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ZENKOKU HOSHO Co., Ltd.

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<https://www.zenkoku.co.jp/english/>

The corporate governance of ZENKOKU HOSHO Co., Ltd. (the “Company”) is described below.

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

1. Basic Views

Based on our management philosophy, “Helping customers realize their dreams and happiness by offering the highest-quality guarantee instruments and services to all customers who need credit guarantees, and contributing to the development of regional communities through our credit guarantee service business,” we respond to the mandate of our stakeholders by fulfilling public duties and social responsibilities as a credit guarantee company focused on housing loans. To ensure transparent and fair decision making and enhance corporate value in the medium- to long-term, we will further enhance corporate governance based on the Basic Policy on Corporate Governance, which sets forth our basic stance on corporate governance, in light of the ideas behind the principles of Japan’s Corporate Governance Code.

Reasons for Non-compliance with the Principles of the Corporate Governance Code

We have implemented all the Principles of the Corporate Governance Code revised in June 2021.

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

[Principle 1.4 Cross-Shareholdings]

<<Cross-shareholdings policy>>

Our cross-shareholdings consist of shares of companies with a high potential for generating synergy with our core business, the housing loan guarantee business. We closely examine the significance and profitability of acquiring and holding shares of individual companies, and the Board of Directors periodically reviews the appropriateness of the holdings. If holdings are deemed to no longer be reasonable as a result of the review, shares will be sold and reduced.

<<Content of verification of cross-shareholdings>>

The Board of Directors reviews individual cross-shareholdings and discusses their reasonableness. When this review finds holdings that are not effectively contributing to the expansion of our business, we encourage the issuer of the shares to improve its effectiveness, and if improvements have not been made, the Board of Directors will consider selling said shares in the future.

(Basic Policy on Corporate Governance 1. (2) A. Holding Policy)

<<Standards for the exercise of voting rights related to cross-shareholdings>>

The decision of whether or not to exercise voting rights related to cross-shareholdings is made after determining whether such decision would contribute to the long-term improvement of the corporate value of the Company and the investment destination.

(Basic Policy on Corporate Governance 1. (2) B. Exercise of Voting Rights)

[Principle 1.7 Related Party Transactions]

With regard to transactions with officers, we have defined procedures and conduct careful and thorough deliberations at meetings such as Management Meetings. We then confirm if the transactions involve conflicts of interest, and require approval by the Board of Directors to carry out the transactions. For transactions with principal shareholders, we also conduct careful and thorough deliberations at meetings such as Management Meetings to ensure that the transactions are appropriate, and we require approval by the Board of Directors to carry out the transactions.

(Basic Policy on Corporate Governance 1. (3) A. Transactions with Officers, B. Transactions with Principal Shareholders)

[Supplementary Principle 2.4.1 Ensuring Diversity in Human Resources]

In our human resource development policy and internal working environment development policy, we aim to nurture human resources that have a wide range of knowledge and are capable of responding to diversifying business operations and changing times in a flexible and speedy manner and to create an attractive and rewarding working environment in which the skills of each employee can be utilized to their maximum extent.

As part of this, we are working to expand roles of female employees. In order to provide support to enable employees to perform their work while also raising children and to create working environments that are comfortable for all employees, we are working to create a working environment in which it is easy to take short or extended leave for childbirth or child care, reduce overtime hours, and help employees balance work and home life.

We have set the following specific activity targets for the promotion of active participation of female in the workplace, to be achieved by March 31, 2027.

- Female employees account for 5% of all employees in managerial positions (as of March 31, 2025: 2.8%)
Female employees account for 10% or more of all candidates for managerial positions (as of March 31, 2025: 9.4%)
- Childcare leave utilization rate of 60% or more for male employees and 100% for female employees (for the fiscal year ended March 31, 2025: 92.9% for male employees and 100% for female employees)
- Paid leave utilization of eight days or more per year and 50% or higher of the total number of days granted (for the fiscal year ended March 31, 2025: 13.1 days, 68.0%)

Information regarding our initiatives for the promotion of active participation of female in the workplace is disclosed in our Integrated Reports and on our website.

<< Integrated Reports >>

https://www.zenkoku.co.jp/english/ir/ir_library.html

<< Human Capital Initiatives >>

https://www.zenkoku.co.jp/english/sustainability/social/human_capital.html

[Principle 2.6 Roles of Corporate Pension Funds as Asset Owners]

We have introduced a defined-benefit pension plan and consigned its operation to an asset management institution that is a signatory to the Stewardship Code. The section responsible for the defined-benefit pension plan receives regular reports of the operation status from the asset management institution and monitors the plan appropriately. It also discloses the overall status of the plan's operation to its beneficiaries.

[Principle 3.1 Full Disclosure]

(1) Our ideals (management philosophy, etc.), business strategies, and business plans

Our management philosophy and our medium-term management plan are posted on our website.

<<Management philosophy>>

<https://www.zenkoku.co.jp/company/policy.html> (available only in Japanese)

<<Medium-term Management Plan>>

https://www.zenkoku.co.jp/english/ir/ir_library.html

(2) Basic views on corporate governance and basic policy

<<Basic views>>

Please see “I.1 Basic Views” of this report.

<<Basic Policy on Corporate Governance>>

We have established a Basic Policy on Corporate Governance that sets forth our basic stance on corporate governance in light of the ideas behind the principles of Japan's Corporate Governance Code. This Basic Policy on Corporate Governance is posted on our website.

<https://www.zenkoku.co.jp/company/governance.html> (available only in Japanese)

(3) Policies and procedures for determining compensation

Compensation for Directors is determined appropriately, in a fair and transparent manner, within the amounts resolved at the General Meeting of Shareholders.

(Basic Policy on Corporate Governance 3. (3) A. Policies and Procedures)

(4) Policies and procedures for the nomination

The Company has set the following criteria for the election. Termination will be considered if they are not met. Directors must have the ability to contribute to the sustainable development of the Company and the enhancement of corporate value; be well-versed in the Company's business; have superior insight and capabilities, as well as a wealth of experience, for appropriate corporate management; and have a strong sense of ethics.

Audit & Supervisory Board Members must have superior insight and capabilities, as well as a wealth of experience, and a strong sense of ethics. In addition, one of the Audit & Supervisory Board Members must have appropriate knowledge of finance,

accounting, and legal affairs.

The Board of Directors determines the candidates for Directors (including substitute Directors) and Audit & Supervisory Board Members (including substitute Audit & Supervisory Board Members), after discussions by the Nomination and Compensation Committee, based on the aforementioned eligibility criteria, etc. When the proposal for the election of candidates is submitted to the General Meeting of Shareholders, reasons for nomination of the candidates will be explained in the Notice of Convocation of the Annual General Meeting of Shareholders.

