes into account that the management of corporate pension funds impacts stable asset formation for employees and the Company's own financial standing and appoints and strives to develop human resources with the necessary experience and qualifications in the Human Affairs and General Affairs Department, which is in charge of corporate pensions, to enable appropriate monitoring, etc.

[Principle 3 - 1]

(1) The situation which the Company is aiming for (such as management philosophy), management strategy and management plan

With respect to corporate philosophy, management strategy and management plan, please see our websites as well as our medium-term management plan.

Our website (URL: <https://www.jcrpharm.co.jp/en/site/en/>)

(2) Basic concept and basic policy concerning corporate governance

They are as described in "1. Basic concept" in this report.

(3) Decision on compensations for management members and directors

<Policy>

The decision policy on compensation for management members and directors is provided in "Descriptions of disclosure of decision policy for compensation amount and its calculation method" under II.1 [Matters related to directors' compensation] of this report.

<Procedure>

The individual amounts of fixed compensation are based on deliberation by the Board of Directors, while the President and CEO makes the final decision about the specific details. That authority extends to the amount of fixed compensation for each director. The Board of Directors consults the Advisory Committee for Nomination, Compensation, etc. about the original motion so that authority is exercised appropriately. The President and CEO, who makes the final decision for the Board of Directors, makes a decision based on the recommendation.

Restricted stock compensation is allotted every year at a certain time. The individual numbers of shares to be allotted are determined by the Board of Directors upon full deliberation by the Advisory Committee for Nomination, Compensation, etc. Furthermore, the maximum total number of shares issued is based on a resolution of the General Meeting of Shareholders.

(4) Appointment of executive officers and nomination of candidates for directors and audit & supervisory board members

<Policy>

As for appointment of candidates for directors, we examine comprehensively by taking into account the balance among accurate and prompt decision making, appropriate risk management, supervision of operations, and ability to cover each of the functions and of the business divisions and based on the viewpoint of the right persons are in the right places.

Further, as for appointment of candidates for audit & supervisory board members, the audit & supervisory board discusses the concept of candidates for the purpose of enhancing and strengthening of audit activities based on "Audit & Supervisory Board Members Auditing Standards" and other standards and we examine comprehensively by ensuring knowledge of finance and accounting, knowledge of the business fields of the Company, and a variety of viewpoints concerning corporate management and based on the viewpoint of the right persons are in the right places.

Furthermore, appointment of executive officers takes place with comprehensive judgment based on appropriate character, expertise, experience, etc. for the role. Dismissal is applicable in such cases as having a considerable lack of ability to perform the required role, or behavior that contravenes laws, regulations or the articles of incorporation, etc.

<Procedure>

As for candidates for directors, advisory committee for nomination, compensation, etc. chooses candidates for directors who fulfill requirements expected by the Company and after consultation with the Board of Directors, they are put before the general shareholders' meeting for their resolutions.

As for candidates for audit & supervisory board members, advisory committee for nomination, compensation, etc. chooses candidates for audit & supervisory board members who fulfill requirements expected by the Company and after obtaining consent from the audit & supervisory board, they are put before the Board of Directors and then before a general shareholders' meeting for their resolutions. During the process of the selection, the audit & supervisory board discusses with directors in a sufficient manner.

Dismissal of an executive officer shall be made following due deliberation by the advisory committee for nomination, compensation, etc. and passage of a resolution by the Board of Directors.

(5) Explanation on selection and appointment of individuals

As for appointment of candidates as director or audit & supervisory board member, we provide explanations in the "notice of convocation of general shareholders' meeting", "Securities Report", etc. as the needs arise.

The Board of Directors, as the organ for selections, shall explain the appointment or dismissal of executive officers.

[Supplementary principle 3 - 1 [3]]

(1) Our sustainability initiatives

JCR aims to realize sustainable medical care by continuing to create innovative new drug development technologies. We will help to solve environmental and social issues through our business activities by strengthening our environmental, social, and corporate governance initiatives, in addition to working to develop drugs for rare diseases. We believe this will contribute to our medium- to long- term growth.

In July 2022, JCR established the Sustainability Advisory Committee, Sustainability Committee, and the Environmental Committee. The Sustainability Advisory Committee mainly comprises outside directors, while the Sustainability Committee and Environmental Committee will mainly comprise employees nominated from each department. At meetings held regularly throughout the year, the Sustainability Committee and Environmental Committee will summarize their recommendations regarding matters JCR should accomplish through business activities as proposals to the Board of Directors. At meetings of the Board of Directors, decisions will be made regarding those recommendations in light of discussions by the Sustainability Advisory Committee. Disclosure of matters such as JCR's sustainability policies and initiatives is provided on our website. (Sustainability homepage, JCR Pharmaceuticals Co., Ltd. (<https://www.jcrpharm.co.jp/en/site/en/sustainability/index.html>))

(2) Investments in human capital, intellectual property, etc.

JCR conducts group training for new graduate recruits and training programs according to job scopes and levels so that every employee can grow and excel in their role, as well as training that is necessary for operations.

In addition, we conduct regular compliance training for all employees and compliance training for officers. Furthermore, we are putting more effort into English language training as a step toward globalization.

Regarding investments in intellectual property, JCR is strategically applying for, obtaining, and exercising patent rights for its inventions and other intellectual property with a view to protecting the

innovative proprietary technologies that it has developed and gaining a competitive advantage of its products, working flexibly with its research and other relevant departments.

As part of this we are proactively investing in intellectual property, such as the acquisition in April 2020 of ArmaGen, Inc., which holds key intellectual property rights in major regions such as Japan, US, and Europe in the field of blood-brain barrier (BBB) delivery technologies, which is a focus area for JCR.

(3) Effect of climate change-related risks and earnings opportunities on business activities and finance, etc.

<Governance>

JCR is working on strengthening governance initiatives related to climate change. The content of policies and measures pertaining to climate change is deliberated by the Environmental Committee and Sustainability Committee, and the Board of Directors will make decisions on them, taking into consideration the opinions of the Sustainability Advisory Committee.

<Strategy>

Regarding physical and transition risks and opportunities related to climate change, JCR is assessing the significance of their short-, medium-, and long-term impact on business, strategy, and finances.

As a result of these assessments, JCR has identified those that affect operations to a high degree as important risks and opportunities, and will actively strive to realize a sustainable society.

<Risk management>

JCR is considering risk identification, assessment, management, and enterprise risk management integration processes, and will disclose information on this moving forward.

<Metrics and targets>

JCR will consider climate change performance indices going forward. In addition, our Scope 1, 2, and 3 (some categories) GHG emissions calculated according to the GHG Protocol, an international calculation standard, are as follows.

Scope 1: 2,779 tons of CO<sub>2</sub>

Scope 2: 8,392 tons of CO<sub>2</sub>

Scope 3: 57,014 tons of CO<sub>2</sub>

Going forward, JCR will deliberate on matters such as establishing a medium- to long-term GHG reduction targets in light of its business plans. In addition, we will consider enhancing disclosures regarding scenario analysis and strategic resilience in the future.

[Supplementary principle 4 - 1 [1]]

The Board of Directors is positioned as an organ to make decision on important matters relating to corporate management specified in the Rules for the Board of Directors, such as, management policy and business plans, investment plans, establishment and investing in subsidiary companies, in addition to matters described in laws and regulations or in the articles of incorporation, and also to supervise business operations.

The board of directors is putting efforts into making appropriate decisions as a body to execute business operations by establishing meeting bodies, such as management meeting, management control committee, etc. and into enhancing deliberations on important issues.

The main roles of directors are to prepare a management policy and to supervise business operations based on the policy, and corporate officers take the role of execution of business operations and ensure expeditious decision making.

[Supplementary principle 4 - 2 [2]]

JCR believes it is vital to continuously create corporate value through its business activities, while contributing to the development of a sustainable society.

As a trusted pharmaceutical company contributing to society, we will actively advance initiatives in the key areas of rare diseases, the environment, society, and corporate governance. Information on our sustainability policies and initiatives is provided on the JCR Report and our website.

