

The corporate governance of Ajinomoto Co., Inc. (the “Company”) is described below.

## I. Basic policy on corporate governance and capital structure, business attributes and other basic information

### 1. Basic Policy

Maintaining the founding philosophy of improving nutrition of general public by using umami seasonings to make a simple diet tasty, the Ajinomoto Group as an “Solution-Providing Group of Companies for Food and Health Issues” has achieved growth since its establishment in a consistent manner through initiatives to co-create social value and economic value by conducting business. These kinds of initiatives have been named ASV (The Ajinomoto Group Creating Shared Value) and ASV is positioned at the core of our management policy (hereinafter, “ASV Management”). To realize our 2030 vision of becoming a company that “contributes to greater wellness for people worldwide, unlocking the power of amino acids to resolve the food and health issues associated with dietary habits and aging,” we will continue to endeavor to strengthen corporate governance by advancing ASV Management.

The Ajinomoto Principle on Corporate Governance is disclosed at the website below. This principle enables stakeholders to easily understand the Ajinomoto Group’s continued efforts for strengthening its corporate governance in ASV Management, serves as a mainstay in cultivating dialogue and coordination, and is resolved by the Board of Directors.

[https://www.ajinomoto.co.jp/company/en/ir/strategy/corp\\_gov/main/0/teaserItems1/03/linkList/03/link/principle\\_E.pdf](https://www.ajinomoto.co.jp/company/en/ir/strategy/corp_gov/main/0/teaserItems1/03/linkList/03/link/principle_E.pdf)

### [Reasons for non-compliance with the principles of the Corporate Governance Code]

Ajinomoto Co., Inc. (“we,” “our,” “us,” or the “Company”) implements each principle of the Corporate Governance Code, and discloses them in the Ajinomoto Principle on Corporate Governance and other documents.

### [Disclosures required by the principles of the Corporate Governance Code]

Ajinomoto Co., Inc. implements each principle of the Corporate Governance Code, and discloses them in the Ajinomoto Principle on Corporate Governance and other documents.

[Principle 1.4] (Cross-Shareholdings) is set out in “Chapter 3.4: Cross-Shareholdings” of the Ajinomoto Principle on Corporate Governance. In FY2021, we will retain 30 different stocks from our clients, five different stocks from financial institutions, and one other type of stocks.

[Principle 1.7] (Related Party Transactions) is set out in “Chapter 3.6: Related Party Transactions” of the Ajinomoto Principle on Corporate Governance.

Basic Principle “4. Fair and Transparent Transactions” of the Ajinomoto Group Policies (hereinafter, “AGP”) is disclosed on the following website:

<https://www.ajinomoto.com/sustainability/agp/>

Group Shared Policy on Procurement is disclosed on the following website:

<https://www.ajinomoto.com/sustainability/agp/procurement.php>

[Supplementary Principle 2.4.1] (Ensuring Diversity, Including Active Participation of Women)

(1) The Ajinomoto Group believes that promoting diversity and inclusion (hereafter D&I) is an important part of management strategy for creating innovation based on a foundation of diverse talents. To gather diverse talents, we value diversity in gender, age, nationality, and individual professional experiences.

“6. Human Resources Training and Ensuring Safety” in AGP is disclosed on the following website:

<https://www.ajinomoto.com/sustainability/agp/>

“Group Shared Policy on Human Resources” is disclosed on the following website:

<https://www.ajinomoto.com/sustainability/agp/human-resources.php>

Our approach for diverse talents is disclosed on the following website:

[https://www.ajinomoto.com/sustainability/materiality/diverse\\_talent.php](https://www.ajinomoto.com/sustainability/materiality/diverse_talent.php)

Our D&I philosophy is disclosed on the following website:

[https://www.ajinomoto.com/sustainability/pdf/2021/SDB2021en\\_talent.pdf#page=9](https://www.ajinomoto.com/sustainability/pdf/2021/SDB2021en_talent.pdf#page=9)

(2) The Ajinomoto Group has included the ratio of female directors and line managers (organization heads or general managers) as a priority KPI.

(3) We assign female managers equitably and fairly depending on their ability. The percentage of female managers (Group total) is 26% as of March 2021. Whereas, the percentage of female managers in Ajinomoto Co., Inc. (only) is 11% as of Mar 2021. We are actively promoting women for managerial posts raising the ratio of female directors and line managers (organization heads or general managers) to 30% by fiscal 2030, upon strengthening forming a preliminary candidate group of female potential leaders in all job titles (directors, organization heads, general managers, managers and pre-managerial positions).

(4) Regarding assignment of employees those of non-Japanese nationality, we hire and promote diverse human resources equitably and fairly in accordance with AGP. The percentage of Officers of non-Japanese nationality (Group total) is 28% as of March 2021. The percentage of locally hired overseas executives in core affiliated companies is 39% as of March 2021. Whereas, the percentage of managers those of non-Japanese nationality is 0.2% as of March 2021. We will promote the assignment of employees those of non-Japanese nationality for managerial posts while expanding business domains along with our growth strategies and expanding and strengthening our businesses in new areas.

(5) We assign midcareer hires equitably and fairly the same as new graduate. The ratio of midcareer hires in managerial positions in Ajinomoto Co., Inc. is 13% as of March 2021.

The percentage of managers in midcareer hires is 42% (Ajinomoto Co., Inc. only) compared with new graduate in which percentage is 39%. We are actively promoting midcareer hires for managerial posts equivalent or higher than new graduate.

(6) As one of the events promoting the inclusion of diverse talents, the Ajinomoto Group sets organizational and individual goals of solving issues together with our customers and standardize the plan-do-check-action (PDCA) cycle of management using the operational excellence (OE) method. Beginning with dialogue with the CEO and General Managers of business or corporate divisions, employees involves setting personal goals linked with the organization's goals. During this process, we utilize OE methods to ensure employees feel a keen sense of contributing to issue solving and value creation, and quantify the results of value improvement, viewing not only consumers but also other divisions in the company's value chain as customers. In addition, by sharing goals within each organization through the personal goal presentation, we foster a culture where employees tackle challenges while embracing our vision. We also actively share and commend best practices. The employee engagement score on the annual engagement survey is used as an important KPI, from which we track trends in the ASV engagement of employees and then reflect any issues identified in the survey results in next year's plan.

(7) We continue to consider our human capital strategy for the mid-to-long term enhancement of corporate value and will disclose it forthwith.

[Principle 2.6] (Fulfilling Our Function as the Asset Owner of Corporate Pensions)

In order to boost the Company's investment expertise to enable it to fulfill its function as an asset owner, on the personnel side, Ajinomoto Co., Inc. will appoint persons with specialist skills and knowledge when it comes to pension investment to serve as corporate fellows in charge of the investment, and will also appoint outside advisors to supplement their specialist skills and knowledge. Furthermore, on the managerial side, we will carry out initiatives such as having our Asset Investment Review Committee monitor the investment status as needed.

[Principle 3.1] (Full Disclosure and Transparency)

(1) Our philosophy and promise are disclosed on the following website:

<https://www.ajinomoto.com/aboutus/group>

Vision for 2030 and the Medium-term Management Plan for 2020-2025 is disclosed on the following website:

[https://www.ajinomoto.co.jp/company/en/ir/event/medium\\_term.html](https://www.ajinomoto.co.jp/company/en/ir/event/medium_term.html)

(2) Our basic views on corporate governance are the same as that found in "I.1 Basic Views" in this report.

(3) The policy and procedures used by the Board of Directors for determining the compensation of directors are the same as those found in "II.1 [Compensation for Directors and Executive Officers (Shikkoyaku)] Policy on Determining Compensation Amounts and Calculation Methods" in this report.

(4) Details on the election and dismissal of directors are set out in "Chapter 5.1: Selection and Dismissal" of the Ajinomoto Principle on Corporate Governance.

(5) The reason for electing directors is the same as that found in Proposal No. 3 "Election of 11 Directors" of the General Meeting of Shareholders' reference documents from the Notice of Convocation of the 143rd Ordinary General Meeting of Shareholders.

The Notice of Convocation of the 143rd Ordinary General Meeting of Shareholders is disclosed on the following website:

<https://www.ajinomoto.co.jp/company/en/ir/stock/statue/main/02/teaserItems1/00/linkList/0/link/143ENG.pdf>

The reason for electing Outside Director candidates is the same as that found in "II.1 [Outside Directors] Outside Directors' Relationship with the Company (2)" in this report.

[Supplementary Principle 3.1.3] (Disclosure of Initiatives on Sustainability)

The Ajinomoto Group has built a management system modeled on ISO 9001, ISO 14001, and other standards, based on AGP and relevant internal rules. We continue with operations as we ensure optimal processes.

In April 2021, we established the Sustainability Advisory Council as a subordinate body of the Board of Directors, and we established the Sustainability Committee as a subordinate body of the Executive Committee. In this way, we strengthened our system for setting important policies to pursue the enhancement of corporate value on a continuing basis from the perspective of sustainability. The Sustainability Committee identifies risks and opportunities that have a Group-wide impact based on materiality items approved by the Board of Directors upon the Sustainability Advisory Council's report and strategic direction provided by the Board of Directors, and reflects these factors in business strategy, and also reports to the Executive Committee and the Board of Directors.

