

[Translation of the Corporate Governance Report filed with the Tokyo Stock Exchange on June 30, 2026]

This document is a translation of the Japanese language original prepared solely for convenience of reference. In the event of any discrepancy between this translated document and the Japanese language original, the Japanese language original shall prevail.

Corporate Governance Report

Last Update: June 30, 2026

Internet Initiative Japan Inc.

Company representative: Yasuhiko Taniwaki, Representative Director, President and Executive Officer

Contact: Akihisa Watai, Member of the Board, Executive Vice President and CFO

Securities Code: 3774

<https://www.iij.ad.jp/en/>

The corporate governance of Internet Initiative Japan Inc. (the “Company”) is described below.

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

1. Basic Policy

The Company recognizes the extreme importance of enhancing and implementing corporate governance to achieve its mission of supporting and operating Internet which has become indispensable social infrastructure and to consistently enhance its corporate value. The Company recognizes that it has social responsibilities towards a wide range of stakeholders including shareholders, customers, vendors, employees and the entire Internet users. Therefore, considering the importance of the Company’s influence on society, the Company thinks it is necessary to strive to obtain understandings of various stakeholders.

The Company's Board of Directors consists of ten directors, including five independent outside directors and the Company's Board of Company Auditors consists of four company auditors, including two independent outside company auditors. Further, the Company has the Internal Auditing Office consisting of six members, including a manager. The Company has adopted the executive officer system to realize its rapid and efficient business execution.

Oversight and supervision of business execution is carried by means of ordinary (monthly) and extraordinary meetings of the Board of Directors, management meetings consisting of executive officers, etc., and monitoring and giving the necessary instructions to each of business, project, subsidiary, etc. Oversight on business management and business audit are carried by means of ordinary (monthly) and extraordinary meetings of the Board of Company Auditors, assignment of a financial expert/legal expert in the Board of Company Auditors, conducting continuous audit including domestic subsidiaries as well as overseas by Company Auditors and the Internal Auditing Office, and operation of its whistleblowers hotline system. Business activities by directors and employees of the Company and its subsidiaries are governed by the Code of Ethics, the Basic Rules for Internal Control, etc.

[Reason for Non-compliance with each Principle of the Corporate Governance Code]

The Company complies with all principles of Japan's Corporate Governance Code.

[Disclosure each Principle of the Corporate Governance Code]

【Principle 1.4】

Considering the Company's business strategies, relationships with its business partners, and cost of capital thoroughly, the Company might hold shares of listed companies as strategic shareholdings in some cases if the Company believes such shareholdings enhance its corporate value and bring profit to its shareholder. Regarding strategic shareholdings, the Company sold all shares of two stocks in FY2017, a part of one stock in FY2019, all shares of one stock and a part of one stock in FY2023, and all shares of two stocks in FY2025. The Company held three stocks, the carrying amount of which was ¥10.38 billion as recorded on the balance sheet, as of March 31, 2026. The Company confirms whether the margins generated from ongoing transactions and dividends received, with each investee as strategic shareholding, exceed its cost of capital on an annual basis, and evaluates and decides the propriety of the strategic shareholdings based on historical records and future prospects in business transactions and business contribution in terms of its cost of capital. Regarding the exercise of voting rights for strategic shareholdings, the Company comprehensively reviews management policies and business situations as well as the contents of proposed subjects to be resolved at general meetings of those companies. The Company exercises voting rights from the viewpoint that its voting leads to an improvement of those companies' corporate value in the medium- to long-term.

【Supplemental Principle 1.4.1】

If a shareholder who holds the Company's shares as strategic shareholdings shows an intention of selling, the Company makes an effort to resolve a factor which is thought to be not effective. However, the Company will not make any action to prevent the shareholder's intent to sell our shares, such as reduction of business transaction.

【Supplemental Principle 1.4.2】

The Company does not and will not have a transaction that lacks in economic rationality or harms the benefit of both the Company and its shareholders, with a shareholder who holds our shares as strategic shareholdings.

【Principle 1.7】

Regarding conflict-of-interest transactions with directors, the Company requires an approval from the Board of Directors in compliance with the Companies Act of Japan. Transactions with related parties are annually reported to the Board of Directors.

【Supplemental Principle 2.4.1】

The Company's policies and voluntary and measurable targets for ensuring diversity in core human resources are as follows:

< Ensuring diversity in core human resources, etc.>

[Policies for ensuring diversity in core human resources, etc.]

As one of the business philosophy, the Company and its group companies ("the Group") sets "We aim to offer meaningful working opportunities for growth through business, in which our staff with diversified talents and values can take a proactive approach to technical innovation and social contribution, and actively demonstrate their abilities with pride and a sense of satisfaction." The Group has hired diverse human resources irrespective of gender, nationality, disability, other personal attributes, and whether they are new graduates or mid-career hires, and the Group has deployed and promoted them based on their ability and performance with respect for various perspectives and values. The Group believes that the continuous pursuit of the above business philosophy will lead to creating new technologies and values.

[Characteristics of human resource structure]

As of April 2026, approximately 70% of the total employees in the Group belonged to technology and service departments, and most of them were recruited from universities and other educational backgrounds in science and engineering where the ratio of female was low. In addition, the Company was founded in 1992, and in the early days of its business, it had not hired new graduates but mid-career professionals, which resulted in a structural characteristic that the ratios of male employees and mid-career hires are higher in older age groups.

<Regarding voluntary and measurable targets for ensuring diversity in core human resources, etc.>

[Female employees]

Due to the above characteristic of human resource structure, the ratio of female managers in the Company was 8.8% as of April 2026. The ratio of female employees hired in FY2025 was approximately 26%, and the number of female managers has gradually increased as well. Since the Company has been continuously enhancing its systems and work environment to balance work and family life such as childcare, the ratio of female managers is expected to increase organically. The target ratio of female managers was 6% or more in FY2024 and 8% or more in FY2027, respectively. As of April 2023, one year ahead of the schedule, the Company achieved the target ratio of female managers of over 6%. In addition, the Company has brought forward the FY2027 target ratio of female managers of 8% or more by one year to FY2026. As of April 2025, one year ahead of the schedule, the Company achieved this target ratio.

[Mid-career hires]

The ratio of mid-career hires in management positions of the Company as of April 2026 was comparatively high at approximately 70%, owing partly to the above characteristic of human resource structure. The Group's current basic policy for hiring is to hire and train new graduates as its major human resources with hiring mid-career professionals for immediate business needs. Therefore, the Group expects the ratio of mid-career hires in management positions to decline organically. The Group does not set a specific target of the ratio of mid-career hires.

[Non-Japanese Employees]

In line with the Group's business philosophy, the Group continues to hire employees and promote to management positions irrespective of nationality, etc. The Group has employed non-Japanese people as Internet-related technical researchers and other positions, but it does not set a specific number target for the ratio of non-Japanese employees since its business is mainly conducted in Japan.

Regarding the Company's policy for human resource development, internal environments and status of implementation, etc. for ensuring diversity, please refer to the Company's Sustainability website "Material issue 3." (<https://www.ij.ad.jp/en/sustainability/materiality03/>)

【Principle 2.6】

The Company has adopted a corporate defined contribution pension plan, under which the human resources department collaborates with the plan administrator to confirm the status of plan operations, monitor investment products, and provide investment education and related activities, thereby supporting employees' asset formation. To avoid conflicts of interest between the Company and plan participants, the selection and evaluation of investment products are based on objective monitoring results provided by external expert institutions. In addition, the Company does not recommend specific investment products and provides investment education and information from a neutral standpoint. These matters are reported annually to the Board of Directors.

【Principle 3.1】

- (i) Regarding the Company's business philosophy, business strategies and business plans, please refer to the Company's IR website "Business Philosophy and Mid-term Plan" under "Management Policy." (<https://www.ij.ad.jp/en/ir/policy/philosophy/>)

- (ii) Regarding the Company's basic policy and guideline on corporate governance, please see "I.1. Basic Policy" of this report.
- (iii) Regarding the Company's policies and procedures for the Board of Directors to determine remunerations for directors and executive officers, please see "II.1. [Director Remuneration]" of this report.
- (iv) Regarding the Company's policies and procedures for elections of management executives and nomination of candidates for directors and company auditors, please see "II.2. Matters on Functions of Business Execution, Auditing, Oversight, Nomination and Remuneration Decisions (Overview of the Current Corporate Governance System)" of this report.
- (v) The reasons for the election of candidates for directors and company auditors are described on the Convocation Notice of the 34th Ordinary General Meeting of Shareholders.

【Supplemental Principle 3.1.3】

The Company's basic policy for sustainability, relevant material issues and initiatives are disclosed on the Company's Sustainability website "IIJ's Sustainability Management and Targets." (<https://www.ij.ad.jp/en/sustainability/approach/>)

The Company's human capital and intellectual property are disclosed on the Company's IR website "Human Capital" (https://www.ij.ad.jp/en/ir/integrated-report/human_capital/) under "Integrated Report Portal" and the Company's Sustainability website "Material issue 3" (<https://www.ij.ad.jp/en/sustainability/materiality03/>).

The Company's climate-related disclosures based on the TCFD framework etc. are disclosed on the Company's IR website "Information Disclosure based on the TCFD Recommendations" under "Integrated Report Portal." (<https://www.ij.ad.jp/en/ir/integrated-report/tcfd/>)

The Company has established the "Sustainability Committee," chaired by the President, to promote these activities as a company-wide initiative. The Company will implement PDCA activities to reduce the environmental impact, and enhance information disclosure to our stakeholders.

【Supplemental Principle 4.1.1】

In accordance with the Code of Board of Directors and the Guidelines for the resolution matters by the Board of Directors, matters to be resolved at the Board of Directors and required significant judgment on business management are determined by the Board of Directors in compliance with the Companies Act of Japan and other laws. In addition, management meeting, consisting of executive officers, etc., implements smooth, rapid decision-making and supervision on business operations. In order to accelerate decision-making, the Board of Directors elects executive officers who commit on business execution, and delegates authorities to them in accordance with the Code of Administrative Authority.

