

Corporate Governance Report

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Takashimaya Company, Limited

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The corporate governance of Takashimaya Company, Limited (the “Company”) is described below.

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

1. Basic Views

In line with the central management principle of “Putting People First,” the Takashimaya Group (the “Group”) aims to make a continued contribution to society by valuing the spirit of believing in people, loving people, and serving people. In order to realize this objective, enhance corporate value, and fulfill the expectations of our shareholders and all other stakeholders, the Company has positioned the enhancement of its corporate governance as a top management priority. In accordance with this stance, the Company is pursuing the following initiatives.

- 1) Vitalize and Optimize the Board of Directors by introducing an executive officer system;
- 2) Accelerate the decision-making and execution process by promoting the transfer of authority from the Board of Directors to the business execution line;
- 3) Clarify Directors’ responsibilities with respect to each business year by establishing a one-year term of office for Directors (including executive officers);
- 4) Strengthen incentives for enhancing business performance and corporate value by introducing a performance-linked officers’ remuneration system;
- 5) Secure fairness and transparency by establishing a nomination committee and remuneration committee whose membership includes Outside Directors.

The department store business being its core business, the Group recognizes that in order to pursue customer-oriented management, it is absolutely essential to obtain customer information and daily operational information swiftly and to reflect it directly in management. Based on this principle, the Company will continue efforts to ensure that corporate governance is functioning consistently across all management levels from upper management to frontline service.

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

The Company has implemented all the principles of the Code.

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

Principle 1.4 [Cross-Shareholdings]

The Company has many business partners. The Company has adopted the policy of holding shares of said partners where it deems that doing so would foster, maintain, or strengthen business relationships with the relevant partner, accord with the Company's management strategy, and consequently contribute to the enhancement of corporate value over the medium-to-long term.

The Company makes decisions regarding the exercise of voting rights by considering whether it would contribute to the enhancement of both the Company and the investee's corporate value over the medium-to-long term.

Principle 1.7 [Related Party Transactions]

When the Company and its directors engage in transactions involving conflict of interest as defined in the Companies Act, in order to ensure that such transactions do not harm the interests of the Company or the common interests of its shareholders, the Company establishes confirmatory procedures based on the deliberations of the Board of Directors, whose membership includes multiple independent directors. The Board of Directors approves and monitors actual transactions based on the reports it receives, and Corporate Auditors monitor such in accordance with the Takashimaya Standards for Audits conducted by Corporate Auditors.

The Company also conducts annual checks on each of its Directors in order to identify any related party transactions as defined in the Ordinance on the Terminology, Forms, and Preparation Methods of Financial Statements, etc.

In addition, the Company establishes internal procedures for transactions with other related parties such as major shareholders as with third party transactions, and conducts internal procedures in accordance with authority and rules.

Principle 3.1 [Full Disclosure]

(i) Company objectives (e.g., management philosophy), business strategies and business plans

The Group's management philosophy is disclosed in "I.1.Basic Views" above, and on the Company's website (Japanese website: Management Philosophy sub-section in Company Profile section <http://www.takashimaya.co.jp/corp/info/rinen/>; English website: Page 3 of Takashimaya Group Profile 2016 http://www.takashimaya.co.jp/base/corp/english/pdf/company_profile.pdf).

The business strategies and business plans are disclosed in the medium-term management plan in the Financial Statements, etc. For more information, please refer to the financial information published on the Company website (Japanese: Investor Relations page <http://www.takashimaya.co.jp/corp/ir/>; English website: Page21 to 24 of Takashimaya Group Profile 2016 http://www.takashimaya.co.jp/base/corp/english/pdf/company_profile.pdf).

(ii) Basic stance and guidelines on corporate governance

The Group's basic stance on corporate governance is disclosed in "I. 1. Basic Views" above.

(iii) Board policies and procedures in determining the remuneration of the senior management and directors

The Company's policy and procedures for remuneration of Directors are explained in the "[Director Remuneration]" section in "II.1. Organizational Composition and Operation."

(iv) Board policies and procedures in the appointment of the senior management and the nomination of Director and Corporate Auditor candidates

Plans regarding Director and Corporate Auditor candidates and other personnel-related plans are subject to review by a voluntarily established Nomination Committee, whose membership includes Outside Directors, and then are made subject to a resolution of the Board of Directors.

The Company nominates and appoints Internal Director and Executive Officer candidates after comprehensively considering factors such as the multifaceted comprehensive faculties and discernment necessary to resolve the problems associated with the business environment/conditions the Group faces, and the candidate's experience and performance appraisal. The Company nominates Outside Director candidates by taking into consideration the roles expected of Outside Directors and the candidate's expertise, insight, and experience (for the roles expected of Outside Directors, please refer to Supplementary Principle 4.11.1).

The Company nominates Full-time Corporate Auditor candidates by considering whether the candidate has sufficiently broad managerial insights to audit the Company's administration appropriately and provide valuable advice to senior management. The Company nominates Outside Corporate Auditor candidates by considering whether the candidate has, in addition to a high degree of insight, sufficient expert knowledge in finance and accounting.

(v) Explanations with respect to the nominations of Director and Corporate Auditor candidates

The Company provides explanations with respect to the individual nominations of Director and Corporate Auditor candidates in the referential materials for the notice of the ordinary general meetings of shareholders. Explanations with respect to Outside Directors and Outside Corporate Auditors may be found, respectively, in the "Outside Directors/Corporate Auditors' Relationship with the Company" sections in "II:1. Organizational Composition and Operation."

Please note, however, that the explanation with respect to Corporate Auditor Kenji Sukino is provided below, the reason being that this individual does not apply to the above.

Corporate Auditor Kenji Sukino: Kenji Sukino has insights into finance, accounting, and other areas of company management, having served as Manager of the Corporate Planning and Related Business Group, and as President and Director of Takashimaya Hoken co., Ltd. On this basis, the Company has appointed him as Corporate Auditor.