Our framework, approach and data for sustainability are disclosed on the following website, Integrated Reports and Sustainability Data Book:

ESG & Sustainability: <https://www.ajinomoto.com/sustainability/>

Integrated Reports: <https://www.ajinomoto.co.jp/company/en/ir/library/annual.html>

Sustainability Data Book: <https://www.ajinomoto.co.jp/company/en/ir/library/databook.html>

We continue to consider investing more in fostering human capital and in intangible assets for the mid-to-long term enhancement of corporate value and will disclose it forthwith.

[Supplementary Principle 4.1.1] (Scope of Matters Delegated to Management)

The Board of Directors consists of a variety of Directors, discusses and examines important management matters that greatly affect corporate value, encourages risk-taking of execution by indicating a major direction, verifies the validity of execution processes and results, and appropriately supervises execution. On the other hand, the execution, the Chief Executive Officer who has been greatly delegated authority from the Board of Directors will take the lead in making important business execution decisions at the Executive Committee, will realize sustainable corporate value enhancement with one team. In order to closely communicate with the Board of Directors and the Executive Committee, governance rules are established based on the Company's approach to increasing corporate value, proposals and reports are made from the Executive Committee to the Board of Directors, and deliberations and resolutions are made by the Board of Directors. Furthermore, details are provided with regard to procedures for the delegation of authority and decision making in "II.2 ○Execution of duties," "IV.1.(2) Status of the development of the Internal Control System," and "Chapter 2: Basic Approach" of the Ajinomoto Principle on Corporate Governance.

[Principle 4.9] (Independence Standards and Qualification for Independent Directors)

The standards used by Ajinomoto Co., Inc. to determine the independence of Outside Directors is the same as that found in "II.1: [Independent Directors] Matters relating to Independent Directors" in this report.

[Supplementary Principle 4.11.1] (Composition and Diversity of the Board of Directors)

Our philosophy of composition and diversity of the Board of Directors is on "Chapter 4.1.(1) Composition and Diversity of the Board of Directors", and the capability requirements for Director candidates is on "Chapter 5.1. (2) Capability Requirements for Director candidates" in Ajinomoto Principle on Corporate Governance. The Board of Directors composed of six independent Outside Directors (two out of six are females) and five Internal Directors (one out of five is female).

The skills matrix is shown in the attached [The skills matrix of the Director].

[Supplementary Principle 4.11.1] (Approach to Diversity and Composition of the Board of Directors)

Our approach to diversity and composition of the Board of Directors is set out in “Chapter 4.1(2): Composition and Diversity of the Board of Directors” of the Ajinomoto Principle on Corporate Governance. Skills, etc. that the Board of Directors should have on its own continue to be examined and promptly disclosed.

Currently, the Board of Directors consists of six independent Outside Directors (of whom two are female) and five inside directors (of whom one is female). The capability requirements for Director Candidates are set out in “Chapter 5.1(2): Capability Requirements for Director Candidates” of the Ajinomoto Principle on Corporate Governance.

[Supplementary Principle 4.11.2] (Other Mandates of Directors)

The status of other important mandates held by Directors is found in the biographical outline in “Section 1, 4.4(2): Status of Officers” of the Securities Report for the 143rd fiscal year.

The Securities Report for the 143rd fiscal year is disclosed on the following website:

<https://www.ajinomoto.co.jp/company/jp/ir/library/securities.html> (written in Japanese only)

The status of other important mandates held by Outside Directors also found in “II.1 [Outside Directors] Outside Directors’ Relationship with the Company (2)” in this report.

[Supplementary Principle 4.11.3] (Self Evaluation of Effectiveness of the Board of Directors)

The evaluation of the effectiveness of the Board of Directors is set out in “Chapter 4.7: Evaluation of Effectiveness of the Board of Directors” of the Ajinomoto Principle on Corporate Governance.

The Summary of the Evaluation of the Effectiveness of the Board of Directors for FY2020 is disclosed on the following website:

[https://www.ajinomoto.co.jp/company/en/ir/strategy/corp\\_gov/main/0/teaserItems1/03/linkList/02/link/evaluation\\_E.pdf](https://www.ajinomoto.co.jp/company/en/ir/strategy/corp_gov/main/0/teaserItems1/03/linkList/02/link/evaluation_E.pdf)

[Supplementary Principle 4.14.2] (Training Policy for Directors)

The training policy for Directors and Executive Officers is set out in “Chapter 5.3: Training” of the Ajinomoto Principle on Corporate Governance.

[Principle 5.1] (Policy for Constructive Dialogue with Shareholders)

The policy for constructive dialogue with shareholders is set out in “Chapter 3.2: Dialogue with Shareholders and Investors” of the Ajinomoto Principle on Corporate Governance.

## 2. Capital Structure

Percentage of shares held by foreign investors	From 20% to less than 30%
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### [Description of major shareholders]

Name / Company Name	Number of Shares Owned	Percentage (%)
The Master Trust Bank of Japan, Ltd. (Trust Account)	69,071,800	12.58
Custody Bank of Japan, Ltd. (Trust Account)	34,244,600	6.24
The Dai-ichi Life Insurance Company, Limited	26,199,500	4.77
NIPPON LIFE INSURANCE COMPANY	25,706,886	4.68
MUFG Bank, Ltd.	14,574,348	2.65
Meiji Yasuda Life Insurance Company	11,362,505	2.07
Custody Bank of Japan, Ltd. (Trust Account 7)	9,155,100	1.67
STATE STREET BANK WEST CLIENT - TREATY 505234	8,495,154	1.55
Mitsubishi UFJ Trust and Banking Corporation	8,083,750	1.47
Custody Bank of Japan, Ltd. (Trust Account 5)	7,319,400	1.33

Controlling Shareholder (except for Parent Company)	---
Parent Company	None

### Supplementary Explanation

○Major shareholders

1. Stockholding ratios are calculated by excluding treasury stock (103,858 shares).

(1) The number of shares held by The Dai-ichi Life Insurance Company, Limited does not include 2 million shares of Ajinomoto Co., Inc. contributed by The Dai-ichi Life Insurance Company, Limited as trust assets for retirement benefit trusts. The Dai-ichi Life Insurance Company, Limited reserves voting rights related to the shares.

(2) In the Report of Possession of Large Volume (Change Report) as of July 20, 2020, made available for Public Inspection, Nomura Asset Management Co., Ltd. stated that the following shares were held by Nomura Asset Management Co., Ltd. as of July 15, 2020. However, as Ajinomoto Co., Inc. is unable to confirm the actual number of shares held as of March 31, 2021, they are not included in the "Status of Major Shareholders" above. The details of “Section 2: Matters Related to Submitting Parties” of the Report of Possession of Large Volume (Change Report) are described below.

【Name/Number of Share Certificates Held/Ratio of Share Certificates Held】

Nomura Asset Management Co., Ltd. / 31,060 thousand shares / 5.66%

(3) In the Report of Possession of Large Volume (Change Report) as of January 7, 2021, made available for Public Inspection, BlackRock Japan Co., Ltd. and its coholders stated that the following shares were held by BlackRock Japan Co., Ltd. and its coholders as of December 31, 2020. However, as Ajinomoto Co., Inc. is unable to confirm the actual number of shares held as of March 31, 2021, they are not included in the "Status of Major Shareholders" above. The details of “Section 2: Matters Related to Submitting Parties” of the Report of Possession of Large Volume (Change Report) are described below.

【Name/Number of Share Certificates Held/Ratio of Share Certificates Held】

BlackRock Japan Co., Ltd. and nine others / 34,424 thousand shares / 6.27%

(4) In the Report of Possession of Large Volume (Change Report) as of February 19, 2021, made available for Public Inspection, Sumitomo Mitsui Trust Bank, Limited and its coholder stated that the following shares were held by Sumitomo Mitsui Trust Bank, Limited and its coholder as of February 15, 2021. However, as Ajinomoto Co., Inc. is unable to confirm the actual number of shares held as of March 31, 2021, they are not included in the "Status of Major Shareholders" above. The details of "Section 2: Matters Related to Submitting Parties" of the Report of Possession of Large Volume (Change Report) are described below.

【Name/Number of Share Certificates Held/Ratio of Share Certificates Held】

Sumitomo Mitsui Trust Asset Management Co., Ltd. and one other / 34,473 thousand shares / 6.28%

(5) In the Report of Possession of Large Volume (Change Report) as of April 7, 2021, made available for Public Inspection, Mizuho Bank, Ltd. and its coholders stated that the following shares were held by Mizuho Bank, Ltd. and its coholders as of March 31, 2021. However, as Ajinomoto Co., Inc. is unable to confirm the actual number of shares held as of March 31, 2021, they are not included in the "Status of Major Shareholders" above. The details of "Section 2: Matters Related to Submitting Parties" of the Report of Possession of Large Volume (Change Report) are described below.