【Principle 4.8】

The Company has ten directors including five independent outside directors.

【Principle 4.9】

In addition to the requirement of outside directors as set forth by the Companies Act of Japan and the standards established by Tokyo Stock Exchange, Inc., the Company sets the "Standards on the Independence of Outside Directors and Outside Company Auditors" which includes the condition on sufficient independence. The Company selects independent outside directors and outside company auditors based on these criteria which are as follows.

(Standards on the Independence of Outside Directors and Outside Company Auditors)

The company deems that outside directors and outside company auditors do not fall under any one of the categories below

- (1) Major shareholders holding voting rights equivalent to 10% or more of the total voting rights of the Company, or in the case of a corporation or organization, an executive of that corporation or organization
- (2) An executive of a major client of the Company or its subsidiaries, or executive of a corporation or organization that deals with the Company or its subsidiaries as a major business partner (*1)
- (3) An executive of a financial institution to which the Company owes significant borrowings (*2)
- (4) A person who receives significant amounts of remuneration or other economic benefit (other than their remuneration as a director or company auditor) as a consultant, accountant, or lawyer for the Company or its subsidiaries, or where a corporation or organization, a person belonging thereto (*3)
- (5) An executive of a corporation or organization that receive significant donations from the Company or its subsidiaries (*4)
- (6) A person who served a corporation or organization falling under any of the categories (1) to (5) above as an executive within the past three years
- (7) A spouse or relative within two degrees of kinship of a person falling under any of the categories below
 - A person falling under any of the categories (1) to (5) above
 - A person who is a director or executive of a subsidiary of the Company
- (8) Other than above, a person who is deemed to have a lack of independence by comprehensive consideration of the company

Even if a person falls under any of the conditions from (1) through (8) as stipulated above, any reason for judging that such person still has independence is required to be explained and disclosed when such person is appointed as an independent director or company auditor.

*1 Classification into the category of “major client of the Company or its subsidiaries” is judged according to the annual sales that the Company or its subsidiaries had with the client in any fiscal year out of the most recent three fiscal years: whether or not they exceed 2% of the annual sales of the Company or its subsidiaries.

Classification into the category of a “corporation or organization that deals with the Company or its subsidiaries as a major business partner” is judged according to the annual sales that the corporation or organization had with the Company or its subsidiaries in any fiscal year out of the most recent three fiscal years: whether or not they exceed 2% of the annual sales of the corporation or organization.

*2 Classification into the category of “significant borrowings” is judged according to the amount of those borrowings: whether or not they exceed 2% of the gross assets of the Company in any fiscal year out of the most recent three fiscal years.

*3 Classification into the category of “significant amounts of remuneration or other economic benefit” is judged according to the benefit that the person has received from the Company or its subsidiaries (other than their remuneration as a director or company auditor) in any fiscal year out of the most recent three fiscal years: whether or not the person has received remuneration or other economic benefit of ¥10 million or more; or where the person belongs to a corporation or organization, whether or not that corporation or organization has received from the Company or its subsidiaries remuneration or other economic benefit that exceeds 2% of the annual sales of the corporation or organization in any fiscal year out of the most recent three fiscal years or ¥10 million, whichever is higher.

*4 Classification into the category of “significant donations” is judged according to the amount of donations in any fiscal year out of the most recent three fiscal years that have been received from the Company or its subsidiaries: whether or not they exceed ¥10 million a year or 2% of the annual total costs of the corporation or organization, whichever is higher.

【Supplemental Principle 4.10.1】

The Company's “Nomination and Remuneration Committee” is a voluntary committee and consists of 2 representative directors and 5 independent outside directors. The Nomination and Remuneration Committee is dominated by independent outside directors, which enhances the independence and objectivity of the committee. Matters related to the nomination and remuneration of directors are consulted with the Nomination and Remuneration Committee, which evaluates and verifies their

appropriateness before decision-making procedures such as at the General Meeting of Shareholders and the meeting of the Board of Directors. Each member of the Nomination and Remuneration Committee evaluates the suitability of directors through the observation of discussions at the meetings of the Board of Directors, etc.

【Supplemental Principle 4.11.1】

In order to effectively manage and expand the group business as a whole, regardless of seniority or whether candidates are internal or external, and without being constrained solely by gender or nationality, based on the Criteria for Company Directors and Company Auditors Appointment, the Company submits proposals for diverse candidates with the knowledge, experience, capabilities and integrity required in their respective business areas, to the Nomination and Remuneration Committee. After the Committee discusses the proposals, the candidates are selected. Regarding the selection of company auditors, based on a basic policy, the Company selects candidates who have appropriate experience and capability as well as necessary knowledge in finance, accounting and legal affairs.

The Company's Board of Directors consists of appropriate members who have extensive experience and high-level expertise necessary for the Company in comparison with the "Director Skill Matrix," which defines clearly requirements for directors in order to realize its business philosophy. Full-time directors are mainly appointed from those who are familiar with the IT industry, including members who have been involved in its foundation, and outside directors are mainly appointed from those who have extensive experience and knowledge as top management of large companies. Regarding the skill matrix of current directors of the Company, please refer to the "Directors' Skill Matrix (Reference Material)."

【Supplemental Principle 4.11.2】

Directors and company auditors who serve concurrently for other listed companies remain in a reasonable range, and their services are noted each year in the Notice of Convocation of General Shareholders' Meeting.

【Supplemental Principle 4.11.3】

With regard to the effectiveness of the Board of Directors, the Company annually conducts a survey on evaluation of the effectiveness of the Board of Directors to all directors and company auditors, organizes and analyzes the results of the survey, and then reports it to the Board of Directors from FY2015. Based on the results of the survey, the Company operates to improve the effectiveness of the Board of Directors as necessary. Regarding the operation of the Board of Directors in FY2025, the system of the Board of Directors including independent directors is established, the information needed for discussion and judgment in the Board of Directors is sufficiently offered, each of the directors states from the various aspects, the operations of the Board of the Directors such as frequency and the operation on the day is appropriately set, and therefore the company recognizes that the effectiveness of the Board of Directors validly functions as a self-evaluation.

【Supplemental Principle 4.14.2】

The Company conducts training programs for new elected directors and company auditors about their duties and responsibilities. The Company provides sufficient opportunities to show their ability in the business areas in charge and supports them to obtain business knowledge at a sufficient level.

【Principle 5.1】

The Company has established policies and organizations to promote constructive dialogues with shareholders which should contribute to its sustainable growth and corporate value improvement in the medium- to long-term as follows:

- (i) Designation of a director in charge of the dialogue with shareholders
In order to promote the constructive dialogue with shareholders and investors, the Company designates CFO as a director responsible to IR activities.

- (ii) Measures to create organic cooperation among the Company’s internal departments
The company has established the “Disclosure Committee” which is mainly consisted of directors, company auditors and executive officers. The “Disclosure Committee” verifies and approves the contents of disclosure documents. In addition, the Company has established the "Disclosure Consideration Preparation Working Group" which CFO is responsible for and consists of internal departments or functions of IR, budget, finance, accounting and legal to control information disclosure process. By having the “Disclosure Committee” and “Disclosure Consideration Preparation Working Group,” the Company discloses important information in a proper, timely and fair manner.

- (iii) Efforts to enhance dialogue - means other than face-to-face individual interview
The Company holds several opportunities for analysts and institutional investors such as quarterly results briefings, participation in investor conferences and briefings on non-financial issues including technology theme. The Company also holds opportunities for individual investors such as briefings about the Company from time to time. The Company intends to continue these activities.

- (iv) Measures to share shareholders’ opinions and concerns to the management executives
Shareholders' and investors’ comments and concerns which the Company learns from dialogues are reported to the Company’s management executives in a timely manner through various means including periodic internal meetings. In addition, the Company made the “IJ Board of Directors Dashboard,” an information sharing tool including outside directors, to provide feedback to management about the status of interviews, recommendations by shareholders, major questions and answers.

- (v) Measures related to manage insider information
The Company takes great care of insider trading prevention, including the establishment of the “Insider Trading Prevention Rule” that apply to all directors and employees of the Company and its subsidiaries. Regarding dialogues with shareholders and investors, the Company has established the “Disclosure Policy” in accordance with compliance, and engages in appropriate disclosures and provision of information.

【Measures to realize Management that considers Capital Costs and Stock Prices】

Content of Disclosure	Disclosure of Initiatives (Update)
Availability of English Disclosure	Available
Date of Disclosure Update	June 30, 2026

Supplementary Information

【Measures to realize Management that considers Capital Costs and Stock Prices】

[Approach to Investment]
The Group believes that expansion of business scale is important to continuously demonstrate its competitiveness in a growing market, and therefore pays close attention to revenue growth rate as a management indicator. Profitability tends to improve along with revenue growth, and the Group also considers operating income and operating margin to be important indicators, which are linked to ROE (FY25 ROE: 16.2%). ROE for FY2026, calculated based on the Group’s earnings forecast for FY2026 announced on May 14, 2026, is expected to be 15.8%.

The Group calculates WACC as an indicator of cost of capital, which is informed well within the company and used for decision-making on business investments and on the propriety of holding strategic shareholdings, among others. Business investment and service development in new technological and other areas are continuously required, and these have been actively promoted. Business investments are evaluated through measures such as IRR with flexible assumptions depending on the nature of business, and decisions are made at the Board of Directors meetings and/or management meeting in consideration

of resource allocation to existing core, growth, and new business areas as a portfolio. Their returns on investments are monitored by each business and service. As for the strategic shareholdings, the Company confirms whether the margins generated from ongoing transactions and dividends received, with each investee as strategic shareholding, exceed its cost of capital on an annual basis, and evaluates and decides the propriety of the strategic shareholdings based on historical records and future prospects in business transactions and business contribution in terms of its cost of capital. For details, regarding the Company's measures to realize management that considers capital costs and stock prices, please refer to the Company's IR website "Financial Strategy" under "Integrated Report Portal."
(https://www.iiij.ad.jp/en/ir/integrated-report/financial_strategy/)

[Basic Policy on Shareholder Returns]

Regarding shareholder returns, our basic policy is to continue stable dividend payments while taking into account the need to strengthen our financial base and maintain internal reserves for medium- to long-term business expansion and investments. Under the current medium-term plan, the target dividend payout ratio is approximately 30%. In the Group's earnings forecast for fiscal year 2026 announced on May 14, 2026, the dividend payout ratio for FY2026 is expected to be 30.5%.