Corporate Auditor Akira Hiramoto: Akira Hiramoto has insights into finance, accounting, and other areas of company management, having served as Store Manager of Shinjuku Store and, from 2012, as Corporate Auditor at Toshin Development Co., Ltd. On this basis the Company has appointed him as Corporate Auditor.

Supplementary Principle 4.1.1 [Scope of matters delegated to the management]

The form of corporate organization the Company has adopted is "Company with Board of Corporate Auditors." The matters to be decided by the Board of Directors in accordance with laws and regulations are subject to a resolution of the Board of Directors; in this way, the Board of Directors is fulfilling its decision-making function. On the other hand, the Company has been streamlining the decision-making process by introducing an executive officer system and transferring authority from the Board of Directors to the business execution line. The Board of Directors is fulfilling its responsibility to oversee such business execution. However, the Company has clearly specified the content of matters that should be resolved by the Board of Directors, the content of matters delegated to the management, and the role of management in the Rules of the Board of Directors, Rules on the Segregation of Directors' Duties, and Rules on Resolutions, etc. In addition, the Company has clarified Directors' responsibilities with respect to each business year by establishing a one-year term of office for Directors and Executive Officers. The business executive bodies the Company has established include the Executive Committee and Branch Managers' Committee, and these organizations review and report on important matters concerning the business execution line.

Principle 4.9 [Independence standards for Independent Directors]

Regarding the Company's independence standards aimed at securing the appointment of independent Outside Directors and Outside Corporate Auditors, the Company appoints candidates after considering the requirements set forth in the Companies Act and the independence criteria for outside/independent directors set forth in the Financial Instruments Exchange.

Supplementary Principle 4.11.1 [View on the appropriate balance, diversity, and size of the Board of Directors]

The Company's Board of Directors nominates Director candidates in accordance with the quota specified in the Articles of Incorporation and with a view to achieving a good balance of experience and talent so as to secure diversity and ensure vibrant discussions. The Company also has multiple Outside Directors on its Board of Directors in the expectation that they will advise from the perspective of stakeholders and fulfill a corporate auditing/monitoring function based on their experience and insights in business fields. For policies on the nomination of Director candidates, please refer to the Principle 3.1 (iv).

Supplementary Principle 4.11.2 [Concurrent service as Directors or Corporate Auditors at other listed companies]

Any significant concurrent positions held by Directors or Corporate Auditors are disclosed in the business report in the notice of the ordinary general meetings of shareholders and in referential materials for the same.

Supplementary Principle 4.11.3 [Analysis and evaluation of the effectiveness of the Board of Directors as a whole]

In FY2015, the Company started conducting evaluations of the Board of Directors with a view to making it more effective and enhancing corporate value. The FY2017 evaluation was conducted in February 2018.

In these evaluations, the Company refers to the relevant stipulations in the Corporate Governance Code and focuses on whether the Board of Directors is discharging its responsibilities and duties, whether the necessary systems are in place to ensure the Board of Directors can function effectively, and whether the Board is functioning effectively.

For the FY2017 evaluation, the Company conducted a questionnaire among all ten Directors and all four Corporate Auditors, and then conducted individual hearings with each of the three Outside Directors and two Outside Corporate Auditors based on the results of the questionnaire. At a meeting of the Board of Directors held in February 2018, the Board conducted a self-evaluation referring to the results of the questionnaire and hearings.

The results of the questionnaire and hearings were generally positive. As such, the Company concludes that there are no major problems with Company's Board of Directors in terms of its expected decision-making and corporate auditing functions or the structural and operational conditions for facilitating the same.

On the other hand, the Corporate Auditors described some areas that should be improved in order to enable the Board of Directors to function more effectively. For example, the Corporate Auditors mentioned that there should be more time for discussing the Group's overall strategy and tighter oversight of the Group's management frameworks and execution of duties. They also mentioned that the nomination and remuneration committees are under-used and that the Board of Directors should work more closely with these bodies. The Board of Directors has considered proposals for addressing each of these issues, and it will put them into effect progressively in next year's board meetings.

The Company will continue to conduct yearly evaluations of the Board of Directors as part of a PDCA cycle designed to make the Board of Directors more effective.

Supplementary Principle 4.14.2 [Training policy for Directors and Corporate Auditors]

The Company provides in-house seminars to newly appointed Executive Officers and to Directors and Corporate Auditors newly appointed in Group companies which cover the duties, authority, and responsibilities of Directors and Corporate Auditors.

In addition, the Internal Directors and Full-time Corporate Auditors attend management lectures and seminars held by outside training institutions on an as-and-when basis so that they may be better equipped with the strategic thought and discernment expected of Directors and Corporate Auditors and may forge networks outside the Company.

As for Outside Directors and Outside Corporate Auditors, in order that they may deepen their knowledge about the Company, the Company holds briefing meetings concerning the relevant Company rules, businesses, organizations, strategies/policies, and management issues, and subsequently provides information as and when necessary so that they can master the necessary knowledge.

Principle 5.1 [Policy for constructive dialogue with shareholders]

The Company recognizes that constructive dialogue with shareholders/investors is indispensable for achieving sustainable growth and enhancing corporate value. With a view to realizing such dialogue, the Company endeavors to disclose information in a fair and transparent manner. The Director in charge of Investor Relations and the Public and Investor Relations Office work together under the leadership of the President to facilitate communication with shareholders and investors. The Company also responds to requests from shareholders and investors, collaborating with other departments where necessary.

Shareholders and investors are also invited to attend semi-annual financial results briefings and a number of small meetings featuring the President as the main speaker. The Company also holds separate interviews where appropriate, primarily with institutional investors. Utilizing its website, the Company endeavors to make its information available to shareholders and investors online in a fair manner. Furthermore, the Company conducts a questionnaire among shareholders with a view to ascertaining shareholders' opinions.

The Company has prepared a system wherein the opinions and requests of shareholders and investors are ascertained through dialogue and then relayed to management and to the relevant departments and ultimately incorporated into the execution of business.