(Sustainability homepage, JCR Pharmaceuticals Co., Ltd.

(<https://www.jcrpharm.co.jp/en/site/en/sustainability/index.html>))

Matters concerning the allocation of management resources, including investments in human capital and intellectual property, and the execution of strategies pertaining to the business portfolio are effectively supervised through discussion at important meeting bodies with subsequent reporting to and deliberation by the Board of Directors as appropriate.

[Principle 4 - 9]

When appointing outside directors, the Board of Directors of the Company places importance on the multitude of experience and high ideas concerning company management, etc. in addition to requirements described in the Companies Act.

We appoint those who have fulfilled requirements for an independent officer as described by the Tokyo Stock Exchange and those who have no risk of having conflict of interest with general shareholders as independent directors.

[Supplementary principle 4 - 10 [1]]

JCR has established an Advisory Committee for Nomination, Compensation, etc. It consists of one internal director, three independent outside directors, and one outside audit & supervisory board member. The committee ensures sufficient independence in that it is chaired by an independent outside director, the majority of its members are independent outside directors, and it includes outside audit & supervisory board members.

The committee's purpose is to strengthen the independence, objectivity, and accountability of the Board of Directors' functions pertaining to matters such as the nomination and compensation of directors, auditors, and important employees. As an advisory body to the Board of Directors, it deliberates matters concerning the nomination and compensation of directors, auditors, and important employees, and provides suggestions and advice to the Board of Directors to that end.

[Supplementary principle 4 - 11 [1]]

(Diversity)

The Board of Directors of the Company consists of personnel who have knowledge, experience and capacities in each of the fields of research, development, production, sales and management, and as a whole, the board is balanced and diverse. Moreover, those with management experience at other companies are also appointed as independent outside directors.

(Scale)

The maximum number of directors of the Board of Directors of the Company is specified as 12 persons in the articles of incorporation, and the board puts efforts to ensure expeditious decision making.

(Procedure)

Advisory committee for nomination, compensation, etc. selects candidates for directors who fulfill requirements expected by the Company, and after a resolution for selection is given by the Board of Directors, the candidates are put before a general shareholders' meeting.

(Skills)

The skill matrix of our directors and auditors is provided on the last page of this report.

[Supplementary principle 4 - 11 [2]]

We disclose our directors and audit & supervisory board members who serve concurrently as officer of other listed companies in "Referential materials for general shareholders' meeting" in the convocation notification and in the section of "Information relating to officers" of our securities reports.

[Supplementary principle 4 - 11 [3]]

With respect to assessment of the effectiveness of the Board of Directors as a whole, the Advisory Committee for Nomination, Compensation, etc. prepares an Assessment Opinion Report based on self-evaluation questionnaires answered by the constituents of the Board of Directors and through individual interviews with them and conducts the assessment in a meeting of the Board of Directors based on the Assessment Opinion Report.

The following are listed as assessment items:

- 1) The composition of the Board of Directors
- 2) The operation of the Board of Directors
- 3) The discussion of the Board of Directors
- 4) The monitoring of the Board of Directors
- 5) Performance of internal and outside directors
- 6) Support systems for the directors and audit & supervisory board members
- 7) Training
- 8) Individual activities
- 9) Operation of committees
- 10) The status of improvement against the recommendations for improvement in the previous fiscal year

In the assessment for FY2023, JCR was supported by an external institution to ensure objectivity and transparency. A questionnaire survey was issued to each director and Audit & Supervisory Board member regarding items concerning the composition, operation, etc., of the Board of Directors, and individual interviews were conducted based on the results. The assessment results show that the Board of Directors is functioning more effectively than before as a result of additional efforts continued from the previous fiscal year.

Additionally, the following steps for improvement were set out for FY2024.

- a. Corporate governance
- b. Operation of the Board of Directors
- c. Officer training

The Company's Board of Directors will continue to hold sufficient discussions based on the above analysis and assessment as it moves forward with improvements to ensure even greater effectiveness.

[Supplementary principle 4 - 14 [2]]

With respect to trainings of directors and audit & supervisory board members at the time of assumption of office, we mediate an external education and training, etc. (held by Japan Audit & Supervisory Board Members Association or others) to learn necessary basic knowledge and bear the expenses to provide support to them aiming to deepen their understanding regarding their roles and responsibilities.

Also, we conduct internal training sessions on a regular basis, such as compliance training sessions.

[Principle 5 - 1]

At JCR, under the supervision of directors, the Corporate Strategy Division, which has an investor relations (IR) function, serves at the center of our dialogue with shareholders and investors. We have also established a system to connect with related departments within the Company, such as corporate strategy, research, development, production, and sales to discuss the direction of IR, prepare disclosure materials, and share information.

With respect to methods of dialogue, we conduct financial results briefings for securities firms and institutional investors twice a year after the announcement of financial results, and also started holding IR meetings.

The president, directors and other officers participate in these opportunities for dialogue, providing briefings on topics of high interest to investors and conducting question-and-answer sessions. JCR also actively discloses information via its official website, including news releases and videos and scripts of financial results briefings provided in a timely manner.

For individual investors, a factory tour was held for individual shareholders in June 2025. A meeting with directors and employees is arranged for individual investors after the annual General Meeting of Shareholders to deepen their understanding of our business.

Feedback received through these forms of dialogue is reported as appropriate to the Board of Directors to help JCR achieve sustained growth and increase corporate value over the medium to long term.

[Supplementary principle 5 - 1 [1]]

Outside directors as well as inside directors of JCR actively engage in dialogue with stakeholders to facilitate deeper understanding of the status of governance and our business. A meeting with directors and employees is also arranged for individual investors after the annual General Meeting of Shareholders.

### [Implementing management that is conscious of cost of capital and stock price]

| Disclosure Details                 | Update on Initiatives (update) |
|------------------------------------|--------------------------------|
| Availability of English Disclosure | Available                      |
| Date of Update                     | July 4, 2025                   |

#### Explanation concerning applicable items

JCR's corporate philosophy is "We create treatments that go beyond rare disease to solve the world's most complex healthcare challenges." Guided by this philosophy, we are working to create groundbreaking pharmaceuticals and innovative technologies.

We are accelerating research and development (R&D) investment to ensure that we can deliver pharmaceuticals to patients who are eagerly awaiting treatments at the earliest opportunity. To this end, we are conducting R&D focused on lysosomal storage disorders (LSDs) that apply J-Brain Cargo®, a proprietary blood-brain barrier (BBB) penetration technology developed by JCR and for which JCR was the first in the world to develop pharmaceutical applications.

In addition, we will create new value over the long term by continuing to create proprietary platform technologies that can be applied to a variety of disease areas.

Profits generated by our domestic business, which provides a stable earnings base, and from the active licensing out of new drugs and platform technologies, will be actively invested in R&D to realize new value. Concurrently, JCR is committed to providing stable returns to shareholders who are excited about the social significance of JCR's business and its future growth. We believe that returning profits to shareholders will help to enhance our long-term corporate value.

With regard to capital efficiency, we have not disclosed any specific financial indicators related to profitability and valuation at this time, because, for the time being, we intend to carry out active R&D investments to achieve future growth.