Our Nomination and Compensation Committee serves as an advisory body to the Board of Directors. It is established with the aims of strengthening the fairness, transparency, and objectivity of the procedures involved in the nomination of Directors and Audit & Supervisory Board Members and enhancing the Company's corporate governance. Over half of the Nomination and Compensation Committee members must be independent Outside Directors, and the chairperson of the Committee is selected from among the independent Outside Directors by a resolution of the Board of Directors.

(Basic Policy on Corporate Governance 4. (1) C. Qualifications and Selection of Directors, 4. (2) A. Qualifications and Selection of Audit & Supervisory Board Members)

(5) Explanation of individual nomination and appointments

An explanation of the election of Directors and Audit & Supervisory Board Members is provided in the Notice of Convocation of the Annual General Meeting of Shareholders in which proposals regarding the election of candidates are to be voted on at the General Meeting of Shareholders. These Notices of Convocation of the Annual General Meeting of Shareholders are posted on our website.

https://www.zenkoku.co.jp/english/ir/ir_library.html

[Supplementary Principle 3.1.3 Sustainability Initiatives]

In order to contribute to the creation of a sustainable society through our activities based on our management philosophy, we established the ZENKOKU HOSHO SDGs Declaration, and defined material issues to be resolved. Our sustainability initiatives are disclosed in our Integrated Reports and on our website. Regarding measures to address climate change, our disclosure based on frameworks such as the TCFD (Task Force on Climate-related Financial Disclosures) is posted on our website.

<<Integrated Reports>>

https://www.zenkoku.co.jp/english/ir/ir_library.html

<<Sustainability>>

<https://www.zenkoku.co.jp/english/>

<<TCFD>>

<https://www.zenkoku.co.jp/english/sustainability/environment/tcf.html>

[Supplementary Principle 4.1.1 Matters to Be Resolved by the Board of Directors and Scope of Delegation]

Based on the understanding that the Board of Directors bears responsibility to the Company's shareholders, it formulates management strategies and management plans in accordance with the management philosophy and management policy and makes decisions on matters designated by laws, regulations and Articles of Incorporation, as well as important matters concerning business execution. With regard to matters concerning business execution other than important matters, and decisions regarding said matters, the Board of Directors delegates authority to the Management Meeting or specialized committees (Risk Management Committee, Asset Management Committee, and Compliance Committee) and supervises said meetings and committees.

(Basic Policy on Corporate Governance 4. (1) A. Roles of the Board of Directors, E. Supplementation of the Functions of the Board of Directors)

[Principle 4.9 Independence Standards and Qualification for Independent Directors]

With regard to criteria for assessing the independence of Outside Directors, the Company deems an Outside Directors to be independent when he or she does not contravene the requirements of the Independence Standards stipulated by the Tokyo Stock Exchange.

(Basic Policy on Corporate Governance 4. (1) B. Composition of the Board of Directors)

[Principle 4.10.1 Use of Optional Approach]

To enhance fairness, transparency, and objectivity of the procedures for the nomination of Directors and decisions on their compensation, as well as for the nomination of Audit & Supervisory Board Members, the Company has established the Nomination and Compensation Committee, which gives advice and makes recommendations in response to requests for consultation from the Board of Directors.

In order to ensure the independence of the Committee, over half of the Nomination and Compensation Committee is made up of independent Outside Directors, and the Committee is chaired by an independent Outside Director.

(Basic Policy on Corporate Governance 3. (2) A. Roles of the Nomination and Compensation Committee, B. Composition of the Nomination and Compensation Committee)

[Supplementary Principle 4.11.1 Views on the Overall Balance, Diversity, and Size of the Board of Directors]

The Board of Directors is composed of Directors with diverse and extensive knowledge and experience, and at least one-third of the Directors are independent Outside Directors.

(Basic Policy on Corporate Governance 4. (1) B. Composition of the Board of Directors)

The skills matrix indicating the roles that Directors are expected to fulfill is provided in the Notice of Convocation of the Annual General Meeting of Shareholders and is posted on our website.

https://www.zenkoku.co.jp/english/ir/ir_library.html

[Supplementary Principle 4.11.2 Status of Concurrent Positions in Other Listed Companies Held by Directors and Audit & Supervisory Board Members]

Information regarding the status of concurrent positions held by Directors and Audit & Supervisory Board Members is provided in the Notice of Convocation of the Annual General Meeting of Shareholders and is posted on our website.

[Supplementary Principle 4.11.3 Overview of the Results of Evaluation of the Board of Directors]

We work to improve the operation of the Board of Directors by conducting annual self-assessment of the Board by each Director and exchanging opinions once a year with Outside Directors about the status of the operation of the Board.

(Basic Policy on Corporate Governance 4. (4) A. Self-evaluation by the Board of Directors)

With regard to the evaluation of the effectiveness of the Board of Directors in the fiscal year ended March 31, 2025, a questionnaire was administered to all Directors and Audit & Supervisory Board Members by a third party in order to ensure objectivity and transparency. Respondents submitted their response directly to the third party in order to ensure anonymity. Based on the report of the collected results, the effectiveness of the Board of Directors was analyzed, discussed, and evaluated at the regular Board of Directors meeting held in April 2025.

(1) Overview of evaluation items

- Composition of the Board of Directors
- Operation of the Board of Directors
- Discussions of the Board of Directors
- Monitoring functions of the Board of Directors
- Performance of internal Directors
- Performance of Outside Directors
- Dialogue with shareholders (investors)
- Efforts made by Directors and Audit & Supervisory Board Members
- Review on the overall effectiveness of the Board of Directors

(2) Overview of results of the evaluation

The results of the questionnaire showed that the composition of the Board of Directors and active exchange of opinions generally received positive evaluations, confirming that the effectiveness of the Board of Directors as a whole has been secured. With respect to the view that we should carry on our efforts to enhance corporate value through the implementation of capital policies, which had been an issue since the last evaluation, we recognize that the results of such efforts are steadily being reflected through the enrichment of discussions on capital policies at the Board of Directors.

On the other hand, respondents also pointed out that we should deepen discussions on enhancing dialogue with shareholders and disclosures, as well as on sustainability initiatives through our business activities.

Based on the results of the evaluation, we will continue to work to improve the functions of the Board of Directors.

[Supplementary Principle 4.14.2 Policies on Director and Audit & Supervisory Board Member Training]

In order for Directors and Audit & Supervisory Board Members to effectively fulfill their roles and responsibilities, we have established a necessary and sufficient internal training system. Furthermore, we provide and arrange opportunities for various trainings, and assist in paying for these trainings.