[Restricted stock remuneration]

To realize management that is conscious of stock price, we have introduced a restricted stock remuneration plan for full-time directors and executive officers, with the aim of further enhancing their motivation and willingness to contribute to improving performance and corporate value over the medium- to long-term. For details, please refer to Section 2.1 "Incentives" and "Director Remuneration" in this report.

[Communication with Capital Markets]

The Group is in the middle of growth in a rapidly changing and growing market, and the Group recognizes that close communication with the capital markets is very important to share its business model, business strategy and direction. The Company is devoted to dialogue with institutional investors and analysts, and the status of meetings and their recommendations are shared with the Board of Directors in a timely manner. Regarding the details of communication with capital markets, please refer to the Company's IR website "Financial Strategy" under "Integrated Report Portal."
(https://www.iiij.ad.jp/en/ir/integrated-report/financial_strategy/)

2. Capital Structure

Foreign Shareholding Ratio	From 20% to less than 30%
----------------------------	---------------------------

[Status of Major Shareholders]

Name / Company Name	Number of Shares Owned	Percentage (%)
KDDI CORPORATION	20,387,000	11.50
NTT, Inc.	12,227,000	6.90
The Master Trust Bank of Japan, Ltd. (Other trust accounts)	8,904,200	5.02
NTT DOCOMO BUSINESS, Inc.	8,160,000	4.60
ITOCHU Techno-Solutions Corporation	7,808,000	4.40
Koichi Suzuki	7,427,521	4.19
The Master Trust Bank of Japan, Ltd. (Investment trust accounts)	7,009,400	3.95
The Dai-ichi Life Insurance Company, Limited (Standing proxy: Custody Bank of Japan, Ltd.)	5,123,800	2.89
Custody Bank of Japan, Ltd. (Investment trust accounts)	3,902,800	2.20

KS Holdings Inc.	3,240,000	1.83
------------------	-----------	------

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

Supplementary Information

- (1) The above "Status of Major Shareholders" is based on the list of shareholders as of March 31, 2026.
- (2) The percentages are calculated by excluding treasury shares from the total number of issued shares, and are rounded to two decimal places.
- (3) Of the 16,145,200 shares held by The Master Trust Bank of Japan, Ltd. (Trust Account), 7,009,400 shares are held under investment trust accounts, 231,600 shares are held under pension trust accounts, and 8,904,200 shares are held under other trust accounts.
- (4) Of the 6,884,600 shares held by Custody Bank of Japan, Ltd. (Trust account), 3,902,800 shares are held under investment trust accounts, 174,500 shares are held under pension trust accounts, and 2,807,300 shares are held under other trust accounts.
- (5) KS Holdings Inc. is wholly owned and controlled (indirect) by Mr. Koichi Suzuki, Representative Director, Chairman and Executive Officer of IIJ.
- (6) Global Alpha Capital Management Ltd. ("Global Alpha") filed a Change Report to its Large Shareholding Report with the Director General of the Kanto Bureau of the Ministry of Finance on April 22, 2025. According to the filing, Global Alpha owned 7,373,458 shares of common stock of IIJ as of April 18, 2025, representing 4.03% of the total number of issued shares at the date. We have not confirmed any further filings by Global Alpha. We were not able to verify their holdings from the shareholder record as of March 31, 2026, therefore, Global Alpha and their holdings are not included in the above list.
- (7) Oasis Management Company Ltd. ("Oasis") filed a Large Shareholding Report with the Director General of the Kanto Bureau of the Ministry of Finance on May 7, 2026. According to the filing, Oasis owned 13,723,994 shares of common stock of IIJ as of April 24, 2026, representing 7.48% of the total number of issued shares at the date. In addition, Oasis filed a Change Report with the Director General of the Kanto Bureau of the Ministry of Finance on May 13, 2026. According to the filing, Oasis owned 14,750,594 shares of common stock of IIJ as of May 1, 2026, representing 8.04% of the total number of issued shares at the date. As of June 19, 2026, we have not confirmed any further filings by Oasis since then. Based on the contents of such filings, we have confirmed that Oasis held shares of IIJ as of March 31, 2026; however, we were unable to verify the number of shares beneficially owned from the shareholder record as of that date, and therefore, Oasis and their holdings are not included in the above list.
- (8) There were 6,186,958 shares of treasury stock, which were not included in the above table.

3. Corporate Attributes

Stock Exchange and Market Section	Tokyo Stock Exchange Prime Market
Fiscal Year-End	End of March
Type of Business	Information & Communication
Number of Employees (consolidated) as of the End of the Previous Fiscal Year	More than 1000
Revenues (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 the event of Transactions with Controlling Shareholder

-

5. Other Particular Conditions which may have Material Impact on Corporate Governance

-

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

1. Organizational Composition and Operation

Organizational Form	Company with the Board of Company Auditors
---------------------	--

[Directors]

Maximum Number of Directors Stipulated in Articles of Incorporation	Fourteen persons
Term of Office Stipulated in Articles of Incorporation	One year
Chairperson of the Board	Chairman (except for concurrently serving as President)
Number of Directors	Ten persons
Election of Outside Directors	Elected
Number of Outside Directors	Five persons
Number of Independent Directors within the Outside Directors	Five persons

Outside Directors' Relationship with the Company (1)

Name	Attribute	Relationship with the Company*										
		a	b	c	d	e	f	g	h	i	j	k
Takashi Tsukamoto	From other company					△						
Kazuo Tsukuda	From other company								△			
Yoichiro Iwama	From other company								△			
Atsushi Okamoto	From other company											
Kaori Tonosu	From other company								△			

* Selected the relevant "Relationship with the Company"

**"○" indicated the relevant item that the person presently falls or has recently fallen under the category;

"△" indicated the relevant item that the person fell under the category in the past

**"●" indicated the relevant item that the person's close family member presently falls or has recently fallen under the category;

"▲" indicated the relevant item that the person's close family member fell under the category in the past

a. Executive of the Company or its subsidiaries

b. Executive or Non-executive director of a parent company of the Company

c. Executive of fellow subsidiaries 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. A consultant, accounting expert or legal expert who receives significant remuneration or other assets from the Company other than remuneration as a director/company auditor

g. Major shareholder of the Company (an executive of the said major shareholder if the shareholder is a legal entity)

h. Executive of a client or supplier of the Company (does not fall under any of d, e, or f) (the director himself/herself only)

i. Executive of a company whose outside directors/ company auditors assume the post on a reciprocal basis with the Company 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. Other

Outside Directors' Relationship with the Company (2)

Name	Designation as Independent Director	Supplementary Information of the Relationship	Reasons for Election
Takashi Tsukamoto	○	<p>Mr. Tsukamoto formerly served as an executive of Mizuho Bank, Ltd., which is one of the Group's clients and borrowing banks, and its parent company, Mizuho Financial Group, Inc.; however, he had already left those roles in 2014. He is currently a Special Advisor of Mizuho Financial Group and not engaged in any business execution and more than ten years has passed since he left his executive positions at these companies. Accordingly, the Company has evaluated that he has sufficient independence. In addition, sales for Mizuho Bank, Ltd. and Mizuho Financial Group, Inc. were less than 2% of the Group's total sales, and payments to Mizuho Bank, Ltd. and Mizuho Financial Group, Inc. were less than 1% of their total sales.</p>	<p>Mr. Tsukamoto served as the President and CEO, and Chairman of Mizuho Bank, Ltd., and has abundant experience and profound knowledge in the field of global business, finance and accounting, governance, etc. He has been appointed as an Outside Director of the Company since June 2017, and has provided useful advice and supervision to the Company's management. The Company therefore continues to reappoint him as an Outside Director. His total term of office as an Outside Director was nine (9) years at the conclusion of the 34th Ordinary General Meeting of Shareholders. Since he satisfies independence criteria stipulated by Tokyo Stock Exchange, Inc., etc., the Company believes that he is qualified as an independent director who is free from the possibility of conflicts of interest with general shareholders.</p>
Kazuo Tsukuda	○	<p>Mr. Tsukuda formerly served as an executive of Mitsubishi Heavy Industries, Ltd., which is one of the Group's clients; however, he had already left the role in 2013 and he is not engaged in any business execution. Accordingly, the Company has evaluated that he has sufficient independence. In addition, sales for Mitsubishi Heavy Industries, Ltd. were less than 1% of the Group's total sales, and payments to Mitsubishi Heavy Industries, Ltd. were less than ¥10 million.</p>	<p>Mr. Tsukuda served as the President and Representative Director, and Chairman of the Board and Representative Director, of Mitsubishi Heavy Industries, Ltd, and has abundant experience and profound knowledge in the field of technology, R&D, global business, governance, etc. He has been appointed as an Outside Director of the Company since June 2020, and has provided useful advice and supervision to the Company's management. The Company therefore continues to reappoint him as an Outside Director. His total term of office as an Outside Director was six (6) years at the conclusion of the 34th Ordinary General Meeting of Shareholders. Since he satisfies independence criteria stipulated by Tokyo Stock Exchange, Inc., etc., the Company believes that he is qualified as an independent</p>

