

## Basic Policy on the Internal Control System

April, 2023

### **1. System to Ensure that the Execution of Duties by Executive Officers and Employees of the Company Complies with Laws and Regulations as well as the Articles of Incorporation**

- (1) By appointing an Independent Outside Director who can objectively supervise the execution of the Company's business from an independent standpoint, consisting a majority of the Board of Directors as Outside Directors, and appointing the Chairperson of the Board of Directors as an Outside Director, the Board of Directors shall strengthen the supervisory function for the execution of duties by Executive Officers and employees of the Board of Directors, and ensure the appropriateness of business execution.
- (2) Establish the Nomination Committee and the Compensation Committee, both with a majority of members comprising Outside Directors, as voluntary committees of the Board of Directors in order to enhance the transparency and objectivity of decisions related to the nomination of Directors, and the compensation of Directors and corporate Executive Officers.
- (3) The Audit Committee composed of Outside Directors and Internal Directors who supervise business execution based on a deep understanding of the Company's business, with a majority of the chairperson and committee members as Outside Directors, and auditing the legality and appropriateness of Company's business execution by Executive Officers, plays an important role in the function of "supervision of business execution", and auditing the execution of the duties by Directors. The Audit Committee inspects the minutes of the Nomination Committee and the Compensation Committee.
- (4) The Ajinomoto Group Policies (AGP) are established to illustrate the beliefs and behaviors which the companies in the Ajinomoto Group and each individual who works there should uphold, and to provide a written commitment to all of our stakeholders that they will uphold them.
- (5) The Business Conduct Committee, chaired by a member of the Executive Committee nominated by the Representative Executive Officer & President, checks management activities from the perspective of compliance, and seeks to make the AGP well known across the Ajinomoto Group in cooperation with relevant divisions, including providing support and coordinating activities to make the AGP prevail throughout the Ajinomoto Group companies.
- (6) The Business Conduct Committee seeks to enhance the awareness of compliance and promote the penetration of the AGP through the continuous implementation of education and training activities to help foster an open and friendly corporate culture.
- (7) The Business Conduct Committee establishes the desk within its secretariat to receive whistle-

blowing as well as the desk to receive whistle-blowing outside the Company. Relevant internal divisions promptly respond to whistleblowing, report the outcome of handling such whistle-blowing to the Business Conduct Committee, the management Committee, and the Board of Directors in order to prevent recurrence of problems.

- (8) The Internal Auditing Dept. conducts audit on business of operational organizations and Ajinomoto Group companies, reports the audit results to the Representative Executive Officer & President and the Audit Committee (Double Report), instructs organizations audited to correct matters pointed out in the audit, and checks on the implementation status of such corrections. Provided, however, that in order to ensure the independence of audits and maintain an effective and efficient auditing system, the latter shall be given priority in the event that the directions of the Representative Executive Officer & President conflict with the directions of the Audit Committee, in the directions of audit function.

In order to ensure the reliability of financial reporting, the Internal Auditing Dept. assesses the internal control over financial reporting, reports the assessment results to the Representative Executive Officer & President and the Audit Committee, notifies organizations assessed of the assessment results, and instructs them to correct inadequacies, if any. Provided, however, that the latter shall be given priority in the event that the directions of the Representative Executive Officer & President conflict with the directions of the Audit Committee, in the directions of audit function. The Internal Auditing Dept. conducts investigations and audits at the direction of the Audit Committee.

## **2. System Concerning the Storage and Management of Information Related to the Execution of Duties by Executive Officers of the Company**

Store and manage documents and electronic records that record information related to the execution of duties by Executive Officers and Directors, including minutes of Board of Directors meetings, minutes of Executive Committee meetings, documents on decision-making, and minutes of various meetings in accordance with laws and regulations, and company regulations.

## **3. Regulations and Other Systems Concerning Management of Risk of Losses of the Company**

- (1) Establish the Risk Management Committee which identifies risks that may hinder the realization of the medium-term ASV initiatives roadmap at an early stage, evaluates their impacts on the Ajinomoto Group, and formulates countermeasures. In addition, the Risk Management Committee establishes and operates various measures (including BCP) for risk management.
- (2) Establish the Sustainability Committee which formulates countermeasures against risks and opportunities in Group-wide management-level issues based on the materiality. In addition, the

Sustainability Committee manages the progress of the above.

- (3) In the event of a crisis, establish task forces, etc., at relevant organizations, give the highest priority to human life, and strive to minimize losses to the Ajinomoto Group.

#### **4. System to Ensure that the Execution of Duties by Executive Officers of the Company Is Performed Efficiently**

- (1) The Board of Directors meets once a month, in principle, to discuss and make decisions on important matters set forth in laws and regulations and the Articles of Incorporation as well as “Board of Directors Regulations”, etc., and supervises the execution of duties by Directors and Executive Officers.
- (2) The Executive Committee, which comprises the Representative Executive Officer and other Executive Officers nominated by the Representative Executive Officer, meets three times a month, in principle, to discuss and make decisions on important matters concerning the Company and the Ajinomoto Group set forth in “Global Governance Regulations”.
- (3) Clarify the scope of decision - making by the Board of Directors, the Executive Committee, Executive Officers and specified Ajinomoto Group companies, and proceed with the delegation of authority through the development, operation and review of company regulations.
- (4) Documents and other materials are submitted in electronic files to the Board of Directors and the Executive Committee in order to ensure the efficient operation of the Board of Directors and the Executive Committee.