Directors and Audit & Supervisory Board Members are required to actively collect information and study the Company's financial condition, compliance, corporate governance, and other matters at all times.

(Basic Policy on Corporate Governance 4. (3) A. Director and Audit & Supervisory Board Member Training, B. Support System)

[Principle 5.1 Policy for Constructive Dialogue with Shareholders]

(1) Internal systems

In order to emphasize constructive dialogue with shareholders, etc., the officer in charge of investor relations will lead dialogue with institutional investors, etc., in response to their requests. The Corporate Planning Division, which is responsible for investor relations, coordinates with other related departments to provide support for dialogue between management and shareholders.

(2) Dialogue initiatives

To promote dialogue with shareholders, the Corporate Planning Division plans face-to-face meetings with shareholders (institutional investors), financial results briefings for investors and analysts, company explanatory sessions for retail investors, participation in IR forums, and others.

(3) Reporting to the Board of Directors

The Corporate Planning Division reports the contents of questions and comments from shareholders, etc., together with the status of the Company's response, to the Board of Directors on a quarterly basis.

(4) Management of insider information

In order to prevent the leakage of information related to financial results and to ensure fairness, insider information is managed by designating the period between the day following the last day of each quarter and the date of the financial results announcement as a quiet period and refrains from responding to any inquiries regarding business results, etc. The Company also provides training to officers and departments in charge of said information in the form of insider training prevention seminars, etc.

(5) Implementation status, etc. of dialogue with shareholders

We have emphasized constructive dialogue with shareholders, etc., and management including Representative Director and a division responsible for investor relations have had dialogues with shareholders in Japan and overseas. The main concerns of investors are related to market environment, growth strategy, capital policy/shareholder returns, and efforts to address ESG issues, and the contents of the dialogues are reported to the Board of Directors on a quarterly basis. Our medium-term management plan has been formulated in view of these contents of the dialogues. For details of our IR activities, we explained in III. 2 of this report and the supplemental material (Financial Results for the Fiscal Year Ended March 31, 2025).

(Basic Policy on Corporate Governance 5. (1) Policy on Dialogue with Shareholders)

<< Supplemental material (Financial Results for the Fiscal Year Ended March 31, 2025)>>

https://ssl4.eir-parts.net/doc/7164/tdnet/2604262_00.pdf

[Actions Aimed at Achieving Management Conscious of the Cost of Capital and Stock Price]

Content [Updated]	Disclosure of initiatives (updated)
Availability of English disclosure [Updated]	Available
Date of update [Updated]	May 8, 2025

Supplementary Explanation **[Updated]**

The Company recognizes that in order to meet the expectations of investors and other stakeholders and achieve sustainable growth and medium to long-term enhancement of the corporate value, it is important to allocate management resources with sufficient awareness of the cost of capital and capital profitability. Accordingly, we have set and disclosed target values for return on equity (ROE) in the medium-term management plan, taking into account the cost of shareholders' equity. Information on our initiatives for the enhancement of ROE is provided in the supplemental material (Financial Results for the Fiscal Year Ended March 31, 2025).

<<Medium-term Management Plan>>

https://www.zenkoku.co.jp/english/ir/ir_library.html

<< Supplemental material (Financial Results for the Fiscal Year Ended March 31, 2025)>>

<https://ssl4.eir-parts.net/doc/7164/tdnet/2604262/00.pdf>

2. Capital Structure

Foreign Shareholding Ratio	20% or more and less than 30%
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Status of Major Shareholders **[Updated]**

Name or Company Name	Number of Shares Owned	Percentage (%)
The Master Trust Bank of Japan, Ltd. (Trust account)	7,076,800	10.48
Fukoku Mutual Life Insurance Company	6,200,000	9.18
Meiji Yasuda Life Insurance Company	6,200,000	9.18
Custody Bank of Japan, Ltd. (Trust account)	5,606,000	8.30
TAIYO LIFE INSURANCE COMPANY	4,271,000	6.32
BBH FOR FIDELITY LOW-PRICED STOCK FUND (Standing Proxy: MUFG Bank, Ltd.)	1,485,494	2.20
STATE STREET BANK AND TRUST COMPANY 505001 (Standing Proxy: Settlement & Clearing Services Department, Mizuho Bank, Ltd.)	1,456,867	2.15
SMBC Nikko Securities Inc.	1,117,400	1.65
The Dai-ichi Life Insurance Company, Limited	1,074,800	1.59
The Nomura Trust and Banking Co., Ltd. (Investment trust account)	823,600	1.22

Name of Controlling Shareholder, if applicable (excluding Parent Company)	_____
Name of Parent Company, if applicable	None

Supplementary Explanation [\[Updated\]](#)

According to a statement of large-volume holdings made available for public inspection on April 22, 2024, FMR LLC and one joint holder owned 3,655,636 shares as of April 15, 2024. However, since the Company has not been able to confirm the number of shares beneficially owned by them as of March 31, 2025, the information is not included in the above “Status of Major Shareholders.”

The Company conducted a two-for-one share split, effective April 1, 2025; however, the number of shares held is stated based on the number of shares prior to such share split.

3. Corporate Attributes

Listed Stock Exchange and Market Segment	Prime Market, Tokyo Stock Exchange
Fiscal Year-End	March
Business Sector	Other Financing Business
Number of Employees (Consolidated) as of the End of the Previous Fiscal Year	100 or more and fewer than 500
Net Sales (Consolidated) as of the End of the Previous Fiscal Year	10 billion yen or more and less than 100 billion yen
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	Fewer than 10

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

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

II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight in Management

1. Organizational Composition and Operation

Corporate Governance System	Company with Audit and Supervisory Board
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Directors

Number of Directors Stipulated in Articles of Incorporation	12
Directors' Term of Office Stipulated in Articles of Incorporation	1 year
Chairperson of the Board	President
Number of Directors	9
Election of Outside Directors	Elected
Number of Outside Directors	3
Number of Independent Directors	3

Outside Directors' Relationship with the Company (1)

Name	Attributes	Relationship with the Company*										
		a	b	c	d	e	f	g	h	i	j	k
Masahito Kamijo	From another company								△			
Yoshiro Nagashima	From another company											
Tomoe Imado	Lawyer											

*Categories for "Relationship with the Company".