Please also refer to the following.  
 Midterm Business Plan for FY2023-FY2027  
 “Reach Beyond, Together”  
<https://www.jcrpharm.co.jp/en/site/en/ir/management.html>

## 2. Capital structure

|   |               |
|---|---------------|
| <b>Ratio of shares held by foreigners</b> | Less than 10% |
|---|---------------|

### [Information on major shareholders]

| <b>Name of person or company</b>   | <b>Number of shares held (shares)</b> | <b>Ratio (%)</b> |
|--|---------------------------------------|------------------|
| MEDIPAL HOLDINGS CORPORATION   | 29,131,292                            | 23.86            |
| The Master Trust Bank of Japan, Ltd. (Trust account)   | 10,409,900                            | 8.52             |
| Future Brain Co., Ltd. Custody Bank of Japan, Ltd.   | 8,711,960                             | 7.13             |
| The Nomura Trust and Banking Co., Ltd. (Trust account: A)                                      | 6,298,328                             | 5.15             |
| Custody Bank of Japan, Ltd. (Trust Account)  | 5,366,600                             | 4.39             |
| Kissei Pharmaceutical Co., Ltd.  | 4,918,700                             | 4.02             |
| Mochida Pharmaceutical Co., Ltd.   | 2,200,000                             | 1.80             |
| BNYM SA/NV FOR BNYM FOR BNY GCM CLIENT ACCOUNTS M LSCB RD<br>(Standing proxy: MUFG Bank, Ltd.) | 1,545,578                             | 1.26             |
| Employee Shareholding Association of JCR Pharmaceuticals Co., Ltd.                             | 1,319,716                             | 1.08             |
| BNYM GCM CLIENT ACCOUNT JPRD AC ISG (FE-AC)<br>(Standing proxy: MUFG Bank, Ltd.)               | 1,170,711                             | 0.95             |

|  |       |
|--|-------|
| <b>Name of controlling shareholder</b> | ----- |
|--|-------|

|                               |      |
|-------------------------------|------|
| <b>Name of parent company</b> | None |
|-------------------------------|------|

|                                  |
|----------------------------------|
| <b>Supplementary explanation</b> |
|----------------------------------|

The above information on major shareholders is current as of March 31, 2025.

## 3. Attributes of corporation

|   |  |
|---|--|
| <b>Stock exchange listings and market classification</b>                          | Tokyo Stock Exchange Prime Market                    |
| <b>Fiscal year-end</b>  | March  |
| <b>Industry</b>   | Pharmaceutical products                              |
| <b>Number of employees as of previous fiscal year-end (Consolidated)</b>          | 500 persons or more but less than 1,000 persons      |
| <b>Total net sales in previous fiscal year (Consolidated)</b>                     | 10 billion yen or more but less than 100 billion yen |
| <b>Number of consolidated subsidiaries at the end of the previous fiscal year</b> | Less than 10 companies                               |

## 4. Guidelines concerning measures to protect minority shareholders in transactions with controlling shareholders

## 5. Other exceptional circumstances that may have a material impact on corporate governance

Since JCR concluded a business and capital alliance agreement with MEDIPAL HOLDINGS CORPORATION (hereinafter referred to as “MEDIPAL”) on September 21, 2017, MEDIPAL has been JCR’s main shareholder (ownership ratio as of March 31, 2025: 23.86%).  
 MEDIPAL and JCR have agreed to advance their relationship to a broader level of business alliance with a new capital involvement from a long-term perspective to further enhance the corporate values of both companies as well as to propel continuous growth of the same, and to deepen the partnership to a

robust level, effectively leveraging MEDIPAL's strengths in distribution and sales promotion and JCR's strengths in pharmaceutical research and development.  
In addition, MEDIPAL dispatches a director to JCR, but we have no restriction on our management policies from MEDIPAL, such as our business strategies and capital policies.



## //. Overview of business management organization and other corporate governance systems related to managerial decision-making, business execution, and management supervision

### 1. Items related to organizational structure and operations, etc.

|                             |  |
|-----------------------------|--|
| <b>Form of Organization</b> | Company with the Audit & Supervisory Board |
|-----------------------------|--|

#### [Matters related to directors]

|   |  |
|---|--|
| <b>Number of directors stipulated in articles of incorporation</b>          | 12 persons   |
| <b>Term of office for directors stipulated in articles of incorporation</b> | 1 year   |
| <b>Chairperson of the Board of Directors</b>                                | Chairperson (except for the case where Chairperson also serves as President) |
| <b>Number of directors</b>  | 11 persons   |
| <b>Election of outside directors</b>  | Elected  |
| <b>Number of outside directors</b>  | 6 persons  |
| <b>Number of outside directors designated as independent director</b>       | 4 persons  |

#### Relationships with the Company (1)

| Name             | Attribute                          | Relation with the Company (*) |   |   |   |   |   |   |   |   |   |   |
|------------------|------------------------------------|-------------------------------|---|---|---|---|---|---|---|---|---|---|
|                  |                                    | a                             | b | c | d | e | f | g | h | i | j | k |
| Takashi Suetsuna | Other                              |                               |   |   |   |   |   |   |   |   |   | ○ |
| Toshihide Yoda   | Formerly belonged to other company |                               |   |   |   | ○ |   | ○ |   |   |   |   |
| Yuko Hayashi     | Other                              |                               |   |   |   |   |   |   |   |   |   | ○ |
| Yutaka Atomi     | Other                              |                               |   |   |   |   |   |   |   |   |   | ○ |
| Philippe Fauchet | Formerly belonged to other company |                               |   |   |   |   |   |   |   |   |   | ○ |
| Marc Dunoyer     | Formerly belonged to other company |                               |   |   |   | ○ |   |   |   |   |   |   |

\* Options to be selected with regard to relationship with the Company

\* If the item is "currently or recently" applicable to the director, a symbol "○" is indicated; if the item was "previously" applicable to the director, a symbol "△" is indicated.

\* If the item is "currently or recently" applicable to the director's next of kin, a symbol "●" is indicated; if the item was "previously" applicable to the director's next of kin, a symbol "▲" is indicated.

- A person performing an executive role as the listed company or its subsidiary
- A person performing an executive role at or who is a non-executive director of the listed company's parent
- A person performing an executive role at an affiliate who is another subsidiary of the listed company's parent
- A person or its person performing an executive role whose major customers include the listed company
- A person or its person performing an executive role who is a major customer of the listed company
- A consultant, accountant or lawyer who receives a large amount of monetary compensation or other property other than compensation as the outside director from the listed company
- A major shareholder (or if the said shareholder is a corporation, the said corporation's person performing an executive role) of the listed company
- A person performing an executive role at a customer of the listed company (other than those to which item d, e or f applies) (this item applies only to the outside director himself or herself)
- A person performing an executive role at an entity who has an outside director or audit & supervisory board member from the listed company (this item applies only to the outside director himself or herself)
- A person performing an executive role at an entity to which the listed company makes donations (this item applies only to the outside director himself or herself)
- Others

## Relationship with the Company (2)

| Name             | Independent directors | Supplementary information related to applicable items  | Reason for appointment   |
|------------------|-----------------------|--|--|
| Takashi Suetsuna | ○                     | -----  | Although he has not been involved in corporate management except as an outside director of the Company, he has abundant experience in administrative agencies and a global perspective as a diplomat, and we expect him to utilize this knowledge to supervise the execution of duties by the Company's directors and provide advice on its management from a professional perspective.  |
| Toshihide Yoda   |                       | He is a senior managing director of MEDIPAL HOLDINGS CORPORATION which is a major shareholder of our company since October 2017. | He has extensive knowledge as an analyst of pharmaceutical sector in the financial industry and much experience of driving new business. We expect him to utilize this knowledge to supervise the execution of duties by the Company's directors and provide advice on its management from a professional perspective.   |
| Yuko Hayashi     | ○                     | -----  | Although she has not been involved in corporate management except as an outside director of the Company, she has expertise on practical application of innovation and a wide range of extensive experience such as research activities on advanced medical care, diversity, and promotion of women's participation and advancement in the workplace. We expect her to utilize this knowledge to supervise the execution of duties by the Company's directors and provide advice on its management from a professional perspective. |

| Name             | Independent directors | Supplementary information related to applicable items     | Reason for appointment  |
|------------------|-----------------------|---|---|
| Yutaka Atomi     | ○                     | -----   | Although he has not been involved in corporate management except as an outside director of the Company, he has abundant experience and expert knowledge as a medical scholar, and we expect him to utilize this knowledge to supervise the execution of duties by the Company's directors and provide advice on its management from a professional perspective.   |
| Philippe Fauchet | ○                     | -----   | He has abundant experience and expert knowledge as a manager of global pharmaceutical companies, and we expect him to utilize this knowledge to supervise the execution of duties by the Company's directors and provide advice on its management from a professional perspective.  |
| Marc Dunoyer     |                       | Marc Dunoyer is CEO of Alexion, AstraZeneca Rare Disease. | He has abundant experience and expert knowledge as a manager at the forefront of global pharmaceutical companies for many years, and we expect him to utilize this knowledge to supervise the execution of duties by the Company's directors and provide advice on its management from a professional perspective, making a significant contribution to the enhancement of the Company's corporate value. |