			director who is free from the possibility of conflicts of interest with general shareholders.
Yoichiro Iwama	○	<p>Mr. Iwama formerly served as an executive of Tokio Marine Asset Management Co., Ltd., which is one of the Group's clients; however, he had already left the role in 2009 and he is not engaged in any business execution. Accordingly, the Company has evaluated that he has sufficient independence. In addition, sales for Tokio Marine Asset Management Co., Ltd. were less than 1% of the Group's total sales, and payments to Tokio Marine Asset Management Co., Ltd. were less than ¥10 million. He also formerly served as an Outside Director and Chairman of the Board of Amova Asset Management Co., Ltd., which is one of the Group's clients; however, he was not engaged in any business execution since he was an Outside Director. Accordingly, the Company has evaluated that he has sufficient independence. In addition, sales for Amova Asset Management Co., Ltd. were less than 1% of the Group's total sales, and payments to Amova Asset Management Co., Ltd. were less than ¥10 million.</p>	<p>Mr. Iwama served as the President and Representative Director of Tokio Marine Asset Management Co., Ltd., an Outside Director and Chairman of the Board of Amova Asset Management Co., Ltd., and a member of the follow-up meetings of the Stewardship Code, the Corporate Governance Code, etc., and has abundant experience and profound knowledge in the field of global business, finance and accounting, governance, etc. He has been appointed as an Outside Director of the Company since June 2021, and has provided useful advice and supervision to the Company's management. The Company therefore continues to reappoint him as an Outside Director. His total term of office as an Outside Director was five (5) years at the conclusion of the 34th Ordinary General Meeting of Shareholders. Since he satisfies independence criteria stipulated by Tokyo Stock Exchange, Inc., etc., the Company believes that he is qualified as an independent director who is free from the possibility of conflicts of interest with general shareholders.</p>
Atsushi Okamoto	○	-	<p>Mr. Okamoto served as the President and CEO, etc. of Iwanami Shoten, Publishers, and has abundant experience and profound knowledge in the field of global business, governance, etc. He has been appointed as an Outside Director of the Company since June 2022, and has provided useful advice and supervision to the Company's management. The Company therefore continues to reappoint him as an Outside Director. His total term of office as an Outside Director was four (4) years at the conclusion of the 34th Ordinary General Meeting of Shareholders. Since he satisfies independence criteria stipulated by Tokyo Stock Exchange, Inc., etc., the Company believes that he is qualified as an independent director who is free from the</p>

			possibility of conflicts of interest with general shareholders.
Kaori Tonosu	○	Ms. Tonosu formerly served as an executive of Deloitte Touche Tohmatsu LLC., which is one of the Group's clients; however, she had already left Deloitte Touche Tohmatsu LLC. in 2021 and she is not engaged in any business execution. Accordingly, the Company has evaluated that she has sufficient independence. In addition, sales for Deloitte Touche Tohmatsu LLC. were less than 1% of the Group's total sales, and payments to Deloitte Touche Tohmatsu LLC. were less than ¥10 million. Deloitte Touche Tohmatsu LLC. was the Group's Financial Auditor, but the Company changed its Financial Auditor to another company in June 2019. Therefore, the Company believes that she is sufficiently independent.	Ms. Tonosu served as a board member of Deloitte Touche Tohmatsu LLC., as a Certified Information Systems Auditor, and has abundant experience and profound knowledge in the field of IT business, technology, R&D, governance, etc. She has been appointed as an Outside Director of the Company since June 2022, and has provided useful advice and supervision to the Company's management. The Company therefore continues to reappoint her as an Outside Director. Her total term of office as an Outside Director was four (4) years at the conclusion of the 34th Ordinary General Meeting of Shareholders. Since she satisfies independence criteria stipulated by Tokyo Stock Exchange, Inc., etc., the Company believes that she is qualified as an independent director who is free from the possibility of conflicts of interest with general shareholders.

Voluntarily Established of Committee(s) Corresponding to Nomination Committee or Remuneration Committee	Established
---	-------------

Status of Voluntary Established Committees, Composition of Committees' members, Attributes of Chairperson

	Committee Corresponding to Nomination Committee	Committee Corresponding to Remuneration Committee
Committee's Name	Nomination and Remuneration Committee	Nomination and Remuneration Committee
All Committee Members	Seven	Seven
Full-time Members	Zero	Zero
Internal Directors	Two	Two
Outside Directors	Five	Five
Outside Experts	Zero	Zero
Other	Zero	Zero
Chairperson	Internal Director	Internal Director

Supplementary Explanation

The Company voluntarily establishes the Nomination and Remuneration Committee with a purpose to maintain and improve fairness and transparency of decision making of directors' nomination and remuneration.
--

[Company Auditors]

Establishment of Board of Company Auditors	Established
Maximum Number of Board of Company Auditors Stipulated in Articles of Incorporation	The Company doesn't set a ceiling on the number of company auditors
Number of Board of Company Auditors	Four persons

Cooperation among Company Auditors, Accounting Auditors and Internal Audit Departments
--

With regard to the provision of auditing and audit-related services to the Company and its subsidiaries by accounting auditor, the Board of Company Auditors periodically reviews the quality of its services. Regarding annual audit plans, review of financial results (annual and interim), annual audit result, independence of accounting auditor and etc., the Board of Company Auditors periodically cooperates with accounting auditor through interviews.
--

Election of Outside Company Auditor	Elected
Number of Outside Company Auditor	Two persons
Number of Independent Company Auditor within the Outside Company Auditors	Two persons

Outside Company 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			
Kumiko Aso	CPA													△			
Shio Harada	Lawyer																

* Selected the relevant "Relationship with the Company"

**○" indicated the relevant item that the person presently falls or has recently fallen under the category;

"△" indicated the relevant item that the person fell under the category in the past

**●"indicated the relevant item that the person's close family member presently falls or has recently fallen under the category;

"▲"indicated the relevant item that the person's close family member 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. Executive or executive non-executive director of a parent company of the Company

d. Company Auditor of a parent company of the Company

e. Executive of fellow subsidiaries 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. A consultant, accounting expert or legal expert who receives significant remuneration or other assets from the Company other than remuneration as a director/company auditor

i. Major shareholder of the Company (an executive of the said major shareholder if the shareholder is a legal entity)

j. Executive of a client or supplier of the Company (does not fall under any of f, g, or h) (the company auditor himself/herself only)

k. Executive of a company whose outside directors/company auditors assume the post on a reciprocal basis with the Company appointed (the company auditor himself/herself only)

- l. Executive of a company or organization that receives a donation from the Company (the company auditor himself/herself only)
- m. Other

Outside Company Auditor’s Relationship with the Company (2)

Name	Designation as Independent Company Auditor	Supplementary Information of the Relationship	Reasons for Election
Kumiko Aso	○	Ms. Aso formerly served as an executive of Deloitte Touche Tohmatsu LLC., which is one of the Group’s clients; however, she had already left Deloitte Touche Tohmatsu LLC. in 2022 and she is not engaged in any business execution. Accordingly, the Company has evaluated that she has sufficient independence. In addition, sales for Deloitte Touche Tohmatsu LLC. were less than 1% of the Group's total sales, and payments to Deloitte Touche Tohmatsu LLC. were less than ¥10 million. Deloitte Touche Tohmatsu LLC. was the Group’s Financial Auditor, but the Company changed its Financial Auditor to another company in June 2019. Therefore, the Company believes that she is sufficiently independent.	Based on her long professional career as a certified public accountant and professional knowledge of finance, Ms. Aso has been elected as an outside company auditor. The Company believes that she will supervise executions of directors’ duty with her high level of expertise and objective and neutral perspective. She has been appointed as an Outside Company Auditor of the Company since June 2024, and her total term of office as an Outside Company Auditor was two (2) years at the conclusion of the 34th Ordinary General Meeting of Shareholders. Since she satisfies independence criteria stipulated by Tokyo Stock Exchange, Inc., etc., the Company believes that she is qualified as an independent company auditor who is free from the possibility of conflicts of interest with general shareholders.
Shio Harada	○	-	Based on her long professional career and knowledge as a lawyer, Ms. Harada is expected to have the ability to execute the duties of an Outside Company Auditor, and has been appointed as an Outside Company Auditor of the Company since June 2026. Since she satisfies independence criteria stipulated by Tokyo Stock Exchange, Inc., etc., the Company believes that she is qualified as an independent company auditor who is free from the possibility of conflicts of interest with general shareholders.

[Independent Directors/Company Auditors]

Number of Independent Directors/Company Auditors	Seven persons
--	---------------

Other Matters relating to Independent Directors and Company Auditors

All of the outside directors and company auditors that are qualified as independent directors or company auditors have been designated as independent directors or company auditors.

[Incentives]

Implementation of Measures on Incentive Allotment for Directors	Performance-linked remuneration, other
---	--

Supplementary Information

With regard to the remuneration paid to our full-time Directors, our basic policy is that, when determining the amount of remuneration for an individual Director, we set an appropriate level of remuneration according to each Director's position and responsibility, with the aim of maintaining and promoting Directors' motivation and morale with respect to their contribution to the continuance of business performance and increase in corporate value over the mid-term. In particular, remuneration for our executive directors is comprised of a fixed base remuneration (cash remuneration), remuneration that is conditional on tenure (restricted stock remuneration), performance-linked remuneration for a single fiscal year (restricted stock remuneration) and performance-linked remuneration for the mid-term (restricted stock remuneration). Remuneration for part-time directors and Outside Directors who have supervisory functions is only comprised of a fixed base remuneration (cash remuneration) based on their roles and responsibilities. Fixed base remuneration and remuneration based on tenure conditions are not directly linked to consolidated business results. The performance-linked remuneration for the single fiscal year and the mid-term performance-linked remuneration for the executive directors are linked to the consolidated business results, and the scale of each remuneration is generally from 0 to 4 months (from 0 to 5 months for the final fiscal year of the mid-term performance-linked remuneration) of the basic monthly remuneration for each person depending on the level of performance. Regarding the detail, please see "II.1. [Director Remuneration]" of this report.

The Company had introduced a stock compensation-type stock option plan as a substitution for the retirement allowance for its directors (except for part-time and outside directors) and executive officers, and had allocated stock acquisition rights as stock compensation-type stock options that were generally equivalent to one to two months of basic monthly remuneration for each director depending on his or her position. However, except for the stock acquisition rights already allocated, this plan has been abolished, and the Company has introduced remuneration that is conditional on tenure (restricted stock remuneration) in its place.

Person eligible for Stock Options	—
-----------------------------------	---

Supplementary Information

—

[Director Remuneration]

Disclosure of Individual Directors' Remuneration	Remuneration of a specific individual disclosed
--	---

Supplementary Information

For FY2025, the total remuneration amount of twelve directors was ¥379 million (including ¥36 million paid to five outside directors), and the total remuneration amount of four company auditors was ¥48 million (including ¥12 million paid to two outside company auditors).