(Use "○" 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; and "▲" when a close relative of the director fell under the category in the past.)

a. Person who executes business of the Company or a subsidiary

b. Person who executes business or a non-executive director of a parent company

c. Person who executes business of a fellow subsidiary

d. Person/entity for which the Company is a major client or a person who executes business for such person/entity

e. Major client of the Company or a person who executes business for such client

f. Consultant, accounting expert, or legal expert who receives large amounts of cash or other assets in addition to director/Audit & Supervisory Board Member compensation from the Company

g. Major shareholder of the Company (in cases where the shareholder is a corporation, a person who executes business of the corporation)

h. Person who executes business for a client of the Company (excluding persons categorized as any of d, e, or f above) (applies to self only)

i. Person who executes business for another company holding cross-directorships/cross-auditorships with the Company (applies to self only)

j. Person who executes business for an entity receiving contributions from the Company (applies to self only)

k. Other

Outside Directors' Relationship with the Company (2)

Name	Designation as Independent Director	Supplementary Explanation of the Applicable Relationship	Reasons for Appointment
Masahito Kamijo	○	Until May 2009, he served as an executive officer (Director and Senior Managing Executive Officer) at Resona Bank, Limited, one of our business partners. Also, until March 2015, he served as an executive officer (Chairman of the Board) at Saitama Resona Bank, Limited, one of our business partners.	He possesses a wealth of experience and a high level of insights in finance and corporate management through serving as President & Representative Director of major financial institutions. The Company has elected him based on the belief that he can further enhance the Company's corporate governance by leveraging his experience and insights in making decisions on important matters of the Company's management and oversight of business execution. Although he was previously involved in business execution at the Company's business partners, some time has passed since his resignation from such positions. Based on the above, the Company has found that there is no conflict of interests with general shareholders and that he is independent from the Company, and therefore designated him as an Independent Director.
Yoshiro Nagashima	○	—	He possesses a wealth of experience and wide insights in corporate management through serving as Director and Corporate Auditor of business companies. The Company has elected him based on the belief that he can further enhance the Company's corporate governance by leveraging his experience and insights in making decisions on important matters of the Company's management and oversight of business execution. The Company has found that there is no conflict of interests with general shareholders and that he is independent from the Company, and therefore designated him as an Independent Director.
Tomoe Imado	○	—	She has been engaged in legal practice at law firms for many years and possesses a wealth of experience and a high level of insights as an attorney. The Company has elected her as an Outside Director based on the belief that she can further enhance the Company's corporate governance by leveraging her experience and insights in making decisions on important matters of the Company's management and oversight of business execution. The Company has found that there is no conflict of interests with general shareholders and that she is independent from the Company, and therefore designated her as an Independent Director.

Voluntary Establishment of Committee(s) equivalent to Nomination Committee or Compensation Committee

Established

Status of Voluntarily Established Committee(s), Attributes of Members Constituting the Committee and the Committee Chair (Chairperson)

	Committee's Name	All Members	Full-time Members	Inside Directors	Outside Directors	Outside Experts	Other	Chairperson
Voluntarily Established Committee Equivalent to Nomination Committee	Nomination and Compensation Committee	3	0	1	2	0	0	Outside Director
Voluntarily Established Committee Equivalent to Compensation Committee	Nomination and Compensation Committee	3	0	1	2	0	0	Outside Director

Supplementary Explanation [\[Updated\]](#)

The Nomination and Compensation Committee serves the functions of both a nomination committee and a compensation committee.

Audit & Supervisory Board Member

Establishment of Audit and Supervisory Board

Established

Number of Audit & Supervisory Board Members Stipulated in Articles of Incorporation

5

Number of Audit & Supervisory Board Members

4

Cooperation among Audit & Supervisory Board Members, Accounting Auditors and Internal Audit Departments

To ensure close coordination between Audit & Supervisory Board Members, subsidiaries' Audit & Supervisory Board Members, Accounting Auditor, and the Audit Division, which is in charge of internal auditing, ideas and information are exchanged actively through measures such as holding periodic meetings, thereby improving the efficiency and effectiveness of auditing.

Appointment of Outside Audit & Supervisory Board Members

Appointed

Number of Outside Audit & Supervisory Board Members

3

Number of Independent Audit & Supervisory Board Members

3

Outside Audit & Supervisory Board Members' Relationship with the Company (1)

Name	Attributes			Relationship with the Company*										
		a	b	c	d	e	f	g	h	i	j	k	l	m
Takafumi Sato	From another company													
Yuko Furumoto	From another company													
Makoto Nakajima	From another company													

*Categories for "Relationship with the Company".

(Use "○" 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; and "▲" when a close relative of the director fell under the category in the past.)

- Person who executes business of the Company or a subsidiary
- A non-executive director or an accounting advisor of the Company or its subsidiaries
- Person who executes business or a non-executive director of a parent company
- An Audit & Supervisory Board Member of a parent company of the Company
- Person who executes business of a fellow subsidiary
- Person/entity for which the Company is a major client or a person who executes business for such person/entity
- Major client of the Company or a person who executes business for such client
- Consultant, accounting expert, or legal expert who receives large amounts of cash or other assets in addition to director/Audit & Supervisory Board Member compensation from the Company
- Major shareholder of the Company (in cases where the shareholder is a corporation, a person who executes business of the corporation)
- Person who executes business for a client of the Company (excluding persons categorized as any of f, g, or h above) (applies to self only)
- Person who executes business for another company holding cross-directorships/cross-auditorships with the Company (applies to self only)
- Person who executes business for an entity receiving contributions from the Company (applies to self only)
- Other

Outside Audit & Supervisory Board Members' Relationship with the Company (2)

Name	Designation as Independent Audit & Supervisory Board Member	Supplementary Explanation of the Applicable Relationship	Reasons for Appointment
Takafumi Sato	○	—	He possesses a wealth of experience and a high level of insights, having engaged for many years in financial administration and served in important posts such as Commissioner of the Financial Services Agency. The Company has elected him as an Outside Audit & Supervisory Board Member based on the belief that he will be able to perform audit functions related to the execution of duties by Directors from an objective viewpoint. The Company has found that there is no conflict of interests with general shareholders and that he is independent from the Company, and therefore designated him as an Independent Audit & Supervisory Board Member.
Yuko Furumoto	○	—	She possesses a wealth of experience and a high level of insights in corporate legal affairs and compliance through serving in important posts in the compliance division at a major company. The Company has elected her as an Outside Audit & Supervisory Board Member based on the belief that she will be able to perform audit functions related to the execution of duties by Directors from an objective viewpoint. The Company has found that there is no conflict of interests with general shareholders and that she is independent from the Company, and therefore designated her as an Independent Audit & Supervisory Board Member.
Makoto Nakajima	○	—	She possesses a wealth of experience and a high level of insights in corporate governance, risk management, and accounting through engaging in accounting audits for various corporations in the public division at a major audit firm and serving as General Manager, Internal Audit Office at a listed company. The Company has elected her as an Outside Audit & Supervisory Board Member based on the belief that she will be able to perform audit functions related to the execution of duties by Directors from an objective viewpoint. The Company has found that there is no conflict of interests with general shareholders and that she is independent from the Company, and therefore designated her as an Independent Audit & Supervisory Board Member.

