

April 24, 2015

## Amano Group Basic Policy for Corporate Governance

Amano Corporation

The Company Group shall secure an effective structure for transparent, fair, timely and decisive decision-making (corporate governance) in consideration of the situation of a range of stakeholders and proactively promote a structure for the Company's sustainable growth and increase of corporate value over the mid- to long-term.

### 1. Securing the Rights and Equal Treatment of Shareholders

- (1) The Company shall take appropriate measures to fully secure shareholders rights and develop an environment in which shareholders can exercise their rights appropriately and effectively.
- (2) To secure effective equal treatment of shareholders, the Company shall pay sufficient attention to the fully securing of rights, development of an environment for the exercise of rights and effective equal treatment of minority shareholders, etc.

### 2. Appropriate Cooperation with Stakeholders Other Than Shareholders

- (1) The Company shall fully recognize that its sustainable growth and the creation of mid- to long-term corporate value are brought as a result of the provision of resources and contributions made by a range of stakeholders other than shareholders (employees, customers, business partners, creditors, local communities, etc.) and the Company shall endeavor to appropriately cooperate with these stakeholders.
- (2) The Company's Board of Directors and directors shall establish a corporate culture and climate that respects where the rights and positions of stakeholders are respected and sound business ethics are ensured.

### 3. Ensuring Appropriate Information Disclosure and Transparency

- (1) The Company shall appropriately disclose its financial standing, operating results, and other financial information as well as management policies, management plans, management issues, information relating to risks and governance, and other non-financial information in compliance with the relevant laws and regulations, and the Company shall also strive to actively provide information beyond that required by law.
- (2) The Company's Board of Directors shall recognize that disclosed information will serve as the basis for constructive dialogue with shareholders, and therefore ensure that such information is accurate, clear, and useful.

#### 4. Responsibilities of the Board of Directors

- (1) The Company's Board of Directors shall appropriately fulfill the following roles and responsibilities in consideration of fiduciary responsibility and accountability to shareholders in order to promote the Company's sustainable growth, the increase of corporate value over the mid- to long-term and enhance earnings power and capital efficiency:
  - (i) Set the broad direction of management plans and management issues, etc.;
  - (ii) Establish an environment where appropriate risk-taking by the Representative Directors; and
  - (iii) Carry out effective oversight of directors and operating officers from an independent and objective standpoint.
- (2) Some parts of the roles and responsibilities listed above shall be performed by audit & supervisory board members and the Audit & Supervisory Board.

#### 5. Dialogue with Shareholders

- (1) In order to contribute to the Company's sustainable growth and the increase of corporate value over the mid- to long-term, the Company shall engage in constructive dialogue with shareholders even outside the General Shareholder's Meeting.
- (2) The Representative Directors and directors shall listen to the views of shareholders during such dialogue and pay due attention to their interests and concerns, clearly explain the Company's management policies to shareholders in an understandable manner so as to gain their support, and work for developing a balanced understanding of the position of shareholders and other stakeholders and acting accordingly.

#### 6. Supplementary Provisions

- (1) The establishment, revision and abolition of this Policy shall be determined by the Board of Directors.