【Name/Number of Share Certificates Held/Ratio of Share Certificates Held】

Mizuho Bank, Ltd. and two others / 28,074 thousand shares / 5.11%

### 3. Corporate Attributes

Listed Stock Market and Market Section	Tokyo Stock Exchange First Section
Fiscal Year-End	March
Type of Business	Foods
Number of Employees (consolidated) as of the End of the Previous Fiscal Year	More than 1000
Sales (consolidated) as of the End of the Previous Fiscal Year	More than ¥1 trillion
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	From 100 to less than 300

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

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

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

### 1. Organizational Composition and Operation

Organization Form	Company with Three Committees (Nomination, Audit and Compensation)
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#### [Directors]

Maximum Number of Directors Stipulated in Articles of Incorporation	12
Term of Office Stipulated in Articles of Incorporation	One year
Chairperson of the Board	Outside Director
Number of Directors	11

#### [Outside Directors]

Number of Outside Directors	6
Number of Independent Directors	6

#### Outside Directors' Relationship with the Company (1)

Name	Attribute	Relationship with the Company*												
		a	b	c	d	e	f	g	h	i	j	k		
Kimie Iwata	From another company													
Takashi Nawa	Academic								○					
Joji Nakayama	From another company								△					
Atsushi Toki	Lawyer													
Hideki Amano	CPA								△					
Mami Indo	From another company													

\* Categories for "Relationship with the Company"

\* "○" when the director presently falls or has recently fallen under the category; "△" when the director fell under the category in the past

\*"●" when a close relative of the director presently falls or has recently fallen under the category; "▲" when a close relative of the director fell under the category in the past

- Executive of the Company or its subsidiaries
- Non-executive director or executive of a parent company of the Company
- Executive of a fellow subsidiary company of the Company
- A party whose major client or supplier is the Company or an executive thereof
- Major client or supplier of the listed company or an executive thereof
- Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a director/*Kansayaku*
- Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)
- Executive of a client or supplier company of the Company (which does not correspond to any of d, e, or f) (the director himself/herself only)
- Executive of a company, between which and the Company outside directors/*kansayaku* are mutually appointed (the director himself/herself only)
- Executive of a company or organization that receives a donation from the Company (the director himself/herself only)
- Others

Name	Membership of Committees			Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
	Nomination	Compensation	Audit			
Kimie Iwata	○	○		○	(Important positions currently held in other companies) -Audit and Inspection Commissioner, the Tokyo Metropolitan Government -Outside Director, Sumitomo Corporation -Outside Director, Resona Holdings, Inc.	Ms. Kimie Iwata has a high degree of insight into corporate management and corporate social responsibility, as well as a wealth of experience in supporting the active participation of women and promoting diversity. In June 2019 Ms. Iwata was appointed as an Outside Director with the expectation that she would utilize these skills to help decide important Company matters and to supervise the way business is carried out. Since her appointment, in addition to holding lively discussions on the Board of Directors and at other meetings, Ms. Iwata had demonstrated great leadership as the Chairman of the Nominating Advisory Committee. For these reasons, we re-appointed Ms. Iwata as an Outside Director. Under the new structure, we envision for her to become the Chair of the Board of Directors and the Lead Independent Director and to also play an active role as a member of the Nomination Committee and the Compensation Committee. Also, there is no concern a conflict of interest will arise between her and general shareholders and therefore she is designated as Independent Director.
Takashi Nawa	○	○		○	Genesys Partners, Ltd. of which Mr. Takashi Nawa is Representative Director, conducts transactions with the Company based on a training outsourcing contract, however the amount paid by the Company in the fiscal year under review was ¥3,200,000, and therefore Mr. Nawa satisfies the Company's criteria for independence as an Outside Director.  (Important positions currently held in other companies) -Professor of the School of International Corporate Strategy, Hitotsubashi University Business School -Representative Director, Genesys Partners, Ltd. -Outside Director, NEC Capital Solutions Limited -Outside Director, Fast Retailing Co., Ltd. -Outside Director, Sompo Holdings, Inc.	Using his great insight into international corporate management that he has developed both through being a Professor at a graduate school in the field of international corporate strategy and the wealth of work experience that he has gained at non-Japanese consulting companies, Mr. Nawa has contributed to the growth of the Ajinomoto Group. Since June 2015 he has been active as an Outside Director. In recent years Mr. Nawa has offered proposals in the formulation of the current Medium-Term Management Plan from a new perspective and novel way of thinking and has also supported our in-house training of managers. For these reasons, we re-appointed Mr. Nawa as an Outside Director. Under the new structure, we envision for him to become the Chair of the Nomination Committee and a member of the Compensation Committee. Also, there is no concern a conflict of interest will arise between her and general shareholders and therefore she is designated as Independent Director.
Joji Nakayama	○	○		○	Mr. Joji Nakayama had served as Representative Director and Chairperson of Daiichi Sankyo Co., Ltd. until June 2020 and has served as full-time advisor of the same company since June of the same year. Ajinomoto Co., Inc. has had a business relationship in the past with Daiichi Sankyo Co., Ltd. However, the amount paid by Daiichi Sankyo Co., Ltd. to Ajinomoto Co., Inc. for the fiscal year ended March 31, 2021 was less than 0.01% of the consolidated net sales of Daiichi Sankyo Co., Ltd. for its most recent fiscal year (year ended March 31, 2021), and Ajinomoto Co., Inc. has not made any payment to Daiichi Sankyo Co., Ltd. Therefore, Mr. Nakayama fulfills the requirements of independence to serve as an Outside Director of Ajinomoto Co., Inc.	Mr. Joji Nakayama has served as president and chairman of a global healthcare company. He has extensive experience in corporate management and governance, and deep insights into healthcare businesses. We envisage that he will utilize this knowledge to participate in the decision-making of important management matters at the Board of Directors of the new structure. As such we newly appointed him as an Outside Director. Under the new structure, we envision for him to become the Chair of the Compensation Committee and a member of the Nomination Committee. Although Mr. Nakayama has no experience as an Outside Director, we deem that for the reasons mentioned above, he will be able to faithfully carry out his duties. Also, there is no concern a conflict of interest will arise between him and general shareholders and therefore he is designated as Independent Director.

Atsushi Toki			○	○	<p>(Important positions currently held in other companies)</p> <ul style="list-style-type: none"> <li>-Representative, Meitetsu Sogo Law Office (lawyer)</li> <li>-Outside Director / Audit and Supervisory Committee member, Maruyama Mfg Co., Inc.</li> <li>-Outside Director, GEOSTR Corporation</li> </ul>	<p>Mr. Atsushi Toki has specialized knowledge as a lawyer and has a wealth of experience. Since his appointment in June 2016, Mr. Toki has utilized his extensive knowledge relating to corporate law to actively participate from his legal perspective in meetings of the Board of Directors. He makes a significant contribution to the strengthening of the Company in auditing functions and structures of corporate governance. For these reasons, we have selected Mr. Toki as an Outside Director. In the new structure, we expect him to play an active role as the Chair of the Audit Committee. Also, there is no concern a conflict of interest will arise between him and general shareholders and therefore he is designated as Independent Director.</p>
Hideki Amano			○	○	<p>Mr. Amano was affiliated with KPMG AZSA LLC, but retired from the same audit company in June 2016. Thereafter, he has had no relationship with the same audit company. An election proposal in which KPMG AZSA LLC was a candidate Accounting Auditor was submitted based on a resolution of the Audit &amp; Supervisory Board to the 142nd Ordinary General Meeting of Shareholders on June 24, 2020 and, as a result, KPMG AZSA LLC has been selected as an Accounting Auditor. However, Mr. Amano did not participate in the resolution of the Audit &amp; Supervisory Board regarding the determination of details of the proposal. The amount of compensation paid by Ajinomoto Co., Inc. to KPMG AZSA LLC for its audit attestation service for the fiscal year ended March 31, 2021 was 200 million yen and no compensation was paid for non-audit work. The amount was less than 0.2% of the operating income of KPMG AZSA LLC for its most recent fiscal year (year ended June 30, 2020). Therefore, Mr. Amano fulfills the requirements of independence to serve as an Outside Director of Ajinomoto Co., Inc.</p> <p>(Important positions currently held in other companies)</p> <ul style="list-style-type: none"> <li>-Certified Public Accountant</li> <li>-Outside Director, TOPPAN FORMS CO., LTD.</li> <li>-Outside Audit &amp; Supervisory Board Member, Kao Corporation</li> <li>-Outside Corporate Auditor, Seiko Holdings Corporation</li> </ul>	<p>Mr. Amano has specialized knowledge as a certified public accountant and has a wealth of experience both in Japan and overseas. In June 2018 he was appointed as an Audit &amp; Supervisory Board Member (External) so that he could utilize his financial and accounting knowledge for our Company. Since taking office, he has been very active, especially in the fields of finance and accounting. For these reasons, we have selected Mr. Amano as an Outside Director. Under the new structure, we envision Mr. Amano will continue to work in the field of auditing, as a member of the Audit Committee. Also, there is no concern a conflict of interest will arise between her and general shareholders and therefore she is designated as Independent Director.</p>
Mami Indo			○	○	<p>(Important positions currently held in other companies)</p> <ul style="list-style-type: none"> <li>-Outside Director, Tokyo Gas Co., Ltd.</li> <li>-Outside Director, Fujitec Co., Ltd.</li> </ul>	<p>Ms. Mami Indo, in addition to many years of extensive experience working for securities companies and think tanks, has worked in the Securities and Exchange Surveillance Commission. Her achievements and insights are highly regarded both inside and outside of the Company. In June 2020 Ms. Indo was appointed as an Audit &amp; Supervisory Board Member (External) so that she could use this knowledge at the Company. Since she took office, she has been active in her field and has made a great contribution, especially in the areas of governance and risk management. For these reasons, we have selected Ms. Indo as an Outside Director. Under the new structure, we envision for her to play an even more active role in the field of auditing as a member of the Audit Committee. Also, there is no concern a conflict of interest will arise between her and general shareholders and therefore she is designated as Independent Director.</p>