Matters Concerning Independent Directors and Independent Audit & Supervisory Board Members

Number of Independent Directors and Independent Audit & Supervisory Board Members

6

Other Matters Concerning Independent Directors and Independent Audit & Supervisory Board Members

All Outside Directors and Outside Audit & Supervisory Board Members who meet the qualifications for independent officers are designated as Independent Directors or Independent Audit & Supervisory Board Members, respectively.

Incentives

Implementation Status of Measures related to Incentives Granted to Directors

Introduction of performance-based stock compensation plan

Supplementary Explanation for Applicable Items

The performance-based stock compensation plan was introduced with the aim of raising the awareness of Executive Directors to contribute to enhancing the Company's business performance on a medium- to long-term basis and improving corporate value, by clarifying the linkage between Executive Directors' compensation and the Company's performance, and the value of the Company's stock, and having Executive Directors share the profits and risks of fluctuations in stock prices with shareholders.

Persons Eligible for Stock Options

—

Supplementary Explanation for Applicable Items

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Director Compensation

Status of Disclosure of Individual Directors' Compensation

No Disclosure for any Directors

Supplementary Explanation for Applicable Items

The Company discloses the total amount of compensation, etc., for each of the officer categories of Directors, Audit & Supervisory Board Members, and Outside Officers, the total amount of compensation for each type of compensation, etc., and the number of officers eligible for the compensation.

Policy on Determining Compensation Amounts and the Calculation Methods Thereof

Established

Disclosure of Policy on Determining Compensation Amounts and the Calculation Methods Thereof

Compensation for Directors is determined appropriately in a fair and transparent manner, within the monetary limits resolved at the General Meeting of Shareholders. The Company's compensation, etc., for Executive Directors is comprised of basic compensation for each position in accordance with the level of responsibility, and performance-based compensation, etc., that varies depending on business results and other factors. Performance-based compensation, etc., is comprised of performance-based bonuses paid in cash, and performance-based stock compensation, etc., paid in shares, with the aim of having Executive Directors share the awareness in profit due to fluctuations in business performance and stock prices with shareholders, and to strengthen their awareness of improving corporate value.

Support System for Outside Directors and/or Outside Audit & Supervisory Board Members

Full-time Directors engage in thorough information sharing, such as providing explanations of proposed resolutions to Outside Directors before Board of Directors meetings, exchanging information regarding important matters, etc., and reporting on current conditions of the Company.

The Company has established a system for Outside Audit & Supervisory Board Members in which auditing staff who are independent from those involved in business execution provide various information, such as materials distributed in meetings, and conduct investigations as directed by the Outside Audit & Supervisory Board Members.

2. Matters Concerning Functions of Business Execution, Auditing and Supervision, Nomination, and Compensation Decisions (Overview of Current Corporate Governance System) [Updated]

1. Board of Directors

The Board of Directors of the Company consists of nine Directors, three of whom are Outside Directors, and resolves basic policies and important matters concerning business execution. Meetings are held monthly, in principle, and also when necessary.

The Board of Directors makes decisions on matters designated by law, matters delegated under the Articles of Incorporation, and matters delegated under the resolution of the General Meeting of Shareholders. The Board can also entrust the Management Meeting or specialized committees with the resolution of certain matters to be resolved by the Board of Directors. The Representative Director and Directors in charge of business execution are granted with approval authority with regard to decision-making duties. Audit & Supervisory Board Members also attend the meetings to audit business execution.

The Board comprises Directors with diverse backgrounds and a wealth of knowledge, including Executive Directors well-versed in our business and highly independent Outside Directors who have a wealth of experience and knowledge in finance and are capable of giving appropriate advice on fair resolution and overall management. The Board is chaired by President & Representative Director.

2. Audit & Supervisory Board

The Audit & Supervisory Board consists of four Audit & Supervisory Board Members, three of whom are Outside Audit & Supervisory Board Members and one of whom is a full-time Audit & Supervisory Board Member. In accordance with the audit plan and their respective division of responsibilities, each Audit & Supervisory Board Member rigorously audits the execution of duties by Directors, and the Audit & Supervisory Board meeting is monthly, in principle. The Board is chaired by the full-time Audit & Supervisory Board Member.

Under the audit policies and audit plan developed by the Audit & Supervisory Board, the full-time Audit & Supervisory Board Member attends important meetings, such as the Board of Directors meeting and the Management Meeting; conducts interviews with and receives reports from each department as necessary; and thereby audits Directors' execution of duties regarding overall management and individual matters.

3. Management Meeting

As a body to discuss important matters on management, including matters to be resolved by the Board of Directors, and to resolve matters entrusted by the Board of Directors, the Management Meeting is held weekly, in principle, and also when necessary. We thus strive for speedy business operations. The Management Meeting consists of full-time Directors, full-time Audit &

Supervisory Board Members, and full-time Executive Officers. The Management Meeting is chaired by President & Representative Director.

4. Nomination and Compensation Committee

To enhance fairness, transparency, and objectivity of the procedures for the nomination of Directors and decisions on their compensation, as well as for the nomination of Audit & Supervisory Board Members, the Nomination and Compensation Committee gives advice and makes recommendations in response to requests for consultation from the Board of Directors. The Committee consists of three Directors, two of whom are independent Outside Directors. The Committee is chaired by an independent Outside Director (Mr. Masahito Kamijo).

5. Risk Management Committee

The Risk Management Committee deliberates on matters concerning overall risk management. The Committee meeting is held monthly, in principle, and also when necessary. The Committee consists of full-time Directors, full-time Executive Officers, General Managers of Corporate Planning Division and Compliance and Risk Management Division. The full-time Audit & Supervisory Board Member also attends the Committee meeting to review the status of implementation of risk management systems. The Committee is chaired by President & Representative Director.

6. Compliance Committee

The Compliance Committee deliberates on important matters concerning policies and system development for promoting compliance. The Committee meeting is held monthly, in principle, and also when necessary. The Committee consists of full-time Directors; full-time Audit & Supervisory Board Members; Executive Officers; and General Managers of Corporate Planning Division, Compliance and Risk Management Division, General Affairs Division, and Audit Division. The Committee is chaired by President & Representative Director.