**Existence of voluntary committee(s) corresponding to nomination committee or compensation committee**

Yes

**Status of establishment of voluntary committee(s), composition of committee and attribution of chairperson (Chair)**

|  | Name of committee  | All members (persons) | Full-time committee members (persons) | Internal directors (persons) | Outside directors (persons) | Outside intellectuals (persons) | Others (persons) | Chairperson of committee (Chair) |
|--|--|-----------------------|---------------------------------------|------------------------------|-----------------------------|---------------------------------|------------------|----------------------------------|
| Voluntary committee(s) corresponding to nomination committee   | Advisory committee, such as nomination, compensation, etc. | 5                     | 0                                     | 1                            | 3                           | 0                               | 1                | Outside director                 |
| Voluntary committee(s) corresponding to compensation committee | Advisory committee, such as nomination, compensation, etc. | 5                     | 0                                     | 1                            | 3                           | 0                               | 1                | Outside director                 |

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## Supplementary explanation

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### Roles:

The Advisory Committee for Nomination, Compensation, etc. advises on important matters concerning nomination and compensation for Directors, Corporate Officers and Audit & Supervisory Board Members. It also performs assessment of Directors as necessary and provides opinions to the Board of Directors.

### Composition of committee:

The Advisory Committee for Nomination, Compensation, etc. consists of specific Outside Directors, a full-time Audit & Supervisory Board Member, a part-time Audit & Supervisory Board Member (limited to those nominated by this committee) and an Internal Director. (The Specific Outside Directors listed in the composition of the committee above refer to Outside Directors who satisfy the guidelines for independent officers prescribed by the Tokyo Stock Exchange and have not been appointed as a Director of the Company or its subsidiaries within the past 10 years.)

Frequency of meeting: Once a year or more, and as necessary.

Secretariat: Administration Div. General Affairs Department

## [Matters related to audit & supervisory board members]

|  |           |
|--|-----------|
| <b>Establishment of the audit &amp; supervisory board</b>                                      | Yes       |
| <b>Number of audit &amp; supervisory board members stipulated in articles of incorporation</b> | 5 persons |
| <b>Number of audit &amp; supervisory board members</b>   | 3 persons |

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## Status of cooperation between audit & supervisory board members, accounting auditors and Internal Audit Division

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We have established Internal Audit Department (2 persons) as an internal audit division, and it implements audit and investigation on the status of execution of duties in all the divisions and in our subsidiary companies from the viewpoints of legality and reasonableness on a regular basis based on an annual audit plan, and the results of audits are reported to Representative Director and President. Internal Audit Department attends the audit & supervisory board held once per month and by doing so cooperation between audit & supervisory board members and Internal Audit Department is ensured. On the other hand, audit & supervisory board members receive a report from Internal Audit Department and as a result they can monitor the status of audits. Accounting auditors report to the audit & supervisory board the result of audit. The said three parties divide and undertake duties through organically collaborating in the course of operational audits and financial audits.

|   |           |
|---|-----------|
| <b>Election of outside audit &amp; supervisory board members</b>  | Elected   |
| <b>Number of outside audit &amp; supervisory board members</b>  | 3 persons |
| <b>Number of outside audit &amp; supervisory board members designated as independent audit &amp; supervisory board member</b> | 3 persons |

## Relationships with the Company (1)

| Name             | Attribute                          | Relation with the Company (*) |   |   |   |   |   |   |   |   |   |   |   |   |
|------------------|------------------------------------|-------------------------------|---|---|---|---|---|---|---|---|---|---|---|---|
|                  |                                    | a                             | b | c | d | e | f | g | h | i | j | k | l | m |
| Kazumasa Oizumi  | Formerly belonged to other company |                               |   |   |   |   |   |   |   |   |   |   |   | ○ |
| Masayuki Mitsuka | Formerly belonged to other company |                               |   |   |   |   |   |   |   |   |   |   |   | ○ |
| Miya Miyama      | Formerly belonged to other company |                               |   |   |   |   |   |   |   |   |   |   |   | ○ |

\* Optional items concerning relationship with the Company

\* If the item is "currently or recently" applicable to the auditor, a symbol "○" is indicated; if the item was "previously" applicable to the auditor, a symbol "△" is indicated.

\* If the item is "currently or recently" applicable to the auditor's next of kin, a symbol "●" is indicated; if the item was "previously" applicable to the auditor's next of kin, a symbol "▲" is indicated.

- A person performing an executive role at the listed company or its subsidiary
- Non-executive director or accounting advisor of the listed company or its subsidiary
- A person performing an executive role at or who is a non-executive director of the listed company's parent
- A corporate auditor of the listed company's parent
- A person performing an executive role at an affiliate who is another subsidiary of the listed company's parent
- A person or its person performing an executive role whose major customers include the listed company
- A person or its person performing an executive role who is a major customer of the listed company
- A consultant, accounting professional or legal professional who receives from the listed company a large amount of monetary compensation or other property other than compensation as officer or outside audit & supervisory board member
- A major shareholder of the listed company (or its person performing an executive role if the said major shareholder is a corporation)
- A person performing an executive role at a customer of the listed company (other than those to which item f, g, or h applies) (this item applies only to the outside audit & supervisory board member himself or herself)
- A person performing an executive role at an entity who has an outside director or audit & supervisory board member from the listed company (this item applies only to the outside audit & supervisory board member himself or herself)
- A person performing an executive role at an entity to which the listed company makes donations (this item applies only to the outside audit & supervisory board member himself or herself)
- Others

## Relationships with the Company (2)

| Name             | Independent audit & supervisory board members | Supplementary explanation related to the criteria | Reason for appointment  |
|------------------|---|---|---|
| Kazumasa Oizumi  | ○   | -----   | Appointed to continue in his position because we expect him to enhance corporate governance, utilizing his experience in the finance industry as well as experience as a company board member; in addition, we want him to perform audits from an experienced and well-informed standpoint. |
| Masayuki Mitsuka | ○   | -----   | Newly appointed to the position because we have determined that he will perform fair and impartial audits drawing on his deep insight related to establishing and enhancing corporate governance, utilizing his experience as a manager in the pharmaceutical industry.                     |
| Miya Miyama      | ○   | -----   | Newly appointed to the position because we have determined that she will perform fair and impartial audits drawing on her abundant experience and deep insight in the legal profession.   |

## [Matters related to Independent Directors/ Audit & Supervisory Board Members]

|   |           |
|---|-----------|
| <b>Number of Independent Directors/ Audit &amp; Supervisory Board Members</b> | 7 persons |
|---|-----------|

### Other items related to Independent Directors/ Audit & Supervisory Board Members

Directors who satisfy the guidelines for independent officers prescribed by the Tokyo Stock Exchange and are deemed as posing no risks of conflicts of interest with general shareholders are designated as independent directors.

## [Matters related to incentives]

|  |       |
|--|-------|
| <b>Status of implementation of measures to grant incentives to Directors</b> | Other |
|--|-------|

### Supplementary explanation concerning applicable items

Restricted stock compensation provided as non-monetary compensation to internal directors, outside directors, and corporate officers, etc., is intended to enhance motivation to contribute to continued improvement in business performance and corporate value over the medium to long term. It is allotted every year at a certain time. The number of shares to be allotted to each director is determined in accordance with their position and role by the Board of Directors after full deliberation by the Advisory Committee for Nomination, Compensation, etc.

|   |   |
|---|---|
| <b>Applicable restricted stock grantees</b> | Internal directors, directors of subsidiary companies and employees |
|---|---|

### Supplementary explanation concerning applicable items

By sharing not only the advantages of share price increases but also risks associated with share price decreases with shareholders, we aim to further enhance continuous improvement of business performance on a medium to long-term basis as well as motivations and morale to improve corporate value.

