

The diagram illustrates the corporate governance structure of JR九州グループ (JR Kyushu Group). It is organized into three main horizontal layers:

- 株主総会 (Shareholders' Meeting):** The top layer, responsible for the election and dismissal of directors and supervisors.
- 業務執行 (Business Execution):** The middle layer, responsible for the day-to-day operations of the company. It includes the Board of Directors (取締役会), the Board of Supervisors (監査), and the Accounting Auditor (会計監査人). The Board of Directors is composed of 11 directors (excluding the Board of Supervisors), with 5 being outside directors. The Board of Supervisors consists of 4 directors, with 3 being outside directors. The Accounting Auditor reports to the Shareholders' Meeting and the Board of Supervisors.
- グループ会社 (Group Company):** The bottom layer, which includes the Internal Control Committee (内部統制委員会) and the Internal Audit Department (監査部). The Internal Control Committee is responsible for internal control and reports to the Board of Supervisors and the Accounting Auditor. The Internal Audit Department is responsible for internal audit and reports to the Board of Supervisors and the Accounting Auditor.

Key relationships and flows include:

- The Shareholders' Meeting elects and dismisses the directors and supervisors.
- The Board of Directors (取締役会) is responsible for the business execution and reports to the Shareholders' Meeting.
- The Board of Supervisors (監査) monitors the business execution and reports to the Shareholders' Meeting and the Accounting Auditor.
- The Accounting Auditor (会計監査人) reports to the Shareholders' Meeting and the Board of Supervisors.
- The Representative Director (代表取締役社長) is responsible for the business execution and reports to the Board of Directors.
- The Internal Audit Department (監査部) is responsible for internal audit and reports to the Board of Supervisors and the Accounting Auditor.
- The Internal Control Committee (内部統制委員会) is responsible for internal control and reports to the Board of Supervisors and the Accounting Auditor.
- The Group Company (グループ会社) is responsible for the business execution and reports to the Group Company.

【参考資料2 適時開示体制の概要】