7. Information Security Committee

The Information Security Committee deliberates on various matters concerning the development of a policy and a system to promote information security measures and the determination of specific measures to be taken. The Committee meeting is held monthly, in principle, and also when necessary. The Committee consists of Information Security Management Officer and Personal Information Protection Management Officer served by the Director in charge of Operations Management Division, General Managers of Corporate Planning Division, System Division, Compliance and Risk Management Division, and Operations Management Division. The General Manager of Audit Division also attends the Committee meeting to audit the status of compliance with rules and regulations related to information security. The Committee is chaired by the Director in charge of Operations Management Division (Information Security Management Officer).

8. Status of Internal Audit

Internal audits are conducted by the Internal Auditing Department, an independent department composed of five members under the direct control of the President & Representative Director, in an environment that allows the department to conduct audits freely, fairly, unbiased, and objectively without restrictions from other departments, with the aim of helping the Company

effectively achieve its management objectives. Specifically, in accordance with the Internal Auditing Regulations established by the Company, they investigate, review, and evaluate the actual status of business operations and property management, confirm compliance with various laws and regulations, the Articles of Incorporation, and internal regulations, and provide opinions, advice, and recommendations based on the results of these investigations. Audit results of internal audits are reported quarterly to the Board of Directors and the Audit & Supervisory Board under the dual reporting line system. However, any matters recognized as urgent are reported to the Board of Directors and the Audit & Supervisory Board immediately.

9. Status of Accounting Audit

The Company has selected Grant Thornton Taiyo LLC as its Accounting Auditor. The names of the Certified Public Accountants and the composition of their assistants who were involved in accounting auditing operations for the fiscal year ended March 31, 2025 are as follows.

- Certified Public Accountants that conducted auditing

Masaya Ishii, Daisuke Noda

- Composition of assistants involved in auditing operations

Six Certified Public Accountants, 11 other members

10. Liability Limitation Agreements

The Company's Articles of Incorporation allows for the limitation of liability of Article 423, Paragraph 1 of the Companies Act, for its Directors and Audit & Supervisory Board Members excluding Executive Directors as stipulated by Article 427, Paragraph 1 of the same Act, and the Company has concluded liability limitation agreements with Messrs. Masahito Kamijo, Yoshiro Nagashima, and Takafumi Sato, and Mses. Tomoe Imado, Yuko Furumoto, and Makoto Nakajima. The limit of liability for Directors and Audit & Supervisory Board Members under the liability limitation agreement is 2 million yen or the lower liability limit stipulated in laws and regulations, whichever is higher.

3. Reasons for Adoption of Current Corporate Governance System

The Company believes that it is necessary to strengthen the supervisory function over the business execution organization by having Outside Directors and Outside Audit & Supervisory Board Members, who can supervise management from an independent third-party perspective, attend Board of Directors meetings.

III. Implementation of Measures for Shareholders and Other Stakeholders

1. Measures to Vitalize the General Meetings of Shareholders and Facilitate Exercise of Voting Rights

	Supplementary Explanation
Early Posting of Notice of Convocation of the General Meeting of Shareholders	We strive to send out notices of convocation for General Meetings of Shareholders before the legally mandated date.
Scheduling of the General Meeting of Shareholders During Non-Peak Days	We avoid dates in which many General Meetings of Shareholders are expected to be held by other companies.
Electronic Exercise of Voting Rights	Exercise of voting rights via the internet is available.
Participation in a Platform for the Electronic Exercise of Voting Rights and Other Initiatives to Enhance Environment for Institutional Investors to Exercise Voting Rights	We use the platform for the electronic exercise of voting rights for institutional investors operated by ICJ, Inc.
Provision of Notice of Convocation (or Summary of Notice) of the General Meeting of Shareholders in English	We prepare notices of convocation in English and post them on our website and on the platform for the electronic exercise of voting rights for institutional investors.

2. Status of IR-related Activities [Updated]

	Supplementary Explanation	Explanation by a representative director or a representative executive officer
Formulation and Publication of Disclosure Policies	We define a Disclosure Policy and have posted it on our website.	
Regular Investor Briefings held for Individual Investors	<p>We regularly hold company briefings for individual investors.</p> <p>Contents: Explanation of our business, explanation of business results, etc.</p> <p>Frequency: Held two times within past year</p>	Held
Regular Investor Briefings held for Analysts and Institutional Investors	<p>We hold financial results briefings twice per year.</p> <p>Contents: Explanation of business results for the six months ended September 30, 2024 and the fiscal year ended March 31, 2025</p>	Held
Online Disclosure of IR Information	On the Investor Relations section of our website, we post our medium-term management plan, financial and business highlights, and the status of our IR activities. We also post earnings summaries, timely disclosure documents, annual securities reports, etc.	

Establishment of Department and/or Placement of a Manager in Charge of IR	Officer in charge: Ko Mizuguchi, Director and General Manager, Corporate Planning Division Division in charge: Corporate Planning Division
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3. Status of Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanation
Establishment of Internal Rules Stipulating Respect for the Position of Stakeholders	As part of our management policy, we aim to improve corporate value and achieve long-lasting development and growth by responding to changes in business environments in a timely and appropriate manner and implementing management measures from the standpoint of all stakeholders, including our shareholders, customers, and employees.
Implementation of Environmental Preservation Activities and CSR Activities, etc.	<p>In order to contribute to the creation of a sustainable society through activities based on our management philosophy, we established the ZENKOKU HOSHO SDGs Declaration, and defined material issues to be resolved.</p> <p>The Corporate Planning Division, which is responsible for promoting sustainability, plans, gives advice on, and manages the progress of specific initiatives in collaboration with each division in the headquarters. It also brings up topics and makes reports at the Management Meeting and the Board of Directors meeting, and receives supervision and instructions.</p> <p>We have formulated ZENKOKU HOSHO's Guidelines for Social Contribution Activities as part of our efforts to contribute to the development of communities primarily by providing credit guarantees for housing loans and conduct environmentally-friendly business activities. Through these Guidelines, we aim to contribute to the growth and development of communities and all officers and employees work as one to implement activities.</p>
Formulation of Policies, etc. on Provision of Information to Stakeholders	We define a Disclosure Policy and have posted it on our website.

IV. Matters Concerning the Internal Control System

1. Basic Views on Internal Control System and Status of Development

Our basic policies regarding internal control system are as follows.