## [Matters related to directors' compensation]

|                          |   |
|--------------------------|---|
| <b>Disclosure status</b> | Only some individual disclosures are made |
|--------------------------|---|

### Supplementary explanation concerning applicable items

- Directors (excluding outside directors)  
Total amount of compensation, etc. 422 million yen  
(Fixed compensation: 393 million yen, non-monetary compensation, etc.: 29 million yen) Number of directors 6 persons
- Outside directors  
Total amount of compensation, etc. 144 million yen  
(Fixed compensation: 140 million yen, non-monetary compensation, etc.: 4 million yen) Number of outside directors 11 persons
- Total amount of consolidated compensation, etc. by each officer of submitting companies  
This information is not provided as no officer received 100 million yen or more in total amount of consolidated compensation, etc.

|  |     |
|--|-----|
| <b>Establishment of decision policy for compensation amount and its calculation method</b> | Yes |
|--|-----|

### Descriptions of disclosure of decision policy for compensation amount and its calculation method

<Basic Policy>

The basic policy on executive compensation is to establish and operate a system that is intended to

enhance motivation to contribute to improved corporate value and morale while aiming for continued improvements to business performance on a medium- to long-term basis.

Compensation for directors consists of two categories: fixed compensation and stock compensation. Performance-linked compensation is not currently provided.

Specifically, internal directors and outside directors receive fixed compensation and stock compensation, which is linked to efforts to sustainably enhance JCR's corporate value and to shareholder interests.

Additionally, JCR has established an Advisory Committee for Nomination, Compensation, etc. with the goal of ensuring the independence and objectivity of Board of Director functions with regards to executive compensation and other issues. As an advisory body to the Board of Directors, the committee includes independent outside directors and independent outside audit & supervisory board members

<Policy for determining amount of individual compensation, etc., for basic compensation and bonuses (monetary compensation) (including policy for determining timing and conditions for payment of compensation, etc.)>

Fixed compensation is compensation paid in accordance with each director's duties. The Company determines the amount in line with the size of the individual's role while also referencing business conditions and social standards. Once the amount is determined, it is paid at regular intervals throughout the individual's term of office. Determination of the amount of compensation is delegated to the Board of Directors upon full deliberation by the Advisory Committee for Nomination, Compensation, etc., with the chairperson of the Board making the final decision.

<Performance-linked compensation>

JCR has made it its management policy to aim for long-term growth by actively investing in research and development in innovative fields. It has decided not to adopt performance-linked compensation, which changes the amount of compensation in coordination with recent business performance, for the time being out of concern that it will limit these types of investments.

<Policy concerning details of non-monetary compensation and methods for calculating amounts and number of payments (including policy for determining timing and conditions for payment of compensation, etc.)>

Restricted stock compensation provided as non-monetary compensation to internal directors and outside directors is intended to enhance motivation to contribute to continued improvement in business performance and corporate value over the medium- to long term. It is allotted every year at a certain time. The number of shares to be allotted for each director is determined in accordance with their position and role by the Board of Directors after full deliberation by the Advisory Committee for Nomination, Compensation, etc.

<Policy for determining the individual monetary and non-monetary compensation ratio>

With regard to the amounts of monetary and non-monetary compensation for internal directors and outside directors, the ratio of individual compensation will be determined each fiscal year in order to respond flexibly to the contributions to business results by each director in each fiscal year. The Advisory Committee for Nomination, Compensation, etc. examines and determines appropriate amounts for each type of compensation for each director after viewing the elements set forth in the policy, while giving consideration to JCR's performance and business conditions. The Board of Directors and the President and CEO, who makes the final decision for the Board of Directors, respect the recommendations of the Advisory Committee for Nomination, Compensation, etc. and determine the details of individual compensation for each director as indicated by the recommendations within the permitted ratio.

## **[Support system for outside directors (outside audit & supervisory board members)]**

<Outside directors>

With respect to matters to be put before the Board of Directors, explanation is given to them by distributing them in advance the agenda and applicable referential materials.

Additionally, we utilize the Company intranet to provide them with access to the minutes of important meeting bodies and various internal committees.

<Outside audit & supervisory board members>

In the audit & supervisory board meeting, Internal Audit Department provide to outside audit & supervisory board members explanation on the audit plan as well as report on the status of implementation of internal audits.

Additionally, we utilize the Company intranet to provide them with access to the minutes of important meeting bodies and various internal committees.

## **2. Matters related to execution of operations, audits and supervision, nomination, decision on compensation, etc. (Overview of current corporate governance system)**

We are a Company with a Board of Company Auditors and have established a Board of Directors consisting of 11 persons, including six outside directors, the Audit & Supervisory Board consisting of three

outside Audit & Supervisory Board members, and accounting auditors.

In addition to these bodies, we have established a Management Control Committee, an Advisory Committee for Nomination, Compensation, etc., a Management Meeting, an Internal Audit Department, an Internal Control Committee, a Compliance Committee, a Safety and Health Committee, an Environmental Committee, a Donation Screening Committee, and Risk Management Promotion Meeting. We believe this governance structure is appropriate for the Company's current situation and capable of efficient management. We also believe that the current governance structure including six outside directors and three outside Audit & Supervisory Board members is effective for ensuring transparency and objectivity (fairness) of management and the independence of management oversight.

#### - The Board of Directors

As of June 26, 2025, the Board of Directors chaired by the president and CEO consists of 11 directors, and in principle, an ordinary Board of Directors' meeting is held once per month, with extraordinary meetings of the Board held as necessary. The Board decides important matters concerning management of the Company in addition to matters determined by laws and regulations. In FY2024, the Board discussed and made decisions on important capital expenditures, and collaboration and license agreements with other companies.

Regarding the attendance record at meetings of individual directors in FY2024, the four internal directors and outside directors Takashi Suetsuna, Toshihide Yoda, Yuko Hayashi, Yutaka Atomi, and Philippe Fauchet attended all 14 meetings, and outside director Marc Dunoer attended 13 meetings, in FY2024. Outside director Andrea Spezzi has attended 10 out of 11 meetings held since she assumed her position on June 26, 2024.

It is defined in our articles of incorporation that our Company must have no more than 12 directors and that the appointment of these directors must be resolved at a meeting attended by shareholders who hold at least one third of the voting rights of all shareholders who have voting rights and that it must be passed by a majority of the votes. Furthermore, the resolutions to appoint directors shall not be decided by cumulative voting.

#### - Management Control Committee

It consists of representative director and executive directors. Although important management matters related to management policy, management strategy, etc. are in principle deliberated and decided by Management Meeting, it operates as a meeting body for expeditious response depending on the matter in question.

#### - Advisory Committee for Nomination, Compensation, etc.

As of June 25, 2025, the Advisory Committee comprises one internal director, three independent outside directors, and one independent outside Audit & Supervisory Board member (full-time). It deliberates important matters concerning nomination and compensation for directors, corporate officers, and Audit & Supervisory Board members. It also states an opinion on the evaluation of the Board of Directors. In FY2023, it reported to the Board of Directors in response to inquiries regarding appointments of directors and corporate officers and major organizational changes. Regarding the attendance record for the five committee meetings held in FY2024, all members attended all the meetings. For Audit & Supervisory Board members who resigned from their posts at the conclusion of the annual General Meeting of Shareholders held on June 25, 2025, only meetings of the Advisory Committee held before their resignations are applicable.