#### **5. System to Ensure the Appropriate Operation of Ajinomoto Group Companies**

- (1) System related to reports to the Company related to the execution of duties by Directors of Ajinomoto Group companies Operating organizations are responsible for supervision of Ajinomoto Group companies they are in charge of in accordance with “Global Governance Regulations”, request reports related to the execution of duties by Directors of Ajinomoto Group companies, and refer important matters to decision-making by Executive Officers, the Executive Committee or the Board of Directors of the Company.
- (2) Regulations and other systems concerning management of risk of losses of Ajinomoto Group companies
  - ① Make Ajinomoto Group companies enforce company regulations with the same effects as Ajinomoto Group common regulations depending on their respective business operations and management environments, etc.
  - ② In the event of a crisis at an Ajinomoto Group company, set up a task force, etc., as necessary and provide support in order to minimize losses to the Ajinomoto Group.

- (3) System to ensure that the execution of duties by Directors of Ajinomoto Group companies is performed efficiently
  - ① Clarify the basic policy related to the supervision of Ajinomoto Group companies, make Ajinomoto Group companies enforce company regulations with the same effects as Ajinomoto Group common regulations, and provide guidance and support to ensure that the company regulations are operated effectively.
  - ② Conduct the appropriate delegation of authority to specified Ajinomoto Group companies in accordance with “Global Governance Policy.”
- (4) System to ensure that the execution of duties by officers and employees of Ajinomoto Group companies complies with laws and regulations as well as the Articles of Incorporation
  - ① Make Ajinomoto Group companies implement the AGP and have their officers and employees, etc. thoroughly comply with laws and regulations as well as the AGP.
  - ② Thoroughly make it widely known that officers and employees, etc. of Ajinomoto Group companies can make use of the desks to accept whistle-blowing set up in and outside the Company.
  - ③ The Internal Auditing Dept. of the Company conducts audit on management and operations of Ajinomoto Group companies as well as assessment of the internal control over financial reporting.
  - ④ At important Ajinomoto Group companies, even when they do not fall under the category of “Large Company” as defined by the Companies Act, assign Audit & Supervisory Board members (standing) in order to enhance the audit function.

## **6. System to Ensure that the Audit by Audit Committee of the Company Is Conducted Effectively**

- (1) Matters concerning employees, etc. who assist in the execution of duties by Audit Committee
  - ① The Audit Committee is independently involved in the selection and evaluation of Executive Officers in charge of the Internal Control and Audit Committee and the General Manager of the Internal Auditing Dept. to assist in their duties.
  - ② Within the Internal Auditing Dept., the Audit Committee staff necessary to assist the Audit Committee in its duties. The Audit Committee shall proactively engage in personnel evaluations, personnel changes, and disciplinary actions of the Audit Committee staff to enhance their independence from Executive Officers and ensure the effectiveness of the Audit Committee's instructions to the Audit Committee staff.
- (2) System concerning reports to Audit Committee
  - ① Executive Officers, when it detects facts that may cause significant losses to the Company or Ajinomoto Group companies, immediately reports them to the Member of the Audit Committee.
  - ② Employees of the Company as well as Directors, Audit & Supervisory Board members, and employees of Ajinomoto Group companies comply with requests for regular and non-regular reports

from the Member of the Audit Committee or the Audit Committee of the Company. When they detect facts that may cause significant losses to the Company or Ajinomoto Group companies and they consider them as requiring urgent attention, they may report such facts directly to the Member of the Audit Committee or the Audit Committee of the Company.

- ③ Establish the “Hotline to Audit Committee” as the dedicated desk to report suspicions about the direct involvement in wrongdoing by officers of Ajinomoto Group companies.
- ④ No disadvantageous treatment is guaranteed for those who made reports in ① and ② or whistle-blowing for ③ for making such reports or whistle-blowing. This policy is thoroughly enforced at Ajinomoto Group companies.

(3) Policy related to the handling of audit expenses

- ① The Company bears expenses required by the execution of duties of Audit Committee (including expenses related to the necessary solicitation of opinions from lawyers and other outside experts).
- ② Regarding the audit-related expenses in ①, make it a rule to set an annual budget and pay for expenses that arises in the year from the budget. However, expenses urgently or additionally required in relation to audit are also borne outside the predetermined annual budget.

(4) Other systems to ensure that the audit by Audit Committee is conducted effectively

- ① Executive Officers make arrangements to allow Members of Audit Committee to attend important meetings held at operating organizations and offer other cooperation necessary for the execution of duties by Audit Committee, including submission of minutes of such meetings.
- ② The Representative Executive Officer & President, other Executive Officers, and Member of Audit Committee or Audit Committee exchange information, regularly or on a non-regular basis, on compliance, risk management efforts and other management issues at the Company and Ajinomoto Group companies, and ensure better communication between Executive Officers, and Audit Committee.

## **7. System for the elimination of antisocial forces**

The Company clearly states to the AGP that we strictly avoid any involvement with organized antisocial forces, which pose a threat to civic order and safety, stand resolutely against organized antisocial forces and refuse any and all inappropriate demands, and the Business Conduct Committee seeks to make the AGP well known across the Ajinomoto Group in cooperation with relevant divisions, including providing support and coordinating activities to make the AGP prevail throughout the Ajinomoto Group companies.

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