**[Committees]**

Committee's Composition and Attributes of Chairperson

	All Committee Members	Full-time Members	Inside Directors	Outside Directors	Chairperson
Nomination Committee	5	0	2	3	Outside Director
Compensation Committee	3	0	0	3	Outside Director
Audit Committee	4	0	1	3	Outside Director

**[Executive Officers (Shikkoyaku)]**

Number of Executive Officers (Shikkoyaku) 19

Status of Additional Duties

Name	Representative Authority	Additional Duties as Director			Additional Duties as Employee
			Nomination Committee Member	Compensation Committee Member	
Takaaki Nishii	Yes	Yes	Yes	No	No
Hiroshi Fukushi	Yes	Yes	No	No	No
Kaoru Kurashima	No	Yes	No	No	No
Chiaki Nosaka	No	Yes	Yes	No	No
Taro Fujie	No	No	No	No	No
Hiroshi Shiragami	No	No	No	No	No
Gwinnett Bompas	No	No	No	No	No
Takayuki Koda	No	No	No	No	No
Tetsuya Nakano	No	No	No	No	No
Masatoshi Ito	No	No	No	No	No
Jiro Sakamoto	No	No	No	No	No
Narutoshi Fukase	No	No	No	No	No
Yoshiteru Masai	No	No	No	No	No
Tatsuya Sasaki	No	No	No	No	No
Junichiro Kojima	No	No	No	No	No
Ichiro Sakakura	No	No	No	No	No
Ikuo Kira	No	No	No	No	No
Chika Morishima	No	No	No	No	No
Takumi Matsuzawa	No	No	No	No	No

## [Auditing Structure]

Appointment of Directors and/or Staff to Support the Audit Committee	Appointed
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### Matters Related to the Independence of Such Directors and/or Staff from Executive Officers (Shikkoyaku)

Full-time and part-time staff who assist the Audit Committee are assigned to the Internal Auditing Department (the internal audit department), and are granted the right to access necessary corporate information, thereby promoting coordination with internal control-related units and other internal related departments and the Accounting Auditor and enhancing the effectiveness of audits by the Audit Committee. The Audit Committee has involvement in evaluation, transfer, etc. (with respect to concurrently serving staff, the duties of the Audit Committee shall be limited.) of full-time staff, thereby ensuring effectiveness of its direction and independence from organizations in charge of business execution.

### Cooperation among Audit Committee, Accounting Auditors and Internal Audit Departments

Ajinomoto Co., Inc. shifted from Company with Audit & Supervisory (Kansayaku) Board to Company with Three Committees at a general meeting of shareholders held on June 23, 2021. As a result, the Audit & Supervisory Board was abolished and the Audit Committee has been established. The status of cooperation among the Audit & Supervisory Board, Accounting Auditors and Internal Audit Departments for the 143rd fiscal year (fiscal 2020) is as follows.

The Audit & Supervisory Board members and the Accounting Auditor regularly hold meetings together regarding audits of quarterly financial results and fiscal year-end financial results, through which they exchanged information. Both also went over each other's audit plan at the beginning of the fiscal year and convened other meetings between them as needed.

The Audit & Supervisory Board members and the internal audit department (Internal Auditing Department) regularly met on a quarterly basis to receive the report on the results of the audit carried out by the Internal Auditing Department and to exchange views. The Audit & Supervisory Board members also received summary explanations of the audit plan of the Internal Auditing Department at the start of the fiscal year and explained the Audit & Supervisory Board members' audit plan to the Internal Auditing Department. Both convened other meetings between them as needed to share views.

## [Independent Directors]

Number of Independent Directors	6
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### Matters relating to Independent Directors

Ajinomoto Co., Inc. designates all Outside Directors who qualify as Independent Directors as Independent Directors. The standards of independence used by Ajinomoto Co., Inc. for Outside Officers are set out in "Chapter 5.4: Independence Standards" of the Ajinomoto Principle on Corporate Governance.

## [Incentives]

Incentive Policies for Directors and/or Executive Officers (Shikkoyaku)	Performance-linked Compensation
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### Supplementary Explanation

Details on the compensation paid to Directors are set out in "Chapter 5.2: Compensation" of the Ajinomoto Principle on Corporate Governance. A detailed explanation is also set out in "Section 1, 4.4(4): Compensation Paid to Officers" of the Securities Report for the 143rd fiscal year.

Recipients of Stock Options
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### Supplementary Explanation

## [Compensation for Directors and Executive Officers (Shikkoyaku)]

Disclosure of Individual Directors' Compensation	Selected Directors
Disclosure of Individual Executive Officers' (Shikkoyaku) Compensation	No Individual Disclosure

### Supplementary Explanation

Ajinomoto Co., Inc. shifted from Company with Audit & Supervisory (Kansayaku) Board to Company with Three Committees at a general meeting of shareholders held on June 23, 2021. The actual results for the 143rd fiscal year (fiscal 2020) are described as follows. The total amount of director compensation for the 143rd fiscal year was 600 million yen for six Directors (excluding Outside Directors; comprised of the monthly compensation of 292 million yen, the short-term company performance-linked compensation of 252 million yen and the medium-term company performance-linked stock compensation of 55 million yen), and the total compensation of 45 million yen paid to the three Outside Directors (comprised solely of a monthly compensation of 45 million yen).

(Notes)

- The officers paid include one Audit & Supervisory Board member (external) who retired during the period.
- The above amount of compensation is as per the International Financial Reporting Standards (IFRS).
- The short-term company performance-linked compensation includes the amount expected to be paid and a difference between the aggregate of the short-term company performance-linked compensation paid in June 2020 and the amount expected to be paid that was disclosed in the Securities Report for the previous fiscal year.
- The actual results relating to performance indicators for the short-term company performance-linked compensation for the fiscal year under review are as follows.

	Evaluation indicators	Actual results for the fiscal year under review
1	Sales	1,071.4 billion yen
2	Business profit	113.1 billion yen
3	Profit for the business year attributable to the owners of the parent company	59.4 billion yen

- The medium-term company performance-linked compensation includes the amount of reserves accumulated for the fiscal year under review and a difference between the aggregate of the medium-term company performance-linked stock compensation paid in October 2020 and the amount expected to be paid that was disclosed in the Securities Report for the previous fiscal year. In addition, regarding the medium-term company performance-linked stock compensation, 50% is paid as Company shares and the other 50% as monetary amount equivalent to the amount of proceeds from sales of Company shares in the market.

- The actual results relating to performance indicators for the medium-term company performance-linked stock compensation for the fiscal year under review are as follows.

	Evaluation indicators	Actual results relative to target values for the fiscal year under review
1	Achievement rate of ROIC (Return on Invested Capital)	6.9%
2	Proportion of achievement rate of sales ratio of core businesses sales achievement rate	66.6%
3	Relative TSR (Total Shareholders' Return)	—
4	Employee engagement	64%
5	ESG target	—

- Aggregate compensation to Directors (excluding Outside Directors) of the Company was limited to the total amount of 1.2 billion yen per year (excluding employee salaries to be paid to the Directors who concurrently serve as employees) and aggregate compensation to Outside Directors is limited to the total amount of 50 million yen per year, by the resolution of the 129th Ordinary General Meeting of Shareholders held on June 28, 2007. The number of Directors excluding Outside Directors after conclusion of such Ordinary General Meeting of Shareholders was 12 and the number of Outside Directors was 1.