The total remuneration amount included as follows:
 (i) Remuneration that is conditional on tenure (restricted stock): ¥38 million

- (ii) Performance-linked remuneration for a single fiscal year (restricted stock): ¥25 million
 (iii) Performance-linked remuneration for the mid-term (restricted stock): ¥17 million
 (Note) Above (1) through (3) represent the amounts of expenses recognized in FY2025 under the restricted stock remuneration system.

No directors received an annual remuneration of JPY100 million or more for FY2025.

Policy on Determining Remuneration Amounts and Calculation Methods	Established
--	-------------

Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods

- i) Determination policy of the amount and the calculation method of remuneration for Directors and Company Auditors
- a) Method for deciding on the determination policy of the calculation method of remuneration for directors
 After consulting with the Nomination and Remuneration Committee on drafts of the determination policy including the calculation methods for individual director remuneration and performance-linked remuneration, the revision of determination policy was resolved at the Board of Directors meeting held on May 24, 2024.
- b) Outline of determination policy of remuneration for directors
 With regard to the remuneration paid to our full-time Directors, our basic policy is that, when determining the amount of remuneration for an individual Director, we set an appropriate level of remuneration according to each Director's position and responsibility, with the aim of maintaining and promoting Directors' motivation and morale with respect to their contribution to the continuance of business performance and increase in corporate value over the medium- to long-term. In particular, remuneration for our executive directors is comprised of a fixed base remuneration (cash remuneration), remuneration that is conditional on tenure (restricted stock remuneration), performance-linked remuneration for a single fiscal year (restricted stock remuneration) and performance-linked remuneration for the mid-term (restricted stock remuneration). Remuneration for part-time directors and Outside Directors who have supervisory functions is only comprised of a fixed base remuneration (cash remuneration) based on their roles and responsibilities.
- c) Outline of policy for determining the ratio of performance-linked and non-performance-linked remuneration
 Fixed base remuneration and remuneration based on tenure conditions are not directly linked to consolidated business results. The performance-linked remuneration for the single fiscal year and the mid-term performance-linked remuneration for the executive directors are linked to the consolidated business results, and the scale of each remuneration is generally from 0 to 4 months (from 0 to 5 months for the final fiscal year of the mid-term performance-linked remuneration) of the basic monthly remuneration for each person depending on the level of performance.
- d) Method of determining the amount of remuneration for company auditors
 The maximum aggregate amount of remuneration for company auditors is resolved at the General Meeting of Shareholders, and the fixed amount of remuneration for each company auditor is determined through discussion by the company auditors at the Board of Company Auditors
- ii) Resolutions at General Meetings of shareholders regarding remuneration of Directors and Company Auditors
- At the 16th ordinary General Meeting of Shareholders held on June 27, 2008, it was approved that the maximum aggregate amount of remuneration for directors and company auditors were at JPY500 million or less per year and JPY100 million or less per year respectively. The number of directors and company auditors were 14 and four as of the date of the shareholders' meeting resolution, respectively.
 - At the 29th ordinary General Meeting of Shareholders held on June 29, 2021, it was resolved that the maximum amount of remuneration for Directors were JPY600 million or less per year, including the maximum aggregate amount of JPY50 million or less per year for Outside Directors. As of the date of the shareholders' meeting resolution, the number of directors was 12, including four Outside Directors.
 - At the 32nd ordinary general meeting of shareholders held on June 27, 2024, it was resolved that the upper limit of aggregate amount of cash remuneration for directors were JPY600 million or less per year, including upper limit of aggregate amount of JPY50 million or less per year for outside directors.

In addition, for granting restricted stock with the following contents to directors (limited to executive directors), it was resolved that the upper limit of aggregate amount of monetary remuneration receivables for restricted stock remuneration shall be JPY700 million or less per year, and the maximum number of shares to be allotted as restricted stock remuneration shall be 140,000 shares per year. The number of directors was 12, including five outside directors and seven executive directors at the shareholders' meeting resolution.

- (i) a restricted stock remuneration that is conditional on tenure, under which IJJ grants to an eligible director restricted stock on the condition that the director has served in a position such as a director of IJJ for a certain period of time.
- (ii) a performance-based restricted stock remuneration, under which IJJ grants to an eligible director restricted stock in accordance with the degree of achievement of performance targets and improvement in performance over a certain period of time (in principle, one (1) fiscal year).
- (iii) a performance-based restricted stock remuneration, under which IJJ grants to an eligible director restricted stock in accordance with the degree of achievement of performance targets and improvement in performance in each fiscal year during the relevant period, the length of such period being the same as that of the Mid-term Plan.

iii) Contents of determination on remuneration for individual directors

a) Outline of the Nomination and Remuneration Committee Procedures Concerning Directors' Remuneration, etc.

IJJ has voluntarily established the Nomination and Remuneration Committee to ensure and enhance fairness and transparency of decision-making regarding directors' nomination and remuneration, and it deliberates as an advisory organization to the Board of Directors in the process of determining remuneration, etc.

b) Activities of the Nomination and Remuneration Committee in the process of determining the amount of remuneration, etc. for IJJ's directors

At its meeting held on March 27, 2025, the committee confirmed the appropriateness of the fixed remuneration for directors for FY2025 and the bonus plan for directors based on the results of FY2024 and the performance progress of the Mid-term Plan, through an analysis including the comparison of remuneration levels with other companies.

At its meeting held on March 26, 2026, the committee confirmed the appropriateness of the fixed remuneration for directors for FY2026 and the bonus plan for directors based on the results of FY2025 and the performance progress of the Mid-term Plan, through an analysis including the comparison of remuneration levels with other companies.

c) Matters Concerning Determination of Individual Remuneration, etc. of Directors

Regarding the amount of remuneration for each individual director, the representative directors (the chairman and representative director, Koichi Suzuki and the president and representative director, Yasuhiko Taniwaki) shall be delegated the specific content based on the resolution of the board of directors, and the delegated power is the determination of the amount of basic monthly remuneration and allocation of the remuneration that is conditional on tenure, the performance-linked remuneration for a single fiscal year and the performance-linked remuneration for the mid-term of each individual director. In order to ensure that this authority is properly exercised by the representative directors, the representative directors, who drafted the remuneration plan, consults the nomination and remuneration committee with the draft of the plan prior to deciding the amount of remuneration for each individual director, therefore the board of directors recognize that it is in line with the determination policy. The reason for delegating to the representative directors is that the representative directors are the most suitable to evaluate the responsibility and performance of each director while taking a comprehensive overview of the overall performance of the Company.

iv) Contents of performance-linked remuneration and non-monetary remuneration

In the form of restricted stock compensation, the Company has introduced a remuneration that is conditional on tenure is a system, a performance-linked remuneration for a single fiscal year and a performance-linked remuneration for the mid-term.

There was stock compensation-type stock option plan for directors (excluding part-time and outside directors) of IJJ during the period from June 2011 to June 2024 as a substitution for the retirement benefit.

[Matters relating to the grant of restricted stock remuneration]

All issuances and disposals of restricted stock will be conducted in a manner whereby monetary remuneration receivables shall be granted to the Eligible Directors, and the Eligible Directors shall pay in all of such monetary remuneration receivables as contribution in-kind and shall, in return, receive shares of IJJ's common stock that shall be issued or disposed of by IJJ.

For the purpose of such issuance or disposal of shares of IJJ's common stock, a restricted stock allotment agreement ("Allotment Agreement") that contains provisions regarding the following matters and the specific matters prescribed with respect to each type of remuneration will be concluded between IJJ and each Eligible Director.

- Transfer restrictions: The Eligible Directors shall not transfer, create any security interest over, or otherwise dispose of the shares of IJJ's common stock allotted under the Allotment Agreement (hereinafter referred to as the "Allotted Shares") during the period from the date of the payment for the Allotted Shares to the point in time when he or she resigns from the position specified in advance by IJJ's Board of Directors (hereinafter referred to as the "Transfer Restriction Period") (hereinafter collectively referred to as the "Transfer Restriction").
- Removal of Transfer Restrictions: IJJ shall remove the Transfer Restriction with respect to the Allotted Shares in whole upon the expiry of the Transfer Restriction Period, provided that the Eligible Director continuously served in the said specified position during the Transfer Restriction Period. If certain events prescribed in the Allotment Agreement occur, such as the retirement of an Eligible Director from his/her position during the Restriction Period or upon the expiration of the Restriction Period for any reason other than those deemed justifiable by IJJ, IJJ may acquire all of the Allotted Shares for no consideration.
- Treatment in the event of organizational restructuring, etc.: Regardless of the above, if a matter concerning the organizational restructuring, etc. of IJJ, such as a merger agreement whereby IJJ shall be the non-surviving party to the merger, or a share exchange agreement or share transfer plan whereby IJJ shall become a wholly-owned subsidiary of another entity, is approved at IJJ's ordinary General Meeting of Shareholders (or by IJJ's Board of Directors if such organizational restructuring, etc. does not require approval at IJJ's ordinary General Meeting of Shareholders) during the transfer restriction period, IJJ shall remove, based on a resolution of IJJ's Board of Directors, the transfer restriction on the allotted shares on a date prior to the effective date of such organizational restructuring, etc.
- Other matters: Other matters related to the restricted stock shall be determined by the Board of Directors.

If an Eligible Director retires from his/her position during the period for any reason that is not attributable to IJJ, IJJ might not grant monetary remuneration receivables or deliver the shares to the Eligible Director, taking into account the content of the report of the Nomination and Remuneration Committee.

[Contents of restricted stock remuneration]

Remuneration that is conditional on tenure is a system which is not linked to performance. Under the system, IJJ shall grant to an Eligible Director, depending on the position held by the Director, restricted stock, in relation to which the Transfer Restriction will be removed on the condition that the Eligible Director has served in a position such as a Director of IJJ for a certain period of time.