1. System to ensure that Directors' and employees' execution of duties complies with law and regulations and the Articles of Incorporation
 - (1) The Board of Directors and Directors recognize and practice compliance with laws and regulations as a basic principle of all corporate actions based on the Corporate Code of Ethics and Code of Conduct with the basic philosophy of the core principle of compliance with laws and regulations, and ensure officers and employees have a thorough awareness of compliance so that it is established as the corporate culture.
 - (2) The Board of Directors and Directors, in accordance with Compliance Regulations, establish and reinforce compliance systems by means such as the establishment of the General Compliance Department and General Manager in charge of Compliance, and a Compliance Committee, which is a monitoring institution.
 - (3) The Board of Directors and Directors, in accordance with Compliance Regulations, develop a compliance program for each fiscal year, which is a specific implementation plan. In addition, General Compliance Department prepares manuals, etc. for compliance, and enhance effectiveness of compliance by fostering awareness through training, etc.
 - (4) The Board of Directors and Directors, in accordance with the Whistle-blower Regulations, assign third parties as external contact points, in addition to internal contact points. If officers and employees identified material facts concerning compliance, those officers and employees shall take appropriate measures using these contact points.
2. System for storage and management of information related to Directors' execution of duties
 - (1) In line with Regulations on the Storage of Documents and related detailed regulations, etc., the Company will record information relating to Directors' execution of duties in document form or as electronic media, and store, manage, and utilize such information in an appropriate manner.
 - (2) Directors and Audit & Supervisory Board Members may consult these records in the form of documents and electronic media at any time.
3. Regulations or any other systems for management of risk of loss (risk management)
 - (1) The Board of Directors and Directors, under Risk Management Regulations, establish and reinforce risk management systems by means such as the General Risk Department and General Manager in Charge of Risk Management, and the establishment of a Risk Management Committee, which is a monitoring institution.
 - (2) In order to address each risk intrinsic to our business operation, the Board of Directors and Directors, striking an appropriate balance with return, etc., conduct risk management by quantifying and integrating credit risks, market risks and operational risks (system risk and administrative risk) to compare them with the operational capacity (risk capital) of the Company.
 - (3) Based on the "Regulations for Crisis Management" and "Regulations for Business Continuity," the Company will strive to strengthen and enrich its crisis management structure by thorough implementation of crisis control and efforts to maintain external credit by early recovery of business operations in case of business interruption.

4. System to ensure that Directors' execution of duties is efficient
 - (1) In order to establish company-wide targets shared by Directors and employees, the Company clarifies management issues in light of changes in the external and internal environments, and formulates a Medium-term Management Plan for a period of three fiscal years.
 - (2) Based on the Medium-term Management Plan, the Board of Directors and Directors set business results targets and efficient budgets for each business division (branch office) every fiscal year, and in order to make functional a PDCA cycle to advance and achieve these goals, appropriate distribution of management resources will be made to each business division according to the basic risks and profitability of operation.
 - (3) The status of business execution at each business department (branch office) is reported regularly to the Board of Directors, deliberations are held, and measures are taken as necessary.
 - (4) Regarding monthly business performance, performance against targets is reported to the Board of Directors each month, and in the event that the result differs from the target figure, the reason for the difference is reported and measures to ensure the achievement of targets are discussed.
 - (5) The Director in charge of each business division (branch office) will maintain regulations regarding division of operations and delegation of duties, and while cooperating with each business division (branch office), implement efficient operational management such that control functions are effectively exhibited.
5. System to ensure proper business execution within the Company group
 - (1) The Company establishes a system concerning reporting to the Company of matters regarding execution of duties by Directors of subsidiaries. Particularly, the Company takes measures to increase the effectiveness of internal control systems at subsidiaries and provides the necessary guidance and support that enable reporting the result of these efforts to the Parent.
 - (2) The Company establishes regulations or any other systems for management of risk of loss at subsidiaries.
 - (3) The Company establishes a system that ensures efficient execution of duties by Directors, etc. of its subsidiaries.
 - (4) The Company establishes a system that ensures execution of duties by Directors, etc. and employees of subsidiaries is in compliance with laws and regulations and the Articles of Incorporations.
6. Matters relating to employees assigned to assist Audit & Supervisory Board Members in their duties, in the event that Audit & Supervisory Board Members have requested such employees
 - (1) Directors appoint Audit & Supervisory Board Member staff whose duty is to assist Audit & Supervisory Board Members with audits.
 - (2) Employees appointed as Audit & Supervisory Board Member staff focus solely on their duty to assist Audit & Supervisory Board Members with audits.
7. Matters relating to the independence of employees assigned to assist Audit & Supervisory Board Members from Directors, and matters relating to ensuring effectiveness of directions to employees assigned to assist Audit & Supervisory Board Members
 - (1) Concerning personnel transfers, etc. regarding Audit & Supervisory Board Member staff, the Company hears and

- respects views of Audit & Supervisory Board Members, and ensure independence from Directors.
- (2) Audit & Supervisory Board Member staff shall carry out their duties under the direction of Audit & Supervisory Board Member, and do not receive directions from Directors, etc.
8. Systems described below and other systems related to reports to Audit & Supervisory Board Members of the Company
- (1) The Company establishes systems to allow Directors and employees to report to Audit & Supervisory Board Members. Especially, a system shall be established that allows matters that have a significant impact on the Company or its subsidiaries and the status of matters that raise suspicions related to compliance to be quickly reported to Audit & Supervisory Board Members.
- (2) The Company establishes systems to allow Directors, Audit & Supervisory Board Members and employees of subsidiaries or persons that receive reports therefrom to report to Audit & Supervisory Board Members. Especially, a system shall be established that allows Directors or employees of subsidiaries to quickly report to Audit & Supervisory Board Members matters that have a significant impact on the Company or its subsidiaries and the status of matters that raise suspicions related to compliance.
9. System to ensure that persons reporting to Audit & Supervisory Board Members not be treated unfavorably because of the report
- (1) In order to assure reliability of the whistle-blower system, the Company prohibits to treat whistle-blowers that made the report unfavorably, and thoroughly inform Directors and employees to that effect.
10. Matters concerning a policy with regard to treatment of costs and liabilities incurred on execution of duties by Audit & Supervisory Board Members
- (1) Audit & Supervisory Board Members, in accordance with Standards for Audits by Audit & Supervisory Board Members, appropriate a budget for costs that are necessary for their execution of duties in advance. However, Audit & Supervisory Board Members may subsequently request reimbursement for costs incurred in emergent or incidental circumstances.
11. Other systems to ensure Audit & Supervisory Board Members' audits are effective
- (1) The Representative Director regularly holds meetings with Audit & Supervisory Board Members to exchange opinions on matters such as issues that the Company should address, the status of improvement of environment for audit by Audit & Supervisory Board Members, and important audit issues.
- (2) A three-pronged Auditor Liaison Committee comprised of Audit & Supervisory Board Members, the Internal Auditing Department, and the Accounting Auditor is regularly held to exchange opinions on the results of audits and other businesses.
12. System to ensure reliability of financial reporting and to provide such reporting in an appropriate and timely manner
- (1) The Company provides reliable financial reporting to all stakeholders including shareholders in an appropriate and timely manner, in response to the internal control reporting system regarding financial reporting under the Financial

Instruments and Exchange Act.