- Regarding a medium-term company performance-linked stock compensation system (hereinafter, the "System") the introduction of which was decided at the 139th Ordinary General Meeting of Shareholders held on June 27, 2017, it was resolved at the 142nd Ordinary General Meeting of Shareholders held on June 24, 2020 that the System continue to be implemented for a three fiscal year period commencing on April 1, 2020. In the System, Ajinomoto Co., Inc. contributes money up to a maximum amount of 2.2 billion yen to a stock ownership trust, the stock ownership trust acquires Company shares, and compensation in the form of Company shares and monetary amount equivalent to the amount of proceeds from sales of such shares will be paid to persons entitled to payment depending on the extent to which the targets of Phase 1 of the Medium-Term Management Plan are fulfilled, at the end of the three-year trust period. The persons entitled to the payment are Directors (excluding Outside Directors), Executive Officers and Corporate Fellows. The maximum total number of Company shares to be granted to these persons is 1,100,000 shares. The number of persons entitled to the payment as of conclusion of such Ordinary General Meeting of Shareholders was 59, and of those, the number of Directors was 6.

- Aggregate compensation to the Audit & Supervisory Board Members is limited to the total amount of 190 million yen per year by the resolution of the 129th Ordinary General Meeting of Shareholders held on June 28, 2007. The number of Audit & Supervisory Board Members as of conclusion of such Ordinary General Meeting of Shareholders was 5.

\* Information concerning director compensation is disclosed on the Ajinomoto Co., Inc. website in the following documents:

- Securities Report
- Notice of Convocation of the Ordinary General Meeting of Shareholders (found in the Business Report attached as a supplementary document).

For directors who receive 100 million yen or more in compensation are as follows.

[Name, title: total amount of compensation (monthly compensation, short-term company performance-linked compensation, medium-term company performance-linked stock compensation)]

Takaaki Nishii, Director: 153 million yen (74 million yen, 63 million yen, and 14 million yen)

Masatoshi Ito, Director: 121 million yen (60 million yen, 52 million yen, and 8 million yen)

Hiroshi Fukushi, Director: 103 million yen (50 million yen, 42 million yen, and 10 million yen)

Policy on Determining Compensation Amounts and Calculation Methods

Established

Disclosure of Policy on Determining compensation Amounts and Calculation Methods

Details on the policy on determining compensation of Directors and Executive Officers are set out in “Chapter 5.2: Compensation” of the Ajinomoto Principle on Corporate Governance.

**[Supporting System for Outside Directors]**

As the Secretariat for Board of Directors meetings, the Corporate Planning Department provides Outside Directors with briefings on resolutions and reports and provides general support for the execution of their duties. The Secretariat Department serves as the liaison between Outside Directors and other Directors.

The internal full-time Audit Committee member, the Executive Officer in charge of the Audit Committee and full-time and part-time staff belonging to the Internal Auditing Department (the internal audit department) share information with Audit Committee members (external) and otherwise provide general support for them to perform their duties.

A dual reporting system is implemented in which the Executive Officer in charge of the Audit Committee and the General Manager of Internal Auditing Department make a business report to, and seek instructions from, both the Representative Executive Officer and the Audit Committee. Also, a supporting system for the Audit Committee is adopted.

Ajinomoto Co., Inc. has established the Outside Director Communication Committee with the aim of improving the quality of supervision of business execution through the exchange of information between the Outside Directors and through the mutual complementation of specializations. Details on the Outside Director Communication Committee are set out in “Chapter 4.5: Outside Director Communication Committee and Lead Independent Outside Director” of the Ajinomoto Principle on Corporate Governance.

**[Retired presidents/CEOs holding advisory positions (sodanyaku, komon, etc.)]**

Information on retired presidents/CEOs holding advisory positions (sodanyaku, komon, etc.)

Name	Job title/position	Responsibilities	Employment terms	Date when former role as president/CEO ended	Term
None	-	-	-	-	-

Number of retired presidents/CEOs holding advisory positions (sodanyaku, komon, etc.) Number of retired presidents/CEOs holding advisory positions (sodanyaku, komon, etc.) 0

Others

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

Ajinomoto Co., Inc. shifted from Company with Audit & Supervisory (Kansayaku) Board to Company with Three Committees at a general meeting of shareholders held on June 23, 2021.

### ○Management and Supervision

#### (1) Board of Directors

Details on the Board of Directors are set out in “Chapter 4.1: Board of Directors” of the Ajinomoto Principle on Corporate Governance. In addition, the composition of the Board of Directors for the 144th fiscal year (fiscal 2021) is as follows.

Ajinomoto Co., Inc. has designated Ms. Iwata, the Chair of the Board of Directors, as the Lead Independent Director.

#### 【Name / Position】

Kimie Iwata/ Outside Director (Chair), Takashi Nawa/ Outside Director, Joji Nakayama/ Outside Director,  
Atsushi Toki/ Outside Director, Hideki Amano/ Outside Director, Mami Indo/ Outside Director,  
Takaaki Nishii/ Internal Director, Hiroshi Fukushi/ Internal Director, Masaya Tochio/ Internal Director, Chiaki Nosaka/ Internal Director,  
Kaoru Kurashima/ Internal Director

In the 143rd fiscal year (fiscal 2020), 16 meetings of the Board of Directors meetings were held, and the status of individual attendance at the meetings was as follows.

#### 【Name / Attendance】

Masatoshi Ito (Chair)/ 16 of 16 (100%), Takaaki Nishii/ 16 of 16 (100%), Hiroshi Fukushi/ 16 of 16 (100%), Masaya Tochio/ 16 of 16 (100%),  
Chiaki Nosaka/ 16 of 16 (100%), Etsuhiro Takato/ 16 of 16 (100%),  
Yasuo Saito/ 16 of 16 (100%), Takashi Nawa/ 16 of 16 (100%), Kimie Iwata/ 16 of 16 (100%),  
Yoichiro Togashi / 16 of 16 (100%) as Audit & Supervisory Board member, Shizuo Tanaka / 16 of 16 (100%) as Audit & Supervisory Board member,  
Atsushi Toki/ 16 of 16 (100%) as Audit & Supervisory Board member, Hideki Amano/ 16 of 16 (100%) as Audit & Supervisory Board member,  
Mami Indo/ 11 of 11 (100%) as Audit & Supervisory Board member

\*The attendance rate of Ms. Indo stated above refers to her attendance rate after her appointment on June 24, 2020.

#### (2) Nomination Committee

Details on the Nomination Committee are set out in “Chapter 4.2: Nomination Committee” of the Ajinomoto Principle on Corporate Governance. In addition, the composition of the Nomination Committee for the 144th fiscal year (fiscal 2021) is as follows.

#### 【Name / Position】

Takashi Nawa/ Outside Director (Chair), Kimie Iwata/ Outside Director, Joji Nakayama/ Outside Director,  
Takaaki Nishii/ Internal Director, Chiaki Nosaka/ Internal Director,

In addition, until the transition to Company with Three Committees, the Nominating Advisory Committee was in place as a subordinate organization of the Board of Directors so that procedures for designation of Director candidates, election and dismissal of Chair of the Board and President, and election, dismissal, etc. of Representative Directors could be performed in an impartial and proper manner.

The Nominating Advisory Committee held nine meetings in the 143rd fiscal year (fiscal 2020), and deliberated on issues, such as the re-election of officers in the next fiscal year, the composition of Directors and Executive Officers, candidates for Directors and Executive Officers, and how to proceed with evaluation of CEO and Directors. The attendance rate of the members of the Nominating Advisory Committee for the meetings was as follows.

#### 【Name / Attendance】

Kimie Iwata (Chair)/ 9 of 9 (100%), Yasuo Saito/ 9 of 9 (100%), Takashi Nawa/ 9 of 9 (100%),  
Takaaki Nishii/ 9 of 9 (100%), Etsuhiro Takato/ 9 of 9 (100%)

#### (3) Compensation Committee

Details on the Compensation Committee are set out in “Chapter 4.3: Compensation Committee” of the Ajinomoto Principle on Corporate Governance. In addition, the composition of the Compensation Committee for the 144th fiscal year (fiscal 2021) is as follows.

#### 【Name / Position】

Joji Nakayama/ Outside Director (Chair), Kimie Iwata/ Outside Director, Takashi Nawa/ Outside Director

In addition, until the transition to Company with Three Committees, the Compensation Advisory Committee was in place as a subordinate organization of the Board of Directors so that compensation for Directors, Corporate Executive Officers, Corporate Fellows, etc. could be determined in an impartial and proper manner.

The Compensation Advisory Committee held six meetings in the 143rd fiscal year (fiscal 2020), and deliberated on issues, such as the determination of short-term company performance-linked compensation, the content of an agreement with a foreign national officer, establishment of a policy for compensation for officers and designing of an officer compensation system associated with the transition to a new structure. The attendance rate of the members of the Compensation Advisory Committee for the meetings was as follows.

#### 【Name / Attendance】

Yasuo Saito (Chair)/ 6 of 6 (100%), Takashi Nawa/ 6 of 6 (100%), Kimie Iwata/ 6 of 6 (100%),  
Takaaki Nishii/ 6 of 6 (100%), Etsuhiro Takato/ 6 of 6 (100%)

#### (4) Sustainability Advisory Council

To endeavor to improve corporate value of the Ajinomoto Group from the viewpoint of sustainability, the Sustainability Advisory Council has been in place as a subordinate organization of the Board of Directors since the 144th fiscal year (fiscal 2021) with the aim of making a proposal as to how Ajinomoto Co., Inc. should work on sustainability from the perspective of multi-stakeholders.