When engaging in dialogue with shareholders and investors, the Public and Investor Relations Office and other departments of the Company observe an appropriate silent period prior to the announcement of financial statements, and the Company rigorously manages insider information so as to prevent conflicts of interest arising.

2. Capital Structure

Foreign Shareholding Ratio	From 20% to less than 30%
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[Status of Major Shareholders]

Name / Company Name	Number of Shares Owned	Percentage (%)
Japan Trustee Services Bank, Ltd. (Trust Account)	33,067,000	9.30
The Master Trust Bank of Japan, Ltd. (Trust Account)	29,006,000	8.16
H2O Retailing Corporation	17,774,000	5.00
Nippon Life Insurance Company	9,923,880	2.79
Trust & Custody Services Bank, Ltd. (Securities Investment Trust Account)	6,829,500	1.94
Takashimaya Kyoeikai Association	6,317,144	1.78
Japan Trustee Services Bank, Ltd. (Trust Account 5)	6,118,000	1.72
Japan Trustee Services Bank, Ltd. (Trust Account 9)	5,250,000	1.48
STATE STREET BANK WEST CLIENT-TREATY 505234 (Standing proxy: Mizuho Bank, Ltd., Settlement & Clearing)	4,805,000	1.35

Services Department		
Sotetsu Holdings, Inc.	4,805,000	1.35

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

Supplementary Explanation

The Company, which owns 6,045,405 treasury shares, is excluded from consideration as a major shareholder as defined above.

The shareholding ratio was calculated based on the total number of the issued shares excluding the number of treasury stocks.

3. Corporate Attributes

Listed Stock Market and Market Section	Tokyo Stock Exchange First Section
Fiscal Year-End	February
Type of Business	Retail Trade
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	From ¥100 billion to less than ¥1 trillion
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	From 10 to less than 50

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 the Audit & Supervisory Board (Board of Corporate Auditors)
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[Directors]

Maximum Number of Directors Stipulated in Articles of Incorporation	15
Term of Office Stipulated in Articles of Incorporation	1 year
Chairperson of the Board	President
Number of Directors	11
Number of Outside Directors	3
Number of Independent Directors	3

Outside Directors' Relationship with the Company (1)

Name	Attribute	Relationship with the Company*										
		a	b	c	d	e	f	g	h	i	j	k
Kaoru Nakajima	Attorney											
Akira Goto	Other											
Keiko Torigoe	Other											

* 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

- a. Executive of the Company or its subsidiaries
- b. Non-executive director or executive of a parent company of the Company
- c. Executive of a fellow subsidiary company of the Company
- d. A party whose major client or supplier is the Company or an executive thereof
- e. Major client or supplier of the listed company or an executive thereof
- f. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a director/Corporate Auditor
- g. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)
- h. 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)
- i. Executive of a company, between which and the Company outside directors/Corporate Auditor are mutually appointed (the director himself/herself only)
- j. Executive of a company or organization that receives a donation from the Company (the director himself/herself only)
- k. Others

Outside Directors' Relationship with the Company (2)

Name	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
Kaoru Nakajima	○	* Independent Auditor for DAISUE CONSTRUCTION CO., LTD.	*The Company appointed Kaoru Nakajima as ongoing Outside Director in the expectation that he will make use of his expertise and wealth of experience as an attorney for the Company's management. * Kaoru Nakajima does not breach the independence criteria or fall under any attribute/relationship category. Furthermore, he is not presently and has not recently or in the past been in a position that would risk a conflict of interest between him and general shareholders. As such, the Company designated him as an Independent Officer in the expectation that he will provide useful advice and audit the Company's management from an independent perspective.
Akira Goto	○		* The Company appointed Akira Goto as ongoing Outside Director in the expectation that he will make use of his expertise and wealth of experience as an academic expert, and his experience as a Commissioner of Japan Fair Trade Commission for the Company's management. * Akira Goto does not breach the independence criteria or fall under any attribute/relationship category. Furthermore, he is not presently and has not recently or in the past been in a position that would risk a conflict of interest between him and general shareholders. As such, the Company designated him as an Independent Officer in the expectation that he will provide useful advice and audit the Company's management from an independent perspective.
Keiko Torigoe	○	*President of Soundscape Association of Japan	* The Company appointed Keiko Torigoe as ongoing Outside Director in the expectation that she will make use of her expertise and wealth of experience as an academic expert for the Company's management. * Keiko Torigoe does not breach the independence criteria or fall under any attribute/relationship category. Furthermore, she is not presently and has not recently or in the past been in a position that would risk a conflict of interest between her and general shareholders. As such, the Company designated her as an Independent Officer in the expectation that she will provide useful advice and audit the Company's management from an independent perspective.

Voluntary Establishment of Committee(s) Corresponding to Nomination Committee or Remuneration Committee	Established
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Committee's Name, Composition, and Attributes of Chairperson

	Committee Corresponding to Nomination Committee	Committee Corresponding to Remuneration Committee
Committee's Name	Nominating Committee	Remuneration Committee
All Committee Members	6	7
Full-time Members	0	0
Inside Directors	4	5
Outside Directors	2	2
Outside Experts	0	0
Other	0	0
Chairperson	Internal Director	Outside Director

Supplementary Explanation

The above committees were established as advisory bodies to the Board of Directors. Meeting on an as-and-when basis, they review the nomination of / remuneration for Directors and Executive Officers and report back to the Board of Directors.

[Corporate Auditors]

Establishment of Board of Corporate Auditors	Established
Maximum Number of Corporate Auditors Stipulated in Articles of Incorporation	4
Number of Corporate Auditors	4

Cooperation among Corporate Auditors, Accounting Auditors and Internal Audit Departments

The Company has concluded an audit contract with KPMG AZSA LLC, which conducts accounting audits in accordance with laws and regulations. The Company has established a system of close cooperation in which its Corporate Auditors and Board of Corporate Auditors receive regular reports from the Accounting Auditor concerning audit plans and audit results, etc., and exchange opinions.