Performance-linked remuneration for a single fiscal year is a performance-based restricted stock remuneration system, under which IJJ grants to an Eligible Director restricted stock after the end of a certain period of time (in principle, one (1) fiscal year) in accordance with the degree of achievement of performance targets and improvement in performance over such period.

Performance indicators were year over year growth rate and target achievement rate of consolidated revenue and consolidated operating profit, as indices relating to business growth and improvement in corporate value. These indicators are multiplied by the respective factors to calculate the payment rate for the base remuneration, and the number of shares to be delivered is calculated using the calculation method described below, based on the stock price at the beginning of the evaluation period, etc.

Performance-linked remuneration for the mid-term is a performance-based restricted stock remuneration system in accordance with the degree of achievement of performance targets and improvement in performance in each fiscal year during the relevant period, the length of such period being the same as that of the Mid-term Plan (hereinafter referred to as the "Fiscal Year Subject to Evaluation"). IJJ grants to an Eligible Director restricted stock after the end of the Fiscal Year Subject to Evaluation. Number of shares to be delivered is calculated for each Fiscal Year Subject to Evaluation, using the calculation method described below, based on payment rate for the base remuneration, the share price at the beginning of the period of the Mid-term Plan, etc.

The following indicators are used to evaluate the degree of achievement of the Mid-term Plan and to calculate the payment rate.

<Fiscal Years Subject to Evaluation excluding final fiscal year>

The consolidated revenue (30%), consolidated operating profit (30%), engagement index (15%), and performance contribution regarding responsible business (25%).

<Final fiscal year>

The consolidated revenue (30%), consolidated operating profit (30%), engagement index (15%), and performance contribution regarding responsible business (25%), as well as ROE (a requirement for maximizing the payment rate), market value (a requirement for maximizing the payment rate), and ESG management indicator (a requirement for maximizing the payment rate).

- Number of shares to be delivered

Under the director remuneration system, the respective number of shares to be delivered for single-year performance-linked remuneration and mid-term performance-linked remuneration shall be calculated based on the following formulas.

$$\text{Number of shares to be delivered} = \text{base remuneration} \times \text{payment rate} \div \text{base stock price}$$

The base remuneration shall be determined after consultation with the Nomination and Remuneration Committee, with the target amount being four months of the monthly fixed remuneration. The payment shall be 0% to 100% (in the case of the final fiscal year of the mid-term performance-linked remuneration, 0% to 125%) based on the aforementioned indices and other factors.

The base stock price will be the closing price of IIJ's shares of common stock on the Tokyo Stock Exchange on the business day immediately preceding the first day of the relevant period (or the closing price on the transaction day immediately prior thereto if no transaction is made on such business day). However, if the market price at the time of delivery is an amount which is more than twice the base share price, the number of shares to be delivered shall be the number of shares calculated using the above formula, and then multiplied by twice the base stock price and divided by the market price at the time of delivery.

- Acquisition for nil consideration (clawback) and additional grants based on status of achievement of targets

If, in the final fiscal year of the Mid-term Plan, the status of achievement of the various targets for the first and second years and the corresponding payment rates decline significantly, IIJ shall, based on the report of the Nomination and Remuneration Committee, acquire part of the restricted shares already delivered as performance-linked remuneration for the mid-term for nil consideration (clawback). In addition, if, in the final fiscal year of the Mid-term Plan, the status of achievement of the various targets for the first and second years and the corresponding payment rates are significantly elevated, IIJ may, based on the report of the Nomination and Remuneration Committee, make certain additional grants with respect to the number of shares to be granted that is calculated in the final year as performance-linked remuneration for the mid-term.

- Upper Limit

The upper limit based on the resolution of the General Meeting of Shareholders is that the total amount of the restricted stock remuneration shall not exceed JPY700 million per year and the number of shares to be delivered shall not exceed 140,000 shares per year. In the event of a stock split (including gratis allotment of shares of common stock) or reverse stock split of the Company's common stock (including gratis allotment of common stock) or reverse stock split of IIJ's common stock, the maximum number of shares shall be adjusted in accordance with the split ratio or reverse stock split ratio.

[Supporting System for Outside Directors and/or Company Auditors]

Full-time directors and company auditors in charge make a contact, etc. to outside directors and outside company auditors. Prior to a meeting of the Board of Directors, the materials for the meeting are dispatched to outside directors and outside company auditors.

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

[Overviews of business execution system, auditing and supervision system and reasons for adopting the systems]

Based on the annual business plan, which is formulated according to the corporate philosophy and annually approved by the Board of Directors, executive officers and business execution organizations prompt the business to achieve the goals.

Oversight and supervision of business execution is carried by means of ordinary (monthly) and extraordinary meetings of the Board of Directors, management meetings consisting of executive officers, etc., and monitoring and giving the necessary instructions to each of its business, project, subsidiary, etc. Oversight on business management and business audit are carried by means of ordinary (monthly) and extraordinary meetings of the Board of Company Auditors, assignment of a financial expert/legal expert in the Board of Company Auditors, conducting continuous audit including its domestic subsidiaries and affiliates as well as overseas by Company Auditors and the Internal Auditing Office, and operation of whistleblowers hotline system. Regarding risk management, executive officers in charge of business execution are responsible for identifying and evaluating risks, and taking countermeasures against them in businesses within the scope of responsibilities. Further, the Company has established committees such as the Internal Control Committee and the Disclosure Committee to evaluate risks and take countermeasures against them depending on the type of risks. Regarding sustainability promotion, the Company has also established the Sustainability Committee to plan activity policies, consider and promote measures for each theme across the whole company, confirm and verify the progress, and submit and report the details of such activities to the Company's Board of Directors. Business activities by directors and employees of the Company and its subsidiaries are governed by the Code of Ethics, the Basic Rules for Internal Control, etc.

The Company has outside directors and outside company auditors with the aim of ensuring appropriateness and transparency of business executions and enhancing the supervisory functions of management. The Company's Board of Directors consists of ten directors, including five independent outside directors and the Company's the Board of Company Auditors consists of four company auditors, including two independent outside company auditors. With emphasis on high degree of independence, abundant experience and profound knowledge of management or telecommunication industry, outside directors are elected. With emphasis on high degree of expertise and independence, outside company auditors are elected, including an attorney from a Japanese law firm and a certified public accountant. Further, the Company has an Internal Auditing Office consisting of six members, including a manager.

Regarding statutory disclosure and timely disclosure, the Company has established the Disclosure Committee, which consists of directors, company auditors and executive officers. The Company discloses information after the appropriateness and completeness of the information is verified by the Disclosure Committee.

Regarding risk assessment, the Company establishes the committee organizations for each risk area as needed, and identifies the risk, assesses the identified risk and takes measures against the risk.

[Appointment and determination of remuneration, etc.]

Regarding nomination of candidates for company directors and company auditors, the representative directors submit nomination proposals, which are based on the internal criteria to the Nomination and Remuneration Committee. Through discussions at the committee, the proposals are resolved by the Board of Directors which submits to the General Meeting of Shareholders of the Company.

Regarding the dismissal of the Board of Directors, after the Nomination and Remuneration Committee takes violation of laws and/or the Articles of Incorporation in business execution, mental and physical well-being as well as accountability of business performance into consideration and through discussion, the Board of Directors resolves and submits to the General Meeting of Shareholders of the Company.

Regarding remuneration for Company Directors and Auditors, please see “ II .1. [Director Remuneration]” of this report.

3. Reasons for Adoption of the Current Corporate Governance System

The Company is a company with the Board of Company Auditors and elects outside directors. Outside directors elected have abundant experience and profound knowledge, and therefore the Company's supervisory function on management execution has been enhanced. Within the Board of Company Auditors members, an attorney and a certified public accountant have been elected, therefore the company's supervisory functions on execution of duties by directors has been enhanced.

III. Implementation of Measures for Shareholders and Other Stakeholders

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

	Supplementary Information
Early Distribution of General Shareholder Meeting	In connection with the Ordinary General Meeting of Shareholders held on June 26, 2026, the Convocation notice was disclosed on the Company's website and the Tokyo Stock Exchange's website on May 29, 2026, and sent on June 8, 2026.
Allowing Exercise of Voting Rights by electronic means	Since the Ordinary General Meeting of Shareholders held on June, 2006, the Company has allowed shareholders to exercise voting rights on the Internet.
Participation in Electronic Voting Platform and Other Measures to Improve the Environment for Institutional Investors to Exercise their Voting Rights	The Company has participated in the Electronic Voting Platform for Institutional Investors that is operated by ICJ Inc. (Investor Communications Japan)
Providing Convocation Notice in English	The Company prepares full text English versions of the Convocation notices simultaneously with the Japanese document.
Other	The Convocation notice both in Japanese and English is disclosed on the Company's website.

2. IR Activities

	Supplementary Information	Explanation by representative
Preparation and Publication of Disclosure Policy	The Disclosure Policy, which is corresponding to the Japanese Fair Disclosure Rule, has been established and disclosed.	-
Regular Investor Briefings for Individual Investors	The Company holds IR meetings several times for individual investors in a year.	Yes
Regular Investor Briefings for Analysts and Institutional Investors	The Company holds investor briefings in principle for analysts and institutional investors after announcement of its financial results each quarter. Also, the Company participates in IR conferences several times a year which are held by securities companies.	Yes
Regular Investor Briefings for Foreign Investors	The Company holds investor briefings (including IR Roadshow, overseas IR conferences held by securities companies and video-conference) for foreign institutional investors several times a year.	Yes

Disclosing of IR Materials on Website	Quarterly financial results, annual report (<i>yuka-shoken-houkokusyo</i>), IR schedule such as earnings announcement, news release, management message and company information are disclosed on the Company's website (https://www.ij.ad.jp/en/).	-
Department and Manager in Charge of IR	The department in charge of IR activities is Financial Department which is under Finance Division. The officer in charge of IR activities is Mr. Akihisa Watai, Member of the Board, Executive Vice President and CFO.	-

3. Measures to Ensure Due Respect for Stakeholders

	Supplementary Information
Stipulation of Internal Rules for Respecting the Position of Stakeholders	The Code of Ethics defines that officers and employees to recognize their social responsibility towards wide range of stakeholders. Officers and employees are required to make great effort to obtain understanding of stakeholders.
Implementation of Environmental Activities, CSR Activities, etc.	For more information about the Company's Environmental Activities, CSR Activities, etc., please refer to the Company's IR website "Integrated Report Portal" Integrated Report Portal: https://www.ij.ad.jp/en/ir/integrated-report/ Sustainability: https://www.ij.ad.jp/en/sustainability/ Information Disclosure based on the TCFD Recommendations: https://www.ij.ad.jp/en/ir/integrated-report/tcf/
Development of Policies on Information Provision to Stakeholders	The Disclosure Policy, which is corresponding to the Japanese Fair Disclosure Rule, has been established and disclosed.