#### - Sustainability Advisory Committee

As of June 25, 2025, the Sustainability Advisory Committee comprises two internal directors concurrently serving as corporate officers, one corporate officer, and two independent outside directors). The Committee reports to the Board of Directors in response to inquiries on the content of discussions by the Sustainability Committee and Environmental Committee. In FY2024, it reported on a review of the status quo (external ESG assessment) and challenges, and annual activity report and planned initiatives for FY2023 and beyond of the Sustainability Committee and Environmental Committee. The Sustainability Advisory Committee did not meet in FY2024.

#### - Management Meeting

As of June 25, 2025, the Management Meeting consists of five internal directors (including four internal directors concurrently serving as corporate officers), six corporate officers and others, and observers (outside Audit & Supervisory Board members and experts). In principle, meetings are held twice a month. The purpose of the Management Meeting is to share important management-related matters, such as management policies and strategies, across departments, make deliberations and decisions necessary for management decisions, and submitting findings to the Board of Directors.

#### - Corporate officer system

JCR adopted a corporate officer system in June 2001 to improve management efficiency and speed up business execution. As of June 25, 2025, two Directors and Senior Managing Executive Officers and two Directors and Managing Executive Officers, all of whom are directors who concurrently serve as corporate officers, along with one Senior Managing Executive Officer, one Managing Executive Officer,



four Senior Executive Officers and one Executive Officer, oversee business execution based on the management policy determined by the Board of Directors.

**- Audit & Supervisory Board**

JCR is a company with Audit & Supervisory Board members. As of June 25, 2025, it has three Audit & Supervisory Board members (one full-time and four part-time members). They are all independent outside Audit & Supervisory Board members.

The Audit & Supervisory Board holds a meeting once per month and also extraordinary meetings as required.

Audit & Supervisory Board members attend important meetings, including meetings of the Board of Directors, and a system is in place to fulfill the Board's function of management oversight in the course of understanding the Company's status through meetings with management team members, including responsible general managers.

**- Internal Audit Department**

The Internal Audit Department directly under the control of the President and CEO performs audits on whether or not administrative and operational structures of the Company's management activities as a whole and business operations are executed by departments in line with laws and regulations, confirming and evaluating objectively from an independent position. The purpose of the internal audit is to help the Company achieve management targets effectively and improve its operations.

As of June 25, 2025, the Internal Audit Department consists of two employees, including one department manager. Internal audit results are reported to the CEO and Audit & Supervisory Board members.

**- Internal Control Committee**

JCR established the Internal Control Committee to respond to the Internal Control Reporting System under the Financial Instruments and Exchange Act. The Internal Control Committee is chaired by the Internal Control Director, with members appointed from relevant departments in the Company, and outside Audit & Supervisory Board member and accounting auditor serving as observers. In principle, meetings are held every two months. It promotes and supervises the provision and operation of appropriate internal control relating to various business processes to ensure the reliability of financial reporting.

**- Compliance Committee**

JCR established a Compliance Committee to implement and promote company management in line with social norms and corporate ethics as well as compliance with laws and regulations. The Compliance Committee consists of two sub-committees: a Compliance Control Committee chaired by the Chief Compliance Officer, with committee members including directors, corporate officers, and outside experts, and a Compliance Promotion Committee, whose members are employees nominated by members of the Compliance Control Committee. To promote compliance at JCR, the Compliance Committee holds meetings on a regular basis, determines JCR's compliance action plans and policies, and provides employee training and education in accordance with the Compliance Code of Conduct and the Compliance Manual, along with making compliance matters more widely known and raising awareness through a compliance newsletter.

**- Sustainability Committee**

To realize sustainable growth as a company and contribute to a sustainable society under its corporate philosophy "Contributing toward people's healthcare through pharmaceutical products," JCR established a Sustainability Committee to promote and implement sustainability management initiatives. The Sustainability Committee is chaired by the director in charge of sustainability with employees selected from each division of the Company as members.

**- Safety and Health Committee**

We have established the Safety and Health Committee to create and promote a comfortable work environment as well as to ensure the safety and health of workers in the workplace. The Committee is chaired by the general safety and health manager and consists of an industrial physician, safety administrator, health administrator, employees at management level, employees nominated by an employee representative, and labor and social security attorney acting as observers. The committee holds meetings monthly, reporting on conditions in each workplace and exchanging opinions in an effort to ensure and improve on occupational safety and health.

**- Environmental Committee**

JCR recognizes the risk of environmental impact from its business activities having long-term business, social, and other effects, and regards environmental conservation as a management responsibility. We established the Environmental Committee to advance and implement environmentally conscious business activities. The Committee's members are internal director(s) and employees selected from each division of the Company.

- Donation Screening Committee

The Donation Screening Committee was established to screen donations made by JCR and its subsidiaries to ensure they are made in a fair, transparent, and appropriate way, socially and internally. The Committee is composed of the Executive Director of the Administration Division, members of the General Affairs Department, Accounting Department, Legal Affairs Department, Development Division, and a medical expert. It meets regularly to screen donations (to determine whether the donation should be made and the amount is appropriate) in accordance with their type from an objective standpoint, making reference to relevant laws and regulations, industry rules, and internal standards, etc. Details of the donation screenings are reported quarterly to the Board of Directors.

- Risk Management Promotion Meeting

JCR established the Risk Management Promotion Meeting, which includes division general managers (or department general managers for departments that do not use the division system) and presidents of subsidiaries as business risk managers. The Risk Management Promotion Meeting meets regularly to promote the Company's risk management and implements measures such as summarizing the risk management activities of each division, etc., preventing the occurrence of companywide risks, and formulating business continuity plans (BCPs).

### **3. Reason for adopting the current corporate governance system**

We believe that our governance structure is appropriate in scale to our current business and enables efficient corporate management. We have also determined that our current governance system, which includes six outside directors and three outside Audit & Supervisory Board members, is effective for ensuring management transparency, objectivity (impartiality) and the independence of supervision over management.

### III. Status of implementation of measures relating to shareholders and other stakeholders

#### 1. Measures towards revitalization of general shareholders' meetings and smooth execution of voting rights

|  | Supplementary explanation  |
|--|--|
| Early dispatch of notification of convocation of general shareholders' meeting   | We dispatch notifications at least 21 days (3 weeks) before the date of meeting.   |
| Setting of date of general shareholders' meeting by avoiding days on which general shareholders' meetings are concentrated | In order to ensure more shareholders can attend the meeting, we hold meetings by avoiding days on which general shareholders' meetings are concentrated.   |
| Others   | <p>For the purpose of giving easy-to-understand explanations in our general shareholders' meetings, we give explanations by utilizing visual presentation materials as well as narration. Also, in order to receive active opinions from shareholders, we allocate a sufficient time for questions and answer session.</p> <p>Furthermore, JCR holds a meeting for shareholders to communicate with our directors and corporate officers after the annual General Meeting of Shareholders every year.</p> <p>Additionally, we receive questions prior to the meeting, and the questions we receive most frequently are answered at the venue on the day of the General Shareholders' Meeting and disclosed on our website.</p> |

#### 2. Status of IR-related activities

|  | Supplementary explanation   | Existence or nonexistence of explanation by the representative |
|--|---|--|
| Publication of disclosure policy   | posted in our websites<br><a href="https://www.jcrpharm.co.jp/en/site/en/ir/disclosurepolicy.html">https://www.jcrpharm.co.jp/en/site/en/ir/disclosurepolicy.html</a>   |  |
| Implementation of a regular explanatory session for analysts and institutional investors | At the time of the presentation of financial results at the fiscal year-end and the end of the first half of the fiscal year, we conduct a financial results briefing for analysts and institutional investors. Following the briefing, we promptly post a script and video that includes the content of the Q&A session on our website. Apart from this, we hold numerous events such as individual meetings and group meetings.   | Yes  |
| Holding of a regular explanatory session for overseas investors                          | For overseas institutional investors, we strive to hold individual meetings using internet and telephone conferencing systems.  | Yes  |
| Posting IR referential materials in a webpage  | <p>URL relating to IR<br/><a href="https://www.jcrpharm.co.jp/en/site/en/ir/achievements.html">https://www.jcrpharm.co.jp/en/site/en/ir/achievements.html</a></p> <p>Referential materials posted:</p> <ul style="list-style-type: none"> <li>- We post timely disclosure information (including medium-term management plan), brief note on settlement of accounts, supplementary referential materials on settlement of accounts, securities report, and IR calendar.</li> <li>- We post brief note on settlement of accounts, medium-term management plan and timely disclosure information also in our English-version websites.</li> </ul> |  |
| Establishment of a department relating to IR (responsible person)                        | We have set up the Corporate Communications/IR Office within the Corporate Strategy Division.   |  |