The Operations Audit Office, which serves as an internal audit department, regularly conducts internal control assessments with regard to accounting audits, operations audits, and financial reporting. It evaluates from an independent position the Company's compliance with laws and internal rules, the oversight/operation of a whole range of managerial activities, and the implementation/permeation of priority measures, and, based on the results of such, advises on problems and proposes ways to rectify them. Also, with a view to qualitatively improving audits, the Operations Audit Office regularly liaises with Corporate Auditors to report the results of audits and to exchange opinions.

Appointment of Outside Corporate Auditors	Appointed
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Number of Outside Corporate Auditors	2
Number of Independent Corporate Auditors	2

Outside Corporate Auditor's Relationship with the Company (1)

Name	Attribute	Relationship with the Company*												
		a	b	c	d	e	f	g	h	i	j	k	l	m
Eiji Muto	From another company										Δ			
Hiroshi Nishimura	Certified public accountant													

* Categories for "Relationship with the Company"

- * "○" when the director presently falls or has recently fallen under the category;
- * "Δ" 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

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

Outside Corporate Auditor's Relationship with the Company (2)

Name	Designation as Independent Corporate Auditor	Supplementary Explanation of the Relationship	Reasons of Appointment
Eiji Muto	○	* Outside Director of The Gunma Bank, Ltd. * Eiji Muto formerly worked for the Bank of Japan, which is a client company of the Company (customer). However, given that the transactions account for only a negligible	* The Company appointed Eiji Muto as Outside Corporate Auditor in the expectation that he will make his experience as Executive Director of the Bank of Japan and his keen insights in finance and accounting. *Eiji Muto does not breach the independence criteria or fall under any material attribute/relationship category. Furthermore, he is not presently and has not recently or in the past been in a position that would risk a conflict of

		proportion of the Company sales, the Company judges that the relationship will not affect Eiji Muto's independence.	interest between him and general shareholders. As such, the Company designated him as an Independent Officer in the expectation that he will provide useful advice and audit the Directors' execution of duties from an independent perspective.
Hiroshi Nishimura	○	* Representative Partner of SeishinShisei & Co.	*The Company appointed Hiroshi Nishimura as Outside Corporate Auditor in the expectation that he will make use of his expertise as a certified public accountant and certified tax accountant. *Hiroshi Nishimura does not breach the independence criteria or fall under any attribute/relationship category. Furthermore, he is not presently and has not recently or in the past been in a position that would risk a conflict of interest between him and general shareholders. As such, the Company designated him as an Independent Officer in the expectation that he will provide useful advice and audit the Directors' execution of duties from an independent perspective.

[Independent Directors/Corporate Auditor]

Number of Independent Directors/Corporate Auditor	5
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Matters relating to Independent Directors/Corporate Auditor

All Outside Officers (Directors and Corporate Auditors) who fulfill the requirements of Independent Officers are designated as Independent Officers.

[Incentives]

Incentive Policies for Directors	Introduction of a performance-linked remuneration system/ Other
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Supplementary Explanation

Introduction of a performance-linked remuneration system: The Company calculates the amount of remuneration by reflecting the performance of the Group and its operating units, the extent to which the relevant Director has met performance targets in his/her area of responsibility, and the extent to which the Director has accomplished priority tasks.

Other: The Company also operates a Stock Grant - restricted shares system.

Recipients of Stock Options	-
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Supplementary Explanation

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[Director Remuneration]

Disclosure of Individual Directors' Remuneration	No Individual Disclosure
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Supplementary Explanation

In the most recent fiscal year (March 2017 to February 2018), ¥354 million in total was paid as remuneration to 11 Directors (¥30 million of which went to three Outside Directors). The number of Directors and the amount of remuneration include the ¥53 million in bonuses for Directors resolved at the 152nd General Meeting of Shareholders and the retirement benefits paid to one Director who resigned on July 31, 2017.

Policy on Determining Remuneration Amounts and Calculation Methods	Established
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Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods

With a view to securing fairness and transparency in the determination of the remuneration of officers, the Company has established, as an advisory body, Remuneration Committee chaired by an Outside Director. The committee members review the performance of Directors/Executive Officers and their individual remuneration.

The system of remuneration of officers comprises basic remuneration and bonus. For basic remuneration, the Company has introduced a performance-linked remuneration in which the amount reflects performance in that fiscal year. In addition, the Company has introduced a share-based compensation system with a view to sharing profit and risk among shareholders and investors and promoting initiatives to enhance performance over the medium-to-long term.

[Supporting System for Outside Directors and Corporate Auditors]

The Company endeavors to facilitate managerial decisions by, for example, providing Outside Directors (and Outside Corporate Auditors) with material containing relevant Company information.

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

With a view to vitalizing and optimizing the Board of Directors and securing fairness and transparency in management, the Company has adopted the following measures:

- The Company has introduced an executive officer system and slimmed down the number of Directors to help the Board of Directors engage in vibrant discussions and make appropriate decisions that reflect the best interests of the Group as a whole. In addition, the Company adopts a policy whereby three of the 12 Directors are Outside Directors with the aim of obtaining useful advice from broad perspectives.
- The Board of Directors holds regular meetings (once every month in principle) to make decisions on the execution of important business and to monitor the Directors' execution of duties. In addition to the Board of Directors, the Company has established, as a deliberative body, the Executive Committee (whose membership includes the President, Managing Directors, and Senior Managing Directors, etc., 21 of whom are male and three of whom are female), which reviews the execution and control of the general business operations performed by the President pursuant to the basic management policies determined by the Board of Directors. The Executive Committee has regular monthly sessions during which it reviews and reports on matters discussed at the Board of Directors, matters to be resolved by the President or Senior Managing Directors that require review, matters concerning the execution of the President or Senior Managing Directors' duties that require reporting, and other matters.
- The Company has voluntarily established a Nomination Committee and Remuneration Committee. The Nomination Committee, which is attended by Outside Directors, reviews Director/Executive Officer candidacy proposals and other personnel-related proposals. The Remuneration Committee, which is chaired by an Outside Director, reviews the performance of each Directors/Executive Officer and the amount of individual remuneration.
- The Board of Auditors comprises 4 Corporate Auditors (all male), 2 of whom are Full-time Corporate Auditors and 2 of whom are Outside Corporate Auditors. It meets in principle 9 times a year, and it discusses, resolves, and reports on various audit-related matters. The Company also assigns Assistant Auditors to work under the instruction of the Corporate Auditors and assist them in their duties; Assistant Auditors serve on a full-time basis and do not concurrently hold any managerial positions related to the execution of the Company's business.