IV. Matters Related to the Internal Control System

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

The Company's basic policy on its internal control system is as follows and the Company prepares its internal control based on the following.

1) Basic policy

The Company builds the internal control system in accordance with the basic framework ("the framework") set forth in "On the Revision of the Standards and Practice Standards for Management Assessment and Audit concerning Internal Control Over Financial Reporting (Council Opinions)" issued by the Business Accounting Council for (1) Effectiveness and efficiency of business operations, (2) Reliability of financial reporting (3) Compliance with applicable laws and regulations relevant to business activities, and (4) Safeguarding of assets.

Based on the framework, the Company defines the main elements to build the internal control system as follows.

- (1) Control environment
- (2) Risk assessment and response
- (3) Control activities

- (4) Information and communication
- (5) Monitoring (Monitoring Activities)
- (6) Response to IT (Information Technology) (Communicating Information)

Based on the framework, the Company executes various measures to create internal control system and seeks to improve the system continuously.

2) Matters under the Companies Act of Japan

The basic policy, to ensure the propriety of business operations within the corporate group consisting of the Company and its subsidiaries, is established in accordance with Article 362 paragraph 5 of the Companies Act of Japan, and is a part of internal control based on the framework. The details are followed.

1. Systems for ensuring the compliance of directors and employees with the law and articles of incorporation in the execution of their duties.

- (1) The Company will establish a code of ethics that sets for a standard of conduct and requires strict adherence to the law. In addition, the Company will establish regulations for applying the laws regarding the prevention of insider trading, the protection of personal information, and among others. The company will disseminate those regulations to officers and employees, and conduct periodic education.
- (2) The Company will establish a system for appointing the necessary personnel to ensure compliance with the law, and for consulting with lawyers and other experts outside the Company.
- (3) The Company will establish an internal reporting system for reporting any legal violations, and will operate a kind of whistle-blower system with a contact point protecting the person reporting, in accordance with legal requirements.
- (4) An Office of Internal Audits under the direct control of the President will conduct internal audits on a regular basis, indicating where each division could improve compliance with the law, and overseeing the improvements.
- (5) For legally required reports, ad hoc reports, and other types of releases, the Company will establish a Disclosure Committee whose members consist of directors, outside directors, executive officers and company auditors, who will evaluate the content for appropriateness and completeness, and approve any material to be released.

2. Systems for preserving and managing information related to the execution of duties by directors.

- (1) Basic policy and procedures regarding the handling of information assets will be set and followed in the handling of information and documents related to the execution of duties by directors (“performance information”), these policies and procedures will detail who is responsible for managing the information, how long the information is to be stored, how it is to be stored, measures for countering loss or leakage of the information, and proper management of the information. The management of this information will be reviewed on a regular basis.
- (2) The Company will create a system that ensures the proper filing of performance information (committing it to electronic storage when necessary), and that enables the quick verification of the existence, condition, and content of these documents. In addition, the system will allow people with the proper authority to view documents related to the company auditors and others without delay.
- (3) The duties related to the above fall under the jurisdiction of a director or an executive officer in charge of information security and a director or an executive officer in charge of document management of the Company.

3. Regulations governing risk management and other systems.

- (1) The director (or executive officers) that oversee the operation of each division will identify the risks defined by the governing regulations, evaluate these risks, and develop measures to counter these risks, as well as review them on a regular basis.
- (2) For certain risk categories, the “Evaluation Committee” will be established to evaluate the risk and to develop countermeasures.
- (3) A Business Continuity Plan will be developed to address potential emergency situations.
- (4) The Internal Auditing Office under the direct control of the President will conduct internal audits on a regular basis, indicating where each division could improve operations, including risk management, and overseeing the improvements.

4. Systems for ensuring the efficient execution of duties by directors.
 - (1) A business plan for each fiscal year will be formulated in line with management objectives, and each business organization will actively seek to achieve the goals put forth in the plan. In addition, regular progress reports will be submitted and reviewed to monitor progress on each target.
 - (2) As for management of operations, all issues that should be decided by the Board of Directors in accordance with the Regulations of the Board of Directors will be strictly decided by the Board, and as a basic rule of the decision-making process, sufficient documentation on the issue to be decided will be distributed to all Board members in advance.
 - (3) In the execution of daily duties, authority will be delegated based on the scope of authority regulations and division of duties regulations, and managers at each level will execute their duties while complying with the rules of the decision making process.
 - (4) To reinforce the Board of Directors' authority, a certain number of people with notable management acumen will be appointed as outside directors.
5. Systems for ensuring the proper operation of corporate groups consisting of the Company and its subsidiaries.
 - (1) Subsidiaries will be managed based on the subsidiary management regulations, which are the basic policy of subsidiary management, and an agreement will be made with the parent company regarding the management of the subsidiary.
 - (2) Subsidiaries will report on required items, and a system for consultation will be established.
 - (3) To impose internal control on important items, regulations governing the entire corporate group will be established, and subsidiaries will be required to comply with them.
 - (4) The Company's Internal Auditing Office will perform internal audits of subsidiaries.
6. Providing employee to assist company auditors, securing those employees' independence from directors and effectiveness of company auditors' instruction to those employees.
 - (1) The Company establishes the Internal Auditing Office under direct control of President and assigns to the Office as the full-time basis. These employees work closely with the company auditors to reflect their opinions on the Company's internal audit plan.
 - (2) The selection, appointment, and transfer of employee assigned to the Internal Auditing Office should be conducted with full consideration of the opinions from the Board of Company Auditors.
 - (3) Other than above, it will be consulted and decided with the Board of Company Auditors as for assignment of employees who assist the company auditors and arrangement to ensure effectiveness of the company auditors' instruction to these employees.
7. Systems that directors and employees of the Company and its subsidiaries make a report to the company auditors, and systems preventing the person who makes report to the company auditor from being disadvantageously treated due to such report.
 - (1) In accordance with the provisions of the Board of Company Auditors, Directors and employees will report and provide information upon or periodically upon the company auditor's request.
 - (2) Company auditors will be a member of panel such as Disclosure Committee that makes the important decision-making.
 - (3) In the Whistle-blower System of the Company, if the subject matter of the report involves Directors, the investigation shall be conducted under the direction of the Company Auditors. Whistle-blower will be safely protected and kept secret, and it is prohibited that the Company disadvantageously treats that person whether the whistleblowing is anonymous or not.
8. Policies on prepaid expenses for the execution of the duties of the company auditors, on expenses for procedures for repayment and execution of other relevant duties, or on debt processing.

The Company will establish budget for the Board of Company Auditors for the execution of their duties every year, and will listen to Company auditors' opinion.
9. Other systems for ensuring effective company auditors' audits
 - (1) In order to ensure that the Board of Company Auditors can properly execute their duties, the necessary external experts will be retained.
 - (2) To preserve the independence of the accounting auditors, the Company and its subsidiaries are not allowed to receive the accounting auditors' services which could possibly harm their independence (including the person related the accounting auditors) as well as takes appropriate measures to obtain

consent to the accounting auditors remuneration and others by the Board of Company Auditors in an appropriate manner.

(3) The Company makes an effort to appoint a financial expert/legal expert for Company Auditors.

2. Basic Views on Eliminating Anti-Social Forces

Towards the elimination of Anti-Social Forces, the Company has followings as basic policies, provisions to that effect to the Code of Ethics and disseminates that.

- (1) Do not respond to undue claims.
- (2) Do legal responses of civil and criminal in the event of emergencies.
- (3) Do not provide any funds and information to Anti-Social Forces.

The Company's Compliance Division is a corresponding department to oversee anti-social forces and cooperates with external organizations such as law enforcement and the Company's attorney.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Not Adopted
Supplementary Information	
-	

2. Other Matters Concerning to Corporate Governance System

As the company is listed on the Tokyo Stock Exchange, the company implements internal control and discloses in accordance with the Financial Instruments and Exchange Law of Japan. Further, based on the Financial Instruments and Exchange Law, the Company and its subsidiaries have received the internal control audit by the accounting auditor, regarding the construction and the evaluation of the internal control related to making of the consolidated financial statements.

[The Company's structure regarding timely disclosure of the Company's information]

The Company has established the Code of Information Disclosure and the Disclosure Committee on the basis of that code in order to disclose in properly, timely and fairly manner. The Disclosure Committee consists of Chairman and Executive Officer, President and Executive Officer, CFO, directors, executive officers and company auditors. The Disclosure Committee has verified the appropriateness and completeness of the disclosure contents, and approved the disclosure. Further, the Disclosure Committee has received reports of disclosure system and guidelines, etc. from the information disclosure officer, and performed the control evaluation.

Disclosure procedure is as follows.