Details on the Sustainability Advisory Council are set out in “Chapter 6.2(1): Sustainability Advisory Council” of the Ajinomoto Principle on Corporate Governance. In addition, the composition of the Sustainability Advisory Council for the 144th fiscal year (fiscal 2021) is as follows.

#### 【Name / Position】

Scott Davis/ Outside Expert (Chair), Kraisid Tontisirin/ Outside Expert, Yoshiki Ishikawa/ Outside Expert, Takao Toda/ Outside Expert,  
Yu Aoki/ Outside Expert, Mana Nakazora/ Outside Expert, Naoko Kimura/ Outside Expert,  
Kimie Iwata/ Outside Director, Joji Nakayama/ Outside Director,  
Takaaki Nishii/ Internal Director, Kaoru Kurashima/ Internal Director, Hiroshi Shiragami/ Executive Officer

The Corporate Governance Committee and Management Foundation Review Committee were in place as subordinate organizations of the Board of Directors. The activity status of each of such committees for the 143rd fiscal year (fiscal 2020) is as follows.

#### (5) Corporate Governance Committee

Until the transition to Company with Three Committees, the Corporate Governance Committee was in place with the aim of maintaining and improving the soundness of management and corporate governance.

In the 143rd fiscal year (fiscal 2020), 6 meetings of the Corporate Governance Committee were held, and the status of individual attendance at the meetings was as follows.

##### 【Name / Attendance】

Takashi Nawa (Chair)/ 6 of 6 (100%), Yasuo Saito/ 6 of 6 (100%), Kimie Iwata/ 6 of 6 (100%),  
Atsushi Toki/ 6 of 6 (100%), Takaaki Nishii/ 6 of 6 (100%), Etsuhiro Takato/ 6 of 6 (100%)

#### (6) Management Foundation Review Committee

The Management Foundation Review Committee had been established in the 143rd fiscal year (fiscal 2020) to determine strategic direction of group management and strengthen the management foundation across the Group.

In the 143rd fiscal year (fiscal 2020), 12 meetings of the Management Foundation Review Committee were held, and the status of individual attendance at the meetings was as follows.

##### 【Name / Attendance】

Takaaki Nishii (Chair)/ 12 of 12 (100%), Hiroshi Fukushi/ 12 of 12 (100%), Masaya Tochio/ 12 of 12(100%), Etsuhiro Takato/ 12 of 12 (100%)

#### ○Audit

Ajinomoto Co., Inc. shifted from Company with Audit & Supervisory (Kansayaku) Board to Company with Three Committees at a general meeting of shareholders held on June 23, 2021. As a result, the Audit & Supervisory Board was abolished and the Audit Committee has been established.

Details on the Audit Committee are set out in “Chapter 4.4: Audit Committee” of the Ajinomoto Principle on Corporate Governance. In addition, the composition of the Audit Committee for the 144th fiscal year (fiscal 2021) is as follows.

##### 【Name / Position】

Atsushi Toki/ Outside Director (Chair), Hideki Amano/ Outside Director, Mami Indo/ Outside Director, Masaya Tochio/ Internal Director

The Audit Committee held 14 meetings in the 143rd fiscal year (fiscal 2020), and focused on the following audit items: 1) governance status, 2) response to measures for considering a change in an organizational system, 3) response to risks and managing group companies, 4) efforts for Work-Style Innovation and Diversity, 5) Accounting Auditor, and 6) monitoring of accuracy of inventory assets and settlement of accounts. The attendance of the members of the Audit & Supervisory Board for the meetings was as follows.

##### 【Name / Attendance】

Yoichiro Togashi (Chair)/ 14 of 14 (100%), Shizuo Tanaka/ 14 of 14 (100%), Atsushi Toki/ 14 of 14 (100%), Hideki Amano/ 14 of 14 (100%),  
Mami Indo/ 10 of 10 (100%)

\*The attendance rate of Ms. Indo stated above refers to her attendance rate after her appointment on June 24, 2020.

The status of audits by the Audit & Supervisory Board, internal audits, and accounting audits for the 143rd fiscal year (fiscal 2020) are set out in “Section 1, 4.4(3): Status of Audits” of the Securities Report for the 143rd fiscal year.

#### ○Summary of Limited Liability Agreements

The Company has entered into an agreement with Outside Directors to limit their liability for damages under Article 427, Paragraph 1 of the Companies Act.

Financial limitations on liability for damage based on this Agreement shall be the aggregate amount as stipulated in the respective items of Article 425, Paragraph 1 of the Companies Act.

#### ○Business Execution

With supervision and execution separated under the “Company with Three Committees” system, the Chief Executive Officer to which the Board of Directors delegates significant authority plays a central role in making decisions on important aspects of business execution at the Executive Committee so that the Executive Committee unites as one to sustainably enhance corporate value.

Details on the Executive Committee are set out in “Chapter 4.8: Executive Committee” of the Ajinomoto Principle on Corporate Governance.

Business management organizations are divided into the Global Corporate Division, Corporate Division, Food Products Division, and AminoScience Division. Each organization carries out the operations delegated to it under the direction and supervision of the Executive Officer in charge. Each member of the Executive Committee supervises the execution of the business by an organization the member is in charge of.

In addition, the internal rules on decision-making procedures of the Ajinomoto Group, which classify each business operational organization of the Group (including Group companies) into “governing headquarter (HQ)” and “delegated front” from the standpoint of their roles, clarify approval criteria. In this manner, Ajinomoto Co., Inc. strives to speed up decision making and raise the efficiencies of its organizational management as well as streamline operations across the entire Group by reinforcing the management functions of the Board of Directors and further delegating authority to the Executive Committee. This section is related to “IV. 1.(2) Status of the development of the Internal Control System” of this report.

#### ○Internal Controls and Risk Management

Recently, the business environment has changed greatly due to the prolonged COVID-19 pandemic, making it important to take more comprehensive risk management measures than before. While faithfully observing the AGP, which lays out the principles that illustrate the beliefs and behaviors which the companies in the Ajinomoto Group and each officer and employee who works there should comply with, and continuing to focus on developing and properly implementing its internal control systems, we will strengthen a system where sustainability is regarded as an opportunity for taking risks actively and enhance corporate value in a sustainable manner.

Details on internal control are set out in “Chapter 6.4: Internal Controls” of the Ajinomoto Principle on Corporate Governance.

Our basic approach to risk management is set out in “Chapter6: Sustainability and Risk Management” of the Ajinomoto Principle on Corporate Governance.

### 3. Reasons for Adoption of Current Corporate Governance System

The reason why Ajinomoto Co., Inc. has selected the current corporate governance is set out in “Chapter 2: Basic Approach” of the Ajinomoto Principle on Corporate Governance.

### III. Implementation of Measures for Shareholders and Other Stakeholders

#### 1. Measures to Vitalize the General Shareholder Meetings and Smooth Exercise of Voting Rights

	Supplementary Explanations
Early Notification of General Shareholder Meeting	The Notice of Convocation of the Ordinary General Meeting of Shareholders is sent out at least three weeks prior to the date of the meeting.
Scheduling AGMs Avoiding the Peak Day	Ajinomoto Co., Inc. determines the date on which the General Meeting of Shareholders is held in consideration of securing a venue that can accommodate a large number of shareholders and prepares the accounts settlement schedule in consideration of the time required for accounts settlement operations and for performing audits by the Accounting Auditor and Audit Committee members.
Allowing Electronic Exercise of Voting Rights	Shareholders are given the opportunity to exercise their voting rights online.
Participation in Electronic Voting Platform	Ajinomoto Co., Inc. participates in the Tokyo Stock Exchange's electronic voting rights platform to provide nonresident investors and institutional investors with the opportunity to optimally exercise their voting rights.
Providing Convocation Notice in English	Ajinomoto Co., Inc. prepares an English language version of the Notice of Convocation of the Ordinary General Meeting of Shareholders and publishes it on its corporate website. This year, the English language version of the Notice of Convocation of the Ordinary General Meeting of Shareholders was published on the Company's corporate website three days prior to it being sent out by postal mail.
Other	To enhance the convenience of shareholders, Ajinomoto Co., Inc. provides opportunities for shareholders to exercise their voting rights online. In order to provide sufficient time for shareholders to review matters for the exercising of their voting rights, the Notice of Convocation of the Ordinary General Meeting of Shareholders will be published on the Company's corporate website before it is sent by postal mail.