3. Reasons for Adoption of Current Corporate Governance System

The Company adopted the current corporate governance system based on its view that it is most suitable to enhance the effectiveness of corporate governance by strengthening the audit structure. Also, with a view to vitalizing and optimizing the Board of Directors, the Company has introduced an executive officer system to facilitate vibrant discussions and timely and appropriate decisions that reflect the best interests of the Group as a whole. It also appoints multiple Outside Directors with whom it has no conflict of interest in the expectation that they will provide advice from the stakeholders' perspective and fulfill an audit/checking role based on their experience and insights in their particular fields.

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 Company issues its convocation notice around three weeks before the date of the General Meeting of Shareholders.
Scheduling AGMs Avoiding the Peak Day	*To make it easy for many shareholders to attend, the Company avoids holding the General Meeting of Shareholders on the peak day.
Allowing Electronic Exercise of Voting Rights	*Offered

Participation in Electronic Voting Platform	* The Company uses the Electronic Voting Rights Exercise Platform operated by ICJ Inc.
Providing Convocation Notice in English	*The Company prepares English translations.
Other	* The Company posts its convocation notices on its website early (a number of days before issuing the official convocation notice).

2. IR Activities

	Supplementary Explanations
Preparation and Publication of Disclosure Policy	In line with the management's principle of always putting people first, the Company observes a policy of disclosing information in a fair and transparent in the way, understanding that such disclosure benefits shareholders, investors, customers, employees, trading partners, local communities, and all other stakeholders. This disclosure policy is published on the Company's website.
Regular Investor Briefings for Analysts and Institutional Investors	* The Company holds semi-annual financial results briefings (upon the announcements of interim and fiscal yearly financial results). The most recent meetings were held in October 10, 2017, and April 9, 2018, respectively. During these meetings, the President gave briefings on the following items: 1. Financial results briefing and projections for the next fiscal year (including management strategy), 2. Progress report on the long-term plan, 3. Details of rolling planning for the long-term plan. The President then held a question and answer session (item 3 in April briefing only).
Posting of IR Materials on Website	The following materials are posted on the Company's English website: Top Message, Financial Statement, Financial Report, Monthly Sales Reports, Fact Book, etc. http://www.takashimaya.co.jp/corp/english/
Establishment of Department and/or Manager in Charge of IR	* Department in charge: Public and Investor Relations Office * Officer in charge of IR: Yoshio Murata, Managing Director and General Manager of Planning * Administrative contact: Sanae Sonoda, General Manager of Public and Investor Relations Office

3. Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanations
Stipulation of Internal Rules for Respecting the Position of Stakeholders	*The Company has a management philosophy which provides a basic system of values for determining the propriety of decisions and actions of members of the Group. As a part of this management philosophy, the Company is committed to applying the "spirit of believing in people, loving people, and serving people" to all the Group's stakeholders, including customers, employees, clients, shareholders/investors, local communities, and the global community, and thereby contributing to the creation of a society in which all people can thrive.
Implementation of Environmental Activities, CSR Activities etc.	*In 2001, all of the Company's department stores were awarded the ISO 14001 certification. The Company's environmental activities include strengthening its environmental management system, conserving energy and resources, and cutting down on waste. The Company discloses internally and externally its cost-benefit analysis regarding the environment (environmental accounting). *The Company is inculcating CSR culture among its employees by implementing CSR training and issuing regular internal reports on CSR. *The Company continually monitors its corporate activities from a CSR perspective as part of a PDCA (Plan-Do-Check-Act) cycle. * The Company discloses the Group's CSR activities online.
Development of Policies on Information Provision to Stakeholders	* The Company promotes the fair and timely disclosure of information in order to foster confidence in the Group and improve the transparency of management. *The Company also has a policy on compliance-related information disclosure; it aims for such information to be promptly shared internally after being summarized in the General Affairs Division, the department in charge of crisis management, and then proactively disclosed to stakeholders as appropriate.

Other	<p>* One of the twelve Directors is a woman (she is one of the three Outside Directors), and three of the eleven Executive Officers are women.</p> <p>* The ratio of women in management positions reached 30% as of March 2018. The Company will continue to actively recruit women with a view to achieving a 35% ratio by 2020.</p> <p>* The average age in managerial positions is over 45, and the turnover rate remains at around 1% (as of FY2017).</p> <p>●Activities to promote the appointment of women</p> <p>* The Company pursues measures to foster career consciousness among female employees and prepare the next generation of female managers as early as possible; for example, the Company has established the Diversity Promotion Office, it implements action plans for promoting women in the Company, it introduced a mentoring system between managers with child-care experience and employees in the midst of childrearing, and it provides manager training opportunities to men and women equally.</p> <p>* The Company has bolstered its efforts to support women's continued employment in the Company by adopting measures to help balance work with family care; for example, the Company has adopted a short working hour system for parenting workers, which gives employees flexible workstyle options.</p> <p>*In FY2017, the Company introduced the "limited regular employee" status to accommodate different workstyle needs.</p> <p>*In FY2018, the Company introduced remote working (working from home) as a flexible working option.</p>
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IV. Matters Related to the Internal Control System

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

The Company considers the establishment of an internal control system and risk management structure (hereafter collectively the “internal control system”) as vital to the permeation of business strategies and objectives sent out by the management team throughout the organizational structure. The Company also believes that an internal control system is crucial for achieving: i) effectiveness and efficiency of operations, ii) compliance, iii) credibility of financial reporting, and iv) conservation of assets. In addition, the Company views the internal control system as the underpinning of its efforts to deepen mutual trust with customers, shareholders and other stakeholders, and to the conduct of sustainable corporate management focused on social responsibility.