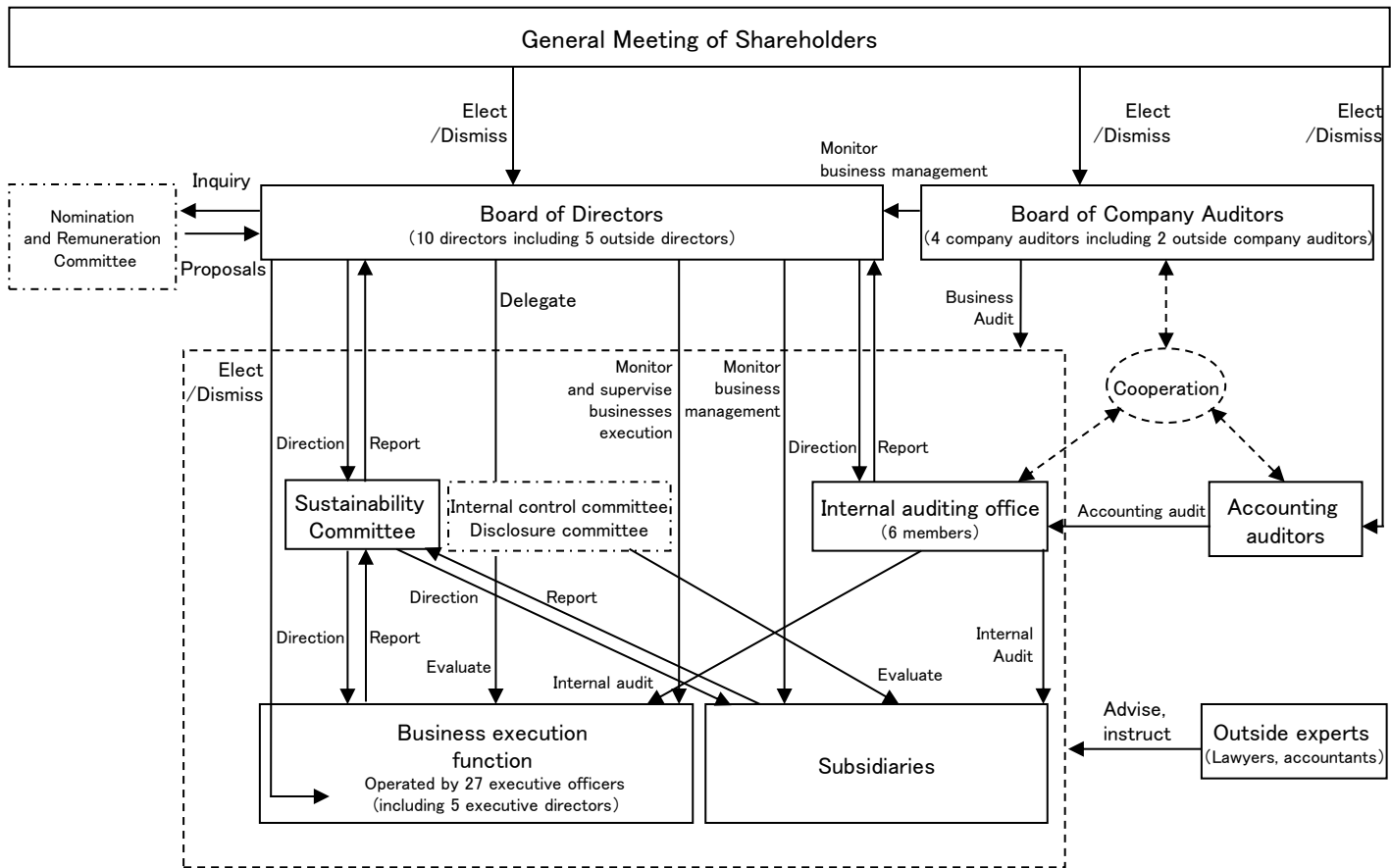
- (1) Collection of information and decision of disclosure
The information from the decision-making organization, executive divisions and subsidiaries, etc., is aggregated in Finance Division. Finance Department under Finance Division confirms whether the information is required to disclose, collects the information and submits the collected information to the information disclosure officer. The information disclosure officer decides whether to disclose.
- (2) Creating disclosure wordings and submitting to the Disclosure Committee
The Company appoints the information disclosure officer as the operating officer of the Disclosure Committee. Finance Department under Finance Division creates disclosure wordings promptly. The disclosure wordings are submitted to the Disclosure Committee who verifies the

appropriateness and completeness of the disclosure contents. Further, the Disclosure Committee verifies whether that the disclosure has been made comprehensively.

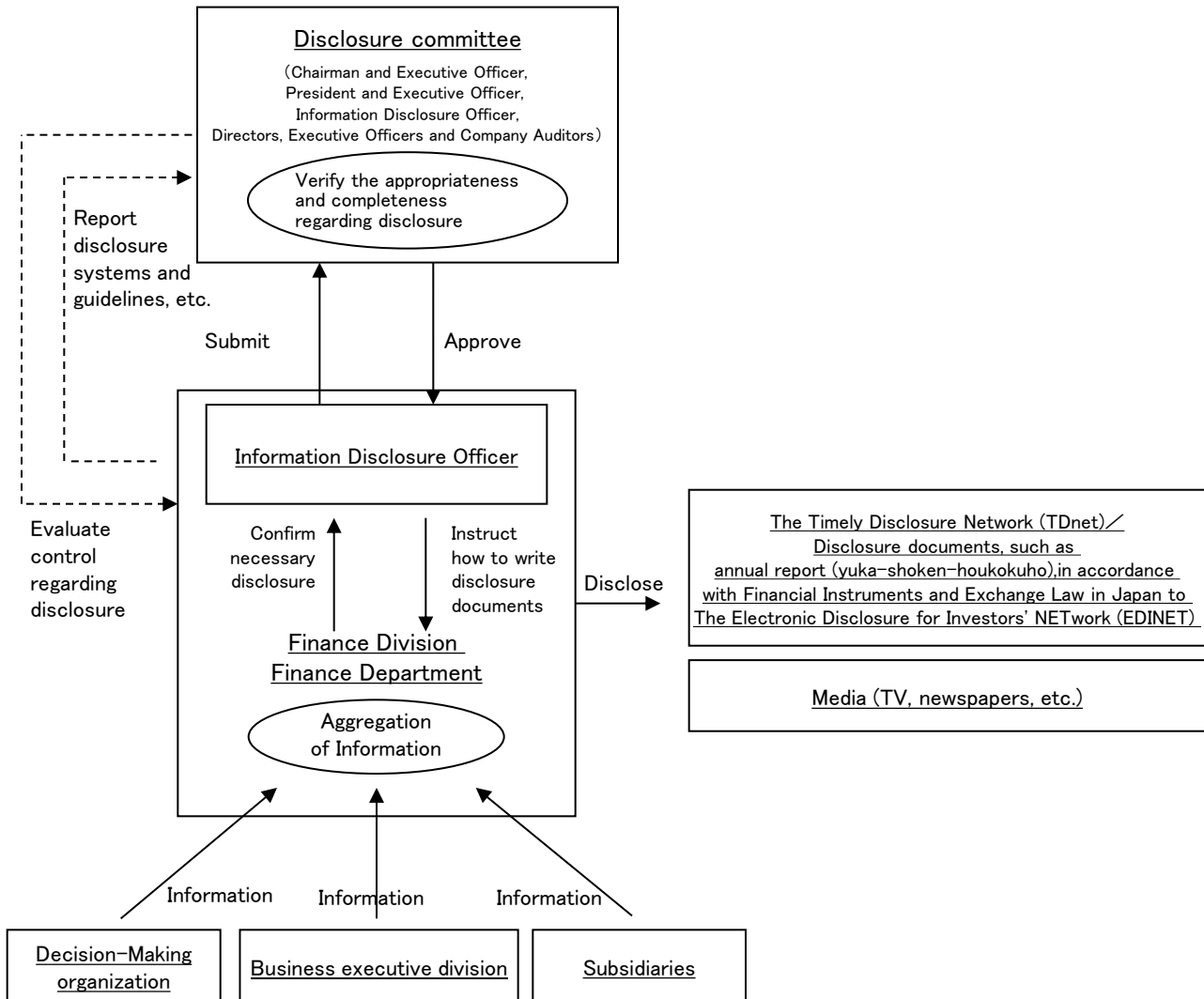
(3) Disclosure guidelines

The information is disclosed by the “Timely Disclosure network (TDnet)” on the Tokyo Stock Exchange, the press and the Company’s website. These materials are disclosed in Japanese and English.

<Outline Map of the Corporate Governance system>



<Outline of Timely Disclosure System (diagram) >



【Directors' Skill Matrix (Reference Material)】

“Policy for Appointment of Directors”

The Company's Board of Directors consists of appropriate members who have extensive experience and high-level expertise necessary for the Company in accordance with the "Directors' Skill Matrix" which defines clearly requirements for directors in order to realize its business philosophy. Full-time directors are mainly appointed from those who are familiar with the IT industry, including members who have been involved in its foundation, and outside directors are mainly appointed from those who have extensive experience and knowledge as top management of large companies. The nomination of each director, which takes into consideration the balance of experience and expertise of the Board of Directors as a whole, is consulted with the Nomination and Remuneration Committee. After the committee evaluates and verifies their appropriateness, each director is appointed through necessary procedures such as the General Shareholders' Meeting and the Board of Directors.

“Definition of required skills”

Skills	Requirements
Top Management	Management experience as a top management executive
IT Expertise	Business experience in the IT industry
Sales	Management experience in sales division
Technology, R&D	Management experience in technology division, Experience of developing new technologies and services, etc.
Global	Management experience in global businesses, working experience abroad
Finance and Accounting	Expertise and experience in finance and accounting division
Governance	Experience as the head of a corporate division, experience as an independent director, etc.

“Directors' Skill Matrix”

Name	Position / Responsibility	Independent Director	Top Management	IT Expertise	Sales	Technology, R&D	Global	Finance and Accounting	Governance
Koichi Suzuki	Member of the Board, Representative Director Chairman and Co-CEO		○	○		○	○		○
Yasuhiko Taniwaki	Member of the Board, Representative Director President and Co-CEO & COO		○	○		○	○		○
Koichi Kitamura	Member of the Board Executive Vice President			○	○		○		
Akihisa Watai	Member of the Board Executive Vice President and CFO			○			○	○	○
Junichi Shimagami	Member of the Board Executive Vice President and CTO			○		○			
Takashi Tsukamoto	Outside Director	●	○				○	○	○
Kazuo Tsukuda	Outside Director	●	○			○	○		○
Yoichiro Iwama	Outside Director	●	○				○	○	○
Atsushi Okamoto	Outside Director	●	○				○		○
Kaori Tonosu	Outside Director	●		○		○			○