#### 2. IR Activities

	Supplementary Explanations	Explanation by the Representative
Preparation and Publication of Disclosure Policy	Ajinomoto Co., Inc. has established a disclosure policy and publishes it on its corporate website. This policy states the Company will disclose information in a timely and fair manner, including information set out in the Financial Instruments and Exchange Act, other laws and regulations, and the timely disclosure regulations of the financial instruments exchange where its securities are listed. It also deems information believed to affect the investment decisions of investors, even if such information is not applicable to disclosure rules, as important company information and the Company will make efforts to disclose this information in a timely and fair manner.	
Regular Investor Briefings for Analysts and Institutional Investors	Briefings are held for the interim financial results and fiscal year-end financial results, with presentations made by the president and executive officer in charge of finance.	Yes
Posting of IR Materials on Website	Ajinomoto Co., Inc. publishes its Securities Report, Shareholders' Newsletter, Integrated Report, IR Data Book, Business Introduction Pages, Corporate Governance Report, Summary of the Evaluation of the Effectiveness of the Board of Directors, Financial Results Information, the Notice of Convocation of the Ordinary General Meeting of Shareholders, various press releases, and other documents on its corporate website.	
Establishment of Department and/or Manager in Charge of IR	The IR Group has been established within the Global Finance Dept.	
Other	The Company's dialogue with shareholders and investors is set out in "Chapter3.2: Dialogue with Shareholders and Investors" of the Ajinomoto Principle on Corporate Governance.	

### 3. Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanations
Stipulation of Internal Rules for Respecting the Position of Stakeholders	AGP contains provisions on respect for the standing of each stakeholder, including customers, communities, shareholders, investors, business partners, and employees. Specifically, these stipulations include providing safe, high-quality products and services to our customers, making social contributions to communities through business activities and respecting their local cultures, conducting appropriate information disclosures and meeting expectations by always working to increase corporate value for shareholders and investors, and promising to engage in fair and transparent transactions for business partners.
Implementation of Environmental Activities, CSR Activities etc.	Since its foundation, the Ajinomoto Group has worked to resolve social issues through its businesses, improve economic value by creating shared value with societies and communities, and to achieve growth (ASV). In the FY2020-2025 Medium-Term Management Plan, we have set a target of greenhouse effect gas emission reductions by 50% by FY2030 compared to FY2018, and are steadily moving forward with actions toward carbon-free management. On the other hand, Water risk, Plastic waste, Food loss, and Sustainable procurement are recognized as important environmental issues, and we have set targets for reducing the burden and managed our results. We have also established and applied, on a companywide basis, an environmental management system based on an ISO 14001 framework, the Group Shared Policy on Environment and the Environmental Regulations, as well as the Ajinomoto Quality Assurance System based on an ISO9001 framework, the Group Shared Policy on Quality, and the Quality Assurance Regulations. Our activities concerning ESG and Sustainability are mainly described in our Integrated Report and Sustainability Data Book and disclosed on the corporate website.
Development of Policies on Information Provision to Stakeholders	<p>The Group Shared Policy on Information Sharing with Stakeholders stipulates that Ajinomoto Co., Inc. will work on the evolution of ASV in all countries and regions where it operates, and the Company will build relationships of trust with the diverse stakeholders through information sharing and dialogue.</p> <p>Since 2016, the Company has published the Integrated Report containing financial and non-financial information in story form, the Sustainability Data Book, IR Data Book, Medium-Term Management Plan, Securities Report, and this Corporate Governance Report. With those, the Company reports the Ajinomoto Group's initiatives while it engages stakeholders through forums and dialogue sessions.</p>
Other	<p>In terms of workstyle innovation, in order to promote "new normal" work styles, Ajinomoto Co., Inc. utilized digital technology, thereby promoting initiatives to create an environment which will increase productivity and job satisfaction for each employee. For example, the Company introduced an electronic seal and electronic contract system so that a delay of internal and external approval can be prevented even if employees do not come to the office. In addition, the Company introduced ICT tools to transform communication styles amid the rapid expansion of remote working. Through these initiatives, we are creating an environment that supports each employee's highly productive, flexible and diverse work style, and new innovations.</p> <p>Ajinomoto Co., Inc. has also been selected as the "Health &amp; Productivity Stock Selection" for the fifth consecutive year by the Ministry of Economy, Trade and Industry (METI) and the Tokyo Stock Exchange as a company that is strategically working on employee health management from a management-oriented perspective. The Company is also promoting diversity and inclusion with the aim of linking human resource diversity to growth of both employees and businesses. In the past 5 years, the ratio of female managers at Ajinomoto Co., Inc. has increased from 8.0% to 11.3% as a result of our active promotion of measures to accelerate the appointment of women to decision-making positions. Furthermore, we endorse the 30% Club Japan and EMPOWER, and make concerted efforts with other companies to implement female success promotion projects, contributing to transformation of the Japanese society as a whole. These efforts have been recognized and Ajinomoto Co., Inc. has been selected by METI as "Semi-Nadeshiko Brand."</p> <p>In the management plan for FY2021, we will clearly state "Career Diversity &amp; Inclusion" as one of the three core components of human resource development and promote initiatives to make the most of diversity in the future in order to realize mutual growth between the Company and the individual.</p>

## ***IV. Matters Related to the Internal Control System***

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

#### **(1) Basic views**

Ajinomoto Co., Inc. is striving to develop and enhance internal control systems, which we regard as an important issue of corporate management. To serve as a form of verification of the status of operations and effectiveness of our Internal Control Systems, we confirm the status of operations and activities of the Business Conduct Committee, the Sustainability Committee, audits by the Internal Auditing Department, the Global Governance Regulations, and other relevant regulations. We confirm whether issues and problems are being dealt with appropriately and whether continuous improvements are being made. The verification results are reported to the Board of Directors.

Details on the Business Conduct Committee are set out in “Chapter 7.2: Business Conduct Committee” of the Ajinomoto Principle on Corporate Governance.

Details on the Sustainability Committee are set out in “Chapter 6.3: Committee as a subordinate organization of the Executive Committee” of the Ajinomoto Principle on Corporate Governance.

#### **(2) Status of the development of the Internal Control System**

The Board of Directors of Ajinomoto Co., Inc. passes a resolution on the Basic Policy on the Internal Control System, and discloses the Basic Policy on the Internal Control System.

The Basic Policy on the Internal Control System is disclosed on the following website:

[https://www.ajinomoto.co.jp/company/en/ir/strategy/corp\\_gov/main/0/teaserItems1/03/linkList/0/link/Internal%20control\\_E.pdf](https://www.ajinomoto.co.jp/company/en/ir/strategy/corp_gov/main/0/teaserItems1/03/linkList/0/link/Internal%20control_E.pdf)

### **2. Basic Views on Eliminating Anti-Social Forces**

#### **(1) Basic approach to the exclusion of antisocial forces**

Ajinomoto Co., Inc. believes that dealing with antisocial forces and giving in to unreasonable demands of antisocial forces result in providing the underlying support for the survival and strengthening of antisocial forces and lead to the infiltration of antisocial forces in the Company and the spread of related damage. Consequently, we have a basic principle to:

- 1) absolutely not have any dealings with antisocial forces,
- 2) take a resolute stance against antisocial forces and reject all unreasonable demands from antisocial forces; and
- 3) work with relevant organizations on the exclusion of antisocial forces, while seeking the guidance and support of the police, lawyers, and other external professional organizations. This basic principle is made known inside and outside the Company through AGP.

#### **(2) Status of the exclusion of antisocial forces**

1) Legal & Compliance Department, the supervisory division in dealing with antisocial forces, and general affairs sections responsible for dealing with antisocial forces in each office play the central role in ensuring that there is absolutely no contact with antisocial forces as part of risk management efforts. They seek the guidance of the police as needed and work in close cooperation with business operating units and subsidiaries and related companies.

2) We have a structure in place to handle unreasonable demands related to product claims with the coordination of Legal & Compliance Department and other internal organizations, instead of leaving them to a single contact point. We also seek the guidance and support of lawyers and the police as necessary.

3) If it is discovered that the Company has unknowingly entered into business transactions with antisocial forces, the top priority is given to immediately terminate all business transactions with them. We are moving forward with measures to include anti-organized crime clauses in all contracts to minimize the damage related to contract termination.

## V. Other

### 1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures

Not Adopted

Supplementary Explanation

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### 2. Other Matters Concerning to Corporate Governance System

Our internal structure concerning the timely disclosure of corporate information is set out below:

We have set forth Information Security Regulations as internal regulations. These regulations are designed to prevent information leaks and unauthorized use of information, and ensure the appropriate handling of personal information by means of clarifying the Company's information-related basic policies and establishing basic rules for the handling of information.

Regarding the disclosure of corporate information in particular, we have Minor Regulations on Disclosure of Corporate Information as bylaws of the above regulations. The Regulations bind the Company to provide information on the management philosophy, financial results, and future earnings potential of Ajinomoto Co., Inc. and its group companies in a timely manner, and thereby obtain investors' confidence in and their fair evaluation of the Company.

The above detailed regulations provide for the internal structure for the timely disclosure of corporate information, which is explained below.