- (2) The Company recognizes importance of the role of internal control over financial reporting, and appropriately establishes and operates basic components of internal control (i.e., control environment, risk assessment and response, control activities, information and communication, monitoring, and response to IT).
- (3) The Company determines a department in charge of related businesses so that internal control over financial reporting works effectively.

13. System to eliminate antisocial forces

- (1) The Company establishes a basic policy and strives to establish an internal consensus for dealing with antisocial forces, in order to prevent the damage caused by so-called antisocial forces, namely groups or individuals that use violence, force, and fraudulent methods in the pursuit of economic gain.
- (2) The Company ensures Directors and employees have a thorough awareness of the basic policy for dealing with antisocial forces, while also taking a firm stance against antisocial forces and completely forbidding any relationship with such forces.

2. Basic Views on Measures for Eliminating Antisocial Forces and Status of Development

Our basic policy on the elimination of antisocial forces and the current state of our development of measures are as follows.

Basic policy on the elimination of antisocial forces

We declare the following basic policy with the aim of preventing damage by organizations or individuals that pursue economic profits through the use of violence, intimidation, or fraud, also known as “antisocial forces.”

- (1) We maintain no relations whatsoever with antisocial forces.
- (2) In order to prevent damage by antisocial forces, we coordinate with outside expert institutions such as police and lawyers, and deal with situations in a systematic and appropriate fashion.
- (3) We do not accede to any unjust demands by antisocial forces, instead taking legal action against them while maintaining a firm stance.
- (4) We do not provide any funding to antisocial forces, nor do we engage in any under-the-table dealings with them.
- (5) We ensure the safety of our officers and employees from unjust demands by antisocial forces.

Status of measures aimed at eliminating antisocial forces

With the enactment of the Companies Act in May 2006, the Company and its officers and employees recognize that compliance is the foundation of all corporate activities and we have defined a Corporate Code of Ethics that contains basic principles for conducting sound corporate activities and a Code of Conduct, which stipulates specific actions that are to be taken. Our Compliance Manual also defines rules to be observed by officers and employees, and we conduct training to ensure that all staff have a thorough understanding of these rules. We have added provisions regarding the exclusion of organized crime groups to our consignment terms and conditions for guarantees, and coordinate with related government agencies such as police and consulting lawyers, in order to implement measures aimed at eliminating and preventing relationships with antisocial forces. Furthermore, we have created and are utilizing a Manual for Dealing with Antisocial Forces, and we are striving to ensure that appropriate operations are made to eliminate and prevent relationships with antisocial forces, prevent the damage that would arise from such

relationships, and deal with and investigate antisocial forces.

V. Other

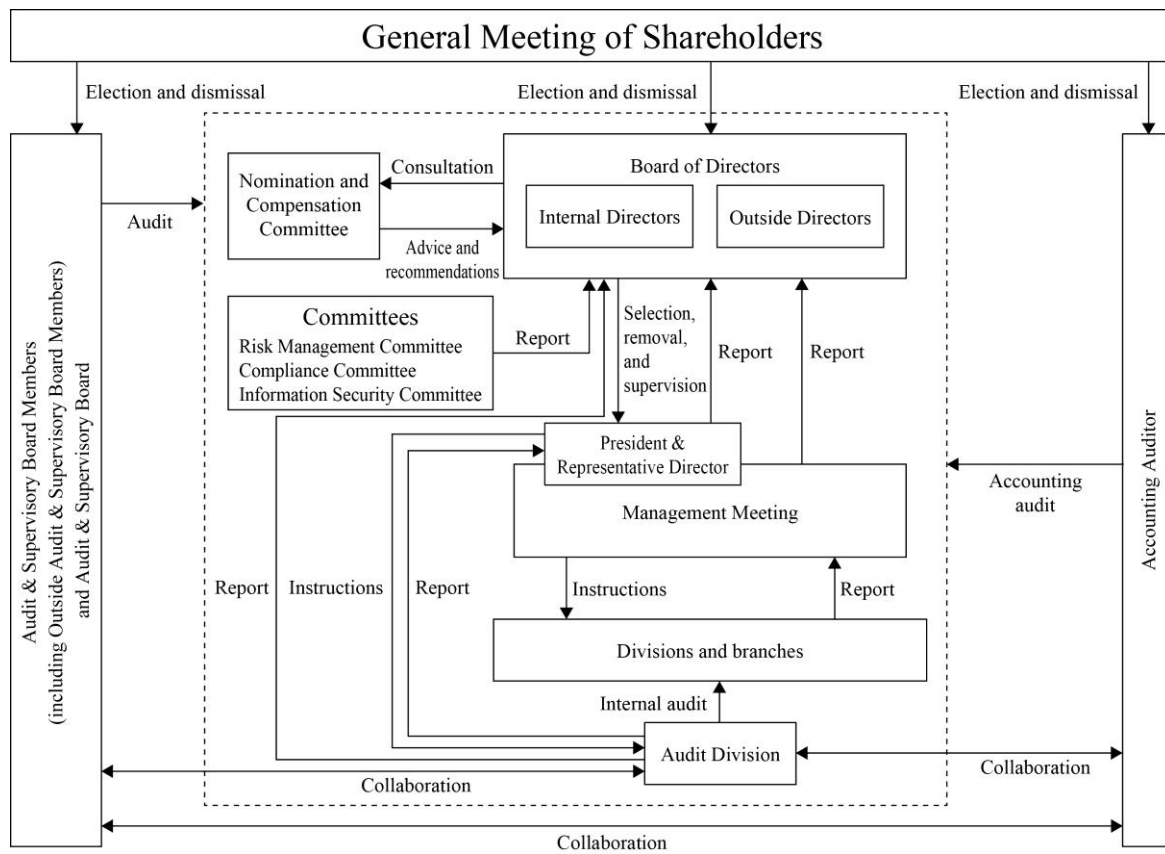
1. Adoption of Policies on Responses to Takeovers

Adoption of Policies on Responses to Takeovers

Not Adopted

Supplementary Explanation for Applicable Items

2. Other Matters Concerning the Corporate Governance System



[Overview of Timely Disclosure System (Diagram)]