Based on this belief, the Company works to enhance its internal control system in accordance with the following basic policies.

On another front, the Company is working to strengthen monitoring, which it sees as a supplemental function for maintaining and reinforcing the Group’s corporate governance drive, and the Company is implementing measures to enhance monitoring functions. Such measures include continued internal monitoring by the Operations Audit Office to ensure that operations are executed in compliance with laws and internal regulations. Operation of the Compliance Hotline, a contact point for encouraging and protecting internal whistle-blowing, is another measure for improving monitoring.

Going forward, the Company will actively reinforce corporate governance in order to achieve fair and transparent corporate activities that fulfill the expectations of all stakeholders.

<Basic Policies for Enhancing the Internal Control System>

Systems for ensuring compliance with laws and regulations and the Articles of Incorporation in the execution of duties by Directors, and other systems for ensuring that business is executed in an appropriate manner

(1) Systems for ensuring compliance with laws and regulations and the Articles of Incorporation in the execution of duties by Directors of the Company and Group companies

[i] The Group’s management philosophy is “Putting People First.” Based on this management philosophy, the Takashimaya Group shall conduct corporate activities that embody the spirit of believing in, loving, and serving all the Group’s stakeholders, including customers, employees, clients, shareholders/investors, local communities, and the global community, and thereby contribute to the creation of a society in which all people can thrive. In order that this system of values is shared and practiced throughout the Group as a whole, the upper management and all other Directors shall exemplify high standards in their managerial practices so as to permeate and inculcate this compliance culture.

[ii] To ensure that the Company and the Group companies’ business operations are executed in an appropriate and wholesome manner, the Company shall appropriately supervise the Directors’ execution of duties and strive to build an effective internal control system for the Group as a whole. In addition, the Company shall regularly monitor the operational status of the internal control system and issues connected with the same.

[iii] Corporate Auditors shall work to strengthen the effectiveness of monitoring. Specifically, they shall audit the internal control system’s functionality and effectiveness, and review the propriety of Directors’ execution of duties so as to prevent or rectify any malpractice by Directors.

[iv] Based on the guidance of the Takashimaya Group CSR Committee (chaired by the President), the Company shall, in addition to enforcing strict compliance, spearhead Group-wide efforts to review and enhance the status of the internal control system and the progress of CSR measures concerning new social issues.

(2) Systems for storing and managing information related to the execution of duties by Directors

The Company shall appropriately store and manage information related to directors’ execution of duties,

including minutes of meeting of Board of Directors and request approval documents, in accordance with the Company's Rules regarding Documents.

(3) Procedures and other systems related to managing the risk of losses to the Company and Group companies

[i] The Takashimaya Group Risk Management Committee (chaired by the President) shall identify the various risks associated with the execution of duties throughout the Group, and prepare a manual (Yellow File) detailing the measures for minimizing the losses resulting from risk incidents. In conjunction with these efforts, the Takashimaya Group Risk Management Committee shall enhance systems for pre-empting risk incidents and strive to ensure rigorous risk management throughout line management.

[ii] The Takashimaya Group Risk Management Committee shall strive to build a Group-wide risk management system, and continually revise and enhance its corporate structure so that it is equipped to deal with new risks arising from changes in the business environment.

[iii] In order to exclude anti-social forces, the Company shall spearhead Group-wide efforts to reject improper requests and prevent damage from the same. Such efforts shall include enhancements to the internal control system such as the establishment of a Legal Affairs and Risk Management Office in the General Affairs Headquarters.

(4) Systems for ensuring the efficient execution of duties by Directors

[i] Directors shall execute their duties appropriately and efficiently in compliance the rules regarding authority and decision-making outlined in the rules governing the Board of Directors, Rules regarding the Segregation of Directors' Duties, Rules governing the Executive Committee, Rules governing Organizational Functions, and Rules governing Deliberation. These rules shall be revised as necessary to reflect any legislative amendments/abolitions or measures to further streamline the execution of duties.

[ii] The Company shall formulate a Group business plan for each fiscal year, carry out policy management as part of a PDCA, and undertake regular checks in each division to identify important issues and check the progress of measures designed to deal with such.

(5) Systems for ensuring compliance with laws and regulations and the Articles of Incorporation in the execution of duties by Directors, Executive Officers and employees of the Company and Group companies

[i] Members of upper management and all other Directors and Executive Officers shall devote their energies toward the permeation and inculcation of the management philosophy, and promote attitudinal reforms with a view to creating a CSR-focused work climate.

[ii] Guided by Takashimaya Group Risk Management Committee, the Company shall strive to ensure rigorous compliance culture throughout line management by facilitating collaboration between headquarters and relevant departments with respect to individual issues such as fair transactions, personal information, and environment. The Company shall also spearhead Group-wide efforts to supervise any new business initiatives, taking into consideration their risk/return balance.

[iii] Utilizing guidelines such as the Compliance Guidebook, the CSR Promotion Office and Personnel Division shall use various opportunities such as education and training to spread awareness of compliance in accordance with the management philosophy.

[iv] The Company shall establish and operate the Takashimaya Group Compliance Hotline as a contact point for encouraging and protecting internal (including Group companies) whistle-blowing. The Company shall

protect whistle-blowers' anonymity where requested and ensure that they do not suffer any disadvantage.

[v] Operations Audit Office, which serves as an internal auditing body, shall regularly perform accounting and operations audits of each business office (in all Group companies), review the effectiveness of the internal control system, and point out and seek the rectification of any dysfunctional aspect. The General Manager of the Operations Audit Office shall report the results of audits to the President and the Directors and Corporate Auditors.

(6) Systems for reporting to the Company matters concerning the execution of duties by Directors and employees of Group companies, and Systems for ensuring the efficient execution of duties by Directors and employees

[i] In accordance with the Group business plan for the fiscal year, the Company shall carry out policy management as part of a PDCA, and undertake regular checks in each Group company to identify important issues and check the progress of measures to deal with such.