### 3. Status of measures taken relating to respect of position of stakeholders

| Specification of the provision to respect the position of stakeholders in internal rules, etc. | Supplemental explanation  |
|--|---|
| Implementation of environmental protection activities, CSR activities, etc.                    | <p>We describe such provisions in our management philosophy and core values.</p> <p>Our initiatives are described below (and posted in our website: <a href="https://www.jcrpharm.co.jp/en/site/en/sustainability/index.html">https://www.jcrpharm.co.jp/en/site/en/sustainability/index.html</a>)</p> <p>■Rare Diseases</p> <p>1) RARE DISEASE Project</p> <p>The RARE DISEASES Project is a cross-sectional internal awareness-raising project with “What can JCR do” as the motto. We collect information and share it internally to increase employees’ understanding of rare diseases. We also support and cooperate with patient groups and support organizations that help people fight rare diseases.</p> <p>At JCR, we promote awareness within the Company by conducting fundraising activities and encouraging employees to wear official badges for Rare Disease Day (RDD), global awareness-raising activities for MPS Awareness Day, distributing reports and participating in events sponsored by patient groups and rare diseases support organizations, and arranging internal lectures for our employees.</p> <p>Several RD Project members participated in the Japanese Society of the Patients and the Families with Mucopolysaccharidoses joint symposium held in Tokyo in August 2024.</p> <p>We also participated for the first time in the Relay For Life of ASHIYA charity event. By taking part in the running and walking relay event, we were able to better understand the hopes and struggles of patients and their families who confront illness every hour of the day.</p> <p>In November 2024, we hosted a booth at the ORGAN ROOMS Body Wonderland - Special Autumn Class event for children hosted by Fuji Television and Medical Review. We worked to raise awareness among children and their guardians about the realities of living with rare diseases through storytelling and interactive quizzes about rare diseases.</p> <p>As a company that aspires to be a global specialist of rare diseases, JCR believes it is important for every employee to have opportunities to learn what patients are going through.</p> <p>Going forward, JCR will continue to implement initiatives globally that help to support patients in various ways as well as engaging in R&amp;D of pharmaceutical products for rare diseases.</p> |
|  | <p>2) MPS Awareness Day</p> <p>In FY2021, JCR’s global awareness-raising activity kicked off for MPS Awareness Day on May 15, organized by the MPS Society, a support group for MPS patients in the US.</p> <p>JCR adopted this project in response to a suggestion by the employee of a subsidiary that JCR could do something to support MPS Awareness Day.</p> <p>Furthermore, employees wore hand-made purple ribbon badges featuring the purple theme color for raising MPS awareness, and we distributed on an internal bulletin board a newsletter about MPS awareness.</p>  |
|  | <p>3) Rare Disease Day (RDD)</p> <p>JCR has been a supporter of RDD since FY2015. There are people suffering from rare and intractable diseases around the world, but the total number of these patients is small and the disease mechanisms are complicated. Therefore, almost no progress has been made in research and development of therapeutics and diagnostic methods for some diseases. RDD activities began in Sweden in 2008 with the aim of improving the quality of life of patients with rare and intractable diseases through better diagnoses and treatments. It is hoped that these activities will create a bridge between patients and society, and help to increase awareness of rare and intractable diseases.</p>  |
|  | <p>4) In-house RDD Awareness-Raising Activities</p> <p>To commemorate RDD, JCR encourages employees to wear official RDD badges, puts up posters, and raises funds in-house in February every year. In addition, RDD Japan receives cooperation in awareness-raising activities in Japan and overseas from its ambassadors: Masahiro Kawamura, a professional golfer who concluded a sponsorship agreement in October 2019; Masamichi Imamura, a professional tennis player who signed a sponsorship agreement in April 2021, and Shinji Hazawa, a professional tennis player who concluded a sponsorship agreement in April 2022. They will feature the RDD official logo mark on their clothing, caps, bags, etc., and distribute</p>   |

postcards and pin badges to help raise awareness of RDD in ways that fit their activities.

#### ■ Environment

JCR has been taking various steps to mitigate its environmental impact, including reducing CO<sub>2</sub> emissions and using water resources effectively. For example, we have promoted the reuse of resources through the recycling of plastics, which account for most of Scope 3, Category 1 emissions, and have switched to LED lighting at all Company facilities and to hybrid and electric vehicles for corporate use at all plants and the Research Institute. In addition, we have promoted measures such as reducing water use at manufacturing sites, along with adopting single-use bioreactors to ensure efficient use of manufacturing facilities.

In July 2022, we established the Environmental Committee to further strengthen our environmental initiatives, including efforts toward carbon neutrality.

The Committee sets targets and tracks such progress based on our basic policy pertaining to the environment and material issues that have been identified.

At our Kobe Science Park Center production site completed in November 2022, we make proactive use of solar power and other types of renewable energy.

In addition, we help to reduce global environmental impact of industrial waste (waste plastics) discharged by our production sites by materials recycling, thermal recycling, and conversion of such waste into recycled solid fuel.

In FY2024, we reduced CO<sub>2</sub> emissions from industrial waste by 38.7% by recycling plastic industrial waste.

#### <Energy use>

In FY2024, JCR's total energy use (including electricity and gas) was on par with that of FY2023.

At Kobe Science Park Center, we installed 588 solar panels on the roof of the office building, thereby making it possible to use electricity that is effectively CO<sub>2</sub> emission-free derived from renewable energy for 7.1% of the plant's annual electricity consumption.

Moreover, we generated 53,008 kWh of electricity annually through the solar panels installed on the Research Institute's building. By selling this electricity, we were able to contribute to the use of renewable energy in society.

Since FY2021, we have been disclosing JCR's total energy use in accordance with the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD).

#### **IV. Matters concerning internal control system, etc.**

##### **1. Basic concept of internal control systems and their status of development**

With respect to internal control systems, we establish and promote systems such as those described below.

- a. A system for securing that execution of duties by directors and employees is in compliance with laws and regulations, and the articles of incorporation.
- b. A system concerning retention and management of information concerning execution of duties by directors
- c. Rules and other systems concerning management of risk of loss
- d. A system for ensuring efficient execution of duties by directors
- e. A system for securing appropriateness of the operations
- f. In the cases where an audit & supervisory board member requests employees be appointed to assist him or her, matters concerning the said employees and matters concerning securing independence of those employees from directors and efficiency of instructions from the audit & supervisory board member to the said employees.
- g. A system concerning reporting by directors, employees, etc. of the Company and its subsidiaries to the audit & supervisory board members of the Company and a system to ensure that no disadvantageous treatment will be given to the said reporter by reason of his or her making the said report.
- h. Matters concerning transactions for expenses or liabilities arising in the course of execution of duties by audit & supervisory board members
- i. In addition, a system to secure that audits by audit & supervisory board members are conducted effectively.

##### **2. Basic concept of elimination of antisocial forces and its status of development**

With the basic policy, "We take a resolute stand against antisocial forces posing a threat to civil society", we describe in our Guideline for Corporate Ethics to the effect and we have thoroughly disseminated to all officers and employees. Also, we have built and maintain close collaborations with competent police stations, external professional institutions, etc. and also we actively gather information concerning antisocial forces and organizations. If an event arises, we collaborate closely with external institutions and legal professionals to promptly respond to it.