#### 1. Basic principles for the disclosure of corporate information

Disclosure of corporate information by Ajinomoto Co., Inc. takes place according to the following basic principles:

- Timely disclosure
- Appropriate disclosure
- Accurate disclosure
- Fair disclosure
- Voluntary disclosure
- Continuous disclosure

#### 2 Internal structure

Directors and employees of Ajinomoto Co., Inc. strive to be well-versed in the Minor Regulations on Disclosure of Corporate Information; abide by laws and regulations as well as company regulations, instructions, and directions; and disclose corporate information in accordance with these basic principles.

##### (1) Establishment of disclosure executives

number of Disclosure Executives have been designated as officials responsible for the disclosure of corporate information.

###### 1) Disclosure Executives

The members of the Executive Committee, General Manager of the Corporate Planning Department, General Manager of Global Finance Department, General Manager of the Legal & Compliance Department, General Manager of Global Communications Department, General Manager of the Sustainability Development Department, and General Manager of IR Group within the Global Finance Department.

###### 2) Role of Disclosure Executives

Disclosure Executives are responsible for the timely disclosure of corporate information. Their responsibilities include:

- Determining which significant corporate information should be made public and which should not, and deciding on the details of disclosure. Reports to the Executive Committee and the Board of Directors must also be conducted and approval received when necessary.
- Providing revisions to previously disclosed corporate information and additional information when conditions change, as well as monitoring and supervising the status of the disclosure of corporate information.
- Deciding on countermeasures to deal with rumors that may affect the investment decisions of investors.

##### (2) Establishment of Liaison Managers

Liaison Managers are designated in necessary organizations to cooperate with Disclosure Executives concerning the provision and disclosure of corporation information.

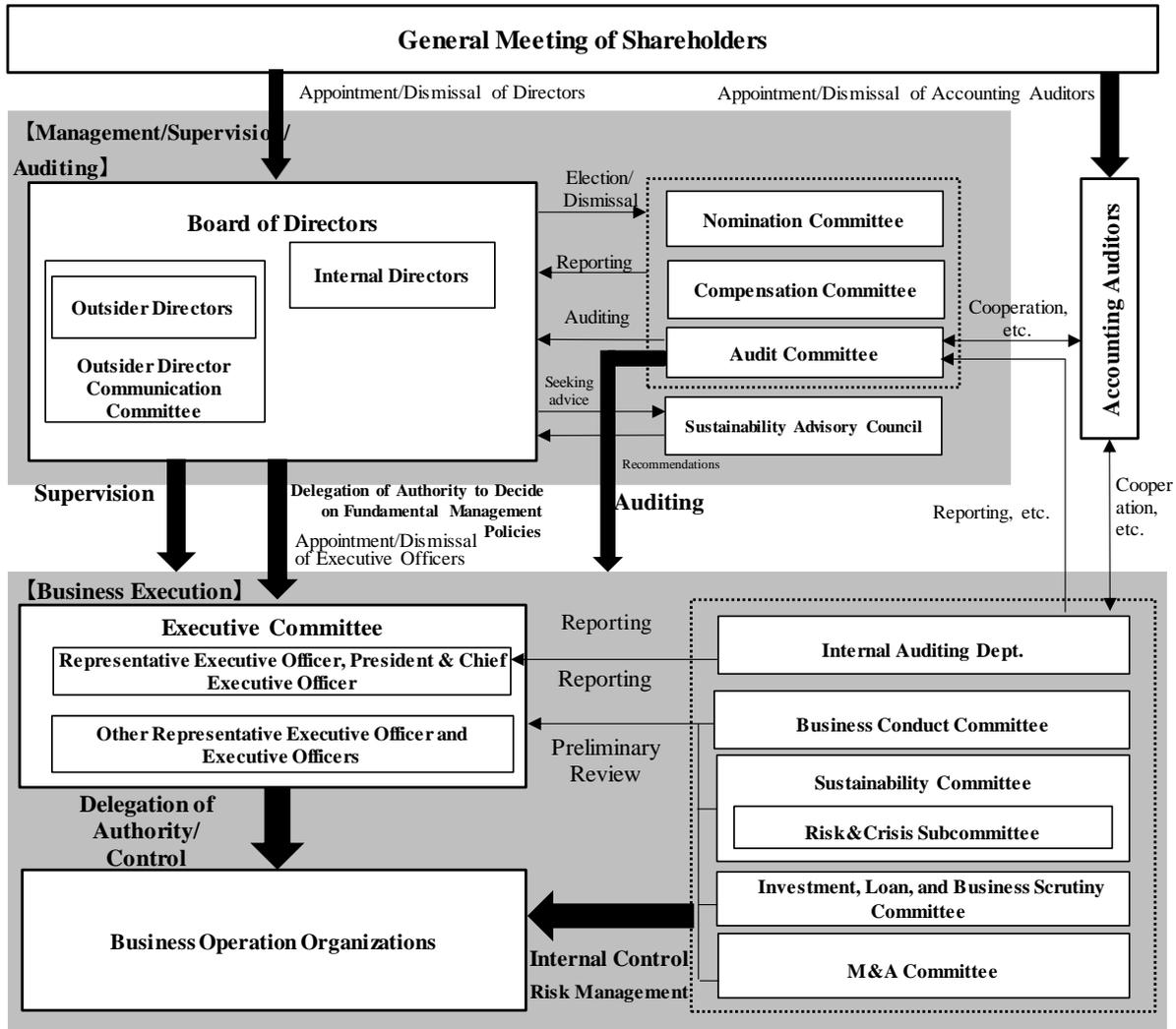
Liaison Managers promote the timely disclosure of corporate information by providing Disclosure Executives with corporate information from the respective organizations in a timely and appropriate manner.

- Collection of corporate information from the covered respective organizations and coordination with Disclosure Executives concerning the details of disclosure
- Contact with Disclosure Executives on significant undisclosed information or facts that may prove to be significant at the time of their occurrence.
- Responses to other matters when instructed or requested by Disclosure Executives for cooperation concerning disclosure of corporate information.

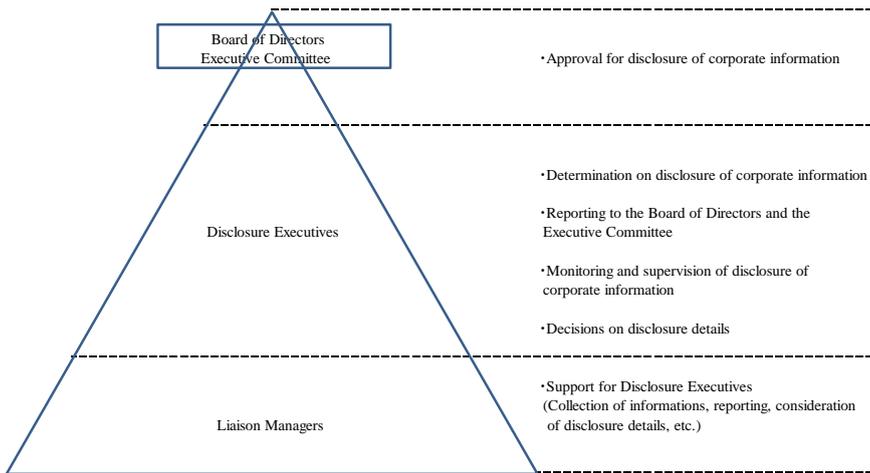
Ajinomoto Co., Inc. provides for the treatment of significant undisclosed corporate information in the Regulations Concerning Prevention of Insider Trading (internal regulations).

These regulations set forth basic matters necessary for the management of information directors and employees acquire in the course of their business activities in order to prevent insider trading and fulfill the Company's corporate social responsibilities with appropriate disclosure of corporate information.

[Corporate Governance Structure]



[Schematic of the Internal Structure for Timely Disclosure of Corporate Information]



Internal regulations regarding disclosure of corporate information

Regulations concerning the prevention of insider trading	Detailed regulations concerning disclosure of corporate information	Information security regulations
The regulations set forth basic matters necessary for the management of information directors and employees acquire in the course of their business activities in order to prevent insider trading and fulfill our corporate social responsibilities with appropriate disclosure of corporate information.	The objectives of the regulations are to provide information on our management philosophy, financial results, and future earnings potential and to thereby obtain investors' confidence in and their fair evaluation of Ajinomoto Co., Inc.	The regulations aim to prevent information leaks and unauthorized use of information, and ensure the appropriate handling of personal information through the clarification of our information-related basic policies and the establishment of basic rules for the handling of information.

[The skills matrix of the Director]

Skills Name	Business Strategy	Global Management	Sustainability /ESG	DX	R&D /Production	Sales & Marketing	Finance & Accounting	HR Management & Development	Legal /Risk Management
Takaaki Nishii	○	○				○		○	
Hiroshi Fukushi	○	○		○	○				
Kaoru Kurashima	○	○	○			○			
Chiaki Nosaka		○			○			○	
Masaya Tochio		○					○		○
Kimie Iwata	○		○					○	
Takashi Nawa	○	○	○	○					
Joji Nakayama	○	○	○					○	
Atsushi Toki									○
Hideki Amano							○		○
Mami Indo							○		○