[ii] In accordance with the Rules governing Deliberation, Directors shall deliberate on matters concerning the execution of important business that the Company has deemed essential to the management of the Company or Group.

[iii] The Planning Headquarters, which is in charge of issuing operational guidance to Group companies, shall lead efforts to construct an internal control system and inculcate compliance culture throughout the Group companies so as to ensure propriety and efficiency in the operations of the Group.

(7) Matters concerning employees who are assigned to assist in the duties of Corporate Auditors when Corporate Auditors requests such assistance

The Company shall prepare a system for assisting Corporate Auditors wherein employees are assigned as full-time Assistant Auditors who work directly under the Corporate Auditors and assist their duties as directed by the Corporate Auditors.

(8) Matters related to the independence of the employees mentioned in (7) from Directors, and matters for ensuring the effectiveness of the direction of said employees

[i] Employees who are assigned as Assistant Auditors shall not hold any concurrent managerial position related to the execution of the Company's business; they shall execute duties under the instruction of the Corporate Auditors, and their performance evaluations shall be determined after taking into account the opinions of the Corporate Auditors.

[ii] The Company shall require the prior consent of Corporate Auditors with regard to appointments and reshuffles of Assistant Auditors.

(9) Systems for reporting by Directors, Executive Officers and employees of the Company and Group companies to Corporate Auditors

[i] Directors, Executive Officers, or employees of the Company or a Group companies shall notify the Corporate Auditors without delay if they discover any serious violation of laws/regulations or the Articles of Incorporation or any malpractice in relation to the execution of duties, or anything that has the potential to cause substantial detriment to the Company.

[ii] Corporate Auditors shall have the right, whenever necessary, to require from Directors, Executive Officers, and employees reports and information, and to obtain access to the minutes and other conference materials, and Directors, Executive Officers and employees of the Company and Group companies shall

comply swiftly and unerringly with Corporate Auditors' requests for such.

[iii] The Company shall report to the Board of Corporate Auditors on matters concerning improprieties or malpractice that were reported through the internal whistle-blowing system.

(10) Systems for ensuring that whistle-blowers do not suffer any disadvantage by reason of whistle-blowing

The Company shall prohibit disadvantageous treatment of whistle-blowers by reason of their whistle-blowing, and ensure that this prohibition is enforced throughout the Group.

(11) Matters concerning policies on the settlement of expenses or liabilities incurred in connection with Corporate Auditors' execution of duties, and systems for ensuring effective audits by Corporate Auditors

[i] The President shall facilitate communication and understanding by holding regular meetings with Corporate Auditors and exchanging opinions concerning company management in addition to business reports.

[ii] Corporate Auditors shall have the right to attend meetings of the Board of Directors and any other meeting for discussing the execution of important duties of Directors and Executive Officers including the Executive Committee, PDCA Committee, and Takashimaya Group CSR Committee.

[iii] Corporate Auditors shall hold regular Group audit liaison meetings attended by Corporate Auditors across the Group, and strive to ensure the sharing of information and the propriety of the execution of business. In addition, Corporate Auditors shall develop close collaborative relationships with the Accounting Auditor and the Operations Audit Office in order to increase the effectiveness of auditing throughout the Group.

[iv] Corporate Auditors shall have the right to seek advice from attorneys, certified public accountants, and other experts outside the Company as they may deem necessary for the proper performance of their auditing duties, and to request the Company to bear expenses such as those related to the outsourcing of investigations, appraisals, and other operations.

2. Basic Views on Eliminating Anti-Social Forces

In pursuit of the management philosophy of "Putting People First," the Group has highlighted "behavior that gains trust from society" as a policy to be practiced by managers and staff alike. Based on this policy, the Company takes a resolute stand against anti-social forces that threaten the order and safety of civil society and refuses to engage in relationships with such forces.

To this end, the Company has established the Legal Affairs and Risk Management Office in the General Affairs Headquarters. Specifically, in the event that a department store, business division, or Group company is exposed to improper demands by anti-social forces, the Legal Affairs Office will collect and analyze the relevant information in a prompt and uniform manner, and provide leadership and advice, collaborating as necessary with authorities such as the police or outside experts such as attorneys; in this way, the Company has prepared system whereby the Group can work as one to resolve any problems posed by anti-social forces.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Not Adopted
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Supplementary Explanation