## V. Others

### 1. Introduction or non-introduction of anti-takeover measures

|  |      |
|--|------|
| Introduction of anti-takeover measures | None |
|--|------|

|   |
|---|
| Supplementary explanation concerning the applicable items |
|---|

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### 2. Other matters concerning corporate governance system, etc.

<Overview of timely disclosure system>

#### 1. Basic policy for disclosure of information

With a full recognition that timely and appropriate disclosure of company information to shareholders and investors serves as the root of sound securities markets, we strive to enhance our internal systems so that we are able to disclose information promptly, accurately and impartially in an investor and shareholder-friendly manner at all times and we have provided timely and appropriate corporate information to shareholders and investors.

In this way, through timely and appropriate disclosure of information, we have built good trust relationships with shareholders and investors and also we intend to expand shareholder value by giving feedbacks from the market on our company management to the management.

#### 2. Criteria for disclosure of information

##### (1) Timely disclosure of important information

We disclose information in compliance with the Financial Instruments and Exchange Act and other related laws and regulations as well as with Timely Disclosure Rules described by the Tokyo Stock Exchange on which we are listed.

##### (2) Voluntary disclosure

With respect to information not falling under the above, we actively disclose information which we deem useful for investment judgment, taking into account timeliness and impartiality.

#### 3. Method of disclosure of information

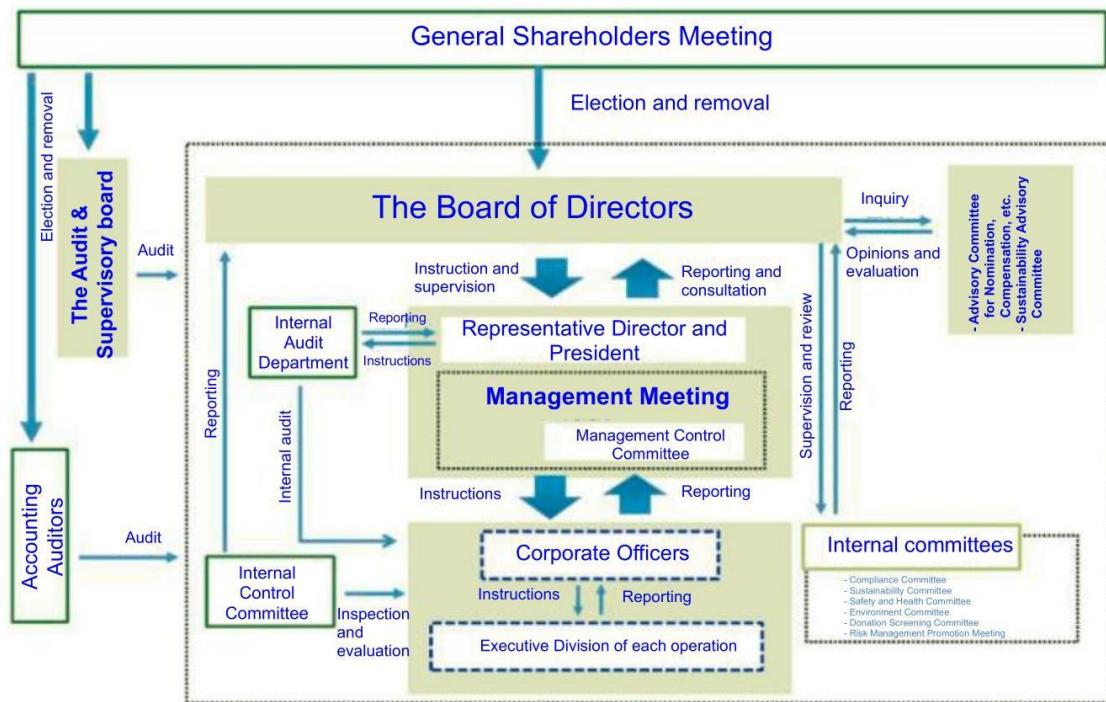
With respect to information not falling under important information described in the Timely Disclosure Rules and useful voluntary information not applicable under the Rules, we make disclosure through the Timely Disclosure Network System (TDnet) provided by the Tokyo Stock Exchange. At the same time, we post the said information in our websites.

#### 4. Quiet period (Silent period)

In order to prevent leakage of insider information and guarantee fairness in information disclosure, we have designated a silent period for IR activities spanning two weeks before the release of financial results to the actual day of release, in which we refrain from having dialogues related to financial results information. However, in the cases where an event subject to timely disclosure arises during this period, we make disclosure in compliance with the Timely Disclosure Rules.

#### 5. Future prospects

Of that information we disclose, all information but historical facts are our future prospects made based on judgment made by us as of the time of disclosure and future forecast based on contracts. These future forecasts contain risks and uncertainties and please note that actual results and performance may vary from the statements.



|                           |                  |                                   | Skill              |                    |                   |     |            |       |     |                           |               |                           |                |                 |  |
|---------------------------|------------------|-----------------------------------|--------------------|--------------------|-------------------|-----|------------|-------|-----|---------------------------|---------------|---------------------------|----------------|-----------------|--|
|                           |                  |                                   | Overall Management | Industry Knowledge | Global Experience | R&D | Production | Sales | ICT | Administrative Experience | Legal Affairs | Tax, Finance & Accounting | Sustainability | Risk Management | Other  |
| Board of Directors        | Shin Ashida      | Chairman, President, CEO          | ○                  |                    |                   |     |            |       |     |                           |               |                           |                |                 |  |
|                           | Toru Ashida      | Senior Managing Executive Officer | ○                  | ○                  |                   |     |            | ○     |     |                           |               |                           | ○              |                 |  |
|                           | Hirofumi Sonoda  | Senior Managing Executive Officer |                    | ○                  |                   | ○   |            |       |     |                           |               |                           |                | ○               |  |
|                           | Yoshio Hiyama    | Managing Executive Officer        |                    |                    | ○                 |     | ○          |       |     |                           | ○             |                           |                |                 |  |
|                           | Andrea Spezzi    | Managing Executive Officer        | ○                  | ○                  | ○                 | ○   |            |       |     |                           |               |                           |                |                 |  |
|                           | Takashi Suetsuna | Outside Director (Independent)    |                    |                    | ○                 |     |            |       |     | ○                         | ○             |                           |                | ○               |  |
|                           | Toshihide Yoda   | Outside Director                  | ○                  | ○                  |                   | ○   |            |       |     |                           |               |                           |                |                 |  |
|                           | Yuko Hayashi     | Outside Director (Independent)    | ○                  |                    |                   |     |            |       | ○   |                           |               |                           | ○              |                 | ○ Diversity and Inclusion  |
|                           | Yutaka Atomi     | Outside Director (Independent)    |                    | ○                  |                   | ○   |            |       |     |                           |               |                           |                | ○               |  |
|                           | Philippe Fauchet | Outside Director (Independent)    | ○                  | ○                  | ○                 |     |            |       |     |                           |               |                           |                |                 | ○ Business Development, Medical Affairs, Public Relations and Government Affairs |
|                           | Marc Dunoyer     | Outside Director                  |                    | ○                  | ○                 | ○   |            |       |     |                           |               |                           |                |                 |  |
| Audit & Supervisory Board | Kazumasa Oizumi  | Outside Audit (Independent)       | ○                  |                    |                   |     |            | ○     |     |                           |               |                           |                |                 | ○ Audit Practice   |
|                           | Kazuhiko Yamada  | Outside Audit (Independent)       | ○                  |                    |                   |     |            |       |     | ○                         |               | ○                         |                | ○               |  |
|                           | Kenjiro Miyatake | Outside Audit (Independent)       | ○                  | ○                  |                   |     |            | ○     |     |                           |               |                           |                |                 |  |
|                           | Takeshi Komura   | Outside Audit (Independent)       | ○                  |                    |                   |     |            |       |     | ○                         |               | ○                         |                |                 |  |
|                           | Shuichi Tani     | Outside Audit (Independent)       | ○                  | ○                  |                   |     |            |       |     | ○                         |               |                           |                |                 |  |