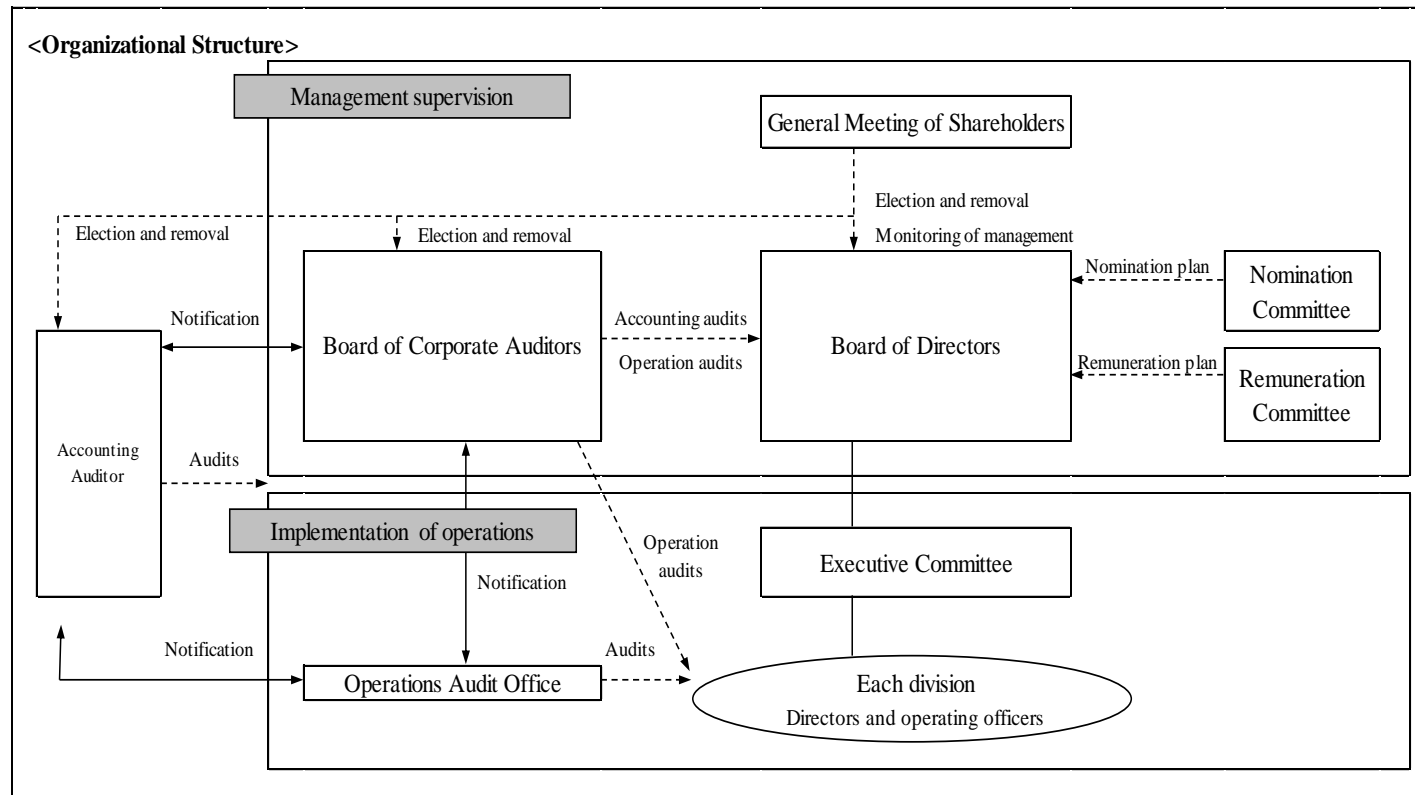
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2. Other Matters Concerning to Corporate Governance System

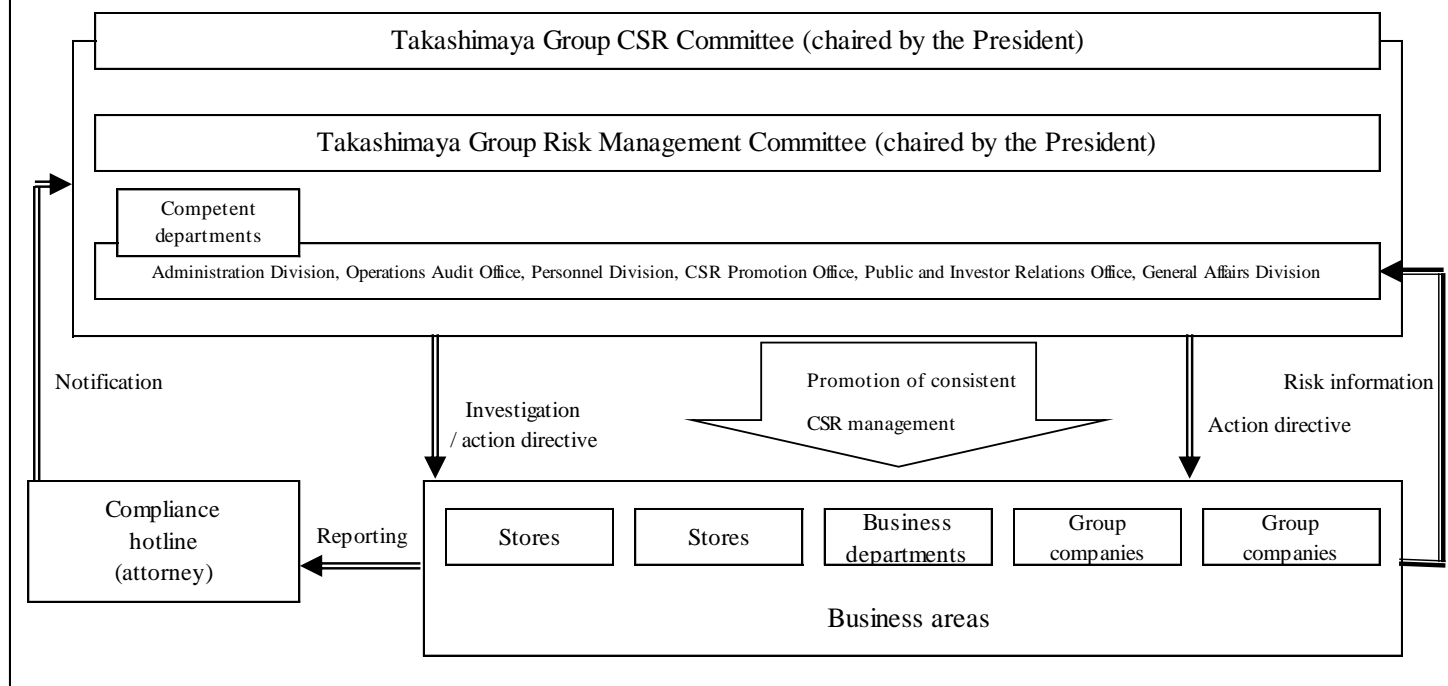
The status of the Company's internal control system pertaining to the timely disclosure of company information is as follows:

- The Public and Investor Relations Office acts as the focal point for the timely disclosure of company information.
- Decisions on the disclosure of information are taken by the Executive Committee, the Board of Directors, and the Takashimaya Group CSR Committee.
- Aside from disclosing matters requiring disclosure, the Company voluntarily discloses information that the Public and Investor Relations Office deems necessary to disclose in order to promote proactive information disclosure.

Reference: Organizational Structure



<Internal Control System and Risk Management Structure>



<Disclosure Decision Structure>

